

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended January 31, 2024

OR

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File Number 0-21180

INTUIT



INTUIT INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

77-0034661

(IRS Employer Identification No.)

2700 Coast Avenue , Mountain View , CA 94043

(Address of principal executive offices, including zip code)

(650) 944-6000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	INTU	Nasdaq Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares (in thousands) of Common Stock, \$0.01 par value, outstanding as of February 15, 2024 was 279,979 .

PART I - FINANCIAL INFORMATION

[ITEM 1: Financial Statements \(Unaudited\)](#)

[Condensed Consolidated Statements of Operations for the three and six months ended January 31, 2024 and 2023](#) [4](#)

[Condensed Consolidated Statements of Comprehensive Income for the three and six months ended January 31, 2024 and 2023](#) [5](#)

[Condensed Consolidated Balance Sheets at January 31, 2024 and July 31, 2023](#) [6](#)

[Condensed Consolidated Statements of Stockholders' Equity for the three and six months ended January 31, 2024 and 2023](#) [7](#)

[Condensed Consolidated Statements of Cash Flows for the six months ended January 31, 2024 and 2023](#) [9](#)

[Notes to Condensed Consolidated Financial Statements](#) [11](#)

[ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations](#) [30](#)

[ITEM 3: Quantitative and Qualitative Disclosures about Market Risk](#) [47](#)

[ITEM 4: Controls and Procedures](#) [47](#)

PART II - OTHER INFORMATION

[ITEM 1: Legal Proceedings](#) [48](#)

[ITEM 1A: Risk Factors](#) [48](#)

[ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds](#) [62](#)

[ITEM 5: Other Information](#) [62](#)

[ITEM 6: Exhibits](#) [62](#)

[Signatures](#) [63](#)

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. Please also see the section entitled "Risk Factors" in Item 1A of Part II of this Quarterly Report for important information to consider when evaluating these statements. All statements in this report, other than statements that are purely historical, are forward-looking statements. Words such as "expect," "anticipate," "intend," "plan," "believe," "forecast," "estimate," "seek," and similar expressions also identify forward-looking statements. In this report, forward-looking statements include, without limitation, the following:

- our expectations and beliefs regarding future conduct and growth of the business;
- statements regarding the impact of macroeconomic conditions on our business;
- our beliefs and expectations regarding seasonality, competition, and other trends that affect our business;
- our expectation that we will continue to invest significant resources in our product development, marketing and sales capabilities;
- our expectation that we will continue to invest significant management attention and resources in our information technology infrastructure and in our privacy and security capabilities;
- our expectation that we will work with the broader industry and government to protect our customers from fraud;
- our expectation that we will generate significant cash from operations;
- our expectation that total service revenue as a percentage of our total revenue will continue to grow;
- our expectations regarding the development of future products, services, business models and technology platforms and our research and development efforts;
- our assumptions underlying our critical accounting policies and estimates, including our judgments and estimates regarding revenue recognition; the fair value of goodwill; and expected future amortization of acquired intangible assets;
- our intention not to sell our investments and our belief that it is more likely than not that we will not be required to sell them before recovery at par;
- our belief that the investments we hold are not other-than-temporarily impaired;
- our belief that we take prudent measures to mitigate investment-related risks;
- our belief that our exposure to currency exchange fluctuation risk will not be significant in the future;
- our assessments and estimates that determine our effective tax rate;
- our belief that our income tax valuation allowance is sufficient;
- our belief that it is not reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months;
- our belief that our cash and cash equivalents, investments and cash generated from operations will be sufficient to meet our seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements and other liquidity requirements associated with our operations for at least the next 12 months;
- our expectation that we will return excess cash generated by operations to our stockholders through repurchases of our common stock and the payment of cash dividends, after taking into account our operating and strategic cash needs;
- our judgments and assumptions relating to our loan portfolio;
- our belief that the credit facilities will be available to us should we choose to borrow under them;
- our expectations regarding acquisitions and their impact on business and strategic priorities; and
- our assessments and beliefs regarding the future developments and outcomes of pending legal proceedings and inquiries by regulatory authorities, the liability, if any, that Intuit may incur as a result of those proceedings and inquiries, and the impact of any potential losses or expenses associated with such proceedings or inquiries on our financial statements.

We caution investors that forward-looking statements are only predictions based on our current expectations about future events and are not guarantees of future performance. We encourage you to read carefully all information provided in this report and in our other filings with the Securities and Exchange Commission before deciding to invest in our stock or to maintain or change your investment. These forward-looking statements are based on information as of the filing date of this Quarterly Report and, except as required by law, we undertake no obligation to revise or update any forward-looking statement for any reason.

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

INTUIT INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In millions, except per share amounts)

	Three Months Ended		Six Months Ended	
	January 31, 2024	January 31, 2023	January 31, 2024	January 31, 2023
Net revenue:				
Service	\$ 2,693	\$ 2,418	\$ 5,143	\$ 4,573
Product and other	693	623	1,221	1,065
Total net revenue	3,386	3,041	6,364	5,638
Costs and expenses:				
Cost of revenue:				
Cost of service revenue	796	708	1,503	1,328
Cost of product and other revenue	23	24	38	39
Amortization of acquired technology	36	41	74	82
Selling and marketing	1,020	924	1,789	1,719
Research and development	678	630	1,358	1,255
General and administrative	344	323	686	627
Amortization of other acquired intangible assets	120	121	240	242
Total costs and expenses	3,017	2,771	5,688	5,292
Operating income	369	270	676	346
Interest expense	(57)	(65)	(122)	(114)
Interest and other income, net	42	23	64	28
Income before income taxes	354	228	618	260
Income tax provision	1	60	24	52
Net income	\$ 353	\$ 168	\$ 594	\$ 208
Basic net income per share	\$ 1.26	\$ 0.60	\$ 2.12	\$ 0.74
Shares used in basic per share calculations	280	281	280	281
Diluted net income per share	\$ 1.25	\$ 0.60	\$ 2.10	\$ 0.73
Shares used in diluted per share calculations	284	282	284	283

See accompanying notes.

INTUIT INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME *(Unaudited)*

(In millions)	Three Months Ended		Six Months Ended	
	January 31,	January 31,	January 31,	January 31,
	2024	2023	2024	2023
Net income	\$ 353	\$ 168	\$ 594	\$ 208
Other comprehensive income (loss), net of income taxes:				
Unrealized gain on available-for-sale debt securities	5	6	6	—
Foreign currency translation gain (loss)	13	18	(11)	(3)
Total other comprehensive income (loss), net	18	24	(5)	(3)
Comprehensive income	\$ 371	\$ 192	\$ 589	\$ 205

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED BALANCE SHEETS *(Unaudited)*

		January 31, 2024	July 31, 2023
<i>(In millions)</i>			
ASSETS			
Current assets:			
Cash and cash equivalents		\$ 1,474	\$ 2,848
Investments		15	814
Accounts receivable, net		928	405
Notes receivable held for investment, net		1,001	687
Notes receivable held for sale		21	—
Income taxes receivable		126	29
Prepaid expenses and other current assets		345	354
Current assets before funds receivable and amounts held for customers		3,910	5,137
Funds receivable and amounts held for customers		3,390	420
Total current assets		7,300	5,557
Long-term investments		128	105
Property and equipment, net		1,049	969
Operating lease right-of-use assets		444	469
Goodwill		13,779	13,780
Acquired intangible assets, net		6,104	6,419
Long-term deferred income tax assets		383	64
Other assets		501	417
Total assets		\$ 29,688	\$ 27,780
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable		\$ 789	\$ 638
Accrued compensation and related liabilities		547	665
Deferred revenue		887	921
Income taxes payable		1	698
Other current liabilities		602	448
Current liabilities before funds payable and amounts due to customers		2,826	3,370
Funds payable and amounts due to customers		3,390	420
Total current liabilities		6,216	3,790
Long-term debt		5,950	6,120
Long-term deferred income tax liabilities		3	4
Operating lease liabilities		473	480
Other long-term obligations		138	117
Total liabilities		12,780	10,511
Commitments and contingencies			
Stockholders' equity:			
Preferred stock		—	—
Common stock and additional paid-in capital		19,739	19,029
Treasury stock, at cost		(17,911)	(16,772)
Accumulated other comprehensive loss		(60)	(55)
Retained earnings		15,140	15,067
Total stockholders' equity		16,908	17,269
Total liabilities and stockholders' equity		\$ 29,688	\$ 27,780

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY *(Unaudited)*

Three Months Ended January 31, 2024						
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at October 31, 2023	280,105	\$ 19,398	\$ (17,375)	\$ (78)	\$ 15,047	\$ 16,992
Comprehensive income	—	—	—	18	353	371
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	857	(134)	—	—	—	(134)
Stock repurchases under stock repurchase programs	(937)	—	(536)	—	—	(536)
Dividends and dividend rights declared (\$ 0.90 per share)	—	—	—	—	(260)	(260)
Share-based compensation expense	—	475	—	—	—	475
Balance at January 31, 2024	280,025	\$ 19,739	\$ (17,911)	\$ (60)	\$ 15,140	\$ 16,908

Six Months Ended January 31, 2024						
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at July 31, 2023	280,421	\$ 19,029	\$ (16,772)	\$ (55)	\$ 15,067	\$ 17,269
Comprehensive income	—	—	—	(5)	594	589
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	1,707	(260)	—	—	—	(260)
Stock repurchases under stock repurchase programs	(2,103)	—	(1,139)	—	—	(1,139)
Dividends and dividend rights declared (\$ 1.80 per share)	—	—	—	—	(521)	(521)
Share-based compensation expense	—	970	—	—	—	970
Balance at January 31, 2024	280,025	\$ 19,739	\$ (17,911)	\$ (60)	\$ 15,140	\$ 16,908

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY *(Unaudited)*

Three Months Ended January 31, 2023						
Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity	
Balance at October 31, 2022	281,328	\$ 18,082	\$ (15,324)	\$ (87)	\$ 13,396	\$ 16,067
Comprehensive income	—	—	—	24	168	192
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	616	(113)	—	—	—	(113)
Stock repurchases under stock repurchase programs	(1,276)	—	(500)	—	—	(500)
Dividends and dividend rights declared (\$ 0.78 per share)	—	—	—	(227)	—	(227)
Share-based compensation expense	—	423	—	—	—	423
Balance at January 31, 2023	280,668	\$ 18,392	\$ (15,824)	\$ (63)	\$ 13,337	\$ 15,842

(Dollars in millions, except per share amount;
shares in thousands)

Six Months Ended January 31, 2023						
Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity	
Balance at July 31, 2022	281,932	\$ 17,725	\$ (14,805)	\$ (60)	\$ 13,581	\$ 16,441
Comprehensive income	—	—	—	(3)	208	205
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	1,250	(178)	—	—	—	(178)
Stock repurchases under stock repurchase programs	(2,514)	—	(1,019)	—	—	(1,019)
Dividends and dividend rights declared (\$ 1.56 per share)	—	—	—	(452)	—	(452)
Share-based compensation expense	—	845	—	—	—	845
Balance at January 31, 2023	280,668	\$ 18,392	\$ (15,824)	\$ (63)	\$ 13,337	\$ 15,842

(Dollars in millions, except per share amount;
shares in thousands)

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS *(Unaudited)*
(In millions)
Cash flows from operating activities:

	Six Months Ended	
	January 31, 2024	January 31, 2023
Net income	\$ 594	\$ 208
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	69	94
Amortization of acquired intangible assets	314	324
Non-cash operating lease cost	43	46
Share-based compensation expense	970	845
Deferred income taxes	(310)	(290)
Other	55	42
Total adjustments	1,141	1,061
Originations and purchases of loans held for sale	(96)	—
Sales and principal payments of loans held for sale	76	—
Changes in operating assets and liabilities:		
Accounts receivable	(522)	(456)
Income taxes receivable	(97)	27
Prepaid expenses and other assets	(4)	(108)
Accounts payable	151	60
Accrued compensation and related liabilities	(119)	(75)
Deferred revenue	(37)	40
Income taxes payable	(697)	(8)
Operating lease liabilities	(33)	(38)
Other liabilities	159	(99)
Total changes in operating assets and liabilities	(1,199)	(657)
Net cash provided by operating activities	516	612

Cash flows from investing activities:

Purchases of corporate and customer fund investments	(92)	(388)
Sales of corporate and customer fund investments	490	125
Maturities of corporate and customer fund investments	456	225
Purchases of property and equipment	(147)	(132)
Acquisitions of businesses, net of cash acquired	—	(33)
Originations and purchases of loans held for investment	(1,140)	(1,015)
Principal repayments of loans held for investment	709	530
Other	(32)	(16)
Net cash provided by (used in) investing activities	244	(704)

Cash flows from financing activities:

Proceeds from issuance of long-term debt, net of discount and issuance costs	3,956	—
Repayment of debt	(4,200)	(9)
Proceeds from borrowings under unsecured revolving credit facility	100	—
Repayments on borrowings under unsecured revolving credit facilities	(100)	—
Proceeds from borrowings under secured revolving credit facilities	95	175
Repayments on borrowings under secured revolving credit facilities	(25)	(16)
Proceeds from issuance of stock under employee stock plans	169	81
Payments for employee taxes withheld upon vesting of restricted stock units	(430)	(259)
Cash paid for purchases of treasury stock	(1,135)	(1,017)
Dividends and dividend rights paid	(516)	(446)

Net change in funds receivable and funds payable and amounts due to customers	2,921	(199)
Cash received from a bank partner	—	336
Other	(2)	(1)
Net cash provided by (used in) financing activities	833	(1,355)
Effect of exchange rates on cash, cash equivalents, restricted cash, and restricted cash equivalents	(4)	(1)
Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents	1,589	(1,448)
Cash, cash equivalents, restricted cash, and restricted cash equivalents at beginning of period	2,852	2,997
Cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period	\$ 4,441	\$ 1,549
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents reported within the condensed consolidated balance sheets to the total amounts reported on the condensed consolidated statements of cash flows		
Cash and cash equivalents	\$ 1,474	\$ 1,547
Restricted cash and restricted cash equivalents included in funds receivable and amounts held for customers	2,967	2
Total cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period	\$ 4,441	\$ 1,549

See accompanying notes.

INTUIT INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Intuit helps consumers and small businesses prosper by delivering financial management, compliance, and marketing products and services. We also provide specialized tax products to accounting professionals, who are key partners that help us serve small business customers.

Our global financial technology platform, which includes TurboTax, Credit Karma, QuickBooks, and Mailchimp, is designed to help consumers and small businesses manage their finances, get and retain customers, save money, pay off debt, and do their taxes with ease and confidence. For those customers who run small businesses, we are also focused on helping them find and keep customers, get paid faster, pay their employees, manage and get access to capital, and ensure their books are done right. Lacerte, ProSeries, and ProConnect Tax Online are our leading tax preparation offerings for professional accountants. Incorporated in 1984 and headquartered in Mountain View, California, we sell our products and services primarily in the United States.

Basis of Presentation

These condensed consolidated financial statements include the financial statements of Intuit and its wholly-owned subsidiaries. We have eliminated all intercompany balances and transactions in consolidation. We have included all adjustments, consisting only of normal recurring items, which we considered necessary for a fair presentation of our financial results for the interim periods presented. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation.

In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified expenses totaling \$ 10 million and \$ 19 million from Small Business & Self-Employed, \$ 43 million and \$ 83 million from Consumer, and \$ 16 million and \$ 31 million from ProTax to other corporate expenses, respectively. See Note 12, "Segment Information," for more information.

These unaudited condensed consolidated financial statements and accompanying notes should be read together with the audited consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. Results for the six months ended January 31, 2024 are not necessarily indicative of the results we expect for the fiscal year ending July 31, 2024 or any other future period.

Seasonality

Our Consumer and ProTax offerings have a significant and distinct seasonal pattern as sales and revenue from our income tax preparation products and services are typically heavily concentrated in the period from November through April. This seasonal pattern typically results in higher net revenues during our second and third quarters ending January 31 and April 30, respectively.

Significant Accounting Policies

We described our significant accounting policies in Note 1 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. There have been no changes to our significant accounting policies during the first six months of fiscal 2024.

[Use of Estimates](#)

In preparing our condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP), we make certain judgments, estimates, and assumptions that affect the amounts reported in our financial statements and the disclosures made in the accompanying notes. For example, we use judgments and estimates in determining how revenue should be recognized. These judgments and estimates include identifying performance obligations, determining if the performance obligations are distinct, determining the standalone sales price (SSP) and timing of revenue recognition for each distinct performance obligation, and estimating variable consideration to be included in the transaction price. We use estimates in determining the collectibility of accounts receivable and notes receivable held for investment, the appropriate levels of various accruals including accruals for litigation contingencies, the discount rate used to calculate lease liabilities, the amount of our worldwide tax provision, the realizability of deferred tax assets, the credit losses of available-for-sale debt securities, reserves for losses, and the fair value of assets acquired and liabilities assumed for business combinations. We also use estimates in determining the remaining economic lives and fair values of acquired intangible assets, property and equipment, and other long-lived assets. In addition, we use assumptions to estimate the fair value of reporting units and share-based compensation. Despite our intention to establish accurate estimates and use reasonable assumptions, actual results may differ from our estimates.

[Computation of Net Income Per Share](#)

We compute basic net income or loss per share using the weighted-average number of common shares outstanding during the period. We compute diluted net income per share using the weighted-average number of common shares and dilutive potential common shares outstanding during the period. Dilutive potential common shares consist of the shares issuable upon the exercise of stock options and upon the vesting of restricted stock units (RSUs) under the treasury stock method.

We include stock options with combined exercise prices and unrecognized compensation expense that are less than the average market price for our common stock, and RSUs with unrecognized compensation expense that is less than the average market price for our common stock, in the calculation of diluted net income per share. We exclude stock options with combined exercise prices and unrecognized compensation expense that are greater than the average market price for our common stock, and RSUs with unrecognized compensation expense that is greater than the average market price for our common stock, from the calculation of diluted net income per share because their effect is anti-dilutive. Under the treasury stock method, the amount that must be paid to exercise stock options and the amount of compensation expense for future service that we have not yet recognized for stock options and RSUs are assumed to be used to repurchase shares.

All of the RSUs we grant have dividend rights. Dividend rights are accumulated and paid when the underlying RSUs vest. Since the dividend rights are subject to the same vesting requirements as the underlying equity awards, they are considered a contingent transfer of value. Consequently, the RSUs are not considered participating securities, and we do not present them separately in earnings per share.

In loss periods, basic net loss per share and diluted net loss per share are the same since the effect of potential common shares is anti-dilutive and therefore excluded.

The following table presents the composition of shares used in the computation of basic and diluted net income per share for the periods indicated.

	Three Months Ended		Six Months Ended	
	January 31, 2024	January 31, 2023	January 31, 2024	January 31, 2023
<i>(In millions, except per share amounts)</i>				
Numerator:				
Net income	\$ 353	\$ 168	\$ 594	\$ 208
Denominator:				
Shares used in basic per share amounts:				
Weighted-average common shares outstanding	280	281	280	281
Shares used in diluted per share amounts:				
Weighted-average common shares outstanding	280	281	280	281
Dilutive common equivalent shares from stock options and restricted stock awards	4	1	4	2
Dilutive weighted-average common shares outstanding	284	282	284	283
Basic and diluted net income per share:				
Basic net income per share	\$ 1.26	\$ 0.60	\$ 2.12	\$ 0.74
Diluted net income per share	\$ 1.25	\$ 0.60	\$ 2.10	\$ 0.73
Shares excluded from diluted net income per share:				
Weighted-average stock options and restricted stock units that have been excluded from dilutive common equivalent shares outstanding due to their anti-dilutive effect	—	7	1	3

Deferred Revenue

We record deferred revenue when we have entered into a contract with a customer, and cash payments are received or due prior to transfer of control or satisfaction of the related performance obligation. During the three and six months ended January 31, 2024, we recognized revenue of \$ 167 million and \$ 805 million, respectively, that was included in deferred revenue at July 31, 2023. During the three and six months ended January 31, 2023, we recognized revenue of \$ 158 million and \$ 693 million, respectively, that was included in deferred revenue at July 31, 2022.

Our performance obligations are generally satisfied within 12 months of the initial contract date. As of January 31, 2024 and July 31, 2023, the deferred revenue balance related to performance obligations that will be satisfied after 12 months was \$ 3 million and \$ 5 million, respectively, and is included in other long-term obligations on our condensed consolidated balance sheets.

Concentration of Credit Risk and Significant Customers

No customer accounted for 10% or more of total net revenue in the three or six months ended January 31, 2024 or January 31, 2023. No customer accounted for 10% or more of gross accounts receivable at January 31, 2024 or July 31, 2023.

Accounting Standards Not Yet Adopted

Segment Information - In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." This standard requires incremental segment information disclosures, including disclosures of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, which means that it will be effective for our annual reporting for the fiscal year ending July 31, 2025 and for interim period reporting beginning in fiscal 2026. Early adoption is permitted, and retrospective adoption is required for all prior periods presented. We are currently evaluating the impact of our pending adoption of ASU 2023-07 on our consolidated financial statements and related disclosures.

Income Tax - In December 2023, the FASB issued Accounting Standard Update (ASU) 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." This standard requires additional disclosures related to the income tax rate reconciliation, income taxes paid by jurisdiction, and other income tax-related disclosures. The standard is effective for fiscal years beginning after December 15, 2024, which means that it will be effective for us for the fiscal year ending July 31, 2026. Early adoption is permitted. The standard should be applied on a prospective basis, and retrospective application is permitted. We are currently evaluating the impact of adopting ASU 2023-09 on our consolidated financial statements and related disclosures.

2. Fair Value Measurements

Fair Value Hierarchy

The authoritative guidance defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, we consider the principal or most advantageous market for an asset or liability and assumptions that market participants would use when pricing the asset or liability. In addition, we consider and use all valuation methods that are appropriate in estimating the fair value of an asset or liability.

The authoritative guidance establishes a fair value hierarchy that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities. In general, the authoritative guidance requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. An asset or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of its fair value. The three levels of input defined by the authoritative guidance are as follows:

- **Level 1** uses unadjusted quoted prices that are available in active markets for identical assets or liabilities.
- **Level 2** uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data for substantially the full term of the assets or liabilities.
- **Level 3** uses one or more unobservable inputs that are supported by little or no market activity and that are significant to the determination of fair value. Level 3 assets and liabilities include those whose fair values are determined using pricing models, discounted cash flow methodologies, or similar valuation techniques and significant management judgment or estimation.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes financial assets and financial liabilities that we measured at fair value on a recurring basis at the dates indicated, classified in accordance with the fair value hierarchy described above.

	January 31, 2024			July 31, 2023		
	Level 1	Level 2	Total Fair Value	Level 1	Level 2	Total Fair Value
(In millions)						
Assets:						
Cash equivalents, primarily money market funds and time deposits	\$ 46	\$ —	\$ 46	\$ 1,888	\$ —	\$ 1,888
Available-for-sale debt securities:						
Corporate notes	—	147	147	—	805	805
U.S. agency securities	—	26	26	—	209	209
Total available-for-sale debt securities	—	173	173	—	1,014	1,014
Total assets measured at fair value on a recurring basis	\$ 46	\$ 173	\$ 219	\$ 1,888	\$ 1,014	\$ 2,902
Liabilities:						
Senior unsecured notes ⁽¹⁾	\$ —	\$ 5,509	\$ 5,509	\$ —	\$ 1,309	\$ 1,309

⁽¹⁾ Carrying values on our condensed consolidated balance sheets at January 31, 2024 and July 31, 2023 were \$ 5.45 billion and \$ 1.49 billion, respectively. See Note 6, "Debt," for more information.

The following table summarizes our cash equivalents and available-for-sale debt securities by balance sheet classification and level in the fair value hierarchy at the dates indicated.

	January 31, 2024			July 31, 2023		
	Level 1	Level 2	Total Fair Value	Level 1	Level 2	Total Fair Value
(In millions)						
Cash equivalents:						
In cash and cash equivalents	\$ 46	\$ —	\$ 46	\$ 1,888	\$ —	\$ 1,888
Available-for-sale debt securities:						
In investments	\$ —	\$ 15	\$ 15	\$ —	\$ 814	\$ 814
In funds receivable and amounts held for customers	—	158	158	—	200	200
Total available-for-sale debt securities	\$ —	\$ 173	\$ 173	\$ —	\$ 1,014	\$ 1,014

We value our Level 1 assets, consisting primarily of money market funds and time deposits, using quoted prices in active markets for identical instruments.

Financial assets whose fair values we measure on a recurring basis using Level 2 inputs consist of corporate notes and U.S. agency securities. We measure the fair values of these assets with the help of a pricing service that either provides quoted market prices in active markets for identical or similar securities or uses observable inputs for their pricing without applying significant adjustments. Our fair value processes include controls designed to ensure that we record appropriate fair values for our Level 2 investments. These controls include comparison to pricing provided by a secondary pricing service or investment manager, validation of pricing sources and models, review of key model inputs, analysis of period-over-period price fluctuations, and independent recalculation of prices where appropriate.

Financial assets whose fair values we measure using Level 3 inputs consist of notes receivable held for sale. These loans are recorded at the lower of cost or fair value. As of January 31, 2024, total notes receivable held for sale were not material and the difference between amortized cost and fair value was not material.

Financial liabilities whose fair values we measure using Level 2 inputs consist of senior unsecured notes. See Note 6, "Debt," for more information. We measure the fair value of our senior unsecured notes based on their trading prices and the interest rates we could obtain for other borrowings with similar terms.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the six months ended January 31, 2024.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Long-term investments primarily include non-marketable equity securities in privately-held companies that do not have a readily determinable fair value. They are accounted for at cost and adjusted based on observable price changes from orderly transactions for identical or similar investments of the same issuer or impairment. These investments are classified as Level 3 in the fair value hierarchy because we estimate the value of these investments using a valuation method based on observable transaction price changes at the transaction date. We recognized \$ 4 million of upward adjustments during the three and six months ended January 31, 2024. We recognized no upward adjustments during the three and six months ended January 31, 2023. Impairments recognized during the three and six months ended January 31, 2024 and January 31, 2023 were not material. Cumulative upward adjustments were \$ 75 million, and cumulative impairments were not material through January 31, 2024 for measurement alternative investments held as of January 31, 2024. The carrying value of long-term investments on our condensed consolidated balance sheets was \$ 128 million and \$ 105 million at January 31, 2024 and July 31, 2023, respectively.

3. Cash and Cash Equivalents, Investments, and Funds Receivable and Amounts Held for Customers

We consider highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. In all periods presented, cash equivalents consist primarily of money market funds and time deposits. Investments consist primarily of investment-grade available-for-sale debt securities. Funds receivable and amounts held for customers represent funds receivable from third-party payment processors for customer transactions and cash held on behalf of our customers that is invested in cash and cash equivalents and investment-grade available-for-sale securities, restricted for use solely for the purpose of satisfying amounts we owe on behalf of our customers.

In the first quarter of fiscal 2024, we updated our terms of service and end user license agreements related to our payroll and payments offerings to reflect a change in our obligations with respect to funds we transmit on behalf of our customers. As a result of the change, our obligations are now satisfied when the funds are settled in the customers' accounts. These obligations are reflected in funds payable and amounts due to customers in the accompanying condensed consolidated balance sheets. Under our previous agreements, our obligations were satisfied as of the point that we initiated the transmission of the funds on the customers' behalf.

Except for direct obligations of the United States government, securities issued by agencies of the United States government, and money market funds, we diversify our investments in debt securities by limiting our holdings with any individual issuer.

The following table summarizes our cash and cash equivalents, investments, and funds receivable and amounts held for customers by balance sheet classification at the dates indicated.

	January 31, 2024		July 31, 2023	
	Amortized		Amortized	
	Cost	Fair Value	Cost	Fair Value
(In millions)				
Classification on condensed consolidated balance sheets:				
Cash and cash equivalents	\$ 1,474	\$ 1,474	\$ 2,848	\$ 2,848
Investments	15	15	819	814
Funds receivable and amounts held for customers	3,391	3,390	424	420
Total cash and cash equivalents, investments, and funds receivable and amounts held for customers	<u>\$ 4,880</u>	<u>\$ 4,879</u>	<u>\$ 4,091</u>	<u>\$ 4,082</u>

The following table summarizes our cash and cash equivalents, investments, and relevant portion of funds receivable and amounts held for customers by investment category at the dates indicated. As of January 31, 2024 and July 31, 2023, this excludes \$ 265 million and \$ 216 million, respectively, of funds receivable included on our condensed consolidated balance sheets in funds receivable and amounts held for customers not measured and recorded at fair value.

