

Charter for the Compensation and Human Resources Committee of Autodesk Inc.

Purpose:

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

The Compensation and Human Resources Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

Committee Membership and Organization:

The Compensation and Human Resources Committee will be appointed by and serve at the discretion of the Board. The Compensation and Human Resources Committee shall consist of no fewer than three members. The members of the Compensation and Human Resources Committee shall meet the independence requirements for outside directors under the NASDAQ Marketplace Rules, Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code of 1986.

Committee Responsibilities and Authority:

The Committee shall approve the philosophy and structure of the compensation and benefit programs for executives of the Company and, as may be deemed from time to time appropriate, for other Company employees.

The Committee shall annually, or more frequently if required, review and approve for the CEO and the executive officers of the company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and the amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. The CEO shall not be present during voting or deliberations regarding CEO compensation.

The Committee shall review and approve corporate goals and objectives relevant to CEO and executive officer compensation. The Committee shall also evaluate CEO and executive officer performance in light of those goals and objectives and set compensation levels based on such evaluations.

While the Company may use consultants to assist in the evaluation of CEO or executive officer compensation, the Committee shall have the sole authority to retain and terminate its own compensation consultant, as it sees fit. The Committee shall also have sole authority to approve that consultant's fees and other retention terms. The

Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall review executive and leadership development policies, plans and practices that support the Company's ability to retain and develop the superior executive and leadership talent required to deliver against the Company's short term and long term business strategies.

Specifically the Committee will review the succession plans for the CEO and for the direct reports to the CEO as well as the development plans and strategies to accelerate the readiness of identified candidates.

The Committee shall make regular reports to the Board.

The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

The Committee together with the Board shall annually review its own performance.

Effective March 2008