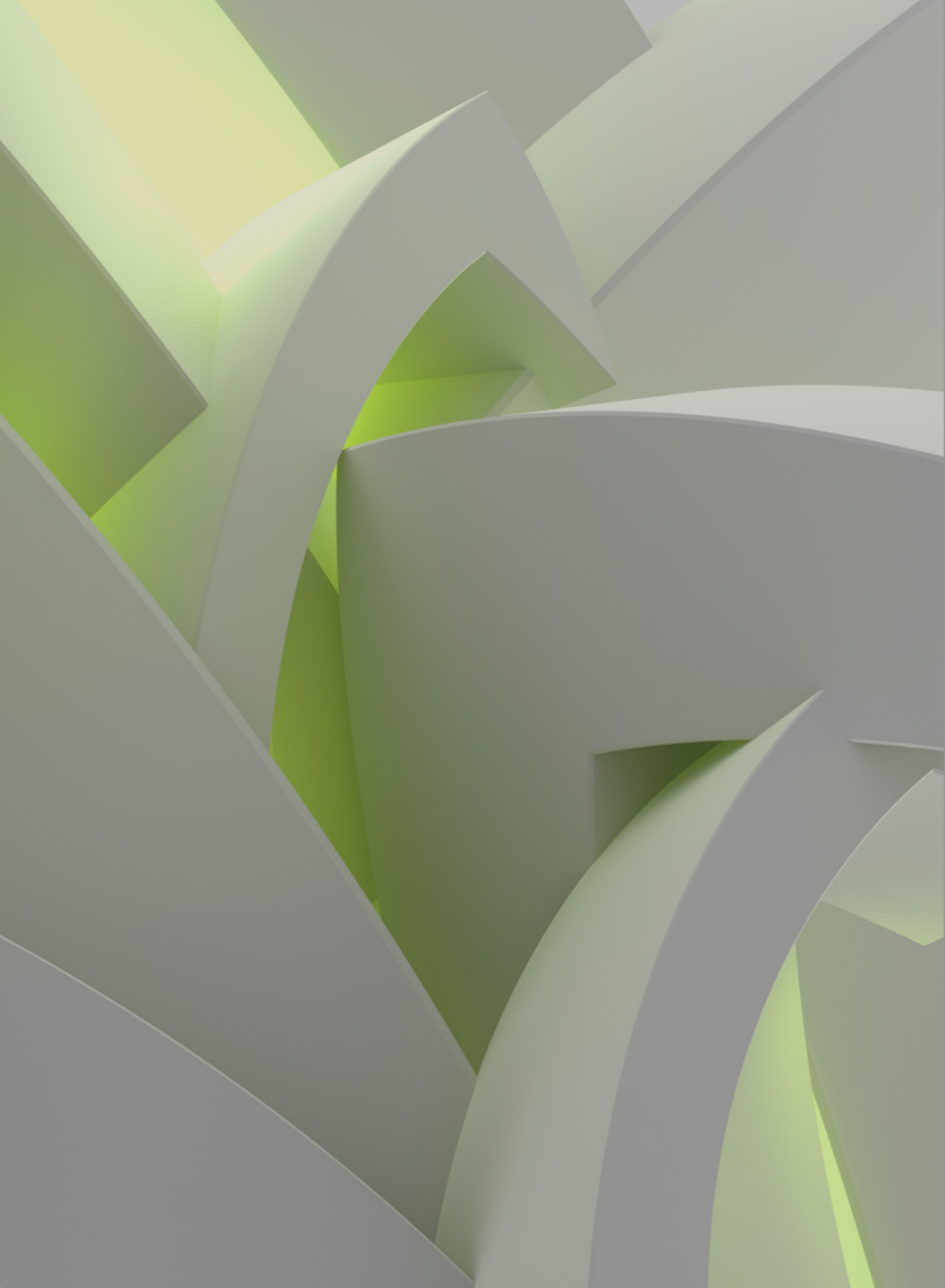




# OUR CODE

**CREATING A PRINCIPLED WORKPLACE**



We often talk about executing at speed of light, building winning products and capturing market share. But what is centrally important to our continued success is personal integrity. From NVIDIA's beginnings, we've always recognized that long-term success relies on sound ethics and the shared responsibilities that bind us together.