	January 31, 2024		July 31, 2023	
	Amortized		Amortized	
	Cost	Fair Value	Cost	Fair Value
(In millions)				
Type of issue:				
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	\$ 4,441	\$ 4,441	\$ 2,852	\$ 2,852
Available-for-sale debt securities:				
Corporate notes	148	147	811	805
U.S. agency securities	26	26	212	209
Total available-for-sale debt securities	<u>174</u>	<u>173</u>	<u>1,023</u>	<u>1,014</u>
Total cash, cash equivalents, restricted cash, restricted cash equivalents, and investments	<u>\$ 4,615</u>	<u>\$ 4,614</u>	<u>\$ 3,875</u>	<u>\$ 3,866</u>

We use the specific identification method to compute gains and losses on investments. We include realized gains and losses on our available-for-sale debt securities in interest and other income, net in our condensed consolidated statements of operations. Gross realized gains and losses on our available-for-sale debt securities for the six months ended January 31, 2024 and January 31, 2023 were not material.

We accumulate unrealized gains and losses on our available-for-sale debt securities, net of tax, in accumulated other comprehensive income or loss in the stockholders' equity section of our condensed consolidated balance sheets, except for certain unrealized losses described below. Gross unrealized gains and losses on our available-for-sale debt securities at January 31, 2024 and July 31, 2023 were not material.

For available-for-sale debt securities in an unrealized loss position, we determine whether a credit loss exists. The estimate of the credit loss is determined by considering available information relevant to the collectibility of the security and information about past events, current conditions, and reasonable and supportable forecasts. The allowance for credit loss is recorded to interest and other income, net in our condensed consolidated statements of operations, not to exceed the amount of the unrealized loss. Any excess unrealized loss greater than the allowance for credit loss at a security level is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of our condensed consolidated balance sheets. We determined there were no credit losses related to available-for-sale debt securities as of January 31, 2024. Unrealized losses on available-for-sale debt securities at January 31, 2024 were not material. We do not intend to sell these investments. In addition, it is more likely than not that we will not be required to sell them before recovery of the amortized cost basis, which may be at maturity.

The following table summarizes our available-for-sale debt securities, included in investments and relevant portion of funds receivable and amounts held for customers, classified by the stated maturity date of the security at the dates indicated.

	January 31, 2024		July 31, 2023	
	Amortized		Amortized	
	Cost	Fair Value	Cost	Fair Value
(In millions)				
Due within one year	\$ 84	\$ 83	\$ 735	\$ 730
Due within two years	68	68	147	144
Due within three years	22	22	141	140
Due after three years	—	—	—	—
Total available-for-sale debt securities	\$ 174	\$ 173	\$ 1,023	\$ 1,014

The following table summarizes our funds receivable and amounts held for customers by asset category at the dates indicated.

	January 31, 2024	July 31, 2023
(In millions)		
Restricted cash and restricted cash equivalents	\$ 2,967	\$ 4
Restricted available-for-sale debt securities and funds receivable	423	416
Total funds receivable and amounts held for customers	\$ 3,390	\$ 420
	January 31, 2023	July 31, 2022
(In millions)		
Restricted cash and restricted cash equivalents	\$ 2	\$ 201
Restricted available-for-sale debt securities and funds receivable	374	230
Total funds receivable and amounts held for customers	\$ 376	\$ 431

4. Notes Receivable and Allowances for Loan Losses

As of January 31, 2024, our notes receivable portfolio consisted of notes receivable held for investment, including term loans to small businesses and refund advance loans to consumers, and notes receivable held for sale, including term loans to small businesses.

Notes Receivable Held for Investment

Notes receivable that we have the intent and ability to hold until maturity are classified as notes receivable held for investment.

Term loans to small businesses. We provide financing to small businesses via term loans that we originate directly or through an originating bank partner. During the six months ended January 31, 2024 and 2023, we purchased loans from our originating bank partner with principal balances in the amount of \$ 748 million and \$ 64 million, respectively. As of January 31, 2024, we had commitments to purchase \$ 13 million in loans that were originated on or prior to January 31, 2024.

The term loans are not secured and are recorded at amortized cost, net of allowances for loan losses. As of January 31, 2024 and July 31, 2023, the net notes receivable balance for term loans to small businesses was \$ 807 million and \$ 757 million, respectively. The current portion is included in notes receivable held for investment and the long-term portion is included in other assets on our condensed consolidated balance sheets.

We maintain an allowance for loan losses to reserve for potentially uncollectible notes receivable. We evaluate the creditworthiness of our term loan portfolio on a pooled basis due to its composition of loans with similar general credit risk and characteristics and apply a loss rate at the time of loan origination. The allowance is subjective and requires management estimates. The loss rate and underlying probability of default methodology are updated periodically to reflect factors such as actual loan performance, changes to assumptions, portfolio growth, our current credit policies, changes to our applicant base, and macroeconomic conditions. Factors taken into consideration in the methodology include historical performance, customer creditworthiness, changes in the size and composition of the loan portfolio, delinquency levels, and actual credit loss experience. We use empirical data and management judgment to estimate losses for new credit tests or products for which we do not have enough history. We make judgments about the known and inherent risks in the loan portfolio, adverse situations that may affect borrowers' ability to repay, and current and future economic conditions. When we determine that amounts are uncollectible, we write them off against the allowance. As of January 31, 2024 and July 31, 2023, the allowances for loan losses on term loans to small businesses were not material.

We consider a loan to be delinquent when the payments are one day past due. We place delinquent loans on nonaccrual status and stop accruing interest revenue. Loans are returned to accrual status if they are brought current or have performed in accordance with the contractual terms for a reasonable period of time and, in our judgment, will continue to make periodic principal and interest payments as per contractual terms. Past due amounts were not material for all periods presented.

Interest revenue is earned on loans originated and purchased and held for investment in accordance with the specified period of time and defined interest rate noted in the loan contract. Interest revenue is recorded net of amortized direct origination costs and is included in service revenue in our condensed consolidated statements of operations. Interest revenue was not material for all periods presented.

Refund Advance Loans. Refund advance loans are loans available to eligible TurboTax customers based on a customer's anticipated income tax refund, at no cost to the customer. The loans are repaid from the customer's income tax refund, which is generally received within three to four weeks after acceptance of the customer's income tax return by the IRS. We partner with a third-party issuing bank to originate the loans and subsequently purchase full participating interests in those loans. The refund advance loans are not secured and are recorded at amortized cost, net of an allowance for loan losses. As of January 31, 2024 and July 31, 2023, the net notes receivable balance for refund advance loans was \$ 329 million and \$ 5 million, respectively. As of January 31, 2024, we had commitments to purchase \$ 70 million in loans that were originated on or prior to January 31, 2024. We maintain an allowance for loan losses to reserve for potentially uncollectible loans. We estimate the allowance based on the expected funding of refunds by the IRS using historical trends. When we determine that any amounts are uncollectible, we write them off against the allowance. As of January 31, 2024 and July 31, 2023, the allowance for loan losses on refund advance loans was not material.

Notes Receivable Held for Sale

Term loans to small businesses. We have a forward flow arrangement with an institutional investor. Pursuant to this arrangement, we have a commitment to sell to the institutional investor a minimum of \$ 250 million in participation interests in unsecured term loans purchased or made to small businesses over 18 months, subject to certain eligibility criteria. As of January 31, 2024, the remaining commitment to sell loans under this arrangement was \$ 176 million.

Term loans to small businesses originated or purchased with the intent to sell are considered notes receivable held for sale. We have the intent and ability to sell substantially all of our rights, title, and interests in these qualified loans to a third-party investor after origination or purchase. A loan that is initially designated as held for sale or held for investment may be reclassified when our intent for that loan changes. Notes receivable held for sale are recorded at the lower of cost or fair value until the loans are sold. To determine fair value, we utilize a cash flow methodology, taking into account estimated timing and expected selling prices. As of January 31, 2024, the balance of loans held for sale was \$ 21 million and is included in notes receivable held for sale on our condensed consolidated balance sheets. Total sales of term loans during the six months ended January 31, 2024 were \$ 74 million.

5. Acquired Intangible Assets

The following table shows the cost, accumulated amortization, and weighted-average life in years for our acquired intangible assets at the dates indicated. The weighted-average lives are calculated for assets that are not fully amortized.

	Customer Lists / User Relationships	Purchased Technology	Trade Names and Logos	Covenants Not to Compete or Sue	Total
<i>(Dollars in millions)</i>					
At January 31, 2024:					
Cost	\$ 6,197	\$ 1,616	\$ 680	\$ 41	\$ 8,534
Accumulated amortization	(1,392)	(830)	(167)	(41)	(2,430)
Acquired intangible assets, net	\$ 4,805	\$ 786	\$ 513	\$ —	\$ 6,104
Weighted-average life in years	14	9	13	0	13
At July 31, 2023:					
Cost	\$ 6,197	\$ 1,616	\$ 680	\$ 42	\$ 8,535
Accumulated amortization	(1,178)	(756)	(140)	(42)	(2,116)
Acquired intangible assets, net	\$ 5,019	\$ 860	\$ 540	\$ —	\$ 6,419
Weighted-average life in years	14	8	13	0	13

The following table shows the expected future amortization expense for our acquired intangible assets at January 31, 2024. Amortization of purchased technology is charged to amortization of acquired technology in our condensed consolidated statements of operations. Amortization of other acquired intangible assets, such as customer lists, is charged to amortization of other acquired intangible assets in our condensed consolidated statements of operations. If impairment events occur, they could accelerate the timing of acquired intangible asset charges.

	Expected Future Amortization Expense
(In millions)	
Twelve months ending July 31,	
2024 (excluding the six months ended January 31, 2024)	\$ 312
2025	623
2026	620
2027	594
2028	581
Thereafter	3,374
Total expected future amortization expense	<u>\$ 6,104</u>

6. Debt

The carrying value of our debt was as follows at the dates indicated:

	January 31, 2024	July 31, 2023	Effective Interest Rate
(Dollars in millions)			
Senior unsecured notes issued June 2020:			
0.950 % notes due July 2025	\$ 500	\$ 500	1.127 %
1.350 % notes due July 2027	500	500	1.486 %
1.650 % notes due July 2030	500	500	1.767 %
Senior unsecured notes issued September 2023:			
5.250 % notes due September 2026	750	—	5.367 %
5.125 % notes due September 2028	750	—	5.221 %
5.200 % notes due September 2033	1,250	—	5.268 %
5.500 % notes due September 2053	1,250	—	5.565 %
Term loan	—	4,200	
Secured revolving credit facilities	500	430	
Total principal balance of debt	6,000	6,130	
Unamortized discount and debt issuance costs	(50)	(10)	
Net carrying value of debt	<u>\$ 5,950</u>	<u>\$ 6,120</u>	
Short-term debt	<u>\$ —</u>	<u>\$ —</u>	
Long-term debt	<u>\$ 5,950</u>	<u>\$ 6,120</u>	

Future principal payments for debt at January 31, 2024 were as shown in the table below.

(In millions)	
Fiscal year ending July 31,	
2024 (excluding the six months ended January 31, 2024)	\$ —
2025	500
2026	500
2027	1,250
2028	—
Thereafter	3,750
Total future principal payments for debt	<u>\$ 6,000</u>

Senior Unsecured Notes

2020 Notes. In June 2020, we issued four series of senior unsecured notes (together, the 2020 Notes) pursuant to a public debt offering. The proceeds from the issuance were \$ 1.98 billion, net of debt discount of \$ 2 million and debt issuance costs of \$ 15 million. As of January 31, 2024, \$ 1.5 billion of the 2020 Notes remained outstanding.

Interest is payable semiannually on January 15 and July 15 of each year. The discount and debt issuance costs are amortized to interest expense over the term of the 2020 Notes under the effective interest method. We paid \$ 10 million and \$ 12 million in interest on the 2020 Notes during the six months ended January 31, 2024 and 2023, respectively.

The 2020 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. Upon the occurrence of change of control transactions that are accompanied by certain downgrades in the credit ratings of the 2020 Notes, we will be required to repurchase the 2020 Notes at a repurchase price equal to 101 % of the aggregate outstanding principal plus any accrued and unpaid interest to but not including the date of repurchase. The indenture governing the 2020 Notes requires us to comply with certain covenants. For example, the 2020 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of January 31, 2024, we were compliant with all covenants governing the 2020 Notes.

2023 Notes. In September 2023, we issued four series of senior unsecured notes (together, the 2023 Notes) pursuant to a public debt offering. The proceeds from the issuance were \$ 3.96 billion, net of debt discount of \$ 20 million and debt issuance costs of \$ 24 million, and were used, together with operating cash, to repay the outstanding balance on our unsecured term loan. As of January 31, 2024, \$ 4.0 billion of the 2023 Notes remained outstanding.

Interest is payable semiannually on March 15 and September 15 of each year, commencing on March 15, 2024. The discount and debt issuance costs are amortized to interest expense over the term of the 2023 Notes under the effective interest method.

The 2023 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. The indenture governing the 2023 Notes requires us to comply with certain covenants. For example, the 2023 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of January 31, 2024, we were compliant with all covenants governing the 2023 Notes.

Unsecured Credit Facility

On November 1, 2021, we entered into an amended and restated credit agreement with certain institutional lenders with an aggregate principal amount of \$ 5.7 billion, which includes a \$ 4.7 billion unsecured term loan that was repaid in September 2023, and a \$ 1 billion unsecured revolving credit facility that matures on November 1, 2026 (2021 Credit Facility). On February 5, 2024, this agreement was terminated. See Note 13, "Subsequent Events" for more information.

The 2021 Credit Facility includes customary affirmative and negative covenants, including financial covenants that require us to maintain a ratio of total gross debt to annual earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.25 to 1.00 and a ratio of annual EBITDA to annual interest expense of not less than 3.00 to 1.00 as of the last day of each fiscal quarter. As of January 31, 2024, we were compliant with all required covenants.

Term Loan. On November 1, 2021, we borrowed the full \$ 4.7 billion under the unsecured term loan to fund a portion of the cash consideration for the acquisition of Mailchimp. Under this agreement, we may, subject to certain customary conditions, on one or more occasions, increase commitments under the term loan in an amount not to exceed \$ 400 million in the aggregate through November 1, 2024. In September 2023, we repaid the outstanding balance under the term loan with the proceeds from the 2023 Notes and operating cash, and at January 31, 2024, there was no balance outstanding. The term loan accrued interest at rates that were equal to, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0 % to 0.125 %, or (ii) the Secured Overnight Finance Rate (SOFR) plus a margin that ranges from 0.625 % to 1.125 %. Actual margins under either election were based on our senior debt credit ratings. Interest on the term loan was payable monthly. We paid \$ 42 million and \$ 102 million in interest on the term loan during the six months ended January 31, 2024 and 2023, respectively.

Unsecured Revolving Credit Facility. The 2021 Credit Facility includes a \$ 1 billion unsecured revolving credit facility that will expire on November 1, 2026. Under this agreement, we may increase commitments under the unsecured revolving credit facility in an amount not to exceed \$ 250 million in the aggregate and may extend the maturity date up to two times, subject to customary conditions including lender approval. Advances under the unsecured revolving credit facility accrue interest at rates that are equal to, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0 % to 0.1 %, or (ii) SOFR plus a margin that ranges from 0.69 % to 1.1 %. Actual margins under either election will be based on our senior debt credit ratings. At January 31, 2024, no amounts were outstanding under the unsecured revolving credit facility. Interest paid on the unsecured revolving credit facility was not material during the six months ended January 31, 2024. We paid no interest on the unsecured revolving credit facility during the six months ended January 31, 2023.

Secured Revolving Credit Facilities

2019 Secured Facility. On February 19, 2019, a subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2019 Secured Facility). The 2019 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on December 15, 2023. These amendments primarily increase the facility limit, extend the commitment term and maturity date, and update the benchmark interest rate. Under the amended 2019 Secured Facility, the facility limit is \$ 500 million, of which \$ 300 million is committed and \$ 200 million is uncommitted. Advances accrue interest at adjusted daily simple SOFR plus 1.5 %. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.25 % to 0.75 %, depending on the total unused committed balance. The commitment term is through July 18, 2025, and the final maturity date is July 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of January 31, 2024, we were compliant with all required covenants. At January 31, 2024, \$ 275 million was outstanding under the 2019 Secured Facility and the weighted-average interest rate was 6.94 %, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$ 981 million. Interest on the 2019 Secured Facility is payable monthly. We paid \$ 10 million and \$ 6 million in interest on this secured revolving credit facility during the six months ended January 31, 2024 and 2023, respectively.

2022 Secured Facility. On October 12, 2022, another subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2022 Secured Facility). The 2022 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. On October 20, 2023, we amended the 2022 Secured Facility primarily to extend the commitment term and final maturity date and increase the commitment amount. Under the amended agreement, the facility limit is \$ 500 million, of which \$ 225 million is committed and \$ 275 million is uncommitted. Advances accrue interest at SOFR plus 1.3 %. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.2 % to 0.4 %, depending on the total unused committed balance. The commitment term is through April 18, 2025, and the final maturity date is April 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of January 31, 2024, we were compliant with all required covenants. At January 31, 2024, \$ 225 million was outstanding under the 2022 Secured Facility and the weighted-average interest rate was 6.62 %. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$ 620 million. Interest on the 2022 Secured Facility is payable monthly. We paid \$ 5 million in interest on this secured revolving credit facility during the six months ended January 31, 2024. Interest paid on this secured revolving credit facility was not material during the six months ended January 31, 2023.

7. Other Liabilities and Commitments

Other Current Liabilities

Other current liabilities were as follows at the dates indicated:

	January 31, 2024	July 31, 2023
(In millions)		
Executive deferred compensation plan liabilities	\$ 185	\$ 171
Reserve for returns, credits, and promotional discounts	101	32
Interest payable	84	12
Current portion of operating lease liabilities	81	89
Sales, property, and other taxes	57	45
Other	94	99
Total other current liabilities	<u>\$ 602</u>	<u>\$ 448</u>

The balances of several of our other current liabilities, particularly our reserves for product returns, credits, and promotional discounts, are affected by the seasonality of our business. See Note 1, "Description of Business and Summary of Significant Accounting Policies – Seasonality," for more information.

Other Long-Term Obligations

Other long-term obligations were as follows at the dates indicated:

	January 31, 2024	July 31, 2023
(In millions)		
Income tax liabilities	\$ 86	\$ 76
Dividends payable	18	16
Deferred revenue	3	5
Other	31	20
Total other long-term obligations	<u>\$ 138</u>	<u>\$ 117</u>

Unconditional Purchase Obligations

We describe our unconditional purchase obligations in Note 9 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. There were no significant changes outside the ordinary course of business in our purchase obligations during the six months ended January 31, 2024.

8. Leases

We lease office facilities under non-cancellable operating lease arrangements. Our facility leases generally provide for periodic rent increases and may contain escalation clauses and renewal options. Our leases have remaining lease terms of up to 18 years, which include options to extend that are reasonably certain of being exercised. Some of our leases include one or more options to extend the leases for up to 10 years per option, which we are not reasonably certain to exercise. The options to extend are generally at rates to be determined in accordance with the agreements. Options to extend the lease are included in the lease liability if they are reasonably certain of being exercised.

We sublease certain office facilities to third parties. These subleases have remaining lease terms of up to 7 years, some of which include one or more options to extend the subleases for up to 5 years per option.

The components of lease expense were as follows:

	Three Months Ended		Six Months Ended	
	January 31, 2024	January 31, 2023	January 31, 2024	January 31, 2023
(In millions)				
Operating lease cost ⁽¹⁾	\$ 26	\$ 36	\$ 52	\$ 64
Variable lease cost	6	5	12	9
Sublease income	(3)	(3)	(6)	(6)
Total net lease cost	<u>\$ 29</u>	<u>\$ 38</u>	<u>\$ 58</u>	<u>\$ 67</u>

⁽¹⁾ Includes short-term leases, which were not material for each of the three and six months ended January 31, 2024 and 2023.

Supplemental cash flow information related to operating leases was as follows:

	Six Months Ended	
	January 31, 2024	January 31, 2023
(In millions)		
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 42	\$ 48
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 22	\$ 17

Other information related to operating leases was as follows at the dates indicated:

	January 31, 2024	July 31, 2023
Weighted-average remaining lease term for operating leases	7.9 years	7.9 years
Weighted-average discount rate for operating leases	3.2 %	3.0 %

Future minimum lease payments under non-cancellable operating leases as of January 31, 2024 were as follows:

	Operating Leases ⁽¹⁾
(In millions)	
Fiscal year ending July 31,	
2024 (excluding the six months ended January 31, 2024)	\$ 34
2025	100
2026	82
2027	72
2028	64
Thereafter	287
Total future minimum lease payments	639
Less imputed interest	(85)
Present value of lease liabilities	\$ 554

(1) Non-cancellable sublease proceeds for the remainder of the fiscal year ending July 31, 2024 and the fiscal years ending July 31, 2025, 2026, 2027, 2028, and thereafter of \$ 5 million, \$ 6 million, \$ 2 million, \$ 1 million, \$ 1 million, and \$ 2 million, respectively, are not included in the table above.

Supplemental balance sheet information related to operating leases was as follows at the dates indicated:

	January 31, 2024	July 31, 2023
(In millions)		
Operating lease right-of-use assets	\$ 444	\$ 469
Other current liabilities	\$ 81	\$ 89
Operating lease liabilities	473	480
Total operating lease liabilities	\$ 554	\$ 569

9. Income Taxes

Effective Tax Rate

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period.

For the three and six months ended January 31, 2024, we recognized excess tax benefits on share-based compensation of \$ 56 million and \$ 83 million, respectively, in our provision for income taxes. For the three and six months ended January 31, 2023, we recognized tax shortfalls on share-based compensation of \$ 9 million and \$ 2 million, respectively, in our provision for income taxes.

We recorded \$ 1 million in tax expense on pretax income of \$ 354 million for the three months ended January 31, 2024. Our effective tax rate for the six months ended January 31, 2024 was approximately 4 %. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24 %. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

Our effective tax rates for the three and six months ended January 31, 2023 were approximately 26 % and 20 %, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24 %. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

The Inflation Reduction Act was enacted on August 16, 2022. This law, among other provisions, provides a corporate alternative minimum tax on adjusted financial statement income, which was effective for us beginning in fiscal 2024. We do not expect any impact from the corporate alternative minimum tax in fiscal 2024.

In the current global tax policy environment, the U.S. and other domestic and foreign governments continue to consider, and in some cases enact, changes in corporate tax laws. As changes occur, we account for finalized legislation in the period of enactment.

Unrecognized Tax Benefits and Other Considerations

The total amount of our unrecognized tax benefits at July 31, 2023 was \$ 246 million. If we were to recognize these net benefits, our income tax expense would reflect a favorable net impact of \$ 152 million. There were no material changes to these amounts during the three and six months ended January 31, 2024. We do not believe that it is reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months.

We offset a \$ 61 million and \$ 85 million long-term liability for uncertain tax positions against our long-term income tax receivable at January 31, 2024 and July 31, 2023, respectively. The long-term income tax receivable at January 31, 2024 was primarily related to the government's approval of a method of accounting change request for fiscal 2018. The long-term income tax receivable at July 31, 2023 was primarily related to the government's approval of a method of accounting change request for fiscal 2018 and a refund claim related to Credit Karma's alternative minimum tax credit that was recorded as part of the acquisition.

10. Stockholders' Equity

Stock Repurchase Programs and Treasury Shares

Intuit's Board of Directors has authorized a series of common stock repurchase programs. Shares of common stock repurchased under these programs become treasury shares. During the six months ended January 31, 2024, we repurchased a total of 2.1 million shares for \$ 1.1 billion under these programs. Included in this amount were \$ 12 million of repurchases, which occurred in late January 2024 and settled in early February 2024. On August 22, 2023, our Board approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$ 2.3 billion of our common stock. At January 31, 2024, we had authorization from our Board of Directors for up to \$ 2.7 billion in stock repurchases. Future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

Our treasury shares are repurchased at the market price on the trade date; accordingly, all amounts paid to reacquire these shares have been recorded as treasury stock on our condensed consolidated balance sheets. Any direct costs to acquire treasury stock are recorded to treasury stock on our condensed consolidated balance sheets. Repurchased shares of our common stock are held as treasury shares until they are reissued or retired. When we reissue treasury stock, if the proceeds from the sale are more than the average price we paid to acquire the shares, we record an increase in additional paid-in capital. Conversely, if the proceeds from the sale are less than the average price we paid to acquire the shares, we record a decrease in additional paid-in capital to the extent of increases previously recorded for similar transactions and a decrease in retained earnings for any remaining amount.

In the past, we have satisfied option exercises and restricted stock unit vesting under our employee equity incentive plans by reissuing treasury shares, and we may do so again in the future. During the second quarter of fiscal 2014, we began issuing new shares of common stock to satisfy option exercises and RSU vesting under our 2005 Equity Incentive Plan. We have not yet determined the ultimate disposition of the shares that we have repurchased in the past, and consequently we continue to hold them as treasury shares.

Dividends on Common Stock

During the six months ended January 31, 2024, we declared quarterly cash dividends that totaled \$ 1.80 per share of outstanding common stock for a total of \$ 521 million. In February 2024, our Board of Directors declared a quarterly cash dividend of \$ 0.90 per share of outstanding common stock payable on April 18, 2024 to stockholders of record at the close of business on April 10, 2024. Future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

Share-Based Compensation Expense

The following table summarizes the total share-based compensation expense that we recorded in operating income for the periods shown.

	Three Months Ended		Six Months Ended	
	January 31, 2024	January 31, 2023	January 31, 2024	January 31, 2023
(In millions)				
Cost of revenue	\$ 101	\$ 91	\$ 202	\$ 177
Selling and marketing	125	108	248	214
Research and development	162	132	323	268
General and administrative	87	92	197	186
Total share-based compensation expense	<u>\$ 475</u>	<u>\$ 423</u>	<u>\$ 970</u>	<u>\$ 845</u>

Share-Based Awards Available for Grant

A summary of share-based awards available for grant under our plans for the six months ended January 31, 2024 was as follows:

	Shares Available for Grant
(Shares in thousands)	
Balance at July 31, 2023	19,026
Additional shares authorized	12,200
Restricted stock units granted ⁽¹⁾	(1,342)
Options granted	—
Share-based awards canceled/forfeited/expired ^{(1) (2)}	3,393
Balance at January 31, 2024	<u>33,277</u>

- RSUs granted from the pool of shares available for grant under our 2005 Equity Incentive Plan reduce the pool by 2.3 shares for each share granted. RSUs forfeited and returned to the pool of shares available for grant under the 2005 Equity Incentive Plan increase the pool by 2.3 shares for each share forfeited.
- Stock options and RSUs canceled, expired, or forfeited under our 2005 Equity Incentive Plan are returned to the pool of shares available for grant. Under the 2005 Equity Incentive Plan, shares withheld for income taxes upon vesting of RSUs that were granted on or after July 21, 2016 are also returned to the pool of shares available for grant. Stock options and RSUs canceled, expired, or forfeited under older expired plans are not returned to the pool of shares available for grant.

Restricted Stock Unit and Restricted Stock Activity

A summary of RSU and restricted stock activity for the six months ended January 31, 2024 was as follows:

	Number of Shares	Weighted- Average Grant Date Fair Value
(Shares in thousands)		
Nonvested at July 31, 2023	11,894	\$ 433.70
Granted	583	554.87
Vested	(2,030)	414.77
Forfeited	(665)	362.95
Nonvested at January 31, 2024	<u>9,782</u>	<u>\$ 449.66</u>

At January 31, 2024, there was approximately \$ 3.9 billion of unrecognized compensation cost related to non-vested RSUs and restricted stock with a weighted-average vesting period of 2.7 years. We will adjust unrecognized compensation cost for actual forfeitures as they occur.

Stock Option Activity

A summary of stock option activity for the six months ended January 31, 2024 was as follows:

	Options Outstanding	
	Number of Shares	Weighted-Average Exercise Price Per Share
(Shares in thousands)		
Balance at July 31, 2023	2,130	\$ 360.17
Granted	—	—
Exercised	(460)	207.02
Canceled or expired	(100)	466.02
Balance at January 31, 2024	1,570	\$ 398.28
Exercisable at January 31, 2024	855	\$ 335.53

At January 31, 2024, there was approximately \$ 90 million of unrecognized compensation cost related to non-vested stock options with a weighted-average vesting period of 2.8 years. We will adjust unrecognized compensation cost for actual forfeitures as they occur.

