

NVIDIA CORPORATION
FINANCIAL TEAM CODE OF CONDUCT
ADOPTED FEBRUARY 27, 2003
AMENDED AND RESTATED OCTOBER 9, 2006

The following are principles that guide the relationships of our directors, chief executive officer, chief financial officer, controller, and members of our finance, accounting and treasury departments, and our other officers (collectively, the “*Financial Team*”), throughout the world with coworkers, customers, vendors, competitors, stockholders and other members of the community. This code is not a list of all acceptable and unacceptable actions, but does set forth NVIDIA’s position in several important areas. More specific guidance is set forth in other NVIDIA documents, including our Employee Handbook and our Worldwide Code of Conduct. In every area of behavior, you should act honestly, ethically, fairly, legally and in a manner in which you and NVIDIA can take pride. If there is even the potential for conflict or ambiguity between what is and is not permitted, the conduct in question should be avoided. ***If you violate this Financial Team Code of Conduct, you will be subject to disciplinary action, including termination of employment.***

Our Financial Team will strive to promote financial integrity throughout NVIDIA and in NVIDIA’s financial reporting process.

NVIDIA is required in many cases to timely file reports with government agencies or make public disclosures that are required to be accurate, balanced, complete and understandable, and our Financial Team shall fully comply with these requirements.

Our Financial Team must act in good faith, responsibly, with due care, competence and diligence and without misrepresenting material facts or failing to disclose material facts known to them.

Our Financial Team must act in compliance with all applicable governmental laws, rules and regulations.

No member of the Financial Team shall act in such a way as to fraudulently influence, coerce, manipulate or mislead any independent registered public accounting or certified accountant engaged in the performance of an audit of the financial statements of NVIDIA.

No member of the Financial Team shall:

- directly or indirectly, make or cause to be made a materially false or misleading statement;
- omit to state or cause another person to omit to state any material fact necessary to make statements made, in light of the circumstances in which made, not misleading to an accountant in connection with an audit or examination of the financial statements of NVIDIA or the preparation or filing of any document or report to be filed with the SEC;

No member of the Financial Team, or any person acting under the direction of any member of the Financial Team, shall directly or indirectly take any action to fraudulently influence, coerce, manipulate, or mislead any independent registered public accounting firm or certified accountant engaged in the performance of an audit or review of the financial statements of NVIDIA that are required to be filed with the SEC if that person knew or was unreasonable in not knowing that such action could, if successful, result in rendering such financial statements materially misleading. Actions that “could, if successful, result in rendering such financial statements materially misleading” include, but are not limited to, actions taken at any time with respect to the professional engagement period to fraudulently influence, coerce, manipulate or mislead an auditor:

- to issue a report on NVIDIA’s financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, generally accepted auditing standards, or other standards);

- not to perform audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not to withdraw an issued report; or
- not to communicate matters to an issuer's audit committee.

No person who in good faith reports a violation, or suspected violation, of this Financial Team Code of Conduct shall be retaliated against. All reports of such violations or suspected violations will be reviewed and subject to internal investigation by the General Counsel and other appropriate officers and third parties as may be designated. The findings of the internal investigation will be reviewed by the audit committee of the Board of Directors, which shall take such further actions to investigate and evaluate such matter as it deems appropriate. We will take appropriate remedial action for all violations of this Financial Team Code of Conduct, which may include termination of employment.