



## CORPORATE GOVERNANCE POLICIES OF THE BOARD OF DIRECTORS

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### INTRODUCTION AND RESPONSIBILITIES

These Corporate Governance Policies have been adopted by the Board of Directors (the "*Board*") of NVIDIA Corporation (the "*Company*") to assist the Board in carrying out its responsibilities and in following corporate best practices. These Policies are to be interpreted in the context of all applicable laws and regulations, the Company's charter documents and other governing legal documents.

The Company's management is responsible for: (i) development of strategic, financial and management policies of the Company for consideration by the Board; (ii) the operations of the Company in accordance with such policies; (iii) timely preparation of financial statements and other reports about the Company, and informing the Board about the Company's operations; and (iv) identification and management of the Company's risks and development of risk mitigation strategies.

The Board is responsible for protecting and enhancing the assets of the Company and serving the best interests of the Company's stockholders. These duties include: (i) monitoring the effectiveness of management and Company policies and decisions; and (ii) oversight of the Company's risk management process, which shall include periodic review of management's risk analysis.

### BOARD COMPOSITION AND OTHER GENERAL MATTERS

*Selection of Directors.* The Board, with the assistance of its Nominating and Corporate Governance Committee ("*NCGC*"), shall select members to fill Board vacancies and nominate candidates for election at the annual meeting of stockholders (the "*Annual Meeting*") or other similar meeting. All directors will stand for election each year.

- Board Membership Criteria. The Board encourages selection of directors who will contribute to the Company's overall corporate goals, including stockholder nominees. The Board and the NCGC will periodically review the characteristics appropriate for directors in light of the Board's composition and skills and expertise needed at the Board and committee levels. In determining whether to recommend a nominee, the NCGC shall consider all of his or her relationships with any of the Company's stockholders, competitors, customers, suppliers or other persons related to the Company, and for recommending a director's re-election, the NCGC shall also consider the director's past meeting attendance and participation in and contributions to the activities of the Board.
- Management Director. The Board anticipates that the Company's Chief Executive Officer ("*CEO*") will be nominated to serve on the Board.
- Nomination Process. The Company's Secretary shall be notified of all potential candidates for nomination to the Board. For nominations made other than by the Board, the nominator shall fully comply with the Company's Bylaws. Each potential candidate must provide a list of references and agree (i) to be interviewed by the NCGC (and other directors in their discretion), and (ii) to a background check or other review of qualifications by the Company. Prior to nomination of any candidate by the Board, each director shall be provided the opportunity to meet with the candidate. Any candidate nominated shall upon request agree in writing to comply with these Policies and all other Company policies and procedures applicable to members of the Board.

*Size of the Board.* The number of directors shall be established by the Board in accordance with the Bylaws. The Board will review the appropriate size of the Board from time to time and may change the authorized number of directors upon approval by the Board.

#### *Independent Directors.*

- Majority. A majority of the Board members shall meet the standard of director independence set forth in the Listing Standards of The Nasdaq Global Select Market (the "*Listing Standards*"). The Board composition shall also satisfy other criteria not inconsistent with the Listing Standards that the Board considers appropriate.

- Affirmative Determination of Independence. Based on information provided by Board members and advice of counsel, the Board or a designated committee shall affirmatively determine at times required by the Listing Standards that the directors designated as independent have no material relationships to the Company (either directly or indirectly) that may interfere with the exercise of their independence from management and the Company.
- Annual Determination. The Board will make an affirmative determination, at least annually, that other commitments of non-employee directors, including services on additional public boards, continue to allow sufficient time to perform their Board and committee duties.

**Board Leadership.** The Board may select a chairperson of the Board in its discretion. If the Company does not have an independent chairperson, a Lead Independent Director of the Board shall be designated annually by a majority of the independent directors and identified in the Company's proxy statement. In addition to the duties of all Board members (which shall not be limited or diminished by the Lead Independent Director's role), the Lead Independent Director is responsible for coordinating the activities of the independent directors, including to: (i) work with the CEO to schedule Board meetings; (ii) work with the CEO to develop Board meeting agendas; (iii) advise the CEO as to the quality, quantity and timeliness of the information sent to the Board by management; (iv) coordinate, develop the agenda for, and moderate executive sessions of the independent members of the Board; (v) preside over Board meetings when the CEO is not present; (vi) act as principal liaison between the independent members of the Board and the CEO; (vi) convene meetings of the independent directors as necessary or appropriate; (vii) if requested and appropriate, be available for consultation with major stockholders; and (viii) perform such other duties as the Board may determine from time to time.