11. Legal Proceedings

Beginning in May 2019, various legal proceedings were filed and certain regulatory inquiries were commenced in connection with our provision and marketing of free online tax preparation programs. We believe that the allegations contained within these legal proceedings are without merit and continue to defend our interests in them. These proceedings included, among others, multiple putative class actions that were consolidated into a single putative class action in the Northern District of California in September 2019 (the Intuit Free File Litigation). In August 2020, the Ninth Circuit Court of Appeals ordered that the putative class action claims be resolved through arbitration. In May 2021, the Intuit Free File Litigation was dismissed on a non-class basis after we entered into an agreement that resolved the matter on an individual non-class basis, without any admission of wrongdoing, for an amount that was not material. These proceedings also include a class action lawsuit that was filed in the Ontario (Canada) Superior Court of Justice on August 25, 2022.

These proceedings also included individual demands for arbitration that were filed beginning in October 2019. As of January 31, 2023, we settled all of these arbitration claims, without any admission of wrongdoing, for an amount that was not material. In June 2021, we received a demand and draft complaint from the Federal Trade Commission (FTC) and certain state attorneys general relating to the ongoing inquiries described above. On March 29, 2022, the FTC filed an action in federal court seeking a temporary restraining order and a preliminary injunction enjoining certain Intuit business practices pending resolution of the FTC's administrative complaint seeking to permanently enjoin certain Intuit business practices (the FTC Actions). On April 22, 2022, the Northern District of California denied the FTC's requests for a temporary restraining order and a preliminary injunction. Beginning on March 27, 2023, a final hearing on the administrative action was held before an administrative law judge (ALJ) at the FTC and, on August 29, 2023, the FTC's ALJ issued a decision in favor of the FTC and adverse to Intuit. On January 19, 2024, the FTC Commissioners affirmed the ALJ's decision and issued a final order that requires us to adhere to certain marketing practices and does not contain any monetary penalties. On January 21, 2024, we filed a petition for review with the United States Court of Appeals for the Fifth Circuit. On January 31, 2024, we filed an application for a stay on the FTC's order, which is otherwise scheduled to become effective on March 23, 2024, pending review by the Court of Appeals for the Fifth Circuit. We intend to continue to defend our position on the merits of this case. However, the defense and resolution of this matter could involve significant costs. The state attorneys general did not join the FTC Actions, and, on May 4, 2022, we entered into a settlement agreement with the attorneys general of the 50 states and the District of Columbia, admitting no wrongdoing, that resolved the states' inquiry, as well as actions brought by the Los Angeles City Attorney and the Santa Clara County (California) Counsel. As part of this agreement, we agreed to pay \$ 141 million and made certain commitments regarding our advertising and marketing practices. We recorded this as a one-time charge in the quarter ended April 30, 2022, and paid the full amount to the fund administrator in the quarter ended January 31, 2023.

In view of the complexity and ongoing and uncertain nature of the outstanding proceedings and inquiries, at this time we are unable to estimate a reasonably possible financial loss or range of financial loss that we may incur to resolve or settle the remaining matters.

To date, the legal and other fees we have incurred related to these proceedings and inquiries have not been material. The ongoing defense and any resolution or settlement of these proceedings and inquiries could involve significant costs to us.

Intuit is subject to certain routine legal proceedings, including class action lawsuits, as well as demands, claims, government inquiries, and threatened litigation, that arise in the normal course of our business, including assertions that we may be infringing patents or other intellectual property rights of others. Our failure to obtain necessary licenses or other rights, or litigation arising out of intellectual property claims could adversely affect our business. We currently believe that, in addition to

any amounts accrued, the amount of potential losses, if any, for any pending claims of any type (either alone or combined) will not have a material impact on our consolidated financial statements. The ultimate outcome of any legal proceeding is uncertain and, regardless of outcome, legal proceedings can have an adverse impact on Intuit because of defense costs, negative publicity, diversion of management resources, and other factors.

12. Segment Information

We have defined our four reportable segments, described below, based on factors such as how we manage our operations and how our chief operating decision maker views results. We define the chief operating decision maker as our Chief Executive Officer and our Chief Financial Officer. Our chief operating decision maker organizes and manages our business primarily on the basis of service and product offerings.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified expenses totaling \$ 10 million and \$ 19 million from Small Business & Self-Employed, \$ 43 million and \$ 83 million from Consumer, and \$ 16 million and \$ 31 million from ProTax to other corporate expenses, respectively.

Small Business & Self-Employed: This segment serves small businesses and the self-employed around the world, and the accounting professionals who assist and advise them. Our QuickBooks offerings include financial and business management online services and desktop software, payroll solutions, time tracking, merchant payment processing and bill pay solutions, checking accounts through an FDIC member bank partner, and financing for small businesses. Our Mailchimp offerings include marketing automation and customer relationship management.

Consumer: This segment serves consumers and includes do-it-yourself and assisted TurboTax income tax preparation products and services sold in the U.S. and Canada.

Credit Karma: This segment serves consumers with a personal finance platform that provides personalized recommendations of credit card, home, auto, and personal loan, and insurance products; online savings and checking accounts through an FDIC member bank partner; and access to their credit scores and reports, credit and identity monitoring, credit report dispute, credit building tools, and tools to help understand net worth and make financial progress. Our Mint offering is a personal finance offering which helps customers track their finances and daily financial behaviors.

ProTax: This segment serves professional accountants in the U.S. and Canada, who are essential to both small business success and tax preparation and filing. Our professional tax offerings include Lacerte, ProSeries, and ProConnect Tax Online in the U.S., and ProFile and ProTax Online in Canada.

All of our segments operate primarily in the United States and sell primarily to customers in the United States. Total international net revenue was approximately 9 % and 10 % of consolidated net revenue for the three and six months ended January 31, 2024, respectively. Total international net revenue was approximately 9 % and 10 % of consolidated net revenue for the three and six months ended January 31, 2023, respectively.

We include expenses such as corporate selling and marketing, product development, general and administrative, and non-employment related legal and litigation settlement costs, which are not allocated to specific segments, in unallocated corporate items as part of other corporate expenses. For our Credit Karma reportable segment, segment expenses include certain direct expenses related to selling and marketing, product development, and general and administrative. Unallocated corporate items for all segments include share-based compensation, amortization of acquired technology, amortization of other acquired intangible assets, goodwill and intangible asset impairment charges, and professional fees and transaction charges related to business combinations.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies in Note 1 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 and in Note 1, "Description of Business and Summary of Significant Accounting Policies – Significant Accounting Policies" in this Quarterly Report on Form 10-Q. Except for goodwill and acquired intangible assets, we do not generally track assets by reportable segment and, consequently, we do not disclose total assets by reportable segment.

The following table shows our financial results by reportable segment for the periods indicated.

	Three Months Ended		Six Months Ended	
	January 31,	January 31,	January 31,	January 31,
	2024	2023	2024	2023
<i>(In millions)</i>				
Net revenue:				
Small Business & Self-Employed	\$ 2,245	\$ 1,897	\$ 4,589	\$ 3,885
Consumer	492	516	679	666
Credit Karma	375	375	780	800
ProTax	274	253	316	287
Total net revenue	\$ 3,386	\$ 3,041	\$ 6,364	\$ 5,638
Operating income:				
Small Business & Self-Employed	\$ 1,323	\$ 1,031	\$ 2,815	\$ 2,219
Consumer	134	220	201	271
Credit Karma	64	96	170	190
ProTax	247	227	261	236
Total segment operating income	1,768	1,574	3,447	2,916
Unallocated corporate items:				
Share-based compensation expense	(475)	(423)	(970)	(845)
Other corporate expenses	(768)	(719)	(1,487)	(1,401)
Amortization of acquired technology	(36)	(41)	(74)	(82)
Amortization of other acquired intangible assets	(120)	(121)	(240)	(242)
Total unallocated corporate items	(1,399)	(1,304)	(2,771)	(2,570)
Total operating income	\$ 369	\$ 270	\$ 676	\$ 346

Revenue classified by significant service and product offerings was as follows:

	Three Months Ended		Six Months Ended	
	January 31,	January 31,	January 31,	January 31,
	2024	2023	2024	2023
<i>(In millions)</i>				
Net revenue:				
QuickBooks Online Accounting	\$ 826	\$ 696	\$ 1,624	\$ 1,364
Online Services	862	695	1,682	1,376
Total Online Ecosystem	1,688	1,391	3,306	2,740
QuickBooks Desktop Accounting	256	215	632	527
Desktop Services and Supplies	301	291	651	618
Total Desktop Ecosystem	557	506	1,283	1,145
Small Business & Self-Employed	2,245	1,897	4,589	3,885
Consumer	492	516	679	666
Credit Karma	375	375	780	800
ProTax	274	253	316	287
Total net revenue	\$ 3,386	\$ 3,041	\$ 6,364	\$ 5,638

13. Subsequent Events

On February 5, 2024, the existing 2021 Credit Facility described in Note 6, "Debt" was terminated.

On February 5, 2024, we entered into a credit agreement with certain lenders providing for a \$ 1.5 billion unsecured revolving credit facility that will expire on February 5, 2029 (2024 Credit Facility), which replaced the 2021 Credit Facility.

Under this agreement, we may, subject to certain customary conditions, including approval of relevant lenders, on one or more occasions, increase commitments under the 2024 Credit Facility by an amount not to exceed \$ 1 billion in the aggregate, and, on one or more occasions, extend the expiration date of the 2024 Credit Facility by one year. The 2024 Credit Facility includes a \$ 250 million sublimit for the issuance of letters of credit and a \$ 500 million sublimit for borrowing swingline loans.

Borrowings under the revolving credit facility will accrue interest at rates equal to (a) in the case of U.S. dollar borrowings, at our election, either (i) the alternate base rate, or (ii) the adjusted term SOFR rate, or (b) in the case of foreign currency borrowings, the interest benchmark for the relevant currency specified in the credit agreement, in each case plus an applicable margin for such loans as defined in the credit agreement. Actual margins under either election will be based on our senior debt credit ratings.

This agreement includes customary affirmative and negative covenants, including financial covenants, that require us to maintain a ratio of total gross debt to earnings before interest, taxes, depreciation, amortization, goodwill or other intangible asset impairments, and share-based compensation expense of not greater than 4.00 to 1.00 as measured on a rolling twelve month basis as of the last day of each fiscal quarter.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide readers of our condensed consolidated financial statements with the perspectives of management. This should allow the readers of this report to obtain a comprehensive understanding of our businesses, strategies, current trends, and future prospects. Our MD&A includes the following sections:

- **Executive Overview:** High-level discussion of our operating results and some of the trends that affect our business.
- **Critical Accounting Policies and Estimates:** Significant changes since our most recent Annual Report on Form 10-K that we believe are important to understanding the assumptions and judgments underlying our financial statements.
- **Results of Operations:** A more detailed discussion of our revenue and expenses.
- **Liquidity and Capital Resources:** Discussion of key aspects of our condensed consolidated statements of cash flows, changes in our condensed consolidated balance sheets, and our financial commitments.

You should note that this MD&A contains forward-looking statements that involve risks and uncertainties. Please see the section entitled "Forward-Looking Statements" immediately preceding Part I of this Quarterly Report for important information to consider when evaluating such statements.

You should read this MD&A in conjunction with the financial statements and related notes in Part I, Item 1 of this Quarterly Report and our Annual Report on Form 10-K for the fiscal year ended July 31, 2023.

In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

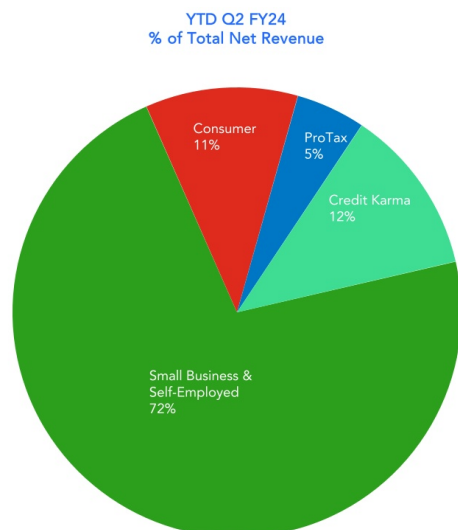
On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified expenses totaling \$10 million and \$19 million from Small Business & Self-Employed, \$43 million and \$83 million from Consumer, and \$16 million and \$31 million from ProTax to other corporate expenses, respectively. See Note 12, "Segment Information," for more information.

EXECUTIVE OVERVIEW

This overview provides a high-level discussion of our operating results and some of the trends that affect our business. We believe that an understanding of these trends is important in order to understand our financial results, as well as our future prospects. This summary is not intended to be exhaustive, nor is it a substitute for the detailed discussion and analysis provided elsewhere in this Quarterly Report on Form 10-Q.

About Intuit

Intuit helps consumers and small businesses prosper by delivering financial management, compliance, and marketing products and services. We also provide specialized tax products to accounting professionals, who are key partners that help us serve small business customers. We organize our businesses into four reportable segments – Small Business & Self-Employed, Consumer, Credit Karma, and ProTax.



Small Business & Self-Employed: This segment serves small businesses and the self-employed around the world, and the professionals who assist and advise them. Our QuickBooks offering includes financial and business management online services and desktop solutions, time tracking, merchant payment processing and bill payment, checking accounts through an FDIC member bank partner, and financial businesses. Our Mailchimp offerings include marketing automation and relationship management.

Consumer: This segment serves consumers and yourself and assisted TurboTax income tax preparation products and services in the U.S. and Canada.

Credit Karma: This segment serves consumers with a personal finance platform that provides personalized recommendations for credit card, home, auto, and personal loan, and insurance products; online checking accounts through an FDIC member bank partner; and access to credit scores and reports, credit and identity monitoring, credit repair credit building tools, and tools to help understand net worth and financial progress. Our Mint offering is a personal finance offering which helps track their finances and daily financial behavior.

ProTax: This segment serves professional accountants in the U.S. and Canada, who are essential to both small business success and tax preparation and filing. Our professional tax offerings include Lacerte and ProConnect Tax Online in the U.S., and ProFile and ProTax Online in Canada.

Our Business and Growth Strategy

At Intuit, our strategy starts with customer obsession. We listen to and observe our customers, understand their challenges, and then use advanced technology, including artificial intelligence (AI), to develop innovative solutions to help consumers and small businesses prosper. Five years ago, we declared our strategy to be a global AI-driven expert platform, and five strategic priorities, or "big bets," as the primary areas of focus to drive durable growth. We are invested heavily in our data and AI capabilities to deliver accelerated innovation where we and others can solve our customers' most important problems. We are accelerating the development of the platform by applying AI in three key areas:

- **An Open Platform:** None of us can do it alone, including Intuit. The best way to deliver for customers is by creating an open, collaborative platform. It's the power of partnerships that accelerates the world's success. Our open technology platform allows partners to integrate with our offerings so, together, we can deliver value and benefits that matter the most to our customers.
- **Application of AI:** We believe AI is essential to how we help our customers work smarter because we can automate, predict, and personalize their experiences. Intuit has built AI capabilities into our products and services for nearly a decade, including machine learning, knowledge engineering, natural language processing and understanding, and, more recently, fine-tuned financial large language models. Our investment in AI, and generative AI in particular, provides a foundation for us to innovate at scale and with speed to build new customer experiences.
- **Incorporating Experts:** One of the biggest problems our customers face is lack of confidence. Even with current advances in technology that deliver personalized tools and insights, many customers want to connect with a real person to help give them the confidence they are making the right decision. By bringing experts onto our platform and enhancing their expertise with AI, we can solve this massive problem for customers. The power of our virtual expert platform allows us to scale the intelligence of our products, elevating experts to advisors, and delivering big benefits for customers.

As we continue to build our AI-driven expert platform, we prioritize resources on our five big bets across the company. These priorities focus on solving the problems that matter most to customers and include:

- **Revolutionizing speed to benefit:** When customers use our products and services, we use the power of data-driven customer insights to help deliver value instantly and aim to make interactions with our offerings frictionless, without the need for customers to manually enter data. We are accelerating the application of AI to deliver breakthrough innovations to customers. We are also investing in other emerging technologies, such as decentralized technologies, with a goal to revolutionize the customer experience and help customers put more money in their pockets faster. This priority is foundational across our business, and execution against it positions us to succeed with our other four strategic priorities.
- **Connecting people to experts:** The largest problem our customers face is lack of confidence to file their own taxes or to manage their books. To build their confidence, we connect our customers to experts. We offer customers access to experts to help them make important decisions – and experts, such as accountants, gain access to new customers so they can grow their businesses. We are also expanding how we think about virtual experiences by broadening the segments we serve beyond tax and accounting, to play a more meaningful role in our customers' financial lives.
- **Unlocking smart money decisions:** To address the challenges of crippling high-cost debt and lack of savings, we are creating a comprehensive, self-driving financial platform with Credit Karma that propels our members forward wherever they are on their financial journey, so they can understand their financial picture, make smart financial decisions, and stick to their financial plan in the near term and long term.
- **Be the center of small business growth:** We are focused on helping customers grow their businesses by offering a broad, seamless set of tools that are designed to help them get and retain customers, get paid faster, manage and get access to capital, pay employees with confidence, and use third-party apps to help run their businesses. At the same time, we want to position ourselves to better serve product-based businesses to benefit customers who sell products through multiple channels.
- **Disrupt the small business mid-market:** We aim to disrupt the mid-market with a tailor-made ecosystem of offerings. QuickBooks Online Advanced, as well as our workforce solutions, payments, and bill pay offerings, are designed to address the needs of small business customers with 10 to 100 employees. Additionally, Mailchimp's marketing platform enables mid-market businesses to digitally promote their business across email, social media, landing pages, ads, websites, and more, all from one place. These offerings enable us to increase retention of these larger customers and attract new mid-market customers who are over-served by available offerings.

Industry Trends and Seasonality

Industry Trends

AI is transforming multiple industries, including financial technology. Disruptive start-ups, emerging ecosystems, and mega-platforms are harnessing new technology to create personalized experiences, deliver data-driven insights, and increase speed of service. These shifts are creating a more dynamic and highly competitive environment where customer expectations are shifting around the world as more services become digitized and the array of choices continues to increase.

Seasonality

Our Consumer and ProTax offerings have a significant and distinct seasonal pattern as sales and revenue from our income tax preparation products and services are typically heavily concentrated in the period from November through April. This seasonal pattern typically results in higher net revenues during our second and third quarters ending January 31 and April 30, respectively.

We expect the seasonality of our Consumer and ProTax businesses to continue to have a significant impact on our quarterly financial results in the future.

Key Challenges and Risks

Our growth strategy depends upon our ability to initiate and embrace disruptive technology trends, to enter new markets, and to drive broad adoption of the products and services we develop and market. Our future growth also increasingly depends on the strength of our third-party business relationships and our ability to continue to develop, maintain, and strengthen new and existing relationships. To remain competitive and continue to grow, we are investing significant resources in our product development, marketing, and sales capabilities, and we expect to continue to do so in the future. Much of our future success also depends on our ability to continue to attract, retain, and develop highly skilled employees in a highly competitive talent environment.

As we offer more online services, the ongoing operation and availability of our platforms and systems and those of our external service providers is becoming increasingly important. Because we help customers manage their financial lives, we face risks associated with the hosting, collection, use, and retention of personal customer information and data. We are investing

significant management attention and resources in our information technology infrastructure and in our privacy and security capabilities, and we expect to continue to do so in the future.

We operate in industries that are experiencing an increasing amount of fraudulent activities by malicious third parties. We implement additional security measures, and we continue to work with state and federal governments to implement industry-wide security and anti-fraud measures, including sharing information regarding suspicious activity. We received ISO 27001 certification for a portion of our systems, and we continue to invest in security measures and to work with the broader industry and government to protect our customers against this type of fraud.

For a complete discussion of the most significant risks and uncertainties affecting our business, please see *Forward-Looking Statements*" immediately preceding Part I and *Risk Factors*" in Item 1A of Part II of this Quarterly Report.

Overview of Financial Results

The most important financial indicators that we use to assess our business are revenue growth for the company as a whole and for each reportable segment; operating income growth for the company as a whole; earnings per share; and cash flow from operations. We also track certain non-financial drivers of revenue growth and, when material, identify them in the applicable discussions of segment results below. Service offerings are a significant part of our business. We expect our total service revenue as a percentage of our total revenue to continue to grow in the future.

Key highlights for the first six months of fiscal 2024 include the following:

Revenue of \$6.4 B up 13% from the same period of fiscal 2023	Small Business & Self-Employed revenue of \$4.6 B up 18% from the same period of fiscal 2023	Cash, cash equivalents, and investments of \$1.5 B
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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing our condensed consolidated financial statements, we make estimates, assumptions, and judgments that can have a significant impact on our net revenue, operating income or loss, and net income or loss, as well as on the value of certain assets and liabilities on our condensed consolidated balance sheets. We believe that the estimates, assumptions, and judgments involved in the accounting policies described in Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 have the greatest potential impact on our financial statements, so we consider them to be our critical accounting policies and estimates. There were no significant changes in those critical accounting policies and estimates during the first six months of fiscal 2024. Senior management has reviewed the development and selection of our critical accounting policies and estimates and their disclosure in this Quarterly Report on Form 10-Q with the Audit and Risk Committee of our Board of Directors.

RESULTS OF OPERATIONS

Financial Overview

(Dollars in millions, except per share amounts)	Q2	Q2	\$	%	YTD	YTD	\$	%
	FY24	FY23	Change	Change	FY24	FY23	Change	Change
Total net revenue	\$ 3,386	\$ 3,041	\$ 345	11 %	\$ 6,364	\$ 5,638	\$ 726	13 %
Operating income	369	270	99	37 %	676	346	330	95 %
Net income	353	168	185	110 %	594	208	386	186 %
Diluted net income per share	\$ 1.25	\$ 0.60	\$ 0.65	108 %	\$ 2.10	\$ 0.73	\$ 1.37	188 %

Current Fiscal Quarter

Total net revenue for the second quarter of fiscal 2024 increased \$345 million, or 11%, compared with the same quarter of fiscal 2023. Our Small Business & Self-Employed segment revenue increased during the quarter, primarily due to growth in our Online Ecosystem revenue. See "Segment Results" later in this Item 2 for more information about the results for all of our reportable segments.

Operating income for the second quarter of fiscal 2024 increased \$99 million, or 37%, compared to the same quarter of fiscal 2023. The increase in operating income was due to the increase in revenue described above, partially offset by increases in expenses. Expenses increased primarily due to staffing, marketing, share-based compensation, and outside services. See "Cost of Revenue" and "Operating Expenses" later in this Item 2 for more information.

Net income for the second quarter of fiscal 2024 increased \$185 million, or 110%, compared with the same quarter of fiscal 2023. The increase in net income was primarily due to the increase in operating income described above and a decrease in tax expense primarily due to excess tax benefits related to share-based compensation. Diluted net income per share increased to \$1.25 for the second quarter of fiscal 2024 compared to \$0.60 for the same quarter of fiscal 2023, in line with the increase in net income.

Fiscal Year to Date

Total net revenue for the first six months of fiscal 2024 increased \$726 million, or 13%, compared with the same period of fiscal 2023. Our Small Business & Self-Employed segment revenue increased during the period, primarily due to growth in our Online Ecosystem revenue. See "Segment Results" later in this Item 2 for more information about the results for all of our reportable segments.

Operating income for the first six months of fiscal 2024 increased \$330 million, or 95%, compared with the same period of fiscal 2023. The increase in operating income was due to the increase in revenue described above and an increase in expenses that was at a lower rate than the increase in revenue. Expenses increased primarily due to share-based compensation, staffing, outside services, and marketing. See "Cost of Revenue" and "Operating Expenses" later in this Item 2 for more information.

Net income for the first six months of fiscal 2024 increased \$386 million, or 186%, compared with the same period of fiscal 2023. The increase in net income was primarily due to the increase in operating income described above, an increase in interest income due to higher average interest rates, and a decrease in tax expense primarily due to excess tax benefits related to share-based compensation. Diluted net income per share increased to \$2.10 for the first six months of fiscal 2024 compared to \$0.73 for the same period in fiscal 2023, in line with the increase in net income.

Segment Results

The information below is organized in accordance with our four reportable segments. See "Executive Overview – About Intuit" earlier in this Item 2 and Note 12 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information. All of our segments operate and sell to customers primarily in the United States. Total international net revenue was approximately 9% and 10% of consolidated net revenue for the three and six months ended January 31, 2024, respectively. Total international net revenue was approximately 9% and 10% of consolidated net revenue for the three and six months ended January 31, 2023, respectively.

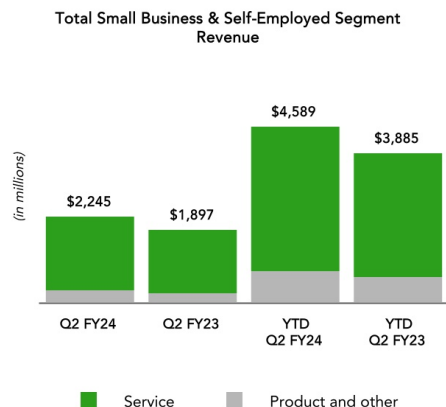
In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed

segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified expenses totaling \$10 million and \$19 million from Small Business & Self-Employed, \$43 million and \$83 million from Consumer, and \$16 million and \$31 million from ProTax to other corporate expenses, respectively.

Segment operating income or loss is segment net revenue less segment cost of revenue and operating expenses. See *Executive Overview – Industry Trends and Seasonality* earlier in this Item 2 for a description of the seasonality of our business. We include expenses such as corporate selling and marketing, product development, general and administrative, and non-employment related legal and litigation settlement costs, which are not allocated to specific segments, in unallocated corporate items as part of other corporate expenses. For our Credit Karma reportable segment, segment expenses include certain direct expenses related to selling and marketing, product development, and general and administrative. Unallocated corporate items for all segments include share-based compensation, amortization of acquired technology, amortization of other acquired intangible assets, goodwill and intangible asset impairment charges, and professional fees and transaction charges related to business combinations. These unallocated corporate costs for all segments totaled \$2.8 billion in the first six months of fiscal 2024 and \$2.6 billion in the first six months of fiscal 2023. Unallocated corporate items increased in the fiscal 2024 period, primarily due to increases in share-based compensation expense, general and administrative expense, and corporate product development expense. See Note 12 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for reconciliations of total segment operating income or loss to consolidated operating income or loss for each fiscal period presented.

Small Business & Self-Employed



Small Business & Self-Employed segment revenue includes both Online Ecosystem and Desktop Ecosystem revenue.

Our Online Ecosystem includes revenue from:

- QuickBooks Online, QuickBooks Live, QuickBooks Online Advanced and QuickBooks Self-Employed financial and business management offerings;
- QuickBooks Online Payroll;
- Merchant payment processing and bill pay services for small businesses that use online offerings;
- Mailchimp's marketing automation and customer relationship management offerings;
- QuickBooks Checking; and
- Financing for small businesses.

Our Desktop Ecosystem includes revenue from:

- QuickBooks Desktop software subscriptions (QuickBooks Desktop Pro Plus, QuickBooks Desktop Premier Plus, and QuickBooks Enterprise, and ProAdvisor Program memberships for the accounting professionals who serve small businesses);
- Desktop payroll products (QuickBooks Basic Payroll, QuickBooks Assisted Payroll, and QuickBooks Enhanced Payroll);
- Merchant payment processing services for small businesses that use desktop offerings;
- Financial supplies; and
- Financing for small businesses.

Segment service revenue is primarily derived from our Online Ecosystem revenue and revenue from the services and support that are provided as part of our QuickBooks Desktop subscription and desktop payroll offerings, as well as merchant payment processing services. Segment product and other revenue is primarily derived from revenue related to delivery of software licenses and the related updates, including version protection, for our QuickBooks Desktop subscriptions and desktop payroll offerings, which are part of our Desktop Ecosystem.

