

GOVERNANCE SNAPSHOT AND NVIDIA 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.

DIRECTOR COMPETENCIES

7
Senior
Management
and Operations

4
Industry and
Technical

10
Financial /
Financial
Community

8
Public
Company
Board

5
Emerging
Technologies
and Business
Models

2
Marketing
and Brand
Management

2
Legal

INDEPENDENCE

- › 10 of 11 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 ENGAGEMENT

- › Board members are highly engaged with NVIDIA and have strong attendance at Board and Committee meetings.

DIRECTOR EDUCATION

- › NVIDIA provides regular education at Board and Committee meetings.
- › NVIDIA pays for attendance at qualifying academic or other independent programs.

EXECUTIVE SESSIONS

- › The Board holds regular executive sessions of independent Directors

STOCKHOLDER COMMUNICATIONS

- › NVIDIA engages in a robust two-way dialogue with investors, including annual discussions between larger shareholders and our management and Directors.

LEAD DIRECTOR

- › NVIDIA has a strong 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 five years, our Board has nominated, and NVIDIA's stockholders have elected, three new independent Directors, including two women.
- › The Board has a balance of new and longer serving Directors who have experience with our history and businesses.

STOCK OWNERSHIP GUIDELINES

- › NVIDIA has rigorous Stock Ownership Guidelines which all 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 voluntarily adopted proxy access through amendment of our bylaws.
- › 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).

DIRECTOR COMPENSATION

- › An independent compensation consultant conducts periodic review of Director compensation at our peer companies.
- › 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
- › Director compensation value is slightly below the average 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 six years.
- › Executive pay is heavily weighted toward 'at-risk' performance-based pay.
 - Both equity and variable cash compensation 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 shareholder feedback and to strengthen the 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
 3. are similar to us as measured by revenue and 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 clawback policy.
- › NVIDIA has anti-hedging and anti-pledging policy.

DIVERSITY

- › 2 of 11 Board members are female.
- › 2 of 5 of our executive officers are female.