**Fixed Terms.** Longer-serving directors have valuable insight about the Company's business, operations, history, policies and objectives. The Board believes that term limits and mandatory retirement ages for directors are not in the best interests of the Company, and the NCGC shall instead review annually the current effectiveness of each director in nominating candidates for election.

**Assessing the Board's Performance.** The NCGC shall periodically assess the performance of the Board and its committees and report the results of such assessment to the Board.

**Election of Directors.** Any director nominee who receives more "withhold" votes than "for" votes (ignoring "abstain" votes and broker non-votes) shall submit his or her offer of resignation to the NCGC. The NCGC shall consider all of the relevant facts and circumstances and recommend to the Board an action to be taken on the resignation offer.

**Director Time Commitment.** Directors should be able to devote sufficient time to Board and committee duties and to understanding the Company's business. The NCGC will review the other commitments of potential Board candidates, and do so annually for existing Board members, to make this determination. Board members must notify the NCGC and the General Counsel, and obtain the NCGC's approval, before accepting an invitation to serve on the board of another company. Factors the NCGC may consider include the following: (i) resulting actual or potential conflicts of interest; (ii) actual or potential competition between the NVIDIA and the other company; (iii) significant or potentially significant relationships between NVIDIA and the other Company, such as vendor, customer, supplier, contractor or consultant; and (iv) whether acceptance of the offer may reflect unfavorably on the Company. Unless otherwise approved by the Board, no Board member shall serve on the board of any significant NVIDIA competitor, supplier or customer (as determined by the NCGC).

**Change in Circumstance.** Directors who change their principal occupation or business association should not necessarily leave the Board. However, if any director has a Change in Circumstances (as defined below), then the director shall promptly disclose it to the General Counsel, who will notify the NCGC of any material Change in Circumstances (as determined by the General Counsel). The Board, excluding the applicable director, will determine whether to request that director to resign if the Board receives such a recommendation from the NCGC (excluding the applicable director, if an NCGC member). For these purposes, "Change in Circumstances" will mean any change in a director's personal or professional circumstances, since such director's most recent election to the Board, that would require disclosure in such director's D&O Questionnaire or the proxy statement of the Company if such director were to be nominated for re-election at the next Annual Meeting, including, but not limited to, a change of employer or primary occupation (including retirement) or a material change in occupational responsibilities.

**Ownership Guidelines.** The Board expects all directors and executive officers to display confidence in the Company by owning shares of the Company's common stock. Non-employee directors must hold shares with a value equal to 6 times the annual cash retainer for Board service. The CEO must hold shares with a value equal to 6 times his or her annual base salary. All other executive officers must hold shares with a value equal to his or her annual base salary. These ownership guidelines must be achieved within 5 years of joining the Board or being appointed as executive

officer, as applicable. The NCGC in its discretion may extend this time period in the event of financial hardship or other appropriate circumstances.

For purposes of these guidelines, stock ownership includes shares of the Company's common stock held in trust for the director or executive officer, as applicable, and his or her immediate family, plus vested deferred stock, but not unvested or unexercised equity. The number of shares is calculated annually as of the last day of the Company's fiscal year. The value of a share shall be the greater of the then current market price or the closing price on the acquisition date.

**Director Education.** Each director is expected to participate in continuing education to maintain the necessary level of expertise to perform his or her responsibilities. The NCGC and the General Counsel are responsible for continuing education programs, which may include a mix of in-house and third-party programs. The Company will pay the out-of-pocket costs of attendance for any director.

**Board Assessment.** The Board shall conduct, at least annually, an assessment of its overall effectiveness and performance.

**Executive Officer Review.** The Compensation Committee (the "CC") of the Board shall conduct, and review with the Board, an annual evaluation of the performance of all executive officers.

**Management Development.** Annually, the Board shall review management development and discuss candidates to fulfill the CEO's responsibilities on an interim basis in the event that the CEO is disabled or otherwise incapacitated.

## BOARD MEETINGS

**Meetings of Independent Directors.** Each fiscal year, the independent directors will hold at least 2 meetings without management present, and may invite the Company's independent auditors, legal counsel, finance staff and other employees to attend.