	Q2 FY24	Q2 FY23	% Change	YTD Q2 FY24	YTD Q2 FY23	% Change
(Dollars in millions)						
Service revenue	\$ 1,906	\$ 1,614	18 %	\$ 3,748	\$ 3,184	18 %
Product and other revenue	339	283	20 %	841	701	20 %
Total segment revenue	\$ 2,245	\$ 1,897	18 %	\$ 4,589	\$ 3,885	18 %
% of total revenue	66 %	63 %		72 %	69 %	
Segment operating income	\$ 1,323	\$ 1,031	28 %	\$ 2,815	\$ 2,219	27 %
% of related revenue	59 %	54 %		61 %	57 %	

Revenue classified by significant service and product offerings was as follows:

	Q2 FY24	Q2 FY23	% Change	YTD Q2 FY24	YTD Q2 FY23	% Change
<i>(Dollars in millions)</i>						
Net revenue:						
QuickBooks Online Accounting	\$ 826	\$ 696	19 %	\$ 1,624	\$ 1,364	19 %
Online Services	862	695	24 %	1,682	1,376	22 %
Total Online Ecosystem	1,688	1,391	21 %	3,306	2,740	21 %
QuickBooks Desktop Accounting	256	215	19 %	632	527	20 %
Desktop Services and Supplies	301	291	3 %	651	618	5 %
Total Desktop Ecosystem	557	506	10 %	1,283	1,145	12 %
Total Small Business & Self-Employed	\$ 2,245	\$ 1,897	18 %	\$ 4,589	\$ 3,885	18 %

Revenue for our Small Business & Self-Employed segment increased \$348 million, or 18%, in the second quarter of fiscal 2024 and \$704 million, or 18%, in the first six months of fiscal 2024 compared with the same periods of fiscal 2023. The increase in both periods was primarily due to growth in Online Ecosystem revenue.

Online Ecosystem Revenue

Online Ecosystem revenue increased 21% in the second quarter of fiscal 2024 compared with the same period of fiscal 2023. Online Services revenue increased 24% in the second quarter of fiscal 2024, primarily due to an increase in revenue from our payroll, payments, and Mailchimp offerings. Online payroll revenue increased due to an increase in customers, higher effective prices, and a shift in mix to higher-end offerings. Online payments revenue increased due to an increase in customers, higher effective prices, and an increase in total payment volume per customer. Mailchimp revenue increased due to higher effective prices and an increase in paid customers. QuickBooks Online Accounting revenue increased 19% in the second quarter of fiscal 2024, primarily due to an increase in customers, higher effective prices, and a shift in mix to our higher-priced offerings.

Online Ecosystem revenue increased 21% in the first six months of fiscal 2024 compared with the same period of fiscal 2023. Online Services revenue increased 22% in the first six months of fiscal 2024, primarily due to an increase in revenue from our payroll, Mailchimp, and payments offerings. Online payroll revenue increased due to an increase in customers, a shift in mix to higher-end offerings, and higher effective prices. Mailchimp revenue increased due to higher effective prices and an increase in paid customers. Online payments revenue increased due to an increase in customers, higher effective prices, and an increase in total payment volume per customer. QuickBooks Online Accounting revenue increased 19% in the first six months of fiscal 2024 primarily due to an increase in customers, higher effective prices, and a shift in mix to our higher-priced offerings.

Desktop Ecosystem Revenue

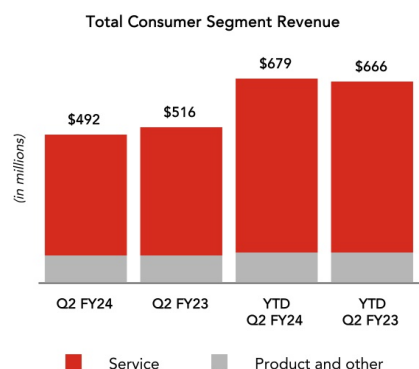
Desktop Ecosystem revenue increased 10% in the second quarter of fiscal 2024 and 12% in the first six months of fiscal 2024 compared with the same periods of fiscal 2023. The increase in both periods was primarily due to customer growth and price increases in our QuickBooks Desktop and Enterprise subscription offerings.

Small Business & Self-Employed segment operating income increased 28% in the second quarter of fiscal 2024 compared with the same period of fiscal 2023, primarily due to the increase in revenue described above, which was partially offset by higher expenses for marketing and outside services.

Small Business & Self-Employed segment operating income increased 27% in the first six months of fiscal 2024 compared with the same period of fiscal 2023, primarily due to the increase in revenue described above, which was partially offset by higher expenses for outside services, staffing, and sales-related expenses.

In August 2023, we reorganized certain workplace and real estate functions that are now managed at the corporate level. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified \$10 million and \$19 million, respectively, from Small Business & Self-Employed to other corporate expenses.

Consumer



Consumer segment service revenue is derived primarily from TurboTax Online and TurboTax Live offerings, electronic tax filing services, and connected services.

Consumer segment product and other revenue is derived primarily from TurboTax desktop tax return preparation software and related form updates.

	Q2 FY24	Q2 FY23	% Change	YTD Q2 FY24	YTD Q2 FY23	% Change
<i>(Dollars in millions)</i>						
Service revenue	\$ 401	\$ 422	(5)%	\$ 579	\$ 563	3 %
Product and other revenue	91	94	(3)%	100	103	(3)%
Total segment revenue	\$ 492	\$ 516	(5)%	\$ 679	\$ 666	2 %
% of total revenue	15 %	17 %		11 %	12 %	
Segment operating income	\$ 134	\$ 220	(39)%	\$ 201	\$ 271	(26)%
% of related revenue	27 %	43 %		30 %	41 %	

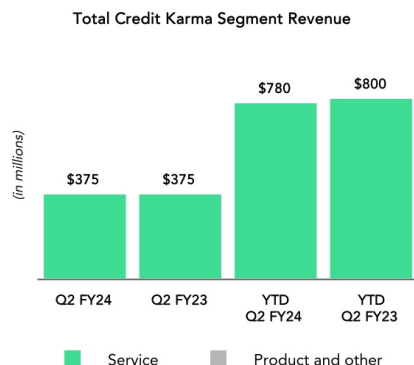
Revenue for our Consumer segment increased \$13 million, or 2%, in the first six months of fiscal 2024 compared with the same period of fiscal 2023. This is primarily due to a stronger extension season in the first quarter of fiscal 2024 from states both with and without extended tax deadlines for tax year 2022. This increase is partially offset by a later opening of the 2023 tax year season. The IRS began accepting and processing returns on January 29, 2024, as opposed to January 23, 2023 in the prior year.

Consumer segment operating income decreased \$70 million, or 26%, in the first six months of fiscal 2024 compared with the same period of fiscal 2023, primarily due to increased staffing and marketing expenses, partially offset by the increase in revenue described above.

In August 2023, we reorganized certain technology functions that support and benefit our overall platform. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified \$43 million and \$83 million, respectively, from Consumer to other corporate expenses.

Because of the seasonality of our Consumer revenue, we do not believe that the revenue or operating results for the first six months of fiscal 2024 are indicative of trends for the current fiscal year. We will not have substantially complete results for the 2023 tax season until the third quarter of fiscal 2024.

Credit Karma



Credit Karma segment revenue is primarily derived from cost-per-action transactions, which include the delivery of qualified links that result in completed actions such as credit card issuances and personal loan funding; cost-per-click and cost-per-lead transactions, which include user clicks on advertisements or advertisements that allow for the generation of leads, and primarily relate to mortgage and insurance businesses; and Credit Karma Money. Credit Karma also includes revenue from our Mint offering.

	Q2 FY24	Q2 FY23	% Change	YTD Q2 FY24	YTD Q2 FY23	% Change
(Dollars in millions)						
Service revenue	\$ 375	\$ 375	— %	\$ 780	\$ 800	(3) %
Product and other revenue	—	—	N/A	—	—	N/A
Total segment revenue	\$ 375	\$ 375	— %	\$ 780	\$ 800	(3) %
% of total revenue	11 %	12 %		12 %	14 %	
Segment operating income	\$ 64	\$ 96	(33) %	\$ 170	\$ 190	(11) %
% of related revenue	17 %	26 %		22 %	24 %	

Revenue for our Credit Karma segment was flat in the second quarter of fiscal 2024 compared to the same period in fiscal 2023, primarily reflecting increases in Credit Karma Money and our credit card and auto loan verticals, offset by decreases in our home loan, personal loan, and auto insurance verticals.

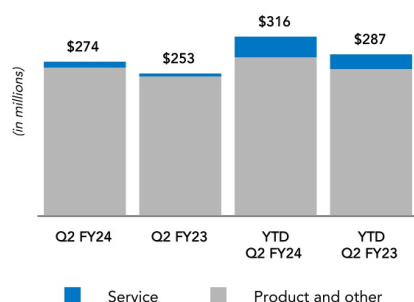
Revenue for our Credit Karma segment decreased \$20 million, or 3%, in the first six months of fiscal 2024 compared to the same period of fiscal 2023, primarily due to decreases in personal loan, auto insurance, home loan, and auto loan verticals, partially offset by increases in our credit card vertical and Credit Karma Money. Economic uncertainty continues to influence the lending behaviors of our partners.

Credit Karma segment operating income decreased \$32 million, or 33%, in the second quarter of fiscal 2024 compared to the same period of fiscal 2023, primarily due to higher marketing expenses.

Credit Karma segment operating income decreased \$20 million, or 11%, in the first six months of fiscal 2024 compared to the same period of fiscal 2023, primarily due to the decrease in revenue described above.

ProTax

Total ProTax Segment Revenue



ProTax segment service revenue is derived primarily from ProConnect Tax Online tax products, electronic tax filing services, connected services, and bank products.

ProTax segment product and other revenue is derived primarily from Lacerte, ProSeries, and ProFile desktop tax preparation software products, and related form updates.

	Q2 FY24	Q2 FY23	% Change	YTD Q2 FY24	YTD Q2 FY23	% Change
(Dollars in millions)						
Service revenue	\$ 11	\$ 7	57 %	\$ 36	\$ 26	38 %
Product and other revenue	263	246	7 %	280	261	7 %
Total segment revenue	\$ 274	\$ 253	8 %	\$ 316	\$ 287	10 %
% of total revenue	8 %	8 %		5 %	5 %	
Segment operating income	\$ 247	\$ 227	9 %	\$ 261	\$ 236	11 %
% of related revenue	90 %	90 %		83 %	82 %	

Revenue for our ProTax segment increased \$29 million, or 10%, in the first six months of fiscal 2024 compared with the same period of fiscal 2023, primarily due to earlier forms availability compared to the prior year and higher average revenue per customer.

Segment operating income increased \$25 million, or 11%, in the first six months of fiscal 2024 compared with the same period of fiscal 2023, primarily due to the increase in revenue described above. Expenses were relatively flat for both periods.

In August 2023, we reorganized certain technology functions that support and benefit our overall platform. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and six months ended January 31, 2023, we reclassified \$16 million and \$31 million, respectively, from ProTax to other corporate expenses.

Because of the seasonality of our ProTax revenue, we do not believe that the revenue or operating results for the first six months of fiscal 2024 are indicative of trends for the current fiscal year. We will not have substantially complete results for the 2023 tax season until the third quarter of fiscal 2024.

Cost of Revenue

	Q2 FY24	% of Related Revenue	Q2 FY23	% of Related Revenue	YTD Q2 FY24	% of Related Revenue	YTD Q2 FY23	% of Related Revenue
(Dollars in millions)								
Cost of service revenue	\$ 796	30 %	\$ 708	29 %	\$ 1,503	29 %	\$ 1,328	29 %
Cost of product and other revenue	23	3 %	24	4 %	38	3 %	39	4 %
Amortization of acquired technology	36	n/a	41	n/a	74	n/a	82	n/a
Total cost of revenue	<u>\$ 855</u>	25 %	<u>\$ 773</u>	25 %	<u>\$ 1,615</u>	25 %	<u>\$ 1,449</u>	26 %

Our cost of revenue has three components: (1) cost of service revenue, which includes the direct costs associated with our online and service offerings, such as costs for data processing and storage capabilities from cloud providers, ongoing production support costs, customer support costs, costs for the tax and bookkeeping experts that support our TurboTax Live and QuickBooks Live offerings, and costs related to credit score providers; (2) cost of product and other revenue, which includes the direct costs of manufacturing and shipping or electronically downloading our desktop software products; and (3) amortization of acquired technology, which represents the cost of amortizing developed technologies that we have obtained through acquisitions, over their useful lives.

Cost of service revenue as a percentage of service revenue was consistent in both the second quarter and first six months of fiscal 2024 compared with the same periods of fiscal 2023.

Cost of product and other revenue as a percentage of product and other revenue was relatively consistent in both the second quarter and first six months of fiscal 2024 compared with the same periods of fiscal 2023. Costs of product and other revenue are expensed as incurred, and we do not defer any of these costs when product and other revenue is deferred.

Operating Expenses

	Q2 FY24	% of Total Net Revenue	Q2 FY23	% of Total Net Revenue	YTD Q2 FY24	% of Total Net Revenue	YTD Q2 FY23	% of Total Net Revenue
(Dollars in millions)								
Selling and marketing	\$ 1,020	30 %	\$ 924	30 %	\$ 1,789	28 %	\$ 1,719	31 %
Research and development	678	20 %	630	21 %	1,358	21 %	1,255	22 %
General and administrative	344	10 %	323	11 %	686	11 %	627	11 %
Amortization of other acquired intangible assets	120	4 %	121	4 %	240	4 %	242	4 %
Total operating expenses	<u>\$ 2,162</u>	64 %	<u>\$ 1,998</u>	66 %	<u>\$ 4,073</u>	64 %	<u>\$ 3,843</u>	68 %

Current Fiscal Quarter

Total operating expenses as a percentage of total net revenue decreased in the second quarter of fiscal 2024 compared to the same period of fiscal 2023. Total net revenue for the second quarter of fiscal 2024 increased \$345 million, or 11%, while total operating expenses for the quarter increased \$164 million, or 8%. The increase in total operating expenses was primarily due to increases of \$70 million for marketing expenses, \$49 million for staffing due to higher headcount, and \$42 million for share-based compensation.

Fiscal Year to Date

Total operating expenses as a percentage of total net revenue decreased in the first six months of fiscal 2024 compared to the same period of fiscal 2023. Total net revenue for the first six months of fiscal 2024 increased \$726 million, or 13%, while total operating expenses for the period increased \$230 million, or 6%. The increase in total operating expenses was primarily due to increases of \$100 million for share-based compensation, \$86 million for staffing due to higher headcount, and \$27 million for outside services.

Non-Operating Income and Expenses

Interest Expense

Interest expense of \$122 million and \$114 million for the first six months of fiscal 2024 and 2023, respectively, consisted primarily of interest on our senior unsecured notes, unsecured term loan, and secured revolving credit facilities. Interest expense for the first six months of fiscal 2024 increased compared to the same period of fiscal 2023, primarily due to higher interest rates.

Interest and Other Income, Net

(In millions)

	Q2 FY24	Q2 FY23	YTD Q2 FY24	YTD Q2 FY23
Interest income ⁽¹⁾	\$ 20	\$ 15	\$ 54	\$ 29
Net gain on executive deferred compensation plan assets ⁽²⁾	20	11	6	1
Other	2	(3)	4	(2)
Total interest and other income, net	\$ 42	\$ 23	\$ 64	\$ 28

(1) Interest income in the second quarter and first six months of fiscal 2024 increased compared to the same periods of fiscal 2023, primarily due to higher average interest rates.

(2) In accordance with authoritative guidance, we record gains and losses associated with executive deferred compensation plan assets in interest and other income and gains and losses associated with the related liabilities in operating expenses. The total amounts recorded in operating expenses for each period are approximately equal to the total amounts recorded in interest and other income in those periods.

Income Taxes

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period.

For the three and six months ended January 31, 2024, we recognized excess tax benefits on share-based compensation of \$56 million and \$83 million, respectively, in our provision for income taxes. For the three and six months ended January 31, 2023, we recognized tax shortfalls on share-based compensation of \$9 million and \$2 million, respectively, in our provision for income taxes.

We recorded \$1 million in tax expense on pretax income of \$354 million for the three months ended January 31, 2024. Our effective tax rate for the six months ended January 31, 2024 was approximately 4%. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

Our effective tax rates for the three and six months ended January 31, 2023 were approximately 26% and 20%, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

The Inflation Reduction Act was enacted on August 16, 2022. This law, among other provisions, provides a corporate alternative minimum tax on adjusted financial statement income, which was effective for us beginning in fiscal 2024. We do not expect any impact from the corporate alternative minimum tax in fiscal 2024. We continue to monitor developments and evaluate impacts, if any, of these provisions on our results of operations and cash flows for future years.

In the current global tax policy environment, the U.S. and other domestic and foreign governments continue to consider, and in some cases enact, changes in corporate tax laws. As changes occur, we account for finalized legislation in the period of enactment.

LIQUIDITY AND CAPITAL RESOURCES

Overview

At January 31, 2024, our cash, cash equivalents, and investments totaled \$1.5 billion, a decrease of \$2.2 billion from July 31, 2023 due to the factors discussed under *Statements of Cash Flows* below. Our primary sources of liquidity have been cash from operations, which entails the collection of accounts receivable for products and services, the issuance of senior unsecured notes, and borrowings under our credit facilities. Our primary uses of cash have been for research and development programs, selling and marketing activities, capital projects, acquisitions of businesses, debt service costs and debt repayment, repurchases of our common stock under our stock repurchase programs, and the payment of cash dividends. As discussed in *Executive Overview – Industry Trends and Seasonality* earlier in this Item 2, our business is subject to significant seasonality. The balance of our cash, cash equivalents, and investments generally fluctuates with that seasonal pattern. We believe the seasonality of our business is likely to continue in the future.

The following table summarizes selected measures of our liquidity and capital resources at the dates indicated:

	January 31, 2024	July 31, 2023	\$ Change	% Change
(Dollars in millions)				
Cash, cash equivalents, and investments	\$ 1,489	\$ 3,662	\$ (2,173)	(59)%
Long-term investments	\$ 128	\$ 105	\$ 23	22 %
Long-term debt	\$ 5,950	\$ 6,120	\$ (170)	(3)%
Working capital	\$ 1,084	\$ 1,767	\$ (683)	(39)%
Ratio of current assets to current liabilities	1.2 : 1	1.5 : 1		

We have historically generated significant cash from operations, and we expect to continue to do so in the future. Our cash, cash equivalents, and investments totaled \$1.5 billion at January 31, 2024. None of those funds were restricted and approximately 80% of those funds were located in the U.S.

In September 2023, we issued \$4 billion in senior unsecured notes, and used the proceeds, together with operating cash, to repay the outstanding balance on our term loan. Our secured revolving credit facilities are available to fund a portion of our loans to qualified small businesses. At January 31, 2024, \$500 million was outstanding under both secured revolving credit facilities.

On February 5, 2024, the existing unsecured credit facility described in "Credit Facilities - Unsecured Revolving Credit Facility and Term Loan" below was terminated and we entered into an unsecured credit agreement with certain lending providers for a \$1.5 billion unsecured revolving credit facility that will expire on February 5, 2029. See Note 13 to the financial statements in Part I, Item 1 of this Quarterly Report for more information. Our unsecured revolving credit facility is available to us for general corporate purposes. At January 31, 2024, no amounts were outstanding under the unsecured revolving credit facility.

Under the 2017 Tax Cuts & Jobs Act, research and development costs are no longer fully deductible and are required to be capitalized and amortized for U.S. tax purposes effective August 1, 2022. The mandatory capitalization requirement significantly increased our cash tax payments related to fiscal 2023. The IRS disaster-area tax relief allowed for the deferral of certain fiscal 2023 tax payments to the first quarter of fiscal 2024. During the first quarter of fiscal 2024, we made tax payments of \$710 million related to this deferral.

Based on past performance and current expectations, we believe that our cash and cash equivalents, investments, and cash generated from operations will be sufficient to meet anticipated seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements, and other liquidity requirements associated with our operations for at least the next 12 months.

We expect to return excess cash generated by operations to our stockholders through repurchases of our common stock and payment of cash dividends, after taking into account our operating and strategic cash needs.

We evaluate, on an ongoing basis, the merits of acquiring technology or businesses, or establishing strategic relationships with and investing in other companies. Our strong liquidity profile enables us to quickly respond to these types of opportunities.

Statements of Cash Flows

The following table summarizes selected items from our condensed consolidated statements of cash flows for the first six months of fiscal 2024 and fiscal 2023. See the financial statements in Part I, Item 1 of this Quarterly Report for complete condensed consolidated statements of cash flows for those periods.

	Six Months Ended		
	January 31, 2024	January 31, 2023	\$ Change
(In millions)			
Net cash provided by (used in):			
Operating activities	\$ 516	\$ 612	\$ (96)
Investing activities	244	(704)	948
Financing activities	833	(1,355)	2,188
Effect of exchange rates on cash, cash equivalents, restricted cash, and restricted cash equivalents	(4)	(1)	(3)
Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents	\$ 1,589	\$ (1,448)	\$ 3,037

Our primary sources and uses of cash were as follows:

Six Months Ended	
January 31, 2024	January 31, 2023
Sources of cash: <ul style="list-style-type: none"> • Proceeds from the issuance of senior unsecured notes • Net change in funds receivable and funds payable and amounts due to customers • Net sales and maturities of corporate and customer fund investments • Operations • Issuance of common stock under employee stock plans • Borrowings under unsecured revolving credit facility 	Sources of cash: <ul style="list-style-type: none"> • Operations • Cash received from a bank partner • Borrowings under secured revolving credit facilities • Issuance of common stock under employee stock plans
Uses of cash: <ul style="list-style-type: none"> • Repayment of debt • Repurchases of shares of our common stock • Payment of cash dividends and dividend rights • Net originations and purchases of loans held for investment • Payments for employee taxes withheld upon vesting of restricted stock units • Payment of accrued bonuses for fiscal 2023 • Capital expenditures 	Uses of cash: <ul style="list-style-type: none"> • Repurchases of shares of our common stock • Net originations of term loans to small businesses and purchases of participating interests in loans to consumers • Payment of cash dividends and dividend rights • Net change in funds receivable and funds payable and amounts due to customers • Capital expenditures • Payment of accrued bonuses for fiscal 2022 • Net purchases of corporate and customer fund investments

Stock Repurchase Programs, Treasury Shares, and Dividends on Common Stock

As described in Note 10 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report, during the first six months of fiscal 2024, we repurchased 2.1 million shares of our common stock under repurchase programs that our Board of Directors has authorized. On August 22, 2023, our Board approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$2.3 billion of our common stock. At January 31, 2024, we had authorization from our Board of Directors for up to \$2.7 billion for stock repurchases. We currently expect to continue repurchasing our common stock on a quarterly basis; however, future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

We have continued to pay quarterly cash dividends on shares of our outstanding common stock. During the six months ended January 31, 2024, we declared quarterly cash dividends that totaled \$1.80 per share of outstanding common stock for a total of \$521 million. In February 2024, our Board of Directors declared a quarterly cash dividend of \$0.90 per share of outstanding common stock payable on April 18, 2024 to stockholders of record at the close of business on April 10, 2024. We currently expect to continue paying comparable cash dividends on a quarterly basis. However, future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

Commitments for Senior Unsecured Notes

In June 2020, we issued \$2 billion of senior unsecured notes, of which \$1.5 billion is outstanding as of January 31, 2024, and is comprised of the following:

- \$500 million of 0.950% notes due July 2025;
- \$500 million of 1.350% notes due July 2027; and
- \$500 million of 1.650% notes due July 2030 (together, the 2020 Notes).

Interest is payable semiannually on January 15 and July 15 of each year. At January 31, 2024, our maximum commitment for interest payments under the 2020 Notes was \$84 million through the maturity dates.

The 2020 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. Upon the occurrence of change of control transactions that are accompanied by certain downgrades in the credit ratings of the 2020 Notes, we will be required to repurchase the 2020 Notes at a repurchase price equal to 101% of the aggregate outstanding principal plus any accrued and unpaid interest to but not including the date of repurchase. The indenture governing the 2020 Notes requires us to comply with certain covenants. For example, the 2020 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of January 31, 2024, we were compliant with all covenants governing the 2020 Notes. See Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information.

In September 2023, we issued \$4 billion of senior unsecured notes comprised of the following:

- \$750 million of 5.250% notes due September 2026;
- \$750 million of 5.125% notes due September 2028;
- \$1,250 million of 5.200% notes due September 2033; and
- \$1,250 million of 5.500% notes due September 2053 (together, the 2023 Notes).

Interest is payable semiannually on March 15 and September 15 of each year, commencing on March 15, 2024. At January 31, 2024, our maximum commitment for interest payments under the 2023 Notes was \$3.0 billion through the maturity dates.

The 2023 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. The indenture governing the 2023 Notes requires us to comply with certain covenants. For example, the 2023 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of January 31, 2024, we were compliant with all covenants governing the 2023 Notes. See Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information.

Credit Facilities

Unsecured Revolving Credit Facility and Term Loan

On November 1, 2021, we entered into an amended and restated credit agreement with certain institutional lenders with an aggregate principal amount of \$5.7 billion, which includes a \$4.7 billion unsecured term loan that was repaid in September 2023, and a \$1 billion unsecured revolving credit facility that matures on November 1, 2026 (2021 Credit Facility).

On November 1, 2021, we borrowed the full \$4.7 billion under the unsecured term loan to fund a portion of the cash consideration for the acquisition of Mailchimp. Under this agreement, we may, subject to certain customary conditions, on one or more occasions, increase commitments under the term loan in an amount not to exceed \$400 million in the aggregate through November 1, 2024. The term loan accrued interest at rates that were equal to, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0% to 0.125%, or (ii) the Secured Overnight Finance Rate (SOFR) plus a margin that ranges from 0.625% to 1.125%. Actual margins under either election were based on our senior debt credit ratings. In September 2023, we repaid the outstanding balance under the term loan with the proceeds from the 2023 Notes and operating cash, and as of January 31, 2024, there was no balance outstanding.

Under the 2021 Credit Facility, we may increase commitments under the unsecured revolving credit facility in an amount not to exceed \$250 million in the aggregate and may extend the maturity date up to two times, subject to customary conditions including lender approval. Advances under the unsecured revolving credit facility accrue interest at rates that are equal to, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0% to 0.1%, or (ii) SOFR plus a margin that ranges from 0.69% to 1.1%. Actual margins under either election will be based on our senior debt credit ratings. At January 31, 2024, no amounts were outstanding under the unsecured revolving credit facility. We monitor counterparty risk associated with the institutional lenders that are providing the credit facility.

The 2021 Credit Facility includes customary affirmative and negative covenants, including financial covenants that require us to maintain a ratio of total gross debt to annual earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.25 to 1.00 and a ratio of annual EBITDA to annual interest expense of not less than 3.00 to 1.00 as of the last day of each fiscal quarter. As of January 31, 2024, we were compliant with all required covenants.

On February 5, 2024, the 2021 Credit Facility was terminated. See Note 13 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information.

Secured Revolving Credit Facilities

On February 19, 2019, a subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2019 Secured Facility). The 2019 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on December 15, 2023. These amendments primarily increase the facility limit, extend the commitment term and maturity date, and update the benchmark interest rate. Under the amended 2019 Secured Facility, the facility limit is \$500 million, of which \$300 million is committed and \$200 million is uncommitted. Advances accrue interest at adjusted daily simple SOFR plus 1.5%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.25% to 0.75%, depending on the total unused committed balance. The commitment term is through July 18, 2025, and the final maturity date is July 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of January 31, 2024, we were compliant with all required covenants. At January 31, 2024, \$275 million was outstanding under the 2019 Secured Facility and the weighted-average interest rate was 6.94%, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$981 million.

On October 12, 2022, another subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2022 Secured Facility). The 2022 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. On October 20, 2023, we amended the 2022 Secured Facility primarily to extend the commitment term and final maturity date and increase the commitment amount. Under the amended agreement, the facility limit is \$500 million, of which \$225 million is committed and \$275 million is uncommitted. Advances accrue interest at SOFR plus 1.3%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.2% to 0.4%, depending on the total unused committed balance. The commitment term is through April 18, 2025, and the final maturity date is April 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of January 31, 2024, we were compliant with all required covenants. At January 31, 2024, \$225 million was outstanding under the 2022 Secured Facility and the weighted-average interest rate was 6.62%. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$620 million.

Cash Held by Foreign Subsidiaries

Our cash, cash equivalents, and investments totaled \$1.5 billion at January 31, 2024. Approximately 20% of those funds were held by our foreign subsidiaries and subject to repatriation tax considerations. These foreign funds were located primarily in Canada, India, and the United Kingdom. We do not expect to pay incremental U.S. taxes on repatriation. We have recorded income tax expense for Canada, India, and Israel withholding taxes on earnings that are not permanently reinvested. In the event that funds from foreign operations are repatriated to the United States, we would pay withholding taxes at that time.

CONTRACTUAL OBLIGATIONS

We presented our contractual obligations at July 31, 2023 in our Annual Report on Form 10-K for the fiscal year then ended. There were no material changes outside the ordinary course of business to our contractual obligations during the six months ended January 31, 2024, except as described below.

