

NVIDIA CORPORATION
CORPORATE GOVERNANCE POLICY SUPPLEMENT

The following corporate governance policy supplement for NVIDIA Corporation (the “Company”) shall remain in effect until April 17, 2012. The policies below supplement, and to the extent inconsistent, amend and modify, the Company’s Corporate Governance Policies, as amended and restated as of May 19, 2010.

I. BOARD COMPOSITION AND PRACTICES

A. Board Structure and Practices

1. The Board will make an affirmative determination, on at least an annual basis, that other commitments of Independent Directors, including services on additional public boards, continue to allow such persons to devote sufficient time to perform their Board and committee duties. Board members will be limited to service on the board of directors of up to four publicly traded companies. There shall be a grace period of six months from April 17, 2009 (the “Effective Date”) for any existing Independent Director to comply with the terms of this paragraph.

2. The Board’s committees shall have standing authorizations, at their discretion, to obtain legal or other advisors of their choice, who shall report directly to the Board or the committee.

3. The Board will make an affirmative determination, on at least an annual basis: (i) whether existing Independent Directors continue to provide value to the Company, based on their experience with, and understanding of, the Company’s history, policies and

objectives or other factors, and (ii) the value to the Company of adding additional Independent Directors to the Board.

B. Director Independence

1. At least three-fourths of the members of the Board shall be Independent Directors (as defined in the applicable NASDAQ rules as modified below); *provided*, that NVIDIA will have twelve months to cure if it does not meet such threshold in the future, unless loss of independence is caused by non-compliance with NASDAQ Rules 4200(a)(15)(A), (B), (D) or (E), in which case NVIDIA shall have six months to cure. Members of the Audit Committee shall also continue to comply with Securities Exchange Act Rule 10A-3(b)(1)(ii)(A) and satisfy NASDAQ Rule 4350(d)(2)(A).

2. To be deemed “independent” in any calendar year, directors of the Company shall comply with NASDAQ Rules regarding the independence of directors with the following heightened standards:

(a) With respect to NASDAQ Rule 4200(a)(15)(B), the dollar threshold will be lowered from \$120,000 to \$100,000; and

(b) With respect to NASDAQ Rule 4200(a)(15)(D), the percentage and dollar threshold will be reduced to either 2% percent of the recipients’ consolidated gross revenues for that year, or \$60,000, whichever is greater.

3. In addition, a director shall not be deemed to be independent if such director has any consulting agreement or similar contract providing for the director to render services (other than as a director) to the Company.

II. DIRECTOR STOCK OWNERSHIP/COMPENSATION

1. At least fifty percent (50%) of each non-employee director's annual compensation shall be paid in common stock (including stock options) of the Company.

2. Aside from meeting and Company-related expenses, such as airfare, hotel accommodations and modest travel/accident insurance, directors shall not receive any additional perquisites, including, but not limited to, health, life and other forms of non-D&O personal insurance, matching grants to charities, financial planning, automobile allowances or other similar perquisites. Notwithstanding the foregoing, attendance at a director's college or other similar program (see "Director Education" below) and receipt of the Company's products shall not be deemed perquisites.

3. Non-employee directors shall not be eligible to receive from the Company any change-in-control payments or severance arrangements of any kind; *provided*, that the Company's existing option plan terms shall remain in effect, and per such terms, upon death or a change-in-control in which the surviving entity does not assume or substitute outstanding equity awards, all unvested equity awards will accelerate and vest and shall not be deemed prohibited payments or severance arrangements under this paragraph.

III. DIRECTOR EDUCATION

Each director who has not attended an Institutional Shareholder Service or National Association of Corporate Directors accredited director education program or other similar program (examples include the Vanderbilt Law School Directors College, the Stanford Law School Directors' College or the Duke University Directors' Education Institute) within the last three years must attend such a program within one year after the Effective Date.

IV. LEAD INDEPENDENT DIRECTOR

A Lead Independent Director of the Board shall be elected annually by a majority vote of the Independent Directors. The Lead Independent Director shall be responsible for coordinating the activities of the Independent Directors. In addition to the duties of all Board members (which shall not be limited or diminished by the Lead Independent Director's role), the specific responsibilities of the Lead Independent Director are to advise the Chairman of the Board and/or Chief Executive Officer ("CEO"), to delegate to a committee of the Board or the chairperson of such a committee, or to undertake the following:

1. determine an appropriate schedule of Board meetings, seeking to ensure that the Independent Directors can perform their duties responsibly while not interfering with the flow of the Company's operations;
2. working independently or with the CEO, seek input from all directors, as well as the CEO and other relevant management, as to the preparation of the agendas for Board and committee meetings;
3. advise the Board on a regular basis as to the quality, quantity and timeliness of the flow of information requested by the Board from the Company's management with the goal of providing what is necessary for the Independent Directors to effectively and responsibly perform their duties, and, although the Company's management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material;
4. if a consultant is to be retained by the Board itself, the Lead Director may on behalf of the Board direct the retention of such consultant;