**Session with CEO.** Each regular Board meeting is intended to include a session between the CEO and the independent directors, to permit discussion of personnel and management issues, management development and other topics.

**Agenda.** The chairperson of the Board, if designated, or the CEO will have primary responsibility for preparing any Board meeting agenda and distributing it to the directors with appropriate written information and background materials. Agendas should address items suggested by Board members.

**Board Materials Distributed In Advance.** Information concerning the Company, and its finances, operations and strategy, is important to the Board's understanding and decision-making process. When feasible, appropriate information relating to agenda items should be distributed in writing to the Board in advance of the Board meeting. For sensitive or late-breaking topics, discussion will be held at the meeting and no materials need be distributed.

**Board Access to Management.** Management will afford each Board member access to Company employees, and outside auditors, legal counsel and other professional advisors for any purpose reasonably related to the Board's responsibilities, with the NCGC authorized to establish reasonable processes related to such matters. The Board encourages management to include in Board meetings Company personnel who can provide additional insight into the items being discussed, and/or to present key employees who should be given exposure to the Board. Management is responsible for arranging presentations at Board meetings and providing information to the Board about the operations of the Company. Each director is entitled to inspect the Company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate and copies of all Board meeting minutes, with the NCGC authorized to establish reasonable processes related to such matters.

**Outside Advisors.** The Board and its committees are authorized to obtain legal or other advisors of their choice, at the Company's expense, who shall report directly to the Board or the committee.

## BOARD COMMITTEES

**Committees.** The current committees of the Board are the Audit Committee, the CC and the NCGC. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the CC, and the NCGC shall be comprised entirely of independent directors. Exceptions shall only be made under unusual circumstances and only with unanimous approval of the independent directors. Committee composition shall conform to applicable laws and regulations.

**Committee Member Selection.** Upon recommendation by the NCGC, the Board will designate the members and the chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees.

**Committee Functions.** Each committee will have a written charter approved by the Board. The charters shall at a minimum be in compliance with all legal requirements and Listing Requirements. The number of, and content and processes for, such committee meetings (including attendees at such meetings) and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the committee's authority delegated by the Board, and the legal, regulatory, accounting and governance principles applicable to the committee's function. The minutes of the committees will be available to the full Board. The Company will afford access to the Company's employees, professional advisors and other resources to enable committee members to carry out their responsibilities.

## BOARD MEMBER RESPONSIBILITIES

**Generally.** A director is expected to discharge his or her duties, including duties as a committee member, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders and to abide by the highest ethical and fiduciary standards.

**Disclose Relationships and Other Information.** Each director is expected to disclose promptly to the Board and will respond promptly and accurately to periodic inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director under applicable Listing Standards or any additional standards as may be established by the Board. Each director shall also promptly inform the Company of any material change in such information.

**Attendance.** Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve.

**Reliance on Information.** A director is entitled to rely on reports or other information provided by Company management, independent auditors, legal counsel and other persons, in the discharge of his or her duties.

**Confidentiality.** Directors have an obligation to protect and keep confidential all non-public information related to the Company ("**Confidential Information**") unless and until the Company has authorized public disclosure (or unless otherwise required by law or regulation). Confidential Information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board, such as information regarding the strategy, business, finances and operations of the Company and third parties, minutes, reports and materials of the Board and its committees, other documents identified as confidential by the Company and all other non-public information provided by the Company, including but not limited to non-public information concerning: (i) the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to acquisitions, divestitures and actions relating to the Company's stock; (ii) possible transactions with other companies or information about the Company's suppliers, customers or partners that the Company is under an obligation to maintain as confidential; and (iii) the proceedings and deliberations of the Board and its committees, and the discussions and decisions between and among employees, officers and directors and their advisors. Directors may not use Confidential Information for personal benefit or to benefit other persons or entities other than the Company. Directors shall refrain from disclosing Confidential Information to anyone outside the Company, specifically including any principal or employee of any entity or person that employs the director or has sponsored the director's election to the Board, except with Company authorization or as otherwise may be required by applicable law. The obligations described above continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the General Counsel.

**Applicable Laws and Policies.** Board members will comply with all applicable laws and requirements of applicable regulatory agencies and with all policies and guidelines of the Company, including, without limitation, the Company's Code of Conduct and Financial Team Code of Conduct.