In September 2023, we issued \$4 billion of senior unsecured notes, which was comprised of the following: \$750 million of 5.250% notes due in September 2026, \$750 million of 5.125% notes due in September 2028, \$1,250 million of 5.200% notes due in September 2033, and \$1,250 million of 5.500% notes due in September 2053 (collectively, the 2023 Notes). Interest is payable semiannually on March 15 and September 15 of each year, commencing on March 15, 2024. At January 31, 2024, our maximum commitment for interest payments under the 2023 Notes was \$3.0 billion through the maturity dates.

RECENT ACCOUNTING PRONOUNCEMENTS

For a description of recent accounting pronouncements, if any, and the potential impact of these pronouncements on our condensed consolidated financial statements, see Note 1 to the financial statements in Part I, Item 1 of this Quarterly Report.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes to our quantitative and qualitative disclosures about market risk during the six months ended January 31, 2024, except as described below.

In September 2023, we issued \$4 billion of senior unsecured notes, which was comprised of the following: \$750 million of 5.250% notes due in September 2026, \$750 million of 5.125% notes due in September 2028, \$1,250 million of 5.200% notes due in September 2033, and \$1,250 million of 5.500% notes due in September 2053 (collectively, the 2023 Notes). We carry the 2023 Notes at face value less unamortized discount and unamortized debt issuance costs on our condensed consolidated balance sheet. Since these 2023 Notes bear interest at fixed rates, we have no financial statement risk associated with the changes in interest rates. However, the fair value of the 2023 Notes fluctuates when interest rates change. See Note 2 and Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

See Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 for a detailed discussion of our market risks.

ITEM 4 - CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, Intuit's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures as defined under Exchange Act Rules 13a-15(e) and 15d-15(e) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our CEO and CFO, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and that they are effective at the reasonable assurance level. However, no matter how well conceived and executed, a control system can provide only reasonable and not absolute assurance that the objectives of the control system are met. The design of any control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. There are also limitations that are inherent in any control system. These limitations include the realities that breakdowns can occur because of errors in judgment or mistakes, and that controls can be circumvented by individual persons, by collusion of two or more people, or by management override of the controls. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

See Note 11 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for a description of legal proceedings.

ITEM 1A - RISK FACTORS

Our businesses routinely encounter and address risks, many of which could cause our future results to be materially different than we presently anticipate. Below, we describe significant factors, events and uncertainties that make an investment in our securities risky, categorized solely for ease of reference as strategic, operational, legal and compliance, and financial risks. The following events and consequences could have a material adverse effect on our business, growth, prospects, financial condition, results of operations, cash flows, liquidity, reputation and credit rating, and the trading price of our common stock could decline. These risks are not the only ones we face. We could also be affected by other events, factors or uncertainties that are presently unknown to us or that we do not currently consider to present significant risks to our business. These risks may be amplified by the effects of global developments and conditions or events, including macroeconomic uncertainty and geopolitical conditions, which have caused significant global economic instability and uncertainty.

STRATEGIC RISKS

We face intense competitive pressures that may harm our operating results.

We face intense competition in all of our businesses, and we expect competition to remain intense in the future. Our competitors and potential competitors range from large and established entities to emerging start-ups. Our competitors may introduce superior products and services, successfully use and deploy new technologies such as artificial intelligence (AI) that may reduce customer demand for our products or services, reduce prices, have greater technical, marketing and other resources, have greater name recognition, have larger installed bases of customers, have well-established relationships with our current and potential customers, advertise aggressively or beat us to market with new products and services. In addition, we face competition from existing companies, with large established consumer user-bases and broad-based platforms, who may change or expand the focus of their business strategies and marketing to target our customers, including small businesses, tax and personal financial management customers.

We also face competition from companies with a variety of business models, including increased competition from providers of free offerings, particularly in our tax, accounting, payments and personal finance platform businesses. In order to compete, we have also introduced free offerings in several categories, but we may not be able to attract customers as effectively as competitors with different business models. In addition, other providers of free offerings may provide features that we do not offer and customers who have formerly paid for our products and services may elect to use our competitors' free offerings instead. These competitive factors may diminish our revenue and profitability, and harm our ability to acquire and retain customers.

Our consumer tax business also faces significant potential competition from the public sector, where we face the risk of federal and state taxing authorities proposing revenue raising strategies that involve developing and providing government tax software or other government return preparation systems at public expense. These or similar programs have or may be introduced or expanded in the future, which may change the voluntary compliance tax system in ways that could cause us to lose customers and revenue. The IRS Free File Program enables the IRS to offer tax software directly to taxpayers and its continuation depends on a number of factors, including continued broad public awareness of and access to the free program and continued private industry donations, as well as continued government support. The Free File Program operates under an agreement that is scheduled to expire in October 2025. For the 2024 tax filing season, the IRS launched a limited pilot of a free direct online tax filing system. Through this or other programs, the federal government could become a publicly funded direct competitor of the U.S. tax services industry and of Intuit. Government funded services that curtail or eliminate the role of taxpayers in preparing their own taxes could potentially have material and adverse revenue implications on us.

Future revenue growth depends upon our ability to adapt to technological change and successfully extend our platform, introduce new and enhanced products, features, services and business models.

We operate in industries that are characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. To meet the changing needs of our customers and partners and attract and retain top technical talent, we must continue to innovate, develop and extend our platform, new products and features, and enhance our ability to solve customer problems with emerging technologies, such as artificial intelligence and blockchain. If we are not able to do this successfully, we may face a competitive disadvantage. We have and will continue to devote significant resources to continue to

develop our skills, tools and capabilities to capitalize on existing and emerging technologies. Legislation or regulatory changes in these areas may mandate changes in our products that make them less attractive to users and hinder our ability to leverage emerging technologies and build out our platform capabilities.

Our consumer and professional tax businesses depend significantly on revenue from customers who return each year to use our updated tax preparation and filing software and services. As our existing products mature, encouraging customers to purchase product upgrades becomes more challenging unless new product releases provide features and functionality that have meaningful incremental value. As we continue to introduce and expand our new business models, including offerings that are free to end users, our customers may not perceive value in the additional benefits and services we offer beyond our free offering and may choose not to pay for those additional benefits or we may be unsuccessful in increasing customer adoption of these offerings or our risk profile may change, resulting in loss of revenue.

We also provide additional customer benefits across our platform by utilizing customer data available to us through our existing offerings, and the growth of our business depends, in part, on our existing customers expanding their use of our products and services across our platform. If we are not able to effectively utilize our customers' data to provide them with value or develop and clearly demonstrate the value of new or upgraded products or services to our customers, our revenues may be harmed.

In some cases, we may expend a significant amount of resources and management attention on offerings that do not ultimately succeed in their markets. We have encountered difficulty in launching new products and services in the past. If we misjudge customer needs in the future, our new products and services may not succeed and our revenues and earnings may be harmed. We have also invested, and in the future, expect to invest in new business models, technologies, geographies, strategies and initiatives. Such endeavors may involve significant risks and uncertainties, including a rapidly changing regulatory environment, distraction of management from current operations, expenses associated with the initiatives, inadequate return on investments, and social or ethical scrutiny. Because these new initiatives are inherently risky, they may not be successful and may harm our financial condition, operating results, or reputation.

We rely on intellectual property in our products and services.

Many of our products and services include our own intellectual property, as well as the intellectual property of third parties, which we license under agreements that may need to be renewed or renegotiated from time to time. We may not be able to obtain licenses to these third-party technologies or content on reasonable terms, or at all. If we are unable to obtain the rights necessary to use this intellectual property in our products and services, we may not be able to provide the affected offerings, and customers who are currently using the affected product may be disrupted, which may in turn harm our future financial results, damage our brand, and result in customer loss. Also, we and our customers have been and may continue to be subject to infringement claims as a result of the third-party intellectual property incorporated in our offerings, including through our use of AI. Although we try to mitigate this risk and we may not be ultimately liable for any potential infringement, pending claims require us to use significant resources, require management attention and could result in loss of customers.

Some of our offerings include third-party software that is licensed under "open source" licenses, some of which may include a requirement that, under certain circumstances, we make available, or grant licenses to, any modifications or derivative works we create based upon the open source software. Although we have established internal review and approval processes to mitigate these risks, we cannot be sure that all open source software is submitted for approval prior to use in our products. Many of the risks associated with usage of open source may not be eliminated and, if not properly addressed, may harm our business.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services and brand.

Our patents, trademarks, trade secrets, copyrights, domain names and other intellectual property rights are important assets for us. We aggressively protect our intellectual property rights by relying on federal, state and common law rights in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights in products and services. The efforts that we take to protect our proprietary rights may not always be sufficient or effective. In addition, there is uncertainty about the validity and enforceability of intellectual property rights that may result from our use of generative AI. Protecting our intellectual property rights is costly and time consuming and may not be successful in every location. Any significant impairment of our intellectual property rights could harm our business, our brand, and our ability to compete.

Policing unauthorized use and copying of our products is difficult, expensive, and time consuming. Current U.S. laws that prohibit copying give us only limited practical protection from software piracy and the laws of many other countries provide very little protection. We frequently encounter unauthorized copies of our software being sold through online marketplaces. Although we continue to evaluate and put in place technology solutions to attempt to lessen the impact of piracy and engage in efforts to educate consumers and public policy leaders on these issues and cooperate with industry groups in their efforts to combat piracy, we expect piracy to be a persistent problem that results in lost revenues and increased expenses.

Our business depends on our strong reputation and the value of our brands.

Developing and maintaining awareness of our brands and platform strategy is critical to achieving widespread acceptance of our existing and future products and services and is an important element in attracting new customers and expanding our

business with existing customers. Adverse publicity (whether or not justified) relating to events or activities attributed to us, members of our workforce, agents, third parties we rely on, or our users, may tarnish our reputation and reduce the value of our brands. Perceived social harm or unfairness of outcomes relating to the use of new and evolving technologies such as AI in our offerings, may result in reputational harm and liability, and may cause us to incur additional research and development costs to resolve such issues. Our brand value also depends on our ability to provide secure and trustworthy products and services, as well as our ability to protect and use our customers' data in a manner that meets their expectations. In addition, a security incident that results in unauthorized disclosure of our customers' sensitive data could cause material reputational harm.

We have public environmental, social, and governance (ESG) commitments, including our goals to increase the diversity of our workforce, create and prepare individuals for jobs and have a positive impact on the climate. Our ability to achieve these goals is subject to numerous risks that may be outside of our control. Our failure or perceived failure to achieve our ESG goals or maintain ESG practices that meet evolving stakeholder expectations could harm our reputation, adversely impact our ability to attract and retain employees or customers, and expose us to increased scrutiny from the investment community and enforcement authorities. Our reputation also may be harmed by the perceptions that our customers, employees and other stakeholders have about our action or inaction on social, ethical, or political issues. Damage to our reputation and loss of brand equity may reduce demand for our products and services and thus have an adverse effect on our future financial results, as well as require additional resources to rebuild our reputation and restore the value of the brands and could also reduce our stock price.

Our acquisition and divestiture activities may disrupt our ongoing business, may involve increased expenses and may present risks not contemplated at the time of the transactions.

We have acquired and may continue to acquire companies, products, technologies and talent that complement our strategic direction, both in and outside the United States. Acquisitions involve significant risks and uncertainties, including:

- inability to successfully integrate the acquired technology, data assets and operations into our business and maintain uniform standards, controls, policies, and procedures;
- inability to realize synergies or anticipated benefits expected to result from an acquisition within the expected time frame or at all;
- disruption of our ongoing business and distraction of management;
- challenges retaining the key employees, customers, resellers and other business partners of the acquired operation;
- the internal control environment of an acquired entity may not be consistent with our standards or with regulatory requirements, and may require significant time and resources to align or rectify;
- unidentified issues not discovered in our due diligence process, including product or service quality issues, security policies, standards, and practices, intellectual property issues and legal contingencies;
- failure to successfully further develop an acquired business or technology and any resulting impairment of amounts currently capitalized as intangible assets;
- risks associated with businesses we acquire or invest in, which may differ from or be more significant than the risks our other businesses face;
- in the case of foreign acquisitions and investments, the impact of particular economic, tax, currency, political, legal and regulatory risks associated with specific countries; and
- to the extent we use debt to fund acquisitions or for other purposes, our interest expense and leverage will increase significantly, and to the extent we issue equity securities as consideration in an acquisition, current shareholders' percentage ownership and earnings per share will be diluted.

We have divested and may in the future divest certain assets or businesses that no longer fit with our strategic direction or growth targets. Divestitures involve significant risks and uncertainties, including:

- inability to find potential buyers on favorable terms;
- failure to effectively transfer liabilities, contracts, facilities and employees to buyers;
- requirements that we retain or indemnify buyers against certain liabilities and obligations;
- the possibility that we will become subject to third-party claims arising out of such divestiture;
- challenges in identifying and separating the intellectual property, systems and data to be divested from the intellectual property, systems and data that we wish to retain;
- inability to reduce fixed costs previously associated with the divested assets or business;
- challenges in collecting the proceeds from any divestiture;
- disruption of our ongoing business and distraction of management;

- loss of key employees who leave us as a result of a divestiture; and
- if customers or partners of the divested business do not receive the same level of service from the new owners, or the new owners do not handle the customer data with the same level of care, our other businesses may be adversely affected, to the extent that these customers or partners also purchase other products offered by us or otherwise conduct business with our retained business.

In addition, any acquisition or divestiture that we announce may not be completed if closing conditions are not satisfied. Because acquisitions and divestitures are inherently risky, our transactions may not be successful and may, in some cases, harm our operating results or financial condition. In particular, if we are unable to successfully operate together with any company that we acquire to achieve shared growth opportunities or combine reporting or other processes within the expected time frame or at all, there may be a material and adverse effect on the benefits that we expect to achieve as a result of the acquisition, and we could experience additional costs or loss of revenue. Moreover, adverse changes in market conditions and other factors, including those listed above, may cause an acquisition to be dilutive to Intuit's operating earnings per share for a period of time. Any dilution of our non-GAAP diluted earnings per share could cause the price of shares of Intuit Common Stock to decline or grow at a reduced rate.

OPERATIONAL RISKS

Security incidents, improper access to or disclosure of our data or customers' data, or other cyberattacks on our systems could harm our reputation and adversely affect our business.

We host, collect, use and retain large amounts of sensitive and personal customer and workforce data, including credit card information, tax return information, bank account numbers, credit report information, login credentials and passwords, personal and business financial data and transactions data, social security numbers and payroll information, as well as our confidential, nonpublic business information. We use commercially available security technologies and security and business controls to limit access to and use of such sensitive data. Although we expend significant resources to implement security protections designed to shield this data against potential theft and security breaches, such measures cannot provide absolute security.

Our technologies, systems, and networks have been subject to, and are increasingly likely to continue to be the target of, cyberattacks, computer viruses, ransomware or other malware, worms, social engineering, malicious software programs, insider threats, and other cybersecurity incidents that could result in the unauthorized release, gathering, monitoring, use, loss or destruction of sensitive and personal data of our customers and our workforce, or Intuit's sensitive business data or cause temporary or sustained unavailability of our software and systems. While we maintain cybersecurity insurance, our insurance may not be sufficient to cover all liabilities described herein. These types of incidents can be caused by malicious third parties, acting alone or in groups, or more sophisticated organizations including nation-states or state-sponsored organizations, and the risks could be elevated in connection with significant armed conflicts, acts of war or terrorism. Customers who fail to update their systems, continue to run software that we no longer support, fail to install security patches on a timely basis or inadequately use security controls create vulnerabilities and make it more difficult for us to detect and prevent these kinds of attacks. We are increasingly incorporating open source software into our products, and there may be vulnerabilities in open source software that make it susceptible to cyberattacks. In addition, because the techniques used to obtain unauthorized access to sensitive information change frequently, and are becoming more sophisticated and are often not able to be detected until after a successful attack, we may be unable to anticipate these techniques or implement adequate preventive measures. Although this is an industry-wide problem that affects software and hardware across platforms, it may increasingly affect our offerings because cyber-criminals tend to focus their efforts on well-known offerings that are popular among customers and hold sensitive personal or financial information, like our digital money offerings, and we expect them to continue to do so.

Further, the security measures that we implement may not be able to prevent unauthorized access to our products and our customers' account data. While we require annual security training for our workforce, malicious third parties have in the past, and may in the future, be able to fraudulently induce members of our workforce, customers, vendors, partners, or users by social engineering means, such as email phishing, to disclose sensitive information in order to gain access to our systems. It is also possible that unauthorized access to or disclosure of customer data may occur due to inadequate use of security controls by our customers or our workforce. Accounts created with weak or recycled passwords could allow cyber-attackers to gain access to customer data. Unauthorized persons could gain access to customer accounts if customers do not maintain effective access controls of their systems and software. In addition, we have and will continue to experience new and more frequent attempts by malicious third parties to fraudulently gain access to our systems, such as through increased email phishing of our workforce, customers, and users.

Criminals may also use stolen identity information obtained outside of our systems to gain unauthorized access to our customers' data. We have experienced such instances in the past and as the accessibility of stolen identity information increases, generally, we may experience further instances of unauthorized access to our systems through the use of stolen identity information of our customers or our workforce in the future. Further, our customers may choose to use the same login credentials across multiple products and services unrelated to our products. Such customers' login credentials may be stolen from products offered by third-party service providers unrelated to us and the stolen identity information may be used by a malicious third party to access our products, which could result in disclosure of confidential information. In addition, our shift to a hybrid workplace model, where our workforce will spend a portion of their time working in our offices and a portion of their time working remotely, introduces operational complexity that exacerbates our security-related risks.

Our efforts to protect data may also be unsuccessful due to software bugs (whether open source or proprietary code), break-ins, workforce error or other threats that evolve.

Further, because we have created an ecosystem where customers can have one identity across multiple Intuit products, a security incident may give access to increased amounts of customer data. This may result in disclosure of confidential information, loss of customer confidence in our products, possible litigation, material harm to our reputation and financial condition, disruption of our or our customers' business operations, and a decline in our stock price. From time to time, we detect, or receive notices from customers or public or private agencies that they have detected, actual or perceived vulnerabilities in our infrastructure, our software or third-party software components that are distributed with our products or fraudulent activity by unauthorized persons utilizing our products with stolen customer identity information. The existence of such vulnerabilities or fraudulent activity, even if they do not result in a security breach, may undermine customer confidence as well as the confidence of government agencies that regulate our offerings. Such perceived vulnerabilities could also seriously harm our business by tarnishing our reputation and brand and limiting the adoption of our products and services and could cause our stock price to decline. In some cases, such vulnerabilities may not be immediately detected, which could exacerbate the risk of a security incident and the related effects on our businesses.

Additionally, Credit Karma is subject to an order issued in 2014 by the Federal Trade Commission (FTC) that, among other things, requires maintenance of a comprehensive security program relating to the development and management of new and existing products and services and biennial independent security assessments for 20 years from the date of the order. To the extent Credit Karma shares data covered by the order with Intuit, the order may apply to Intuit with respect to such data. Credit Karma's failure to fulfill the requirements of the FTC's order could result in fines, penalties, regulatory inquiries, investigations and claims, and negatively impact our business and reputation.

A cybersecurity incident affecting the third parties we rely on could expose us or our customers to a risk of loss or misuse of confidential information and significantly damage our reputation.

We depend on a number of third parties, including vendors, developers and partners who are critical to our business. We or our customers may grant access to customer data to these third parties to help deliver customer benefits, or to host certain of our and our customers' sensitive and personal data. In addition, we share sensitive, nonpublic business information (including, for example, materials relating to financial, business and legal strategies) with other vendors in the ordinary course of business.

While we conduct background checks of our workforce, conduct reviews of partners, developers and vendors and use commercially available technologies to limit access to systems and data, it is possible that malicious third parties may misrepresent their intended use of data or may circumvent our controls, resulting in accidental or intentional disclosure or misuse of our customer or workforce data. Further, while we conduct due diligence on the security and business controls of our third-party partners, we may not have the ability to effectively monitor or oversee the implementation of these control measures. Malicious third parties may be able to circumvent these security and business controls or exploit vulnerabilities that may exist in these controls, resulting in the disclosure or misuse of sensitive business and personal customer or workforce information and data. In addition, malicious actors may attempt to use the information technology supply chain to compromise our systems by, for example, introducing malware through software updates.

A security incident involving third parties we rely on may have serious negative consequences for our businesses, including disclosure of sensitive customer or workforce data, or confidential or competitively sensitive information regarding our business, including intellectual property and other proprietary data; make our products more vulnerable to fraudulent activity; cause temporary or sustained unavailability of our software and systems; result in possible litigation, fines, penalties and damages; result in loss of customer confidence; cause material harm to our reputation and brands; lead to further regulation and oversight by federal or state agencies; cause adverse financial condition; and result in a reduced stock price.

Concerns about the current privacy and cybersecurity environment, generally, could deter current and potential customers from adopting our products and services and damage our reputation.

The continued occurrence of cyberattacks and data breaches on governments, businesses and consumers in general indicates that we operate in an external environment where cyberattacks and data breaches are becoming increasingly common. If the global cybersecurity environment worsens, and there are increased instances of security breaches of third-party offerings where consumers' data and sensitive information is compromised, consumers may be less willing to use online offerings, particularly offerings like ours in which customers often share sensitive financial data. Additionally, political uncertainty and military actions may subject us and our service providers to heightened risks of security incidents. In addition, the increased availability of data obtained as a result of breaches of third-party offerings could make our own products more vulnerable to fraudulent activity. Even if our products are not affected directly by such incidents, any such incident could damage our reputation and deter current and potential customers from adopting our products and services or lead customers to cease using online and connected software products to transact financial business altogether.

If we are unable to effectively combat the increasing amount and sophistication of fraudulent activities by malicious third parties, we may suffer losses, which may be substantial, and lose the confidence of our customers and government agencies and our revenues and earnings may be harmed.

Many of the industries in which we operate have been experiencing an increasing amount of fraudulent activities by malicious third parties, and those fraudulent activities are becoming increasingly sophisticated. Although we do not believe that any of this activity is uniquely targeted at our products or businesses, this type of fraudulent activity may adversely impact our tax,

payroll, payments, lending, marketing automation and personal financial management businesses, and the risk is heightened when our workforce is working both on campus and remotely under our hybrid work model. In addition to any losses that may result from such fraud, which may be substantial, a loss of confidence by our customers or by governmental agencies in our ability to prevent fraudulent activity may seriously harm our business and damage our brand. If we cannot adequately combat such fraudulent activity, governmental authorities may refuse to allow us to continue to offer the affected services, or these services may otherwise be adversely impacted, which could include federal or state tax authorities refusing to allow us to process our customers' tax returns electronically, resulting in a significant adverse impact on our earnings and revenue. As fraudulent activities become more pervasive and increasingly sophisticated, and fraud detection and prevention measures must become correspondingly more complex to combat them across the various industries in which we operate, we may implement risk control mechanisms that could make it more difficult for legitimate customers to obtain and use our products, which could result in lost revenue and negatively impact our earnings.

If we fail to process transactions effectively or fail to adequately protect against disputed or potential fraudulent activities, our business may be harmed.

Our operations process a significant volume and dollar value of transactions on a daily basis, especially in our money and personal financial management businesses. Despite our efforts to ensure that effective processing systems and controls are in place to handle transactions appropriately, it is possible that we may make errors or that funds may be misappropriated due to fraud. The likelihood of any such error or misappropriation is magnified as we increase the volume and speed of the transactions we process. If we are unable to effectively manage our systems and processes, or if there is an error in our products, we may be unable to process customer data in an accurate, reliable and timely manner, which may harm our reputation, the willingness of customers to use our products, and our financial results. In our payments processing service business, if a disputed transaction between a merchant and its customer is not resolved in favor of the merchant, we may be required to pay those amounts to the payment or credit card network and these payments may exceed the amount of the customer reserves established to make such payments.

Business interruption or failure of our information technology and communication systems may impair the availability of our products and services, which may damage our reputation and harm our future financial results.

Our reputation and ability to attract, retain and serve our customers is dependent upon the reliable performance of our products and our underlying technical infrastructure. As we continue to grow our online services, we become more dependent on the continuing operation and availability of our information technology and communications systems and those of our external service providers, including, for example, third-party Internet-based or cloud computing services. We do not have redundancy for all of our systems, and our disaster recovery planning may not account for all eventualities. We have designed a significant portion of our software and computer systems to utilize data processing and storage capabilities provided by public cloud providers. If any public cloud service that we use is unavailable to us for any reason, our customers may not be able to access certain of our cloud products or features, which could significantly impact our operations, business, and financial results.

Failure of our systems or those of our third-party service providers, may result in interruptions in our service and loss of data or processing capabilities, all of which may cause a loss in customers, refunds of product fees, material harm to our reputation and operating results.

Our tax businesses must effectively handle extremely heavy customer demand during critical peak periods. We face significant risks in maintaining adequate service levels during these peak periods when we have historically derived a substantial portion of our overall revenue from the tax businesses. Any interruptions in our online tax preparation or electronic filing service at any time during the tax season, particularly during a peak period, could result in significantly decreased revenue, lost customers, unexpected refunds of customer charges, negative publicity and increased operating costs, any of which could significantly harm our business, financial condition and results of operations.

We rely on internal systems and external systems maintained by manufacturers, distributors and other service providers to take and fulfill customer orders, handle customer service requests and host certain online activities. Any interruption or failure of our internal or external systems may prevent us or our service providers from accepting and fulfilling customer orders or cause company and customer data to be unintentionally disclosed. Our continuing efforts to upgrade and expand our network security and other information systems as well as our high-availability capabilities are costly, and problems with the design or implementation of system enhancements may harm our business and our results of operations.

Our business operations, information technology and communications systems are vulnerable to damage or interruption from natural disasters, effects of climate change, human error, malicious attacks, fire, power loss, telecommunications failures, computer viruses and malware, computer denial of service attacks, terrorist attacks, public health emergencies and other events beyond our control. For example, we shifted to operations under a hybrid workplace model where our workforce spends a portion of their time working in our offices and a portion of their time working remotely. This model has introduced new execution risks and we may experience longer-term disruptions to our operations as we evolve our workplace model, any of which may impair our ability to perform critical functions or could make it considerably more difficult to develop, enhance and support our products and services.

In addition, since our corporate headquarters and other critical business operations are located near major seismic faults, our recovery in the event of a major earthquake or other catastrophic event may require us to expend significant time and

resources and may adversely affect our financial condition and operating results. Further, the adverse effects of any such adverse event would be exacerbated if experienced at the same time as another unexpected and adverse event. In the event of a major natural or man-made disaster, our insurance coverage may not completely compensate us for our losses and our future financial results may be materially harmed.

We regularly invest resources to update and improve our internal information technology systems and software platforms. Should our investments not succeed, or if delays or other issues with new or existing internal technology systems and software platforms disrupt our operations, our business could be harmed.

We rely on our network infrastructure, data hosting, public cloud and software-as-a-service providers, and internal technology systems for many of our development, marketing, operational, support, sales, accounting and financial reporting activities. We are continually investing resources to update and improve these systems and environments in order to meet existing needs, as well as the growing and changing requirements of our business and customers. If we experience prolonged delays or unforeseen difficulties in updating and upgrading our systems and architecture, we may experience outages and may not be able to deliver certain offerings and develop new offerings and enhancements that we need to remain competitive. Such improvements and upgrades are often complex, costly and time consuming. In addition, such improvements can be challenging to integrate with our existing technology systems, or may uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in outages, disruption in our business operations, loss of revenue or damage to our reputation.

If we are unable to develop, manage and maintain critical third-party business relationships, our business may be adversely affected.

Our growth is increasingly dependent on the strength of our business relationships and our ability to continue to develop, manage and maintain new and existing relationships with third-party partners. We rely on various third-party partners, including software and service providers, platforms, suppliers, credit reporting bureaus, vendors, manufacturers, distributors, accountants, contractors, financial institutions, core processors, licensing partners and development partners, among others, in many areas of our business in order to deliver our offerings and operate our business. Credit Karma generates revenue from its relationships with financial institution partners, which are subject to particular risks that affect their willingness to offer their products on Credit Karma's platform, such as adverse economic conditions, the introduction of competing products on their platforms, and an increasing complexity in the regulatory environment. We also rely on third parties to support the operation of our business by maintaining our physical facilities, equipment, power systems and infrastructure. In certain instances, these third-party relationships are sole source or limited source relationships and can be difficult to replace or substitute depending on the level of integration of the third party's products or services into, or with, our offerings and/or the general availability of such third party's products and services. In addition, there may be few or no alternative third-party providers or vendors in the market. Further, there can be no assurance that we will be able to adequately retain third-party contractors engaged to help us operate our business.

