NVIDIA CORPORATION
WORLDWIDE CODE OF ETHICS

To All NVIDIA Employees, Officers and Directors:

Our singular vision is to build one of the most influential and admired technology companies in the world – a company that customers, suppliers, partners, shareholders, employees, and all of our families are proud to be part of. Through the talent, passion, focus, and sacrifice of our employees, we've built a company that has created countless breakthrough technologies and products. We've changed markets and delighted customers all over the world. Our products have a global reach and a rapidly expanding market footprint in computing and consumer electronics. I know we share an immense pride in the company we've built together.

Focus, execution, and building winning products alone are not enough to build a great company. All of us must also exercise good judgment and commit to the highest level of ethics and integrity. Our actions should pass the "light of day" test, stand up to the scrutiny of other NVIDIA employees, and reflect something we would be proud of. "Doing the right thing" is essential if we are to build the company I know we have the potential to become.

The following are principles that guide our relationships 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 the company's position in several important areas. More specific guidance is set forth in other NVIDIA documents, including our Employee Handbook. 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.

Thank you for helping us build a stronger and better company.

Jensen H. Huang

If you violate this Code of Ethics, you will be subject to disciplinary action, including termination of employment. You may anonymously report potential violations of this Code of Ethics by going to NVINFO, and clicking on Finance or Legal to gain access to NVIDIA'S Audit Committee, Internal Audit, Finance or Legal teams. Under those headings, you will find an anonymous tips link. Click on the link and follow the instructions there.

We treat each individual with fairness, respect and without discrimination.

NVIDIA does not tolerate discrimination against any individual on the basis of their race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status, disability or other protected characteristic. This applies to recruiting, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development. You should refrain from any actions, words or gestures that might tend to be seen as abusive or harmful to others or create or allow an offensive or hostile work environment, including slurs or jokes based on any protected characteristic. These same standards apply to relations with customers, coworkers and outside firms wherever you are located.

Our internal documents and records and external certifications and reports to governmental or other agencies are timely, accurate and complete.

All records and reports should be made in a timely manner, and, when applicable, properly authorized and maintained. Financial and other activities are to be recorded in compliance with all applicable laws an accounting practices. All employees must cooperate fully with the Finance and Legal Departments, our board of directors, audit committee, as well as our independent public accountants and outside counsel, in all matters.

Our pricing, billing, contracting and all other business practices are fair and accurate and comply with our guidelines and all legal restrictions.

All NVIDIA purchases are made strictly on the basis of merit and without favoritism. The product sold, the sales price and terms of sale or any commercial relationship should be fully and accurately reflected in all invoices, agreements and internal records. Accounting and similar financial standards should be properly and consistently followed as established by the CFO, and financial advantage over our competitors should never be obtained through unethical or illegal business practices such as acquiring trade secrets or other proprietary information through improper means.

We do not disclose, or use for any reason other than for the benefit of NVIDIA, proprietary or confidential information we learn at NVIDIA.

This confidential information may have been developed by NVIDIA or may belong to others. All documents, emails and other information should be presumed confidential and should not be disseminated outside of NVIDIA, except where required for NVIDIA-related business reasons. Confidential information cannot be used for any purpose, including related to trading NVIDIA stock securities or that of third parties. Employees should also be very careful not to disclose such information to family, friends, or any person outside NVIDIA who could act on such information, even if the employee receives no benefit from their actions. Except for authorized spokespersons for NVIDIA, employees should not communicate with the press or in public forums.

We avoid any personal activity that creates, or has the appearance of creating, a conflict between an employee's interest and the interests of NVIDIA.

A conflict of interest is defined as any situation in which an employee or person related to the employee has any actual or apparent personal benefit that may tend to conflict with the fulfillment of the employee's impartial obligations to NVIDIA. For example, neither an employee nor his or her family members should own a significant financial interest in, or be employed by, or serve as an officer or director of any business organization that does or seeks to do business with, or is in competition with NVIDIA. You should not take personal advantage of opportunities you receive as a result of your position at NVIDIA or access to NVIDIA information.

We do not participate in any way in the unlawful or unethical receipt or payment of funds or other benefits, including bribes, kickbacks or other payments.

This absolute prohibition applies to relationships with government officials, customers, vendors and other parties and includes our actions and those of third parties. We avoid even the appearance of impropriety. As a result, employees should not request, accept or give any gifts in connection with NVIDIA business beyond that of a value of $100.00. This includes gifts, payments, consulting fees, loans, travel or other benefits of value received directly or indirectly by you or your family from any existing or potential customer, supplier or competitor. If, for any reason you intend to provide any gift to a government official or employee, it must be in strict compliance with applicable laws, and you must first obtain approval from the Legal Department.

