



FINANCIAL TEAM CODE

This Financial Team Code sets forth principles adopted by NVIDIA to create the highest level of confidence in its accounting policies, financial reporting, underlying systems of internal controls and its financial employees. Our board of directors, members of our executive staff, all members of our finance organization worldwide and all employees directly involved in the preparation and review of externally-reported periodic financial reports, filings and documents of NVIDIA (collectively, the "**Financial Team**") are expected to abide by this Financial Team Code. While it is not feasible to list all acceptable and unacceptable actions, the following set forth NVIDIA's position in several important areas.

As a member of our Financial Team, you must:

- Act honestly, ethically and fairly, avoiding actual or apparent conflicts of interest. If there is even the potential for conflict or ambiguity between what is and is not permitted, the conduct in question must be avoided.
- Act in compliance with all applicable governmental laws, rules and regulations in each jurisdiction to which NVIDIA is subject.
- Act in good faith with integrity, and without misrepresenting or failing to disclose material facts known to you with respect to your financial duties to NVIDIA.
- Communicate information in a clear manner that ensures full, fair, accurate, timely and understandable disclosure in all reports and documents that NVIDIA files with, or submits to, government agencies and in other public communications or develops for internal use.
- Ensure that material information required to be disclosed by NVIDIA in the reports that it files or submits pursuant to applicable law is recorded, processed, summarized and reported, within the time periods specified in applicable law.
- Maintain records that accurately and fairly reflect the transactions and dispositions of NVIDIA assets and assure that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.
- Ensure that NVIDIA's approved business processes, financial policies and internal controls related to financial reporting are followed by NVIDIA personnel and NVIDIA-retained consultants, including a duty to report any perceived deficiencies in or suspected violations of the same.
- Take appropriate measures to safeguard NVIDIA's assets from misappropriation, embezzlement or impairment and to properly validate any disbursements of cash or transfers of such assets prior to any disbursement or transfer.

- NOT directly or indirectly, make or cause to be made, a materially false or misleading statement regarding business processes, financial policies and internal controls related to financial reporting.
- NOT omit material facts or make misleading statements to an accountant in connection with an audit of NVIDIA's financial statements or the preparation or filing of any document to be filed with the SEC or any other similar regulatory entity worldwide;
- NOT directly or indirectly take any action to fraudulently influence, coerce, manipulate, or mislead any independent registered public accounting firm engaged in the performance of an audit or review of the financial statements of NVIDIA that are required to be filed with the SEC or any other similar regulatory entity worldwide if that person knew, or was unreasonable in not knowing, that such action could result in rendering such financial statements materially misleading.

If a member of the Financial Team violates this Financial Team Code, he or she may be subject to disciplinary action up to and including termination of employment.

If a member of our Financial Team becomes aware of any suspected or known violations of this Financial Team Code, he or she has a duty to promptly report such concerns, anonymously or not, either to his or her manager or local human resource representative or through our Speak Up Weblines or Hotline. No person who in good faith reports a violation, or suspected violation, of this Financial Team Code shall be retaliated against. To file a report using the Speak Up lines, go to NVINFO and follow the directions under the "Violations of our Codes" link. All reports will be reviewed and subject to internal investigation by the Compliance Committee or the Audit Committee.

It is NVIDIA's intention that this Financial Team Code be its written code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002 complying with the standards set forth in SEC Regulation S-K Item 406. Each member of the Finance Team will be responsible for certifying no less frequently than annually that they agree to the above Financial Team Code.