LETTER FROM  
JENSEN

Dear Fellow Employees,

NVIDIA creates amazing products at astonishing speed.

As the inventor of the GPU, we delight consumers, and enable technologists to work more efficiently. We pioneer jaw-dropping products that illustrate why *Fortune* magazine has ranked NVIDIA as #1 in innovation in the semiconductor industry for two years in a row.

Innovation is what happens when invention and creativity connect with market needs – oftentimes when a customer can't yet express this need. We created many wonderful innovations this year.

NVIDIA 3D Vision brought startling depth to an otherwise flat screen. Virtual worlds come alive using PhysX to simulate realistic physical properties on our GPUs. CUDA, our revolutionary parallel GPU computing architecture, accelerates compute-intensive applications by up to hundreds of times. Our ION GPU combines with the smallest of CPUs to deliver a wonderful computing experience, shining a spotlight on our vision that the GPU is the soul of the modern computer. And Tegra positions us at the epicenter of the mobile computing revolution.

Our ability to invent – and repeatedly re-invent – the future of computer graphics stems from our extraordinary people from countless backgrounds, working together as one team. We challenge employees to innovate, to communicate directly and openly, to take risks, to be intellectually honest and to pursue the highest standards in their work.

These core values – particularly the value of being one team – were much in evidence as we took recent swift, decisive action to address what is likely to be a prolonged market downturn. All of you gave full support when we announced plans to delay our new campus, put forward pay cuts and eliminated benefits like our tradition of free lunches. As we pared back projects and found ways to reduce waste across the company, the response reflected the great people and culture we have.

The bedrock of our culture is impeccable integrity. This is the expectation that each of us operates at the highest ethical standard, placing the interest of the company first, our colleagues second and ourselves third.

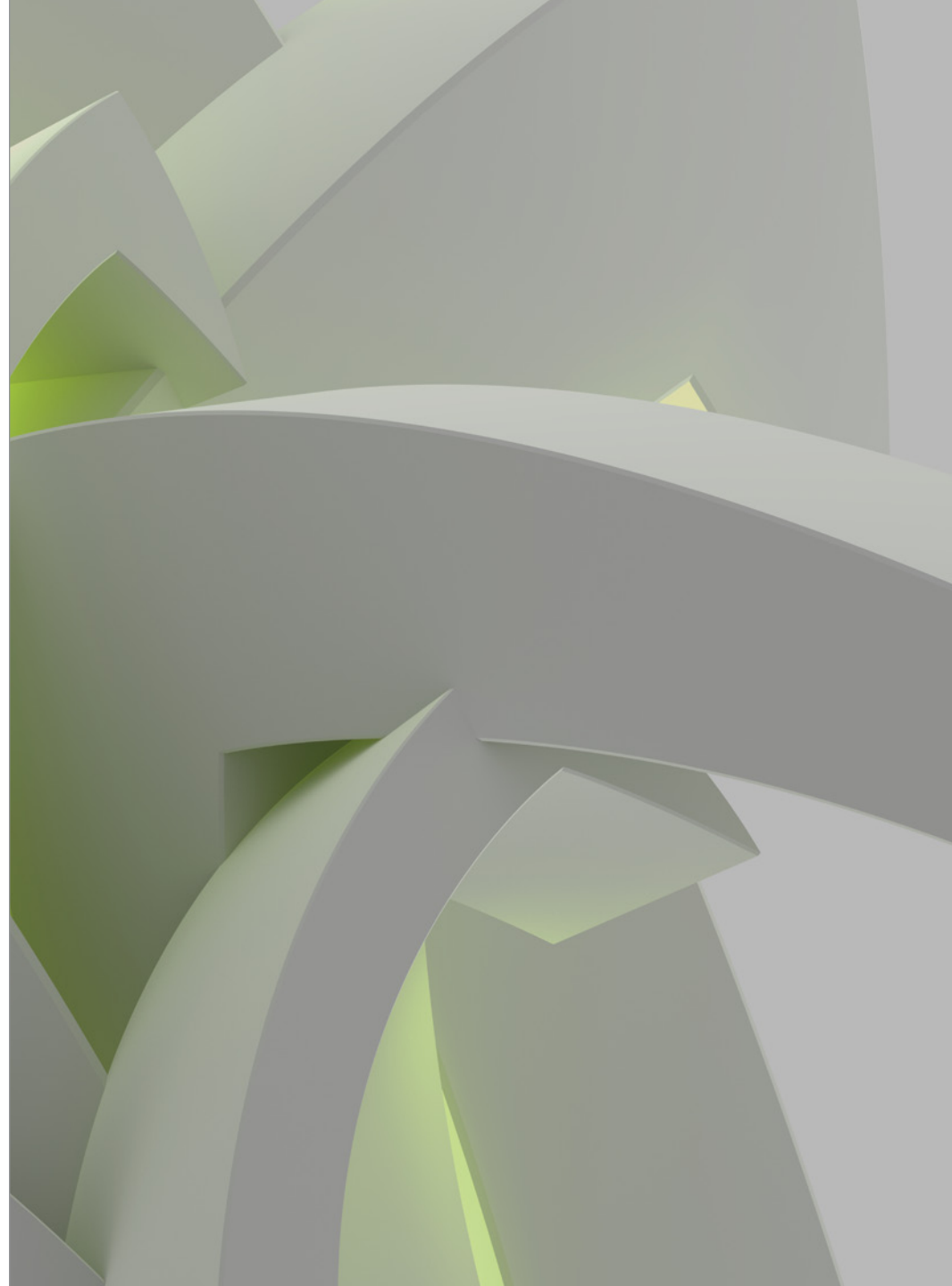
It's important for you to familiarize yourself with **Our Code**, which sets out the standards guiding our professional relationships. It describes the principles that apply to how we act toward customers, competitors, partners, vendors, government regulators, stockholders, fellow employees, as well as the community at large. These standards have driven our past success and will help determine our future.

