

**NVIDIA Corporation**  
**Financial Team Code**  
**Adopted February 27, 2003**  
**Amended and Restated on January 25, 2011**

This Financial Team Code sets forth principles adopted by NVIDIA Corporation to engender the highest confidence in its financial reporting, underlying systems of internal controls and its financial employees, so as to ensure its compliance with the high standards of financial accounting and reporting. Our board of directors, chief executive officer, chief financial officer, controller, and members of our finance, accounting, tax and treasury departments, and our other officers (collectively, the "**Financial Team**"), throughout the world are expected to abide by this Financial Team Code as well as all applicable NVIDIA business conduct standards and policies or guidelines, including our Code. This Financial Team Code applies to all entities of NVIDIA Corporation worldwide, including its subsidiaries, joint ventures, affiliated entities and branch and representative offices (the "**Company**" or "**NVIDIA**"). This Financial Team Code is not a list of all acceptable and unacceptable actions, but does set forth NVIDIA's position in several important areas.

**Our Financial Team will act honestly and ethically and in compliance with all applicable laws and avoid actual or apparent conflicts of interest.**

In every area of behavior, our Financial Team should act honestly, ethically and fairly, avoiding actual or apparent conflicts of interest in their personal and professional relationships. If there is even the potential for conflict or ambiguity between what is and is not permitted, the conduct in question should be avoided.

Our Financial Team must also act in compliance with all applicable governmental laws, rules and regulations in each jurisdiction to which the Company is subject.

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

Our Financial Team must act in good faith, responsibly, with integrity, due care, competence and diligence and without misrepresenting material facts or failing to disclose material facts known to them with respect to their financial duties to the Company.

Our Financial Team has a duty to ensure that information required to be disclosed by the Company 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.

Our Financial Team has a duty to maintain records that accurately and fairly reflect the transactions and dispositions of the assets of the Company and to assure that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.

Our Financial Team must communicate information in a clear manner that ensures full, fair, accurate, timely and understandable disclosure in all reports and documents that the Company files with, or submits to, government agencies and in other public communications or develops for internal use.

**Our Financial Team shall ensure that the Company's processes are followed by Company personnel.**

Our Financial Team has a duty to assure that our business dealings with outside parties, including customer quotations for business, purchase commitments, employment offers and the like have been properly approved prior to any actual quotation, commitment or offer being made. Additionally, our

Financial Team has a duty to ensure that the Company's approved business processes and internal controls are followed by Company personnel and Company-retained consultants, including a duty to report any perceived deficiencies in or suspected violations of the same.

**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 an 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.

**Our Financial Team has a duty to safeguard our assets.**

Our Financial Team has a duty 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.

**Our Financial Team has a duty to promptly report violations of this Financial Team Code and is accountable for adherence to this Financial Team Code.**

If you violate this Financial Team Code, you will be subject to disciplinary action, including termination of employment.

If you are aware of any suspected or known violations of this Financial Team Code you have a duty to promptly report such concerns either to your manager or your 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, you should go to NVINFO and follow the directions under the "Violations of our Codes" link. You may remain anonymous if you chose to do so. All reports of such violations or suspected violations will be reviewed and subject to internal investigation by the Compliance Committee and/or

other appropriate employees and third parties as may be designated by the Compliance Committee, the Nominating and Corporate Governance 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.