5. periodically review the corporate governance principles applicable to the Company and the Board and assess such principles and their application in light of legal developments or other factors;

6. recommend the membership of Board committees, as well as the selection of committee chairs;

7. fulfill oversight responsibilities with respect to the Company's corporate accounting and reporting practices and the quality and integrity of the Company's financial statements and reports;

8. serve in an oversight role with respect to equity and other compensation policies, plans and programs for executive officers. The Compensation Committee shall act on behalf of the Board in (i) determining and approving the compensation of the Company's CEO, (ii) reviewing and approving compensation for the Company's executive officers and senior management, (iii) fulfilling the Board's oversight responsibilities with respect to the Company's overall compensation policies, plans and programs, and (iv) performing other activities related to the Company's compensation plans and structure;

9. coordinate, develop the agenda for, and moderate executive sessions of the Independent Directors, and act as principal liaison between the Independent Directors and the Chairman of the Board and/or CEO on sensitive issues; and

10. have the authority to retain such counsel or consultants as the Lead Independent Director deems necessary to perform his or her responsibilities; *provided*, that for committees, responsibility may be delegated to such committees or their chairs.

V. SHAREHOLDER CONSULTATION

Within 30 days of the Effective Date, the Lead Independent Director, or another Independent Director acting on behalf of the Lead Independent Director, shall send a letter to the Company's five largest shareholders, offering to meet and discuss any and all matters of importance to such shareholders including, but not limited to, Board composition and other corporate governance matters. To the extent any of the stockholders fail to respond to said letter, the Lead Independent Director shall make a reasonable attempt to contact the stockholder(s) by telephone.

VI. COMPENSATION PRACTICES

1. Other than as currently provided for under the Company's equity incentive plans, or as may be provided to new executive officer hires, unvested equity awards provided to executive officers shall lapse on termination of said employee, regardless of the reasons for that termination, rather than immediately vest.

2. The Compensation Committee shall approve written performance goals for the CEO and corporate performance goals for all other executive officers. The Compensation Committee shall annually evaluate the CEO's performance against such goals and approve compensation (including cash bonuses, stock options, restricted shares, performance shares, or other performance-based compensation) to be awarded to the CEO and other executive officers. The Company's proxy statement shall disclose as required under SEC rules, the reasons why such compensation was paid or granted.

3. At least once every three years the Compensation Committee shall select and retain an independent consultant to conduct a comparative study of the Company's executive compensation policies, practices, and procedures relative to other public companies and

prepare and submit to the Compensation Committee a report and recommendations; *provided*, that the consultant, while retained by the Compensation Committee, may also do other compensation work for the Company.

4. No director shall simultaneously serve on the Compensation Committee and the Audit Committee.

5. Beginning on the Effective Date, no director shall serve on the Compensation Committee for more than four consecutive years thereafter.

VII. INSIDER TRADING CONTROLS

1. The Company will disclose via a SEC filing or on the Company's website any repurchase of common stock from any executive officer or director within four days of said repurchase.

2. Unless otherwise approved by the Nominating and Corporate Governance Committee, each non-employee director and executive officer shall hold at least 25,000 shares of Company common stock (including vested options). There shall be an 18-month grace period for all new directors and executive officers to achieve the 25,000 share requirement.

3. The Company shall disclose quarterly (i) the number of shares repurchased, (ii) the dollar amount remaining of any stock buyback program, and (iii) the number of stock options issued during the period.

VIII. STOCK OPTION PLANS AND GRANTS

1. The exercise price for each new option grant shall be at least one hundred percent (100%) of the fair market value on the date of the grant. Fair market value shall

mean “the closing trading price on the date of grant, or if there is no closing price on such date, the last preceding closing price.”

2. The date of grant of an option shall, for all purposes, be on or after the date on which the Board or Compensation Committee makes the determination granting such option. Notice of a grant shall be given to each employee reasonably promptly after the date of such grant. Determination shall be defined as including, at a minimum, the number of options granted to each employee and/or consultant and the terms of such options.

3. If a written consent is used for a grant of options to directors or executive officers falling within Section 16, disclosure of such usage shall be made via filing with the SEC or website disclosure within two business days of the grant.

4. The Company’s General Counsel and/or Corporate Counsel (inside or outside) shall attend any and all meetings where options are granted and shall promptly prepare minutes of the meeting.

5. Grants to any employee subject to Section 16 of the Exchange Act or Covered Employees within the meaning of Section 162(m) of the Internal Revenue Code shall be approved by a majority of the Independent Directors of the Board or the Compensation Committee and grants to non-employee directors shall be approved by a majority of the members of the Board.

6. If a written consent is used to make option grants, the grantees, share amounts and grant date shall be specified in such document and such document will be signed on or before the grant date. For grants made at a meeting, the grantees, share amounts and grant date shall be agreed upon at such meeting and specified in the minutes.