Additionally, the business operations of our third-party partners and the third-party partners who support them have been and could continue to be disrupted by the effects of uncertain macroeconomic environment and global events, including pandemics and endemics. If our third-party partners are unable to help us operate our business or prevent us from delivering critical services to our customers or accepting and fulfilling customer orders, our business and financial results may be negatively impacted. The failure of third parties to provide acceptable and high quality products, services and technologies or to update their products, services and technologies may result in a disruption to our business operations and our customers, which may reduce our revenues and profits, cause us to lose customers and damage our reputation. Alternative arrangements and services may not be available to us on commercially reasonable terms or at all, or we may experience business interruptions upon a transition to an alternative partner.

Although we have strict standards for our suppliers and business partners to comply with the law and company policies regarding workplace and employment practices, data use and security, environmental compliance, intellectual property licensing and other applicable regulatory and compliance requirements, we cannot control their day-to-day practices. Any violation of laws or implementation of practices regarded as unethical could result in supply chain disruptions, canceled orders, terminations of or damage to key relationships, and damage to our reputation.

In particular, we have relationships with banks, credit unions and other financial institutions that support certain critical services we offer to our customers. If macroeconomic conditions or other factors cause any of these institutions to fail, consolidate, stop providing certain services or institute cost-cutting efforts, or give rise to speculation relating to such events, our business and financial results may suffer and we may be unable to offer those services to our customers. For example, if one of the counterparty financial institutions with whom we have significant deposits were to become insolvent, placed into receivership, or file for bankruptcy, our ability to recover our assets from such counterparty may be limited, which could negatively impact our results of operations and financial condition.

We increasingly utilize the distribution platforms of third parties like Apple's App Store and Google's Play Store for the distribution of certain of our product offerings. Although we benefit from the strong brand recognition and large user base of these distribution platforms to attract new customers, the platform owners have wide discretion to change the pricing structure, terms of service and other policies with respect to us and other developers. Any adverse changes by these third parties could adversely affect our financial results.

Competition for our key employees is intense and we may not be able to attract, retain and develop the highly skilled employees we need to support our strategic objectives.

Much of our future success depends on the continued service and availability of skilled employees, including members of our executive team, and those in technical and other key positions. Experienced individuals with skill sets in software as a service, financial technology, mobile technologies, data science, artificial intelligence and data security are in high demand and we have faced and will continue to face intense competition globally to attract and retain a diverse workforce with these and other skills that are critical to our success. This is especially the case in California and India where a significant number of our employees are located. The compensation and incentives we have available to attract, retain and motivate employees may not meet the expectations of current and prospective employees as the competition for talent intensifies. For example, our equity awards may become less effective if our stock price decreases or increases at a slower rate than our talent competitors'. In addition, if we were to issue significant additional equity to attract or retain employees, the ownership of our existing stockholders would be diluted and our related expenses would increase. Other factors may make it more challenging for us to continue to successfully attract, retain and develop key employees. For example, current and prospective employees may seek new or different opportunities based on mobility, location flexibility or any challenges we face in the success of our hybrid work model or achieving our publicly stated workforce diversity goals.

Uncertainty in the development, deployment, and use of artificial intelligence in our platform and products and by our customers may result in harm to our business and reputation.

We continue to build systems and tools that incorporate AI-based technologies, including generative AI for customers, experts, and our workforce. We also use third parties to support this work. As with many innovations, AI presents risks and challenges that could adversely impact our business. The development, adoption, and use for generative AI technologies are still in their early stages and ineffective or inadequate AI development or deployment practices by Intuit or third-party developers or vendors could result in unintended consequences. For example, AI algorithms that we use may be flawed or may be based on datasets that are biased or insufficient. In addition, any latency, disruption, or failure in our AI systems or infrastructure could result in delays or errors in our offerings. Developing, testing, and deploying resource-intensive AI systems may require additional investment and increase our costs. There also may be real or perceived social harm, unfairness, or other outcomes that undermine public confidence in the use and deployment of AI. In addition, third parties may deploy AI technologies in a manner that reduces customer demand for our products and services. Any of the foregoing may result in decreased demand for our products or harm to our business, results of operations or reputation.

The legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain including in the areas of intellectual property, cybersecurity, and privacy and data protection. For example, there is uncertainty around the validity and enforceability of intellectual property rights related to our use, development, and deployment of AI. Compliance with new or changing laws, regulations or industry standards relating to AI may impose significant operational costs and may limit our ability to develop, deploy or use AI technologies. Failure to appropriately respond to this evolving landscape may result in legal liability, regulatory action, or brand and reputational harm.

If we experience significant product accuracy or quality problems or delays in product launches, it may harm our revenue, earnings and reputation.

Our customers rely on the accuracy of our offerings. All of our tax products and many of our non-tax products have rigid development timetables that increase the risk of errors in our products and the risk of launch delays. Our tax preparation software product development cycle is particularly challenging due to the need to incorporate unpredictable and potentially late tax law and tax form changes each year and because our customers expect high levels of accuracy and a timely launch of these products to prepare and file their taxes by the tax filing deadline. Due to the complexity of our products and the condensed development cycles under which we operate, our products may contain errors that could unexpectedly interfere with the operation of the software or result in incorrect calculations. The complexity of the tax laws on which our products are based may also make it difficult for us to consistently deliver offerings that contain the features, functionality and level of accuracy that our customers expect. When we encounter problems, we may be required to modify our code, work with state tax administrators to communicate with affected customers, assist customers with amendments, distribute patches to customers who have already purchased the product and recall or repackage existing product inventory in our distribution channels. If we encounter development challenges or discover errors in our products either late in our development cycle or after release, it may cause us to delay our product launch date or suspend product availability until such issues can be fixed. Any major defects, launch delays or product suspensions may lead to loss of customers and revenue, negative publicity, customer and employee dissatisfaction, reduced retailer shelf space and promotions, and increased operating expenses, such as inventory replacement costs, legal fees or other payments, including those resulting from our accuracy guarantee in our tax preparation products. For example, an error in our tax products could cause a compliance error for taxpayers, including the over or underpayment of their federal or state tax liability. While our accuracy guarantee commits us to reimburse penalties and interest paid by customers due solely to calculation errors in our tax preparation products, such errors may result in additional burdens on third parties that we may need to address or that may cause us to suspend the availability of our products until such errors are addressed. This could also affect our reputation, the willingness of customers to use our products, and our financial results. Further, as we develop our platform to connect people to experts, such as connecting TurboTax customers with tax experts through our TurboTax Live offering, or connecting QuickBooks customers with bookkeepers through our QuickBooks Live offering, we face the risk that these experts may provide advice that is erroneous, ineffective or otherwise unsuitable. Any such deficiency in the advice given by these experts may cause harm to our customers,

a loss of customer confidence in our offerings or harm to our reputation or financial results. Moreover, as we continue to incorporate emerging technologies, like AI and blockchain, into our offerings, they may not function as designed or have unintended consequences, any of which could subject us to new or enhanced competitive harm, legal liability, regulatory scrutiny or reputational harm.

Our international operations are subject to increased risks which may harm our business, operating results, and financial condition.

In addition to uncertainty about our ability to generate revenues from our foreign operations and expand into international markets, there are risks inherent in doing business internationally, including:

- different or more restrictive privacy, data protection, data localization, and other laws that could require us to make changes to our products, services and operations, such as mandating that certain types of data collected in a particular country be stored and/or processed within that country;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions, and foreign currency exchange restrictions;
- geopolitical events, including natural disasters or severe weather events (including those caused or exacerbated by climate change), acts of war and terrorism (including the Israel-Hamas conflict) and any related military, political or economic responses, and public health emergencies, including divergent governmental responses thereto affecting the jurisdictions in which we operate or maintain a workforce or facilities;
- compliance with sanctions and import or export regulations, including those arising from the Russia-Ukraine war;
- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and laws and regulations of other jurisdictions prohibiting corrupt payments to government officials and other third parties;
- antitrust and competition regulations;
- potentially adverse tax developments;
- economic uncertainties relating to European sovereign and other debt;
- trade barriers and changes in trade regulations;
- political or social unrest, economic instability, repression, or human rights issues; and
- risks related to other government regulation or required compliance with local laws.

Violations of the rapidly evolving and complex foreign and U.S. laws and regulations that apply to our international operations may result in fines, criminal actions or sanctions against us, our officers or our broader workforce, prohibitions on the conduct of our business and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, we cannot be sure that our workforce, contractors and agents are in compliance with our policies. These risks inherent in our international operations and expansion increase our costs of doing business internationally and may result in harm to our business, operating results, and financial condition.

Climate change may have an impact on our business.

While we seek to mitigate our business risks associated with climate change by establishing robust environmental programs and partnering with organizations that are also focused on mitigating their own climate-related risks, we recognize that there are inherent climate-related risks wherever business is conducted. Any of our primary workplace locations may be vulnerable to the adverse effects of climate change. For example, our offices globally have historically experienced, and are projected to continue to experience, climate-related events at an increasing frequency, including drought, water scarcity, heat waves, cold waves, wildfires and resultant air quality impacts and power shutoffs associated with wildfire prevention. Furthermore, it is more difficult to mitigate the impact of these events on our employees to the extent they work from home. Changing market dynamics, global policy developments and the increasing frequency and impact of extreme weather events on critical infrastructure in the U.S. and elsewhere have the potential to disrupt our business, the business of our third-party suppliers and the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. We also expect to face increasing regulatory requirements and regulatory scrutiny related to climate matters, resulting in higher associated compliance costs. Additionally, failure to uphold, meet or make timely forward progress against our public commitments and goals related to climate action could adversely affect our reputation with suppliers and customers, financial performance or ability to recruit and retain talent.

LEGAL AND COMPLIANCE RISKS

Increasing and changing government regulation of our businesses may harm our operating results.

We are subject to federal, state, local and international laws and regulations that affect our and our customers' activities, including, without limitation, labor, advertising and marketing, tax, financial services, data privacy and security, electronic funds transfer, money transmission, lending, digital content, consumer protection, real estate, billing, e-commerce, promotions, quality of services, intellectual property ownership and infringement, import and export requirements, anti-bribery and anti-corruption, insurance, foreign exchange controls and cash repatriation restrictions, anti-competition, environmental, health and safety, and other regulated activities. There have been significant new regulations and heightened focus by the government on many of these areas. As we expand our products and services and evolve our business models, both domestically and internationally, we may become subject to additional government regulation or increased regulatory scrutiny. For example, the regulation of emerging technologies that we may incorporate into our offerings, such as artificial intelligence and blockchain, is still an evolving area, and it is possible that we could become subject to new regulations that negatively impact our operations and results. Further, regulators (both in the U.S. and in other jurisdictions in which we operate) may adopt new laws or regulations, change existing regulations, or their interpretation of existing laws or regulations may differ from ours. We have in the past and may in the future be subject to regulations in response to global pandemics and endemics that may impact our business, our workforce, and workplaces. Such restrictions have disrupted and may continue to disrupt our business operations and limit our ability to perform critical functions.

The tax preparation industry continues to receive heightened attention from federal and state governments. New legislation, regulation, public policy considerations, changes in the cybersecurity environment, litigation by the government or private entities, changes to or new interpretations of existing laws may result in greater oversight of the tax preparation industry, restrict the types of products and services that we can offer or the prices we can charge, or otherwise cause us to change the way we operate our tax businesses or offer our tax products and services. We may not be able to respond quickly to such regulatory, legislative and other developments, and these changes may in turn increase our cost of doing business and limit our revenue opportunities. In addition, if our practices are not consistent with new interpretations of existing laws, we may become subject to lawsuits, penalties, and other liabilities that did not previously apply. We are also required to comply with a variety of state revenue agency standards in order to successfully operate our tax preparation and electronic filing services.

Changes in state-imposed requirements by one or more of the states, including the required use of specific technologies or technology standards, may significantly increase the costs of providing those services to our customers and may prevent us from delivering a quality product to our customers in a timely manner.

Complex and evolving privacy and data protection regulations or changing customer expectations could result in claims, changes to our business practices, penalties or increased cost of operations or otherwise harm our business.

Regulations related to the provision of online services are continually evolving as federal, state and foreign governments adopt new or modify existing laws and regulations addressing data privacy, cybersecurity, the collection, processing, storage, transfer and use of data, and the use of AI. Many jurisdictions in which we operate globally have enacted, or are in the process of enacting, data privacy legislation or regulations aimed at creating and enhancing individual privacy rights. For example, the General Data Protection Regulation (GDPR) regulates the collection, use, and retention of personal information by our offerings in the EU. In addition, a growing number of U.S. states have enacted or introduced data privacy laws and regulations. Several countries have established specific legal requirements for cross-border data transfers and governmental authorities and privacy advocates around the world continue to propose new regulatory actions concerning data protection. For example, some jurisdictions are considering regulatory frameworks for AI, and generative AI, that implicate data protection laws.

These laws and regulations may be inconsistent across jurisdictions and are subject to evolving and differing (sometimes conflicting) interpretations. In our efforts to meet the various data privacy regulations that apply to us, we have made and continue to make certain operational changes to our products, business practices, and use of certain third party tools and vendors. Additionally, customer sensitivity to privacy continues to increase and our privacy statements and practices may create additional customer expectations about the collection, use, and sharing of personal information.

In addition, the evolution of global privacy treaties and frameworks has created compliance uncertainty and increased complexity. For example, the judicial invalidation of the EU-U.S. and Swiss-U.S. Privacy Shield frameworks that we relied on to transfer data has created additional compliance challenges for the transfer of EU personal data to the U.S. While a new EU-U.S. Privacy Shield framework has been proposed, its ultimate adoption and precise requirements are uncertain. While we rely on alternative approved methods for the transfer of this data, ongoing legal challenges to these and other transfer mechanisms could cause us to incur costs or change our business practices in a manner adverse to our business.

Each of these privacy, security and data protection requirements could impose significant limitations on us, require changes to our business, require notification to customers or workers of a security incident, restrict our use or storage of personal information, limit our use of third-party tools and vendors, or cause changes in customer purchasing behavior that may make our business more costly, less efficient or impossible to conduct, and may require us to modify our current or future products or services, which may make customers less likely to purchase our products and may harm our future financial results. Additionally, any actual or alleged noncompliance with these laws and regulations, or failure to meet customer expectations could result in negative publicity or harm to our reputation and subject us to investigations, claims or other remedies, including demands that we modify or cease existing business practices, and expose us to significant fines, penalties and other damages.

We have incurred, and may continue to incur, significant expenses to comply with existing privacy and security standards and protocols imposed by law, regulation, industry standards or contractual obligations.

We are frequently a party to litigation and regulatory inquiries which could result in an unfavorable outcome and have an adverse effect on our business, financial condition, results of operation and cash flows.

We are subject to various legal proceedings (including class action lawsuits), claims and regulatory inquiries that have arisen out of the ordinary conduct of our business and are not yet resolved and additional proceedings, claims and inquiries may arise in the future. The number and significance of these proceedings, claims and inquiries may increase as our businesses evolve. Any proceedings, claims or inquiries initiated by or against us, whether successful or not, may be time consuming; result in costly litigation, damage awards, consent decrees, injunctive relief or increased costs of business; require us to change our business practices or products; require significant amounts of management time; result in diversion of significant operations resources; or otherwise harm our business and future financial results. For further information about specific litigation, see Part II, Item 1, “*Legal Proceedings*.”

Third parties claiming that we infringe their proprietary rights may cause us to incur significant legal expenses and prevent us from selling our products.

We may become increasingly subject to infringement claims, including patent, copyright, trade secret, and trademark infringement claims. Litigation may be necessary to determine the validity and scope of the intellectual property rights of others. We have received a number of allegations of intellectual property infringement claims in the past and expect to receive more claims in the future based on allegations that our offerings infringe upon the intellectual property held by third parties. Some of these claims are the subject of pending litigation against us and against some of our customers. These claims may involve patent holding companies or other adverse intellectual property owners who have no relevant product revenues of their own, and against whom our own intellectual property may provide little or no deterrence. The ultimate outcome of any allegation is uncertain and, regardless of outcome, any such claim, with or without merit, may be time consuming to defend, result in costly litigation, divert management's time and attention from our business, require us to stop selling, delay shipping or redesign of our products, or require us to pay monetary damages for royalty or licensing fees, or to satisfy indemnification obligations that we have with some of our customers. Our failure to obtain necessary license or other rights, or litigation arising out of intellectual property claims may harm our business.

We are subject to risks associated with information disseminated through our services.

The laws relating to the liability of online services companies for information such as online content disseminated through their services are subject to frequent challenges, and there has been an increasing demand for repealing or limiting the protections afforded by these laws through either judicial decision or legislation. In spite of settled law in the U.S., claims are made against online services companies by parties who disagree with the content. Where our online content is accessed on the internet outside of the U.S., challenges may be brought under foreign laws which do not provide the same protections for online services companies as in the U.S. These challenges in either U.S. or foreign jurisdictions may require altering or limiting some of our services or may require additional contractual terms to avoid liabilities for our customers' misconduct and may further give rise to legal claims alleging defamation, libel, invasion of privacy, negligence, copyright or trademark infringement, or other theories based on the nature and content of the materials disseminated through the services. Certain of our services include content generated by users of our online services. Although this content is not generated by us, claims of defamation or other injury may be made against us for that content. Any costs incurred as a result of this potential liability may harm our business.

FINANCIAL RISKS

The results of operations of our tax business may fluctuate from period to period due to the seasonality of the business and other factors beyond our control.

Our tax offerings have significant seasonal patterns. Revenue from income tax preparation products and services has historically been heavily concentrated from November through April, as the tax filing deadline for the IRS and many states is traditionally in April. This seasonality has caused significant fluctuations in our quarterly financial results. In addition, unanticipated changes to federal and state tax filing deadlines may further exacerbate the impact of the seasonality.

Our financial results may also fluctuate from quarter to quarter and year to year due to a variety of other factors, including factors that may affect the timing of revenue recognition. These include the timing of the availability of federal and state tax forms from taxing agencies and the ability of those agencies to receive electronic tax return submissions; changes to our offerings that result in the inclusion or exclusion of ongoing services; changes in product pricing strategies or product sales mix; changes in customer behavior; and the timing of our discontinuation of support for older product offerings. Other factors, including unanticipated changes to the tax code or the administration of government programs and payments by tax authorities, may cause variations from year to year in the number of tax filers. Any of the foregoing could negatively impact the number of tax returns we prepare and file and the operating results of our tax business. Other factors that may affect our quarterly or annual financial results include the timing of acquisitions, divestitures, and goodwill and acquired intangible asset impairment charges. Any fluctuations in our operating results may adversely affect our stock price.

If actual customer refunds for our offerings exceed the amount we have reserved, our future financial results may be harmed.

Like many software companies, we refund customers for product returns and subscription and service cancellations. We establish reserves against revenue in our financial statements based on estimated customer refunds. We closely monitor this refund activity in an effort to maintain adequate reserves. In the past, customer refunds have not differed significantly from these reserves. However, if we experience actual customer refunds or an increase in risks of collecting customer payments that significantly exceed the amount we have reserved, it may result in lower net revenue.

Unanticipated changes in our income tax rates or other indirect tax may affect our future financial results.

Our future effective income tax rates may be favorably or unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, by changes in our stock price, or by changes in tax laws or their interpretation. In August 2022, the Inflation Reduction Act of 2022 was signed into law. This law, among other things, provides for a corporate alternative minimum tax on adjusted financial statement income (effective for us beginning in fiscal 2024), and an excise tax on corporate stock repurchases (effective for our share repurchases after January 1, 2023), and we are continuing to evaluate the impact it may have on our financial position and results of operations. There are several proposed changes to U.S. and non-U.S. tax legislation and the ultimate enactment of any of them could have a negative impact on our effective tax rate. Foreign governments may enact tax laws, including in response to guidelines issued by international organizations such as the Organization for Economic Cooperation and Development, that could result in further changes to global taxation and materially affect our financial position and results of operations. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. These continuous examinations may result in unforeseen tax-related liabilities, which may harm our future financial results.

An increasing number of states and foreign jurisdictions have adopted laws or administrative practices, that impose new taxes on all or a portion of gross revenue or other similar amounts or impose additional obligations to collect transaction taxes such as sales, consumption, value added, or similar taxes. We may not have sufficient lead time to build systems and processes to collect these taxes properly, or at all. Failure to comply with such laws or administrative practices, or a successful assertion by such states or foreign jurisdictions requiring us to collect taxes where we do not, could result in material tax liabilities, including for past sales, as well as penalties and interest.

Adverse global economic conditions could harm our business and financial condition.

Adverse macroeconomic conditions, and perceptions or expectations about current or future conditions, such as volatility or distress in the financial markets, recession or inflationary pressures, slowing growth, rising interest rates, rising unemployment, rising consumer debt levels, reduced consumer confidence or economic activity, government fiscal and tax policies, U.S. and international trade relationships, government shutdowns and austerity programs could negatively affect our business and financial condition. These macroeconomic conditions or global events, such as political instability and war, have caused, and could, in the future, cause disruptions and volatility in global financial markets, increased rates of default and bankruptcy, decreases in consumer and small business spending and other unforeseen consequences. It is difficult to predict the impact of such events on our partners, customers, members, or economic markets more broadly, which have been and will continue to be highly dependent upon the actions of governments and businesses in response to macroeconomic events, and the effectiveness of those actions. For example, in response to increasing inflation, the U.S. Federal Reserve has repeatedly raised interest rates since 2022 and signaled it expects additional rate increases in the future. Additionally, adverse developments that affect financial institutions, such as bank failures, or concerns or speculation about similar events or risks, could lead to liquidity challenges and further instability in the financial markets, which may in turn cause third parties, including customers, to become unable to meet their obligations under various types of financial arrangements. Moreover, because the majority of our revenue is derived from sales within the U.S., economic conditions in the U.S. have an even greater impact on us than companies with a more diverse international presence. Macroeconomic conditions, and perceptions or expectations about current or future conditions, could cause potential new customers not to purchase or to delay purchasing our products and services, and could cause our existing customers to discontinue purchasing or delay upgrades of our existing products and services. In addition, financial institution partners have decreased or suspended their activity on Credit Karma's platform and may continue to do so, and increased interest rates may make offers from Credit Karma's financial institution partners less attractive to Credit Karma's members. Members may decrease their engagement on the platform or their creditworthiness could be negatively impacted, reducing members' ability to qualify for credit cards and loans. Decreased consumer spending levels could also reduce payment processing volumes causing reductions in our payments revenue. High unemployment and changes in the tax code and the government programs that are administered by tax authorities have caused, and could in the future cause, a significant decrease in the number of tax returns filed, which may have a significant effect on the number of tax returns we prepare and file. In addition, weakness in the end-user consumer and small business markets could negatively affect the cash flow of our distributors and resellers who could, in turn, delay paying their obligations to us, which could increase our credit risk exposure and cause delays in our recognition of revenue or future sales to these customers. Adverse economic conditions may also increase the costs of operating our business, including vendor, supplier and workforce expenses. Additionally, any inability to access the capital markets when needed due to volatility or illiquidity in the markets or increased regulatory liquidity and capital requirements may strain our liquidity positions. Such conditions may also expose us to fluctuations in foreign currency exchange rates or interest rates that could materially and adversely affect our financial results. Any of the foregoing could harm our business and negatively impact our future financial results.

We provide capital to small businesses, which exposes us to certain risk, and may cause us material financial or reputational harm.

We provide capital to qualified small businesses, which exposes us to the risk of our borrowers' inability to repay such loans. We have also entered into credit arrangements with financial institutions to obtain the capital we provide under this offering. Any termination or interruption in the financial institutions' ability to lend to us could interrupt our ability to provide capital to qualified small businesses. Further, our credit decisioning, pricing, loss forecasting, scoring and other models used to evaluate loan applications may contain errors or may not adequately assess creditworthiness of our borrowers, or may be otherwise ineffective, resulting in incorrect approvals or denials of loans. It is also possible that loan applicants could provide false or incorrect information. Moreover, adverse macroeconomic conditions may have a significant impact on small businesses and may increase the likelihood that our borrowers are unable to repay their loans. If any of the foregoing events were to occur, our reputation, relationships with borrowers, collections of loans receivable and financial results could be harmed.

Amortization of acquired intangible assets and impairment charges may cause significant fluctuation in our net income.

Our acquisitions have resulted in significant expenses, including amortization and impairment of acquired technology and other acquired intangible assets, and impairment of goodwill. Total costs and expenses in these categories were \$646 million in fiscal 2023; \$556 million in fiscal 2022; and \$196 million in fiscal 2021. Although under current accounting rules goodwill is not amortized, we may incur impairment charges related to the goodwill already recorded and to goodwill arising out of future acquisitions. We test the impairment of goodwill annually in our fourth fiscal quarter or more frequently if indicators of impairment arise. The timing of the formal annual test may result in charges to our statement of operations in our fourth fiscal quarter that may not have been reasonably foreseen in prior periods. At January 31, 2024, we had \$13.8 billion in goodwill and \$6.1 billion in net acquired intangible assets on our condensed consolidated balance sheet, both of which may be subject to impairment charges in the future. New acquisitions, and any impairment of the value of acquired intangible assets, may have a significant negative impact on our future financial results.

We have incurred indebtedness and may incur other debt in the future, which may adversely affect our financial condition and future financial results.

As of January 31, 2024, we had an aggregate of \$6.0 billion of indebtedness outstanding under our senior unsecured notes, senior unsecured credit facility, and secured credit facilities. Under the agreements governing our indebtedness, we are permitted to incur additional debt. This debt, and any debt that we may incur in the future, may adversely affect our financial condition and future financial results by, among other things:

- increasing our vulnerability to downturns in our business, to competitive pressures and to adverse economic and industry conditions;
- requiring the dedication of a portion of our expected cash from operations to service our indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures, share repurchases and acquisitions; and
- limiting our flexibility in planning for, or reacting to, changes in our businesses and our industries.

If we are unable to generate sufficient cash flow from operations in the future to service our debt, we may be required, among other things, to seek additional financing in the debt or equity markets, refinance or restructure all or a portion of our indebtedness, sell selected assets or reduce or delay planned capital, operating or investment expenditures. Such measures may not be sufficient to enable us to service our debt.

Additionally, the agreements governing our indebtedness impose restrictions on us and require us to comply with certain covenants. For example, our credit facilities restrict the ability of our subsidiaries to incur indebtedness and require us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control. In addition, our credit facilities and the indenture governing our senior unsecured notes limit our ability to create liens on our and subsidiaries' assets and engage in sale and leaseback transactions. If we breach any of these covenants and do not obtain a waiver from the lenders or the noteholders, as applicable, then, subject to applicable cure periods, any or all of our outstanding indebtedness may be declared immediately due and payable.

Under the terms of our 2020 Notes, we may be required to repurchase the notes for cash prior to their maturity in connection with the occurrence of certain changes of control that are accompanied by certain downgrades in the credit ratings of the notes. The repayment obligations under the notes may have the effect of discouraging, delaying or preventing a takeover of our company. If we were required to pay the notes prior to their scheduled maturity, it could have a negative impact on our cash position and liquidity and impair our ability to invest financial resources in other strategic initiatives.

In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of both our debt and equity securities. If our credit ratings are downgraded or other negative action is taken, the interest rate payable by us under our unsecured revolving credit facility may increase. In addition, adverse economic conditions or any downgrades in our credit ratings may affect our ability to obtain additional financing in the future and may negatively impact the terms of any such financing. There can be no assurance that any refinancing or additional financing would be available on terms that are favorable or acceptable to us, if at all.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value.

We have a stock repurchase program under which we are authorized to repurchase our common stock. The repurchase program does not have an expiration date and we are not obligated to repurchase a specified number or dollar value of shares. Our repurchase program may be suspended or terminated at any time. Even if our stock repurchase program is fully implemented, it may not enhance long-term stockholder value. Also, the amount, timing, and execution of our stock repurchase programs may fluctuate based on our priorities for the use of cash for other purposes and because of changes in cash flows, tax laws, and the market price of our common stock.

Our stock price may be volatile and your investment could lose value.

