

**NVIDIA CORPORATION**  
**CORPORATE GOVERNANCE POLICIES OF THE BOARD OF DIRECTORS**  
**Adopted January 15, 2004**  
**Amended and Restated May 17, 2007**

**I. INTRODUCTION AND RESPONSIBILITIES**

The board of directors (the “*Board*”) of NVIDIA Corporation (the “*Company*”) has adopted these governance policies to assist it in following corporate practices that serve the best interests of the Company and its stockholders. This statement of policies is intended as a general framework to assist the Board in carrying out its responsibilities and is not intended as binding legal obligations or inflexible requirements and should be interpreted in the context of all applicable laws and regulations, the Company’s charter documents and other governing legal documents. These policies are subject to future changes or refinements as the Board may find necessary or appropriate.

The Company’s management, under the direction of the Chief Executive Officer, is responsible for (i) development for consideration by the Board of the strategic, financial and management policies of the Company; (ii) the operations of the Company in accordance with such policies; and (iii) timely preparation of financial statements and other reports that accurately reflect requisite information about the Company, and otherwise informing the Board about the operations of the Company.

The Board has a responsibility to protect and enhance the assets of the Company and serve the best interests of the stockholders. The Board monitors the effectiveness of management and Company policies and decisions, including the execution of its strategies.

**II. BOARD COMPOSITION AND OTHER GENERAL MATTERS**

**A. Selection of Directors.** The Board, with the assistance of the Nominating and Corporate Governance Committee, is responsible for selecting members to fill Board vacancies and nominating candidates for election by the stockholders at the Annual Meeting. Nominations shall be approved by a majority of the independent directors.

**1. Board Membership Criteria.** The Board’s policy is to encourage selection of directors who will contribute to the Company’s overall corporate goals. The Board and the Nominating and Corporate Governance Committee will from time to time review the experience and characteristics appropriate for Board members and director candidates in light of the Board’s composition at the time and skills and expertise needed at the Board and committee levels. Further, in determining whether to recommend a director’s re-election, the Nominating and Corporate Governance Committee shall also consider the director’s past attendance at Board and committee meetings and participation in and contributions to the activities of the Board.

**2. Management Director.** The Board anticipates that the Company’s Chief Executive Officer will be nominated to serve on the Board.

**B. Size of the Board.** The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board will review the appropriate size of the Board from time to time and may increase or decrease the number of directors constituting the Board of directors upon approval of a majority of the directors then in office. The number of directors so determined shall be the authorized number of directors of the corporation. Directors shall be elected at each annual meeting of stockholders to hold office for the term of their class of directors, as provided in the Company's Certificate of Incorporation and Bylaws.

**C. Independent Directors.**

**1. Majority of Independent Directors.** It is the objective that a majority of the directors serving on the Board meet the standard of director independence set forth in the Listing Standards of The Nasdaq Global Select Market as the same may be amended from time to time (the "*Listing Standards*"). The Board composition shall also satisfy other criteria not inconsistent with the Listing Standards that the Board considers appropriate for effective decision-making by the Board.

**2. 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 with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise of their independence from management and the Company.

**3. Designation of Lead Independent Director.** The Board expects that it will designate an independent director to serve as lead independent director. If so designated, the Company shall disclose the name of the lead director in its proxy statement. Unless as otherwise deemed appropriate by the Board, the lead director will, in conjunction with the Chief Executive Officer, establish the agenda for meetings of the independent directors and preside over meetings of the independent directors.

**D. Board Leadership.** The Board may select a chairperson of the Board in the manner and upon the criteria that the Board deems appropriate at the time of selection.

**E. Fixed Terms.** The Board believes that term limits and mandatory retirement ages for directors are not in the best interests of the Company. Directors who have served on the Board for an extended period of time are able to provide valuable insight about the business and operations of the Company based on their experience with and understanding of the Company's history, policies and objectives.

**F. Assessing the Board's Performance.** The Nominating and Corporate Governance Committee shall periodically assess the performance of the Board and its committees and report the results of such assessment to the Board.

**G. Election of Directors.** Any nominee who received a greater number of votes "withheld" from his or her election than votes "for" such election shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall consider all of the relevant facts and

circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.

**H. Director Time Commitment.** Ability to devote sufficient time to their Board and committee duties and to understanding and following the Company's business is one of the principal criteria used to evaluate potential and existing directors. The Committee will review the other commitments of potential candidates for the Board, and will periodically review the other commitments of existing Board members. In light of regulatory and other demands imposed on a director, service on other public company Boards may cause a person to be unable to devote the necessary time to the Company. As a result, it is expected that except as specifically approved by the Nominating and Corporate Governance Committee in its discretion, directors shall not serve on more than four boards of public companies including the Company. Service on the boards and/or committees of other public or private companies should be consistent with the Company's conflict of interest policy.

