NVIDIA GOVERNANCE SNAPSHOT AND BEST PRACTICES

DIRECTOR SKILLS
› NVIDIA has an experienced and diverse Board of Directors.
› Directors have a wide range of competencies, backgrounds, and professional experience, enabling them to contribute diverse perspectives to support and oversee NVIDIA’s complex business.

INDEPENDENCE
› 11 of 12 Directors are independent.

INDEPENDENT COMMITTEES
› 3 standing Committees:
  - Audit Committee
  - Compensation Committee
  - Nominating and Corporate Governance Committee
› Each Committee is 100% independent.
› Each Committee’s membership is determined by Directors’ backgrounds and expertise.
› Three of the four Audit Committee members are financial experts.
› The Board regularly rotates its Committee memberships and Chairs.

DIRECTOR COMPETENCIES

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<th>Competency</th>
<th>Count</th>
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<td>Industry and Technical</td>
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<td>Financial / Financial Community</td>
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DIRECTOR ENGAGEMENT
› Board members are highly engaged with NVIDIA and have strong attendance at our Board, Committee and annual stockholder meetings.

DIRECTOR EDUCATION
› NVIDIA provides regular education at and outside of Board and Committee meetings.
› NVIDIA pays for or reimburses attendance at qualifying academic or other independent programs.

EXECUTIVE SESSIONS
› The Board holds regular executive sessions of independent Directors.

LEAD DIRECTOR
› NVIDIA has an independent Lead Director.

RISK MANAGEMENT
› NVIDIA’s Board and Committees oversee our risk management.

BOARD REFRESHMENT
› The Board strives to maintain an appropriate blend of experience, new perspectives, and diversity.
› Over the past four years, our Board has appointed three new independent Directors.
› The Board has a balance of new and longer serving Directors who have experience with our history and businesses.

STOCKHOLDER COMMUNICATIONS
› NVIDIA engages in a robust dialogue with investors, including annual discussions between larger stockholders and our management and Directors.
STOCK OWNERSHIP GUIDELINES

- NVIDIA has rigorous Stock Ownership Guidelines which all applicable Directors and executive officers currently meet:
  - Non-employee Directors: 6X annual cash retainer (6 x $75K = $450K).
  - CEO: 6X base salary (6 x $1M = $6M).
  - All other executive officers: 1X base salary.

SELF-EVALUATIONS

- The Board conducts quarterly self-evaluations in executive sessions.

- An annual self-evaluation of the Board is conducted by outside counsel.

STOCKHOLDER RIGHTS

- NVIDIA holds an annual election of Directors.

- The Board has voluntarily adopted proxy access.

- NVIDIA has a single class of Common Stock outstanding, with no priority voting rights.

- NVIDIA has a majority voting provision in its bylaws (other than contested elections).

NON-EMPLOYEE DIRECTOR COMPENSATION

- An independent compensation consultant conducts periodic reviews of non-employee Director compensation at our peer companies.

- Non-employee Directors are compensated through a mix of cash and equity awards with an approximate annual value of $300,000, allocated as follows:
  - Cash: $75,000 annually, paid quarterly
  - NSUs: $225,000 annually

- Non-employee Director compensation value is slightly below the median total annual compensation paid by our peer companies.

EXECUTIVE PAY PRACTICES

- The Compensation Committee engages an independent compensation consultant.

- NVIDIA has an annual say-on-pay vote that has passed with over 96% shareholder support in each of the past seven years.

- Executive pay is heavily weighted toward “at-risk” performance-based pay.
  - Variable cash compensation and certain equity are earned only if certain corporate financial metrics are achieved.
  - Equity is a significant component of total compensation of our executives.
  - NVIDIA limits the maximum incentive payouts or shares eligible to vest.

- Executive compensation is consistently evaluated by our Compensation Committee in response to stockholder feedback and to maintain the strong link between corporate performance and NEO pay.

- NVIDIA leverages industry peer data when evaluating executive pay.

- Our peer companies are those that:
  1. we compete with for executive talent,
  2. have an established business, market presence, and complexity similar to ours, and
  3. are similar to us as measured by revenue and/or market cap at roughly .5 – 3.5X NVIDIA

- NVIDIA does not provide multi-year guaranteed bonuses, income tax gross-ups, or change in control agreements.

- NVIDIA has a claw-back policy.

- NVIDIA has an anti-hedging and anti-pledging policy.

DIVERSITY

- 2 of 12 Board members are female.

- 2 of 5 of our executive officers are female.