

## **AUTODESK, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

**Adopted December 15, 1995**

As of March 26, 2021

These guidelines and principles (the “Guidelines”) 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 Chair and Chief Executive Officer (“CEO”)**

In considering whether a single individual or two different individuals should fill the roles of Chair 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 Chair as separate from the CEO.

#### **2. Lead Independent Director**

In order to facilitate communication between management and the independent directors, in the event that the Chair 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 sessions or meetings of independent directors. The Lead Independent Director should communicate from time to time with the CEO and with the Board/Chair, disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the independent directors when appropriate.

#### **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 reviewed each year to ensure that the committees are not stagnant, and have the appropriate composition, 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 chair, 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 chair should give guidance to the CEO with respect to the proposed length of each meeting, frequency of meetings, and the like. Moreover, the committee chairs may call additional committee meetings at times other than the scheduled meetings of the full Board, as appropriate.

#### **6. Committee Charters and Agendas**

Each standing committee shall have its own charter, which will set forth the principles, policies, objectives, and responsibilities of the committee. Annually, the chair 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 chair 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 chair should work with management to prepare an agenda prior to each committee meeting. 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 Party Transactions and Conflicts of Interest**

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. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair of the Corporate Governance Committee and the Company's Chief Legal Officer. 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. 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.

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

The Chair of the Board or the Lead Independent Director, in consultation with the CEO, will set the agenda for each Board meeting. Each Board member may suggest inclusion of items on the agenda.

#### **9. 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, updates on the Company's business, and other information important to the Board's understanding of matters to be discussed should be sent to the Board members sufficiently in advance to enable directors to prepare for the meeting, Board meeting time may be conserved, and discussion time focused on questions directors may have about the subject. 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.

#### **10. 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 members of management who have personal involvement and can provide additional insight into agenda items to attend the meeting. It is understood that non-members of the Board may be asked to leave the meeting in order for the Board to meet in executive session.

#### **11. Executive Sessions of Independent Directors**

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

#### **12. Board Access to Company Employees**

All members of the Board are encouraged to communicate from time to time with the CEO. In addition, 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.

### **13. 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.

### **14. Size of the Board**

The size of the Board may vary, based in part on the size and needs 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 periodically review the appropriateness of its size.

### **15. 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.

### **16. 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 the listing standards of The NASDAQ Stock Market LLC (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.

### **17. 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 integrity, judgment, diversity (including gender, sexual orientation, age, and ethnicity), expertise, corporate experience, length of service, independence, other board commitments and the like. 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 19 of these Guidelines, 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.

### **18. Extending the Invitation to Join the Board to a New Director**

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

### **19. 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 Chair 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.

### **20. 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.

#### **21. 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.

#### **22. 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.

#### **23. 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.

#### **24. Board and Executive Officer 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 stock ownership guidelines for the directors. The Corporate Governance Committee shall periodically review the director stock ownership guidelines for appropriateness and recommend changes to the Board.

For the same reasons, the Board has adopted stock ownership guidelines for the CEO and other executive officers. The Compensation Committee shall periodically review the officer stock ownership guidelines for appropriateness and recommend changes to the Board.

#### **25. Formal Evaluation and Compensation of the CEO**

The formal evaluation of the CEO should be made in the context of the annual compensation review by the Compensation Committee, with appropriate input from other Board members, and should be communicated to the CEO by the chair of that committee. The evaluation should be based on objective criteria, including performance of the business and accomplishment of long-term strategic objectives, in accordance with the principles established in the Compensation Committee charter.

## **26. 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.

## **27. Board Interaction with Stockholders and Others**

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 in coordination with management. Where comments from the Board are appropriate, they will normally come from the Chair or Lead Independent Director. In the case of stockholder communications directed to the independent directors, the non-executive Chair 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.

The Corporate Governance Committee shall periodically review and assess the Company's stockholder engagement process as well as stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.

## **28. Formulation of Strategy; Oversight of Risk Management**

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

## **29. Multiple Board Seats**

Directors shall advise the Chair of the Board or the Lead Independent Director, as applicable, and the chair of 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 four boards of directors of publicly traded companies, including this Board, without consent of the Corporate Governance Committee. If a director is also an active executive officer of a publicly traded company, the director may not serve on more than two publicly traded company boards of directors (including this Board) without consent of the Corporate Governance Committee.

## **30. 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.

## **31. 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.

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

Directors are expected to comply with the Company's policies and guidelines, including these Guidelines, the Code of Business Conduct, and the Insider Trading Policy.

**33. Periodic Review of Guidelines**

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