Our stock price is subject to changes in recommendations or earnings estimates by financial analysts, changes in investors' or analysts' valuation measures for our stock, our credit ratings and market trends unrelated to our performance. Furthermore, speculation in the press or investment community about our strategic position, financial condition, results of operations, business, security of our products, or legal proceedings can cause changes in our stock price. These factors, as well as general economic and political conditions, including the effects of a general slowdown in the global economy, inflationary pressures, pandemics and endemics, significant armed conflicts, acts of war and terrorism, and the timing of announcements in the public market regarding new products, product enhancements or technological advances by our competitors or us, and any announcements by us of acquisitions, major transactions, or management changes may adversely affect our stock price. Moreover, inflationary pressures, pandemics and endemics, and significant armed conflicts, acts of war and terrorism have caused, and in the future may cause, increased volatility in the global financial markets and, in turn, our stock price. Further, any changes in the amounts or frequency of share repurchases or dividends may also adversely affect our stock price. A significant drop in our stock price could expose us to the risk of securities class action lawsuits, which may result in substantial costs and divert management's attention and resources, which may adversely affect our business.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Stock repurchase activity during the three months ended January 31, 2024 was as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans
November 1, 2023 through November 30, 2023	454,626	\$ 537.46	454,626	\$ 3,000,327,728
December 1, 2023 through December 31, 2023	261,279	\$ 594.52	261,279	\$ 2,844,990,873
January 1, 2024 through January 31, 2024	220,739	\$ 614.31	220,739	\$ 2,709,388,756
Total	936,644	\$ 571.49	936,644	

Note: On August 19, 2022, our Board approved an increased authorization under our existing stock repurchase program to purchase up to an additional \$2 billion of our common stock. All of the shares repurchased during the three months ended January 31, 2024 were purchased under this plan. On August 22, 2023, our Board approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$2.3 billion of our common stock. At January 31, 2024, we had authorization from our Board of Directors for up to \$2.7 billion in stock repurchases.

ITEM 5 - OTHER INFORMATION

During the three months ended January 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as defined in Item 408 of Regulation S-K), except as follows. On December 26, 2023, a trust of which Scott D. Cook, founder, Director, and Chairman of the Executive Committee, is a trustee, adopted a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 1,200,000 shares of the Company's common stock, subject to certain conditions, from May 28, 2024 through October 10, 2025. On January 3, 2024, Sandeep Aujla, Executive Vice President and Chief Financial Officer, adopted a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 4,254 shares of the Company's common stock, subject to certain conditions, from May 28, 2024 through January 10, 2025.

ITEM 6 - EXHIBITS

See the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTUIT INC.
(Registrant)

Date: February 22, 2024

By: /s/ SANDEEP S. AUJLA
Sandeep S. Aujla
Executive Vice President and Chief Financial Officer
(Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference
10.01+	Intuit Inc. 2005 Equity Incentive Plan, Amended and Restated through January 18, 2024	X	
31.01	Certification of Chief Executive Officer	X	
31.02	Certification of Chief Financial Officer	X	
32.01*	Section 1350 Certification (Chief Executive Officer)	X	
32.02*	Section 1350 Certification (Chief Financial Officer)	X	
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	X	
101.SCH	XBRL Taxonomy Extension Schema	X	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X	
101.LAB	XBRL Taxonomy Extension Label Linkbase	X	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X	
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X	
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	X	

+ Indicates a management contract or compensatory plan or arrangement.

* This exhibit is intended to be furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended.

Exhibit 10.01

INTUIT INC. AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN

As amended through January 18, 2024

1. **PURPOSE.** The purpose of the Amended and Restated 2005 Equity Incentive Plan (the "Plan") is to provide is to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to the success of the Company and its Subsidiaries by offering them an opportunity to participate in the Company's future performance through awards of Options, Stock Appreciation Rights ("SARs"), Restricted Stock Awards, Restricted Stock Units ("RSUs") and Cash-Based Awards. Capitalized terms not defined in the text are defined in Section 30.

2. **SHARES SUBJECT TO THE PLAN.**

2.1 Number of Shares Available.

(a) Number of Shares. Subject to adjustment as provided in Section 2.2 and the share counting provisions below in Sections 2.1(b)-(c) inclusive, the Shares available for the grant of new Awards under the Plan as of the Effective Date shall not exceed 32,622,576 Shares determined as follows:

(i) The sum of (A) an additional 12,200,000 Shares; and (B) 20,422,576 Shares that remain available for new grants under the Plan, as of October 31, 2023; minus

(ii) The sum of (A) one (1) Share for every one (1) Share that was subject to an Option or Stock Appreciation Right granted under the Plan after October 31, 2023 and prior to the Effective Date; plus (B) 2.3 Shares for every one (1) Share that was subject to an award other than an Option or Stock Appreciation Right granted under the Plan after October 31, 2023 and prior to the Effective Date.

Any Shares that are subject to Options or SARs granted on or after the Effective Date shall be counted against this limit as one (1) Share for every one (1) Share granted, and any Shares that are subject to Awards other than Options or Stock Appreciation Rights granted on or after the Effective Date shall be counted against this limit as 2.3 Shares for every one (1) Share granted. On and after January 20, 2022, no awards may be granted under the Credit Karma Plan.

(b) If any Shares subject to an Award are forfeited, an Award expires or an Award is settled for cash (in whole or in part), then in each such case the Shares subject to such Award shall, to the extent of such forfeiture, expiration or cash settlement, be added to the Shares available for Awards under the Plan, in accordance with Section 2.1(c) below. In the event that withholding tax liabilities from an Award granted on or after July 21, 2016 other than an Option or Stock Appreciation Right are satisfied by the tendering of Shares (either actually or by attestation) or by the withholding of Shares by the Company, the Shares so tendered or withheld shall be added to the Shares available for Awards under the Plan in accordance with Section 2.1(c) below. Notwithstanding anything to the contrary contained herein, the following Shares shall not be added to the Shares authorized for grant under paragraph (a) of this Section: (i) Shares tendered by the Participant or withheld by the Company in payment of the purchase price of an Option, (ii) Shares tendered by the Participant or withheld by the Company to satisfy any tax withholding obligation with respect to Options or SARs, (iii) Shares subject to a SAR that are not issued in connection with its stock settlement on exercise thereof, and (iv) Shares reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of Options. For purposes of applying the share counting rules of this Section 2.1(b), after October 31, 2021, the same rules shall apply with respect to awards granted under the Credit Karma Plan.

(c) Any Shares that again become available for Awards under the Plan pursuant to this Section 2.1 shall be added as (i) one (1) Share for every one (1) Share subject to Options or SARs (or, after October 31, 2021, an option or stock appreciation right granted under the Credit Karma Plan), and (ii) as 2.3 Shares for every one (1) Share subject to Awards other than Options or SARs (or, after October 31, 2021, an award other than an option or stock appreciation right granted under the Credit Karma Plan).

(d) The Company may issue Shares that are authorized but unissued Shares or treasury Shares, including Shares repurchased by the Company, whether directly from a Participant pursuant to the terms of Awards granted under the Plan or on the open market.

(e) At all times the Company will reserve and keep available a sufficient number of Shares to satisfy the requirements of all outstanding Awards granted under the Plan.

2.2. Adjustment of Shares. If the outstanding Shares are affected by a merger, consolidation, reorganization, liquidation, stock dividend, recapitalization, stock split, reverse stock split, subdivision, combination, reclassification, split-up, spin-off, share combination, share exchange, extraordinary dividend or distribution of cash (other than a normal cash dividend), property and/or securities, or other change in the capital structure of the Company, an adjustment shall be made in (a) the number of Shares (or other securities or property) reserved for issuance under the Plan and the limits that are set forth in Section 2.3; the Exercise Prices of and number of Shares (or other securities or property) subject to outstanding Options and SARs; (c) the number of Shares (or other securities or property) subject to other outstanding Awards, and (d) any performance conditions relating to Awards granted under the Plan, as shall be determined to be appropriate and equitable by the Committee, exercising its authority under Section 4 of the Plan, for the purpose of preventing the dilution or enlargement of rights and privileges under the terms of the Plan or any outstanding Award. Notwithstanding the foregoing, fractions of a Share (or other security) will not be issued but will either be replaced by a cash payment equal to the Fair Market Value of such fraction of a Share (or other security) or will be rounded to a whole Share (or other security), as determined by the Committee and as permitted under Section 424(a) of the Code.

2.3. Individual Award Limits and ISO Limit. The aggregate number of Shares subject to Awards granted under this Plan in any fiscal year to any one Participant shall not exceed 2,000,000 Shares, other than new employees of the Company or of any Subsidiary, who are eligible to receive up to a maximum of 3,000,000 Shares issuable under Awards granted in the calendar year in which they commence their employment. The aggregate number of Shares that may be issued pursuant to the exercise of ISOs under this Plan shall not exceed 168,310,386 Shares. The maximum cash amount payable pursuant to all Cash- Based Awards granted in any calendar year to any Participant under this Plan shall not exceed five million dollars (\$5,000,000).

2.4. Director Limits. Notwithstanding any other provision of the Plan to the contrary, the aggregate grant date fair value (computed as of the date of grant in accordance with applicable financial accounting rules) of all Awards granted to any Non-Employee Director during any single calendar year (not including Awards granted in lieu of retainers or other cash payments for service as a Non-Employee Director), shall not exceed \$625,000, with such limit to be increased an additional \$250,000 for any Lead Non-Employee Director or Non-Employee Director who is Chairman of the Board.

2.5. Assumed or Substituted Awards of Acquired Companies. In the event that the Company acquires or combines with another company and grants Awards under the Plan in assumption or substitution of outstanding equity awards of such company, the number of Shares authorized for issuance under this Plan shall be increased to the extent necessary to satisfy such assumed or substituted awards (based on the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of the equity securities of the acquired company, and in a manner consistent with Section 424(a) of the Code), and the issuance of Shares pursuant to such assumed or substituted awards shall not reduce the Shares otherwise authorized for issuance under the Plan (or be eligible to be added back to the Shares authorized for issuance under the Plan pursuant to Sections 2.1(b) or 2.1(c)).

2.6. Dividends and Dividend Equivalent Rights. To the extent that the Company declares dividends payable with respect to the Shares subject to an Award, the following provisions shall apply:

- (a) Dividends may only become payable with respect to Shares subject to Restricted Stock Awards.
- (b) Dividend equivalent rights shall not be granted alone or in connection with any Award under the Plan other than an Award of Restricted Stock Units.
- (c) Any dividends issuable with respect to Shares subject to a Restricted Stock Award or dividend equivalent rights granted under the terms of an RSU shall be subject to the same restrictions and risk of forfeiture as the underlying Shares subject to the Award and shall become payable no earlier than the time that the underlying Shares subject to the Award are no longer subject to such restrictions or risk of forfeiture.

3. **ELIGIBILITY.** ISOs may be granted only to employees (including officers and directors who are also employees) of the Company or of a Subsidiary. All other Awards may be granted to employees (including officers and directors who are also employees) or other individuals who are Non-Employee Directors, consultants or advisors of the Company or any Subsidiary; provided that such consultants or advisors render bona fide services not in connection with the offer and sale of securities in a capital-raising transaction and do not directly or indirectly promote or maintain a market for the Company's securities. The Committee (or its designee under Section 4.1(c)) will from time to time determine and designate among the eligible persons who will be granted one or more Awards under the Plan. A person may be granted more than one Award under the Plan.

4. **ADMINISTRATION.**

4.1 Committee Authority. The Plan shall be administered by the Committee; provided, however, that any power of the Committee also may be exercised by the Board, except to the extent that the grant or exercise of such authority would cause any Award or transaction to (i) become subject to (or lose an exemption under) Rule 16b-3 under the Exchange Act, or (ii) fail to satisfy Rule 5605(d) of the Nasdaq Marketplace Rules (or any successor to such rule or other comparable rule as to which the Company may be required to comply). The Committee will have full power to implement and carry out the Plan and the purposes of the Plan, subject to the terms of the Plan, including but not limited to the authority to:

- (a) construe and interpret the Plan, any Award Agreement and any other agreement or document executed pursuant to the Plan or relating to the administration or operation of the Plan;
- (b) prescribe, amend and rescind rules and regulations relating to the Plan or any Award, including determining forms and agreements used in connection with the Plan; provided that the Committee may delegate to one or more officers of the Company, including the Chief Executive Officer, the Chief Financial Officer or the officer in charge of Human Resources, the authority to approve revisions to the forms and agreements used in connection with the Plan that are designed to facilitate Plan administration both domestically and abroad, and that are not inconsistent with the Plan or with any resolutions of the Committee relating to the Plan;
- (c) select persons to receive Awards; provided that the Committee may delegate to one or more individuals who would be considered "officers" under Section 157(c) of the General Corporation Law of the State of Delaware the authority to grant an Award under the Plan to Participants who are not Insiders within such limit of the total number of Awards which may be granted by such officers established by resolution of the Committee;
- (d) determine the terms of Awards;
- (e) determine the number of Shares or other consideration subject to Awards;
- (f) determine whether Awards will be granted singly, in combination, or in tandem with, in replacement of, or as alternatives to, other Awards under the Plan or any other incentive or compensation plan of the Company or any Subsidiary;
- (g) grant waivers of Plan or Award conditions, including, without limitation, the waiver of the termination provisions applicable to Options under Section 5.6(b));
- (h) determine the vesting, exercisability, transferability, and payment of Awards, including the authority to accelerate the vesting of Awards;
- (i) correct any defect, supply any omission, or reconcile any inconsistency in the Plan, any Award or any Award Agreement;
- (j) determine whether an Award has been earned;
- (k) establish subplans for the grant of Awards to Participants who are foreign nationals or are employed outside the U.S., which subplans may provide for different terms and conditions applicable to Awards if necessary or desirable to recognize differences in local law or tax policy;
- (l) amend the Plan;
- (m) address unanticipated events (including any temporary closure of the stock exchange on which the Company is listed, disruption of communications or natural catastrophe); and
- (n) make all other determinations necessary or advisable for the administration of the Plan.

4.2 Committee Interpretation and Discretion. Any determination made by the Committee with respect to any Award pursuant to Section 4.1 above shall be made in its sole discretion at the time of grant of the Award or, unless in contravention of any express term of the Plan or Award, at any later time, and such determination shall be final and binding on the Company and all persons having an interest in any Award under the Plan. Any dispute regarding the interpretation of the Plan or any Award Agreement shall be submitted by the Participant or Company to the Committee for review. The resolution of such a dispute by the Committee shall be final and binding on the Company and Participant. The Committee may delegate to one or more individuals who would be considered "officers" under Section 157(c) of the General Corporation Law of the State of Delaware the authority to review and resolve disputes

with respect to Awards held by Participants who are not Insiders, and such resolution shall be final and binding on the Company and Participant. Notwithstanding any provision of the Plan to the contrary, administration of the Plan shall at all times be limited by the requirement that any administrative action or exercise of discretion shall be void (or suitably modified when possible) if necessary to avoid the application to any Participant of immediate taxation and/or tax penalties or additional taxes under Section 409A of the Code.

5. **OPTIONS.** The Committee may grant Options to eligible persons and will determine (a) whether the Options will be ISOs or NQSOs; (b) the number of Shares subject to the Option; (c) the Exercise Price of the Option; (d) the period during which the Option may be exercised; and (e) all other terms and conditions of the Option, subject to the provisions of this Section 5 and the Plan.

5.1 Form of Option Grant. Each Option granted under the Plan will be evidenced by a Stock Option Agreement that will expressly identify the Option as an ISO or NQSO. The Stock Option Agreement will be substantially in a form and contain such provisions (which need not be the same for each Participant) that the Committee or an officer of the Company (pursuant to Section 4.1(b)) has from time to time approved, and will comply with and be subject to the terms and conditions of the Plan.

5.2 Date of Grant. The date of grant of an Option will be the date on which the Committee makes the determination and completes all necessary action on its part to grant the Option, unless a later date is otherwise specified by the Committee. The Stock Option Agreement, and a copy of the Plan and the current Prospectus for the Plan (plus any additional documents required to be delivered under applicable laws), will be delivered to the Participant within a reasonable time after the Option is granted. The Stock Option Agreement, the Plan, the Prospectus and other documents may be delivered in any manner (including electronic distribution or posting) that meets applicable legal requirements.

5.3 Vesting and Expiration Date. An Option will become vested and exercisable as determined by the Committee and set forth in the Stock Option Agreement governing such Option, subject to the provisions of Section 5.6, and subject to Company policies established by the Committee (or by individuals to whom the Committee has delegated responsibility) from time to time with respect to vesting during leaves of absences. An Option may be granted to allow for its exercisability prior to vesting. Vesting of an Option may be based upon completion of a specified period of service with the Company, the attainment of pre-established performance goals, such other factors as the Committee determines, or a combination of the foregoing. The Stock Option Agreement governing such Option shall set forth the last date that the Option may be exercised (the "Expiration Date"), and may provide for automatic exercise of the Option on such Expiration Date if the Exercise Price per Share is less than the Fair Market Value per Share on such Expiration Date and the Participant has not previously exercised the Option, or may provide that in the event that trading in the Company's stock is prohibited by law, the term of the Option automatically shall be extended until the date that is 30 days after such prohibition is lifted, to the extent that such extension does not cause the Participant to become subject to taxation under Section 409A of the Code. Notwithstanding the foregoing, no Option will be exercisable after ten years from the date the Option is granted; provided that no ISO granted to a Ten Percent Stockholder will be exercisable after five years from the date the Option is granted.

5.4 Exercise Price. The Exercise Price of an Option will be determined by the Committee when the Option is granted and may not be less than 100% of the Fair Market Value of the Shares on the date of grant; provided, however, that (i) the Exercise Price of any ISO granted to a Ten Percent Stockholder will not be less than 110% of the Fair Market Value of the Shares on the date of grant, and (ii) in the event that the Company acquires or combines with another company and grants Awards under the Plan in assumption or substitution of outstanding equity awards of such company, the Exercise Price of such Options may be less than 100% of the Fair Market Value of the Shares on the date of grant if such Exercise Price is based on a formula that meets the requirements of Section 424(a) of the Code set forth in the terms of the awards being assumed or substituted or in the terms of the agreement governing the acquisition transaction.

5.5 Procedures for Exercise. A Participant or Authorized Transferee may exercise Options by following the procedures established by the Company, as communicated and made available to Participants through the stock pages on the Intuit intranet web site, and/or through the Company's electronic mail system. Payment for the Shares purchased must be made in accordance with Section 11 of the Plan and the Stock Option Agreement.

5.6 Termination of Employment.

(a) Vesting. Except as otherwise provided in this Section 5.6(a) or in a Participant's Stock Option Agreement, an Option will cease to vest on the Participant's Termination Date. Notwithstanding the foregoing, any Option granted to a Participant who is an employee who has been actively employed by the Company or any Subsidiary for one year or more or who is a director, will vest as to 100% of the Shares

subject to such Option if the Participant is Terminated due to Disability or death, unless otherwise provided in such Participant's Stock Option Agreement.

(b) **Post-Termination Exercise Period.** Following a Participant's Termination, unless otherwise provided in a Participant's Stock Option Agreement, any unvested portion of the Participant's Option shall terminate, and any vested portion of the Participant's Option may be exercised during the periods set forth below, after which it automatically shall terminate:

(i) no later than 90 days after the Termination Date if a Participant is Terminated for any reason except death or Disability, unless a longer time period, not exceeding five years, is specifically set forth in the Participant's Stock Option Agreement; provided that no Option may be exercised after the Expiration Date of the Option; or

(ii) no later than (A) twelve months after the Termination Date in the case of Termination due to Disability or (B) eighteen months after the Termination Date in the case of Termination due to death or if a Participant dies within three months after the Termination Date, unless a longer time period, not exceeding five years, is specifically set forth in the Participant's Stock Option Agreement; provided that no Option may be exercised after the Expiration Date of the Option.

5.7 **Limitations on Exercise.** The Committee may specify a reasonable minimum number of Shares that may be purchased on any exercise of an Option; provided that the minimum number will not prevent a Participant from exercising an Option for the full number of Shares for which it is then exercisable.

5.8 **Limitations on ISOs.** The aggregate Fair Market Value (determined as of the date of grant) of Shares with respect to which ISOs are exercisable for the first time by a Participant during any calendar year (under the Plan or any compensatory stock plan of the Company or any parent or Subsidiary under which ISOs may be granted) shall not exceed \$100,000. If the Fair Market Value of Shares on the date of grant with respect to which ISOs are exercisable for the first time by a Participant during any calendar year exceeds \$100,000, the Options for the first \$100,000 worth of Shares to become exercisable in that calendar year will be ISOs, and the Options for the Shares with a Fair Market Value in excess of \$100,000 that become exercisable in that calendar year will be NQSOs. If the Code is amended to provide for a different limit on the Fair Market Value of Shares permitted to be subject to ISOs, such different limit shall be automatically incorporated into the Plan and will apply to any Options granted after the effective date of the Code's amendment.

5.9 **Notice of Disqualifying Dispositions of Shares Acquired on Exercise of an ISO.** If a Participant sells or otherwise disposes of any Shares acquired pursuant to the exercise of an ISO on or before the later of (a) the date two years after the Date of Grant, and (b) the date one year after the exercise of the ISO (in either case, a "Disqualifying Disposition"), the Company may require the Participant to immediately notify the Company in writing of such Disqualifying Disposition.

5.10 **Modification, Extension or Renewal.** Subject to Section 5.12, the Committee may modify or extend or renew outstanding Options and authorize the grant of new Options in substitution thereof; provided that any such action may not, without the written consent of the Participant, materially impair any of the Participant's rights under any Option previously granted. Any outstanding ISO that is modified, extended, renewed or otherwise altered shall be treated in accordance with Section 424(h) of the Code.

5.11 **No Disqualification.** Notwithstanding any other provision in the Plan, no term of the Plan relating to ISOs will be interpreted, amended or altered, and no discretion or authority granted under the Plan will be exercised, so as to disqualify the Plan under Section 422 of the Code or, without the consent of the Participant affected, to disqualify any ISO under Section 422 of the Code.

5.12 **No Repricing.** Except as otherwise provided in Section 2.2, the Exercise Price of an outstanding Option may not, directly or indirectly, be reduced without stockholder approval, and at any time when the Exercise Price of an outstanding Option is above the Fair Market Value per Share, the terms of such outstanding Option may not, directly or indirectly, be amended without stockholder approval, to provide for the cancellation and re-grant or the exchange of such outstanding Option for either cash or a new Award with a lower (or no) exercise price; provided, however, that in the event of a Corporate Transaction, any Option with an exercise price that equals or exceeds the value of the consideration to be paid to the holders of Common Stock (on a per share basis) may be cancelled without any consideration.

6. STOCK APPRECIATION RIGHTS.

6.1 **Awards of SARs.** A Stock Appreciation Right ("SAR") is an award to an eligible person having a value equal to the value determined by multiplying the difference between the Fair Market Value of a Share on the date of

exercise over the Exercise Price and the number of Shares with respect to which the SAR is being settled. The SAR may be granted for services to be rendered or for past services already rendered to the Company or any Subsidiary or for any other benefit to the Company determined by the Committee within the meaning of Section 152 of the General Corporation Law of the State of Delaware. All SARs shall be made pursuant to an Award Agreement, which shall be in substantially a form (which need not be the same for each Participant) that the Committee or an officer of the Company (pursuant to Section 4.1(b)) has from time to time approved, and will comply with and be subject to the terms and conditions of this Plan.

6.2 Terms of SARs. The Committee will determine the terms of a SAR including, without limitation: (a) the number of Shares deemed subject to the SAR; (b) the Exercise Price and the time or times during which the SAR may be settled; (c) the consideration to be distributed on settlement of the SAR; and (d) the effect on each SAR of the Participant's Termination. The Exercise Price of the SAR will be determined by the Committee when the SAR is granted and may not be less than 100% of Fair Market Value, except under the same circumstances that apply with respect to Options under Section 5.4(ii).

6.3 Vesting and Expiration Date. A SAR will be vested and exercisable within the times or upon the occurrence of events determined by the Committee and set forth in the Award Agreement governing such SAR. A SAR may be granted to allow for its exercisability prior to vesting. Vesting of a SAR may be based upon completion of a specified period of service with the Company, the attainment of pre-established performance goals, such other factors as the Committee determines, or a combination of the foregoing. The Award Agreement shall set forth the Expiration Date for the SAR; provided that no SAR will be exercisable after seven years from the date the SAR is granted. And, provided further, that the Award Agreement may provide for automatic settlement of the SAR on such Expiration Date if the Exercise Price per Share is less than the Fair Market Value per Share on such Expiration Date and the SAR has not previously been settled, or may provide that in the event that trading in the Company's stock is prohibited by law, the term of the SAR automatically shall be extended until the date that is 30 days after such prohibition is lifted, to the extent that such extension does not cause the Participant to become subject to taxation under Section 409A of the Code.

6.4 Form and Timing of Settlement. Payment with respect to a SAR shall be made in Shares, or such other consideration as is approved by the Committee.

6.5 No Repricing. Except as otherwise provided in Section 2.2, the Exercise Price of an outstanding SAR may not be reduced without stockholder approval, and at any time when the Exercise Price of an outstanding SAR is above the Fair Market Value per Share, the terms of such outstanding SAR may not, directly or indirectly, be amended without stockholder approval, to provide for the cancellation and re-grant or the exchange of such outstanding SAR for either cash or a new Award with a lower (or no) exercise price; provided, however, that in the event of a Corporate Transaction, any SAR with an exercise price that equals or exceeds the value of the consideration to be paid to the holders of Common Stock (on a per share basis) may be cancelled without any consideration.

7. RESTRICTED STOCK AWARDS.

7.1 Awards of Restricted Stock. A Restricted Stock Award is an award to an eligible person of the issuance of Shares for services to be rendered or for past services already rendered to the Company or any Subsidiary or for any other benefit to the Company determined by the Committee within the meaning of Section 152 of the General Corporation Law of the State of Delaware. All Restricted Stock Awards shall be made pursuant to an Award Agreement, which shall be in substantially a form (which need not be the same for each Participant) that the Committee or an officer of the Company (pursuant to Section 4.1(b)) has from time to time approved, and will comply with and be subject to the terms and conditions of the Plan. No payment will be required for Shares awarded pursuant to a Restricted Stock Award. The number of Shares awarded shall be subject to the applicable limit or limits of Section 2.

7.2 Terms of Restricted Stock Awards. The Committee will determine the number of Shares to be awarded to the Participant under a Restricted Stock Award and any restrictions thereon. These restrictions may be based upon completion of a specified period of service with the Company, upon satisfaction of performance goals as set out in advance in the Participant's Award Agreement, upon such other factors as the Committee determines, or a combination of the foregoing. If the Restricted Stock Award is to be earned upon the satisfaction of performance goals, the Committee shall: (a) determine the nature, length and starting date of any performance period for the Award; (b) select the performance goals, which may include one or more Performance Criteria; and (c) determine the number of Shares that may be awarded to the Participant. Prior to the time that restrictions are lifted with respect to one or more Shares subject to a Restricted Stock Award as a result of satisfaction of the service or performance goals, the Committee may require that the Shares be held by the Company under the terms of an escrow or similar arrangements according to terms determined by the Company and as described further in Section 16 below. The

Committee may adjust the performance goals applicable to a Restricted Stock Award during a Performance Period in the manner described in Section 10.2(b) below.

7.3 Dividends. A Participant who has received the grant of a Restricted Stock Award shall not be entitled to receive dividends and other distributions paid with respect to Shares subject to such Award during the period during which such Shares are restricted. However, any such dividends or distributions shall be retained by the Company and shall be paid to the Participant at the same time that the Shares which respect to which such dividends or distributions were paid are released from the restrictions of the Award described in Section 7.2 above.

7.4 Termination of Employment. If a Participant is Terminated prior to full vesting of a Restricted Stock Award for any reason, then such Participant will be entitled to retain the Shares subject to the Restricted Stock Award only to the extent the restrictions on such Shares have lapsed as of the date of Termination in accordance with the Award Agreement, unless the Committee will determine otherwise.

7.5 83(b) Election. To the extent a Participant makes an election under Section 83(b) of the Code with respect to a Restricted Stock Award, within ten days of filing such election with the Internal Revenue Service, the Participant must notify the Company in writing of such election.

8. RESTRICTED STOCK UNITS.

8.1 Awards of Restricted Stock Units. Restricted Stock Units ("RSUs") are Awards denominated in units of Shares under which the issuance of Shares (or the settlement in an equivalent value in cash) is subject to such conditions (including continued employment or other service, the attainment of pre-established performance goals, which may include one or more Performance Criteria, other factors as the Committee determines, or a combination of the foregoing.) as the Committee shall determine. RSUs may be granted for services to be rendered or for past services already rendered to the Company or any Subsidiary or for any other benefit to the Company determined by the Committee within the meaning of Section 152 of the General Corporation Law of the State of Delaware. All RSUs shall be awarded pursuant to an Award Agreement, which shall be in substantially a form (which need not be the same for each Participant) that the Committee or an officer of the Company (pursuant to Section 4.1(b)) has from time to time approved, and will comply with and be subject to the terms and conditions of the Plan.