We conduct all our activities in compliance with antitrust and trade regulation statutes.

For example, various activities, the effect or intent of which is to fix prices, allocate markets, or otherwise reduce competition, may violate the antitrust laws. This can include discussions, meetings or arrangements with our competitors, agreements (whether formal or informal, written or oral), or any joint activity involving NVIDIA and any other party. Competitive information must be gathered with care. We must conduct all interactions with competitors, as well as internal descriptions of our actions and intentions in emails and other forums, as if they were completely in the public view, because they may later be subject to probing examination and unfavorable interpretation.

We conduct all communications and other activities with governmental authorities in compliance with applicable laws.

For example, due to restrictions on lobbying and political contributions, except as specifically authorized by the Legal Department, employees should not communicate with any governmental official for the purpose of influencing legislation or governmental action. We are prohibited under certain laws from making political contributions, including in-kind contributions, to candidates, party committees and political committees and such contributions should not be made even if legally permitted without Legal Department authorization. While employees may make personal campaign contributions and engage in volunteer activity on behalf of a campaign, no such activity may occur during working hours or using NVIDIA facilities or personnel.

We are aware of and comply with the laws in all countries in which we operate, as well as U.S. laws applicable to activities in foreign countries.

The fact that in some countries certain laws are not enforced in practice, or that violation is not subject to public criticism or censure, will not excuse noncompliance. Examples of U.S. laws applicable to international activities include anti-boycott laws and prohibitions on business with, or restrictions on exports to, certain countries.

We participate individually in community and charitable activities and professional organizations, but do so in a reasonable manner that reflects favorably upon ourselves and NVIDIA.

Involvement should not adversely affect your NVIDIA duties or cause or appear to cause any conflict of interest or embarrassment to NVIDIA.

We use our technological and other resources in a secure and appropriate manner.

You should take all necessary measures to ensure the security of your computer and any computer or voicemail passwords and that any data or information that is sent outside NVIDIA is done using NVIDIA-approved security techniques. The use of technological resources must be consistent with all other NVIDIA policies, including those relating to sexual harassment, privacy, patents, copyrights and trademarks. For example, employees should not use our technological resources to transmit, display, store, publish or purposely receive pornographic, obscene or sexually explicit material. We all have a duty to safeguard NVIDIA's assets, including our physical facilities and equipment, our products, computers, software, records, customer information, and NVIDIA names and trademarks. NVIDIA assets should be used for NVIDIA business only. All data residing or transmitted through our computing and communication facilities, including email, is the property of NVIDIA and is subject to inspection, retention and review without notice, subject to applicable law.

We maintain a workplace with the highest safety standards.

Employees should be aware of our established procedures and safe work practices. We expect all employees to report to work fit for duty, and free of legal or illegal drugs and alcohol. You may not carry firearms, incendiary devices or any other weapons on NVIDIA premises or while conducting NVIDIA business.

We conduct our business in an environmentally responsible manner.

We are committed to minimizing and ultimately eliminating the use of any substance or material that may cause environmental damage. NVDIA strives to reduce waste generation and the disposal of all waste through safe and responsible methods. NVIDIA is committed to minimizing environmental risks by employing safe technologies and operating procedures, and to being prepared to respond appropriately to accidents and emergencies.

Employees who are aware of suspected misconduct, illegal activities, fraud, or violations of the standards in this Code should report such matters.

Reports should be made to the Legal Department, your manager or can be made anonymously as described below. In particular, you should promptly report any activity or situation if you believe that there may be a conflict of interest or the appearance of a conflict of interest Your identity will be kept strictly confidential to the extent possible, and no retaliatory action will be taken against employees making good faith reports that they have a reasonable basis to believe are true. Reports will be taken seriously and will be subject to internal investigation and appropriate corrective actions. You may anonymously report potential violations of this Code of Ethics by going to NVINFO, and clicking on Finance or Legal to gain access to NVIDIA'S Audit Committee, Internal Audit, Finance or Legal teams. Under those headings, you will find an anonymous tips link. Click on the link and follow the instructions there.

Waivers of the Code.

Any waiver of this Code requires approval from the Legal Department or Chief Financial Officer, and if the waiver involves a director or officer, then approval by the Board of Directors or an appropriate committee. Any waiver of this Code for directors or officers will be disclosed in accordance with applicable laws.