**I. Change in Director Occupation.** The Board does not believe directors who change their principal occupation or business association should necessarily leave the Board. However, when a director's principal occupation or business association changes during his or her tenure as a director, that director shall notify the Company of such change and shall offer to tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will then evaluate whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupation or business association and will recommend to the Board the action, if any, to be taken.

**J. Ownership Requirements.** The Board expects all directors and executive officers to display confidence in the Company by ownership of shares of the Company's common stock. Unless otherwise approved by the Nominating and Corporate Governance Committee, all non-employee directors and executive officers are required to hold 10,000 shares of the Company common stock (including vested but unexercised stock options) while serving as a director or executive officer of the Company. New non-employee directors and executive officers shall have 18 months from the date of appointment to attain this ownership threshold.

**K. Director Education.** Each director is encouraged to participate in continuing education programs in order to maintain the necessary level of expertise to perform his or her responsibilities. The participation of new directors in such programs shall be reviewed during the first year of Board service. The Company shall maintain and periodically circulate a list of continuing director education opportunities for which the Company will pay the out-of-pocket costs of attendance for any director.

**L. Succession Planning.** The Board shall review succession planning and management development on an annual basis.

### III. BOARD MEETINGS

**A. Meetings of Independent Directors.** The independent directors will hold during each fiscal year at least two meetings without management present, at such times and for such purposes as the independent directors consider to be appropriate. Such meetings can occur before or after regular meetings of the Board. The independent directors may invite the Company's independent auditors, legal counsel, finance staff and other employees to attend portions of these meetings.

**B. Session with Chief Executive Officer.** It is intended that each regular Board meeting will include a session between the Chief Executive Officer and the independent directors. The session is intended to permit the Chief Executive Officer and the directors to discuss personnel and management issues, succession issues and other topics not appropriate for discussion with other employees or management.

**C. Agenda.** The chairperson of the Board, if so designated, or the Chief Executive Officer will have primary responsibility for preparing any agenda for a meeting and, with the support of the Secretary, arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials. The agenda should address items suggested for inclusion by Board members.

**D. Board Materials Distributed In Advance.** Information and data concerning the Company, its financial affairs, operations and strategy is important to the Board's understanding and decision-making process. When feasible, appropriate information relating to the agenda items should be distributed in writing to the Board before the Board meets so that Board meeting time may be conserved and discussion time focused on issues raised by the material or the agenda items. For sensitive or late-breaking topics, discussion will be held at the meeting and no materials need be distributed with respect to that topic.

**E. Board Access to Management.** The Company's 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. Furthermore, the Board encourages management to bring to Board meetings, from time to time, Company personnel who can provide additional insight into the items being discussed because of their expertise in these areas, and/or to present key employees who should be given exposure to the Board. Management is responsible for arranging presentations at Board meetings by the Company managers and otherwise providing reports to the Board that will communicate to the Board at appropriate times meaningful information 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 reasonable 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.

**F. Outside Advisors.** The Board and its committees may retain outside advisors as deemed necessary or appropriate at the Company's expense.

#### **IV. BOARD COMMITTEES**

**A. Committees.** The current committees of the Board are the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Compensation Committee, the Audit Committee, and the Nominating and Corporate Governance Committee 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.

**B. Committee Member Selection.** Upon recommendation by the Nominating and Corporate Governance Committee, 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 to the committee.

**C. Committee Functions.** Each committee will have a written charter approved by the Board. The written charter for each committee shall be in compliance with all legal requirements and Listing Requirements, but may go beyond what is required by law or Listing Requirements, as necessary, as determined by the Board to fully reflect corporate best practices. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and the legal, regulatory, accounting and governance principles applicable to the committee's function. The minutes of the committees will be shared with the full Board. The Company will afford access to the Company's employees, professional advisors and other resources, if needed, to enable committee members to carry out their responsibilities.

#### **V. BOARD MEMBER RESPONSIBILITIES**

##### **A. Directors' Responsibilities.**

**1. Generally.** A director is expected to discharge his or her duties, including duties as a member of any committee on which he or she serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders.

**2. Disclose Relationships and Other Information.** Each independent director is expected to disclose promptly to the Board and will respond promptly and accurately to periodic questionnaires or other 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 from time to time. Each director shall also promptly inform the Company of any material change in such information, to the extent not already known by the Company.

**3. 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, including advance review of meeting materials that may be circulated prior to each meeting.

**4. Reliance on Information.** In discharging responsibilities as a director, a director is entitled to rely on reports or other information provided by Company management, independent auditors, legal counsel and other persons.

**5. Applicable Laws.** Board members will comply with all applicable laws and requirements of applicable regulatory agencies.

**B. Review of Corporate Governance Guidelines.** The Board expects to review these guidelines periodically.