8.2 Terms of RSUs. The Committee will determine the terms of a RSU including, without limitation: (a) the number of Shares deemed subject to the RSU; (b) the time or times at which the RSU vests; (c) the consideration to be distributed on settlement; and (d) the effect on each RSU of the Participant's Termination.

8.3 Timing of Settlement. Settlement of a RSU shall be made no later than March 15 of the year following the year of vesting; provided that to the extent permissible under law, the Committee may permit a Participant to defer payment under a RSU to a date or dates after the RSU is earned, provided that the terms of the RSU and any deferral election satisfy the requirements of Section 409A of the Code.

8.4 Dividend Equivalent Rights. A Participant shall be entitled to receive dividend equivalent rights prior to the issuance of Shares subject to the RSU to the extent and under the terms and conditions provided in the applicable Award Agreement; provided that, any such dividend equivalent rights shall be paid upon the date the RSUs with respect to which such dividend equivalent rights are payable become vested and payable (it being understood that no dividend equivalent rights will be paid with respect to Shares underlying any RSUs that do not vest). Except as explicitly provided for in this Section 8.4, dividend equivalent rights shall not be granted alone or in connection with any Award under the Plan.

8.5 Voting Rights. A Participant shall not be entitled to voting or any other rights as a stockholder with respect to a RSU, unless and until such RSU is settled in Shares.

9. CASH-BASED AWARDS.

9.1 Performance or Service Criteria. The Committee shall establish the service or performance criteria, which may include one or more Performance Criteria, and level of achievement versus these criteria, if applicable, that shall determine the amount(s) payable under a Cash-Based Award.

9.2 Timing and Form of Payment. The Committee shall determine the timing of payment of any Cash-Based Award. Payment of the amount due under a Cash- Based Award may be made in cash or in Shares, or a combination thereof, as determined by the Committee. The Committee may provide for or, subject to such terms and conditions as the Committee may specify, may permit a Participant to elect, the payment of any Cash- Based Award to be deferred to a specified date or event. Any deferral election shall comply with the provisions of Section 409A of the Code to the extent applicable.

10. PERFORMANCE-BASED COMPENSATION.

10.1 General. The Committee may establish performance criteria and level of achievement versus such criteria that shall determine the number of Shares to be granted, retained, vested, issued or issuable under or in settlement of or the amount payable pursuant to an Award, which criteria may be based on Performance Criteria or other standards of the performance of the Company and its Subsidiaries or any portion thereof and/or personal performance factors. Notwithstanding satisfaction of any performance goals, the number of Shares issued under or the amount paid under an Award may be adjusted by the Committee on the basis of such further considerations as the Committee in its sole discretion shall determine, except as may be otherwise provided in a Participant's Award Agreement. Without the express authorization of the Committee, the exercise of discretion described in the preceding sentence may not be exercised with respect to any Award to be settled in Shares if the exercise of such discretion would result in the "modification" of such Award (or any other Award to be settled in Shares) or cause such Award (or any other Award to be settled in Shares) to be accounted for as a liability under applicable accounting standards if such Award was accounted for as equity at the time of grant.

10.2 Performance Criteria.

(a) For purposes of this Plan, the term "Performance Criteria" shall mean any one or more of the following performance criteria, or growth or other changes in the amount, rate or value of one or more performance criteria, either individually, alternatively or in any combination, applied to the Company as a whole or to one or more business units or Subsidiaries, either individually, alternatively or in any combination, and measured over a performance period to be established by the Committee, on an absolute basis or relative to a pre-established target, to previous results or to a designated comparison group, either based upon Generally Accepted Accounting Principles ("GAAP") or non-GAAP financial results, in each case as specified by the Committee: (i) cash flow (before or after dividends), (ii) earnings per share (including earnings before interest, taxes, depreciation and/or amortization), (iii) stock price, (iv) return on equity, (v) total stockholder return, (vi) return on capital (including return on total capital or return on invested capital), (vii) return on assets or net assets, (viii) market capitalization, (ix) economic value added, (x) debt leverage (debt to capital), (xi) revenue or net revenue, (xii) income or net income, (xiii) operating income, (xiv) operating profit or net operating profit, (xv) operating margin or profit margin, (xvi) return on operating revenue, (xvii) cash from operations, (xviii) operating ratio, (xix) operating revenue, (xx) contract value, (xxi) client renewal rate, (xxii) operating cash flow return on income, (xxiii) adjusted operating cash flow return on income, (xxiv) employee productivity and satisfaction metrics, (xxv) market share, (xxvi) strategic positioning, (xxvii) new product releases, or (xxviii) such other criteria as selected by the Committee in its sole discretion. Performance Criteria may differ for Awards granted to any one Participant or to different Participants.

(b) The Committee may appropriately adjust any evaluation of performance under a Performance Criteria.

11. PAYMENT FOR SHARE PURCHASES.

11.1 Payment. Payment for Shares purchased pursuant to the Plan may be made by any of the following methods (or any combination of such methods) that are described in the applicable Award Agreement and that are permitted by law:

- (a) in cash (by check);
 - (b) in the case of exercise by the Participant, Participant's guardian or legal representative or the authorized legal representative of Participant's heirs or legatees after Participant's death, by cancellation of indebtedness of the Company to the Participant;
 - (c) by surrender of shares of the Company's Common Stock (including by withholding Shares otherwise issuable pursuant to the applicable Award);
 - (d) in the case of exercise by the Participant, Participant's guardian or legal representative or the authorized legal representative of Participant's heirs or legatees after Participant's death, by waiver of compensation due or accrued to Participant for services rendered;
 - (e) by tender of property;
 - (f) with respect only to purchases upon exercise of an Option, and provided that a public market for the Company's stock exists, through a "same day sale" commitment from the Participant or Authorized
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Transferee and a FINRA Dealer meeting the requirements of the Company's "same day sale" procedures and in accordance with law; or

(g) any other benefit to the Company determined by the Committee within the meaning of Section 152 of the General Corporation Law of the State of Delaware.

11.2 Issuance of Shares. Upon payment of the applicable Exercise Price or purchase price (or a commitment for payment from the FINRA Dealer designated by the Participant or Authorized Transferee in the case of an exercise by means of a "same-day sale"), and compliance with other conditions and procedures established by the Company for the purchase of shares, the Company shall issue the Shares registered in the name of Participant or Authorized Transferee (or in the name of the FINRA Dealer designated by the Participant or Authorized Transferee in the case of an exercise by means of a "same-day sale") and shall deliver certificates representing the Shares (in physical or electronic form, as appropriate). The Shares may be subject to legends or other restrictions as provided by the Committee in the Award Agreement or permitted under applicable law.

12. WITHHOLDING TAXES.

12.1 Withholding Generally. Whenever Shares are to be issued in satisfaction of Awards granted under the Plan, the Company may require the Participant to remit to the Company an amount sufficient to satisfy federal, state, local or foreign withholding tax requirements prior to the delivery of any Shares. If a payment in satisfaction of an Award is to be made in cash, the payment will be net of an amount sufficient to satisfy federal, state, local and foreign withholding tax requirements. In other circumstances triggering a withholding tax liability for the Company or any Subsidiary, the Participant shall be required to make adequate arrangements to satisfy such tax withholding obligation, whether out of the value of the Award or otherwise. The Company may provide for further details regarding a Participant's satisfaction of any such withholding tax liability in the Award Agreements, which need not be the same for all Participants or for all Awards of a particular type.

12.2 Stock Withholding. When, under applicable tax laws, a Participant incurs tax liability in connection with the grant, issuance, modification, exercise, lapse of restrictions or vesting of any Award or other circumstances relating to any Award that is subject to tax withholding and the Participant is obligated to pay the Company the amount required to be withheld, the Committee may, in its sole discretion, allow the Participant to satisfy the withholding tax obligation by electing to have the Company withhold from the Shares to be issued that number of whole Shares having a Fair Market Value equal to the minimum amount required to be withheld (or, if and when the Company adopts any applicable accounting standard allowing for greater Share withholding, up to such withholding rate that will not cause an adverse accounting consequence or cost), determined on the date that the amount of tax to be withheld is to be determined. All elections by a Participant to have Shares withheld for this purpose shall be made in accordance with the requirements established by the Committee and be in writing (including an electronic writing) in a form acceptable to the Committee.

13. PRIVILEGES OF STOCK OWNERSHIP. No Participant or Authorized Transferee will have any rights as a stockholder of the Company with respect to any Shares until the Shares are issued to the Participant or Authorized Transferee. After Shares are issued to the Participant or Authorized Transferee, the Participant or Authorized Transferee will be a stockholder and have all the rights of a stockholder with respect to the Shares, including the right to vote and receive all dividends or other distributions made or paid with respect to such Shares; provided, however, that if the Shares are subject to any vesting requirements or similar restrictions, any new, additional or different securities or property that the Participant or Authorized Transferee may become entitled to receive with respect to the Shares by virtue of a stock dividend, stock split or any other change in the corporate or capital structure of the Company, as described in further detail in Section 2.2, as well as any dividends or distributions or other payment made with respect to such Shares, will be subject to the same restrictions as the Shares themselves.

14. TRANSFERABILITY. No Award and no interest therein, shall be sold, pledged, assigned, hypothecated, transferred or disposed of in any manner other than by will or by the laws of descent and distribution, and no Award may be made subject to execution, attachment or similar process; provided, however that with the consent of the Committee, a Participant may transfer an Award other than an ISO to an Authorized Transferee. Transfers by the Participant for consideration are prohibited.

15. CERTIFICATES. All certificates for Shares or other securities delivered under the Plan (whether in physical or electronic form, as appropriate) will be subject to stock transfer orders, legends and other restrictions that the Committee deems necessary or advisable, including without limitation, restrictions under any applicable federal, state or foreign securities law, or any rules, regulations and other requirements of the SEC or any stock exchange or other public securities market on which the Shares may be listed.

16. ESCROW. To enforce any restrictions on a Participant's Shares, the Committee may require the Participant to deposit all certificates representing Shares, together with stock powers or other transfer instruments approved by the Committee, appropriately endorsed in blank, with the Company or an agent designated by the Company, to hold in escrow until such restrictions have lapsed or terminated, and the Committee may cause a legend or legends referencing such restrictions to be placed on the certificates.

17. SECURITIES LAW AND OTHER REGULATORY COMPLIANCE. An Award shall not be effective unless the Award is in compliance with all applicable state, federal and foreign securities laws, rules and regulations of any governmental body, and the requirements of any stock exchange or other public securities market on which the Shares may then be listed, as they are in effect on the date of grant of the Award and also on the date of exercise or other issuance. Notwithstanding any other provision in the Plan, the Company shall have no obligation to issue or deliver certificates for Shares under the Plan prior to (a) obtaining any approvals from governmental agencies that the Company determines are necessary or advisable, and/or (b) completion of any registration or other qualification of such shares under any state, federal or foreign law or ruling of any governmental body that the Company determines to be necessary or advisable. The Company shall be under no obligation to register the Shares with the SEC or to effect compliance with the registration, qualification or listing requirements of any state, federal or foreign securities laws, stock exchange or automated quotation system, and the Company shall have no liability for any inability or failure to do so.

18. NO OBLIGATION TO EMPLOY. Nothing in the Plan or any Award granted under the Plan shall confer or be deemed to confer on any Participant any right to continue in the employ of, or to continue any other relationship with, the Company or any Subsidiary or limit in any way the right of the Company or any Subsidiary to terminate Participant's employment or other relationship at any time, with or without cause.

19. REPRICING PROHIBITED; EXCHANGE AND BUYOUT OF AWARDS. Except as otherwise provided in Section 2.2, the Exercise Price of an outstanding Option or SAR may not be reduced without stockholder approval, and at any time when the Exercise Price of an outstanding Option or SAR is above the Fair Market Value per Share, the terms of such outstanding Option or SAR may not, directly or indirectly, be amended without stockholder approval, to provide for the cancellation and re-grant or the exchange of such outstanding Option or SAR for either cash or a new Award with a lower (or no) exercise price; provided, however, that in the event of a Corporate Transaction, any Option or SAR with an exercise price that equals or exceeds the value of the consideration to be paid to the holders of Common Stock (on a per share basis) may be cancelled without any consideration.

20. CORPORATE TRANSACTIONS.

20.1 Assumption or Replacement of Awards by Successor. In the event of a Corporate Transaction, any or all outstanding Awards may be assumed or continued or replaced by the successor, which assumption or replacement shall be binding on all Participants. In the alternative, the successor may substitute equivalent Awards or provide substantially similar consideration to Participants as was provided to stockholders (after taking into account the existing provisions of the Awards). The successor may also issue, in place of outstanding Shares held by the Participant, substantially similar shares, other securities or other property subject to repurchase restrictions no less favorable to the Participant. In the event such successor, if any, refuses to assume, continue, replace or substitute the Awards, as provided above, pursuant to a Corporate Transaction or if there is no successor due to a dissolution or liquidation of the Company, such Awards shall immediately vest as to 100% of the Shares subject thereto (unless otherwise provided in the applicable Award Agreement) at such time and on such conditions as the Board shall determine and the Awards shall expire at the closing of the transaction or at the time of dissolution or liquidation. If a successor decides to assume, continue, replace or substitute all then outstanding Awards, such successor shall not be required to treat all then outstanding Awards in the same fashion.

20.2 Other Treatment of Awards. Subject to any greater rights granted to Participants under Section 20.1, in the event of a Corporate Transaction, any outstanding Awards shall be treated as provided in the applicable agreement or plan of merger, consolidation, acquisition, dissolution, liquidation or sale of assets.

20.3 Assumption of Awards by the Company. The Company, from time to time, also may use the Plan to substitute, replace or assume outstanding awards granted by another company, whether in connection with an acquisition of such other company or otherwise, by either (a) granting an Award under the Plan in substitution of such other company's award, or (b) assuming such award as if it had been granted under the Plan if the terms of such assumed award could be applied to an Award granted under the Plan. In the event the Company assumes an award granted by another company, the terms and conditions of such award shall remain unchanged in all material respects (except that in the case of an option or stock appreciation right, the exercise price and the number and nature of Shares issuable upon exercise of such option or stock appreciation right will be adjusted appropriately in a manner not inconsistent with Section 424(a) of the Code), unless determined otherwise by the Committee. In the

event the Company elects to grant a new Option or SAR rather than assuming an existing option, such new Option or SAR may be granted with a similarly adjusted Exercise Price.

21. TERM OF PLAN. The Plan will terminate on January 18, 2034, unless extended beyond such date by stockholder approval; provided, however, that ISOs may not be granted under the Plan after the tenth (10th) anniversary of the date of the Committee's adoption of the Plan on October 25, 2023.

22. AMENDMENT OR TERMINATION OF PLAN. The Board may at any time terminate or amend the Plan in any respect, including without limitation, amendment of any Award Agreement or instrument to be executed pursuant to the Plan. Notwithstanding the foregoing, neither the Board nor the Committee shall, without the approval of the stockholders of the Company, amend the Plan in any manner, including reducing the exercise price of an Option or SAR, that requires such stockholder approval pursuant to (a) the Code or the regulations promulgated thereunder, (b) the Exchange Act or any rule promulgated thereunder or (c) the listing requirements of the national securities market on which the Shares are listed. In addition, no amendment that would materially impair the rights of a Participant under an outstanding Award may be made without the consent of the Participant, except as expressly authorized under the Plan. Unless otherwise provided, an Award shall be governed by the version of the Plan in effect at the time such Award was granted.

23. NONEXCLUSIVITY OF THE PLAN; UNFUNDED PLAN. None of the adoption of the Plan by the Board, the submission of the Plan to the stockholders of the Company for approval, or any provision of the Plan shall be construed as creating any limitations on the power of the Board to adopt such additional compensation arrangements as it may deem desirable, including, without limitation, the granting of stock options and bonuses otherwise than under the Plan, and such arrangements may be either generally applicable or applicable only in specific cases. The Plan shall be unfunded and no Participant shall have any claim on any particular assets or securities of the Company or any Subsidiary. Neither the Company nor the Board shall be required to segregate any assets that may at any time be represented by Awards made pursuant to the Plan. Neither the Company, the Committee, nor the Board shall be deemed to be a trustee of any amounts to be paid under the Plan.

24. NO LIABILITY OF COMPANY. Neither the Company nor any parent or Subsidiary that is in existence or hereafter comes into existence shall be liable to a Participant or any other person as to: (i) the non-issuance or sale of Shares as to which the Company has been unable to obtain from any regulatory body having jurisdiction the authority deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder; and (ii) any tax consequence expected, but not realized, by any Participant or other person due to the receipt, exercise, settlement or change to the terms of any Award granted hereunder.

25. GOVERNING LAW. This Plan and any Award Agreement or other agreements or documents hereunder shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to the Plan or any Award Agreement will be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

26. RECOUPMENT OF AWARDS. If the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, then the Committee may, in its sole discretion (considering any factors the Committee deems appropriate), require a Participant to repay or forfeit to the Company that portion of time- and/or performance-based Awards that were granted, earned or vested during the Company's three completed fiscal years immediately preceding the date the Company is required to prepare the accounting restatement, that the Committee determines was in excess of the amount that would have been granted, earned or vested during such period based on the restated results. In the case of time-based Awards, a recoupment may occur, in the Committee's sole discretion, if the Committee concludes that the grant, earning and/or vesting of the Awards would not have been made, or would have been lower had they been based on the restated results, and it is possible to clearly compute the amount of such lesser award. The amount to be recouped shall be determined by the Committee in its sole and absolute discretion, and the form of such recoupment may be made, in the Committee's sole and absolute discretion, through the forfeiture or cancellation of vested or unvested Awards, cash repayment or both. Any decision by the Committee that no recoupment shall occur because of difficulties of computation or otherwise shall not be reviewable.

In addition, any other policy of the Company relating to the recoupment of compensation, in effect at the time an Award is granted under this Plan, shall be incorporated by reference into this Plan as if expressly set forth herein and apply to such Award. For avoidance of doubt, nothing in this Section 26 shall abridge, limit or otherwise affect the terms and conditions of Section 27 immediately below.

27. AGREEMENT TO REPAYMENTS OF INCENTIVE COMPENSATION WHEN REPAYMENTS ARE REQUIRED UNDER FEDERAL LAW OR EXCHANGE LISTING STANDARD. This provision applies to any policy adopted by the Company to comply with NASDAQ Global Market (or any other exchange on which the securities of the Company are listed) listing standards adopted pursuant to Section 10D of the Securities

Exchange Act of 1934. To the extent any such policy requires the repayment of incentive-based compensation received by a Participant, whether paid pursuant to an Award granted under this Plan or any other plan of incentive-based compensation maintained in the past or adopted in the future by the Company, by accepting an Award under this Plan, the Participant agrees to the repayment of such amounts to the extent required by such policy and applicable law. For the avoidance of doubt, such policy shall govern the minimum amounts that shall be recouped by the Committee with respect to Awards to which the policy applies, and the Committee may recoup additional amounts pursuant to Section 26 above.

28. ADOPTION. This Amendment and Restatement of the Plan as set forth herein was approved by the Compensation and Organizational Development Committee on October 25, 2023.

29. SECTION 409A. Awards granted under the Plan are intended to comply with, or be exempt from, the applicable requirements of Section 409A of the Code and shall be limited, construed and interpreted in accordance with such intent. Although the Company does not guarantee any particular tax treatment, to the extent that any Award is subject to Section 409A of the Code, it shall be paid in a manner that is intended to comply with Section 409A of the Code, including regulations and any other guidance issued by the Secretary of the United States Treasury and the Internal Revenue Service with respect thereto. In no event whatsoever shall the Company be liable for any additional tax, interest or penalties that may be imposed on a Participant by Section 409A of the Code or any damages for failing to comply with Section 409A of the Code. Should any payments made in accordance with the Plan be determined to be payments from a nonqualified deferred compensation plan, as defined by Section 409A of the Code and are payable in connection with a Participant's Separation from Service, that are not exempt from Section 409A of the Code as a short-term deferral or otherwise, these payments, to the extent otherwise payable within six (6) months after the Participant's date of Separation from Service, will be paid in a lump sum on the earlier of the date that is six (6) months after the Participant's date of Separation from Service or the date of the Participant's death. For purposes of the Plan, a "Separation from Service" means an anticipated permanent reduction in a Participant's level of bona fide services to twenty percent (20%) or less of the average level of bona fide services performed by a Participant over the immediately preceding thirty-six (36) month period. For purposes of Section 409A of the Code, the payments to be made to a Participant in accordance with this Plan shall be treated as a right to a series of separate payments.

30. DEFINITIONS. As used in the Plan, the following terms shall have the following meanings:

- (a) "Authorized Transferee" means the permissible recipient, as authorized by the Plan and the Committee, of an Award that is transferred during the Participant's lifetime by the Participant by gift or domestic relations order. For purposes of this definition, a "permissible recipient" is: (i) a child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the Participant, including any such person with such relationship to the Participant by adoption; (ii) any person (other than a tenant or employee) sharing the Participant's household; (iii) a trust in which the persons in (i) or (ii) have more than fifty percent of the beneficial interest; (iv) a foundation in which the persons in (i) or (ii) or the Participant control the management of assets; or (v) any other entity in which the person in (i) or (ii) or the Participant own more than fifty percent of the voting interests.
 - (b) "Award" means any award under the Plan, including any Option, Stock Appreciation Right, Restricted Stock Award, Restricted Stock Unit or Cash-Based Award.
 - (c) "Award Agreement" means, with respect to each Award, the written agreement delivered by the Company to the Participant (which agreement may be in electronic form) setting forth the terms and conditions of the Award (including but not limited to a Stock Option Agreement).
 - (d) "Board" means the Board of Directors of the Company.
 - (e) "Cash-Based Award" means a cash-based opportunity awarded under Section 9 pursuant to which a Participant may become entitled to receive an amount based on satisfaction of enumerated performance and/or service criteria.
 - (f) "Code" means the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.
 - (g) "Committee" means the Compensation and Organizational Development Committee of the Board, or such other committee appointed by the Board to administer the Plan, or if no committee is appointed, the Board; provided, however, that (i) for purposes of granting any Award intended to be exempt from the application of Section 16(b) of the Exchange Act through complying with the requirements of Rule 16b-3 of the Exchange Act, "Committee" may mean a subcommittee of the Compensation and Organizational
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Exhibit 10.01

Development Committee of the Board comprised solely of two or more “non-employee directors” within the meaning of Section 16 and Rule 16b-3 of the Exchange Act; and (ii) for any purposes required under the NASDAQ Marketplace Rules, “Committee” may mean a subcommittee of the Compensation and Organizational Development Committee of the Board that satisfies Rule 5605(d) under the NASDAQ Marketplace Rules.

(h) “Company” means Intuit Inc., a corporation organized under the laws of the State of Delaware, or any successor corporation.

(i) “Corporate Transaction” means (a) consummation of a merger, consolidation, reorganization or similar transaction either (i) as a result of which the stockholders of the Company immediately prior to such transaction own directly or indirectly following such transaction less than 50% of the combined voting power of the outstanding voting securities of the controlling entity resulting from such transaction or (ii) after which such ownership as among those persons who were stockholders of the Company immediately prior to such transaction is not in substantially the same proportions both immediately before and immediately after such transaction; (b) a dissolution or liquidation of the Company; (c) the sale, exchange, lease or other transfer of all or substantially all of the assets of the Company; or (d) consummation of any other transaction which qualifies as a “corporate transaction” under Section 424(a) of the Code whereafter control of the Company is held by a person or group of related persons who did not control the Company immediately prior to the occurrence of such transaction.

(j) “Credit Karma Plan” means the Credit Karma, Inc. 2015 Equity Incentive Plan, as amended from time to time.

(k) “Disability” means (i) the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) the Participant is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of Intuit; provided, however, that for purposes of determining the post- termination exercise period of ISOs, “Disability” shall have the meaning set forth under Section 22(e)(3) of the Code.

(l) “Effective Date” means October 25, 2023, except for the amendments to Sections 2.1 and 21, which became effective on January 18, 2024, the date on which the Company’s stockholders approved the Plan, as amended to date.

(m) “Exchange Act” means the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder.

(n) “Exercise Price” means the price at which a Participant who holds an Option or SAR may purchase the Shares issuable upon exercise of the Option or SAR.

(o) “Fair Market Value” means, as of any date, the value of a share of the Company’s Common Stock determined as follows:

(i) if such Common Stock is then quoted on the NASDAQ Global Market, its closing price on the NASDAQ Global Market on such date or if such date is not a trading date, the closing price on the NASDAQ Global Market on the last trading date that precedes such date;

(ii) if such Common Stock is publicly traded and is then listed on a national securities exchange, the last reported sale price on such date or, if no such reported sale takes place on such date, the average of the closing bid and asked prices on the principal national securities exchange on which the Common Stock is listed or admitted to trading;

(iii) if such Common Stock is publicly traded but is not quoted on the NASDAQ Global Market nor listed or admitted to trading on a national securities exchange, the average of the closing bid and asked prices on such date, as reported by The Wall Street Journal, for the over-the-counter market; or

(iv) if none of the foregoing is applicable, by the Board of Directors in good faith.

(p) “FINRA Dealer” means a broker-dealer that is a member of the Financial Industry Regulatory Authority.

Exhibit 10.01

- (q) "Insider" means an officer or director of the Company or any other person whose transactions in the Company's Common Stock are subject to Section 16 of the Exchange Act.
- (r) "ISO" means an Option that satisfies the requirements for an "incentive stock option" within the meaning of Section 422 of the Code and does not provide that it will not be treated as an "incentive stock option".
- (s) "NQSO" means an Option that is not an "incentive stock option" within the meaning of Section 422 of the Code.
- (t) "Non-Employee Director" means a member of the Company's Board of Directors who is not a current employee of the Company or any Subsidiary.
- (u) "Option" means an Award pursuant to Section 5 of the Plan.
- (v) "Participant" means a person who receives an Award under the Plan.
- (w) "Plan" means this Intuit Inc. Amended and Restated 2005 Equity Incentive Plan, as amended from time to time.
- (x) "Prospectus" means the prospectus relating to the Plan, as amended from time to time, that is prepared by the Company and delivered or made available to Participants pursuant to the requirements of the Securities Act of 1933, as amended, and the regulations promulgated thereunder.
- (y) "Restricted Stock Award" means an award of Shares pursuant to Section 7 of the Plan.
- (z) "Restricted Stock Unit" means an Award granted pursuant to Section 8 of the Plan.
- (aa) "SEC" means the Securities and Exchange Commission.
- (bb) "Shares" means shares of the Company's Common Stock \$0.01 par value per share, and any successor security.
- (cc) "Stock Appreciation Right" means an Award granted pursuant to Section 6 of the Plan.
- (dd) "Stock Option Agreement" means the agreement which evidences an Option.
- (ee) "Subsidiary" means any entity (other than the Company) in an unbroken chain of entities beginning with the Company if, at the time of granting of the Award, each of the entities other than the last entity in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of voting securities in one of the other entities in such chain.
- (ff) "Ten Percent Stockholder" means any person who directly or by attribution owns more than ten percent of the total combined voting power of all classes of stock of the Company or any Subsidiary.
- (gg) "Termination" or "Terminated" means, for purposes of the Plan with respect to a Participant, that the Participant has ceased to provide services as an employee, director, consultant, independent contractor or adviser, to the Company or a parent or Subsidiary; provided that a Participant shall not be deemed to be Terminated if the Participant is on a leave of absence approved by the Committee or by an officer of the Company designated by the Committee; and provided further, that during any approved leave of absence, vesting of Awards shall be suspended or continue in accordance with guidelines established from time to time by the Committee. Subject to the foregoing, the Committee shall have sole discretion to determine whether a Participant has ceased to provide services and the effective date on which the Participant ceased to provide services (the "Termination Date").

END OF DOCUMENT

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, Sasan K. Goodarzi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intuit Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2024

By: /s/ SASAN K. GOODARZI

Sasan K. Goodarzi

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, Sandeep S. Aujla, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intuit Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2024

By: /s/ SANDEEP S. AUJLA

Sandeep S. Aujla

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended January 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Sasan K. Goodarzi, President and Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SASAN K. GOODARZI

Sasan K. Goodarzi
President and Chief Executive Officer

Date: February 22, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended January 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Sandeep S. Aujla, Executive Vice President and Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SANDEEP S. AUJLA

Sandeep S. Aujla

Executive Vice President and Chief Financial Officer

Date: February 22, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.