



# CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

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## PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of NVIDIA Corporation, a Delaware corporation (the “*Company*”), shall be to (i) identify, review, evaluate and recommend candidates to serve as directors of the Company; (ii) evaluate and recommend Board members to serve as members and chairpersons of Board committees; (iii) assess the performance of the Board and its committees; and (iv) review the Company’s corporate governance functions on behalf of the Board.

## COMPOSITION AND MEETINGS

**A. Composition.** The Committee shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Global Select Market (“*Nasdaq*”) and the rules and regulations of the Securities and Exchange Commission (“*SEC*”). The members of the Committee and the Committee chairperson shall be appointed by the Board.

**B. Meetings.** The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate.

**C. Minutes and Reports.** Minutes of each meeting will be kept and distributed to each member of the Board and the Secretary of the Company. The Chairperson of the Committee will report to the Board from time to time, or whenever so requested by the Board.

## FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary activities or to delegate such power and authority to one or more subcommittees of the Committee:

**A. Director Nominations.** The Committee has the primary responsibility for establishing criteria for Board and committee membership, monitoring the size and composition of the Board and committees, and identifying, reviewing, evaluating, and recommending qualified candidates to serve on the Board, including consideration of capabilities, experience, other responsibilities, potential conflicts of interest and applicable independence, experience and other SEC and Nasdaq requirements. The Committee will consider diversity in business experience, professional expertise, gender and ethnic background among the Board members in recommending nominees to serve as directors of the Company. The Committee shall also have the primary responsibility annually for reviewing and evaluating all recommendations for nominations of directors for election to the Board, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee.

**B. Board Committee and Lead Independent Director Nominations.** The Committee, after due consideration of the capabilities, independence and experience of the individual directors and independence, experience and other requirements of Nasdaq and the SEC, shall recommend to the entire Board annually the chairpersonship and membership of each committee and the person serving as the Lead Independent Director of the Board.

**C. Board Assessment.** The Committee shall, at least annually, review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board and committee composition and makeup, including the reelection of current Board members. The Committee shall also review (i) the continued appropriateness of Board membership of directors who retire or change employment or Board memberships, and (ii) cases in which a director fails to receive a majority vote as specified under the Company's Bylaws and Corporate Governance Policies and recommend to the Board whether to accept or reject a director resignation, or take other action.

**D. Corporate Governance.** The Committee has developed a set of Corporate Governance Policies applicable to the Company and the Board, and it shall periodically review and assess these Policies and their application in light of the Company's business and other activities, regulatory changes and other developments, and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also review and report to the Board on a periodic basis with regards to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the stockholders and management in determining the direction and performance of the Company).

**E. Continuing Education/Orientation.** The Committee shall institute such plans or programs as it may deem appropriate for the continuing education of directors and orientation of new directors.

**F. Related Party Transactions.** The Committee shall consider and approve or disapprove any related person transaction as defined under SEC Regulation S-K, Item 404.

**G. Stockholder Relationships.** The Committee shall oversee and annually review and assess the process by which the Company communicates with and otherwise engages its stockholders.

**H. Environmental, Social and Corporate Governance.** The Committee shall periodically review and discuss with management the Company's practices with respect to environmental, social and corporate governance.

**I. Procedures for Information Dissemination.** The Committee shall oversee and periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate.

**J. Charter.** The Committee shall periodically review and assess the adequacy of its charter and make any recommendations to the Board it deems appropriate.

**K. Resources and Authority.** The Committee shall be authorized to access such internal and, in consultation with senior management, external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such third parties. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.