In everything we do, we must act honestly, ethically, fairly, legally, and in a manner in which all of NVIDIA can take pride. We don't do this simply because we'd get in trouble if we didn't. We do it because honest and ethical dealings have been, and will remain, fundamental to our long-term success. **Our Code** forms the basis of our culture and what it means to be part of NVIDIA.

It's a great privilege for me to build this amazing company with you. Our past achievements position us as the driving force behind some of the most important changes in the computer industry. By dedicating ourselves to **Our Code** and continuing to nurture our core values, we will build NVIDIA into one of the most important and admired technology companies in the world.



Jen-Hsun Huang  
Co-Founder and CEO





## OUR RESPONSIBILITIES

# TO EACH OTHER

### DELIVERING VALUE

NVIDIA's ability to deliver value to ourselves and our shareholders is ultimately dependent on us creating innovative products that positively transform our customers' computing experience. And we always position and market our products to maintain the value of our innovation, brands and trademarks.

### UPHOLDING CONFIDENTIALITY

As a public technology company in a highly competitive market, NVIDIA's most valuable asset is information: information about what we create and how we do it; information about our business plans and strategies; information about our people and organizations; and information about our corporate finances. To safeguard our position in the market we must not only safeguard this proprietary information, but when we choose to release it, we must ensure that we are positioning NVIDIA and our products properly.

We keep documents, e-mails, and other information confidential and only disseminate it outside of NVIDIA when required for business reasons. Except for authorized NVIDIA spokespersons, employees should not communicate with the press or in public forums about NVIDIA. If you are unsure whether information may be disclosed, ask your manager or seek advice from the Legal Department.

### AVOIDING CONFLICTS OF INTEREST

As a publicly held corporation, we at NVIDIA have a duty to our stockholders to always act for the corporate good and not for personal benefit.

We do not enter into situations where our actions might create a conflict, either actual or potential, between personal gain and NVIDIA obligations. If such conflicts of interest arise, we must immediately remove ourselves from any decision-making in the matter and let others decide on behalf of NVIDIA. Potential conflicts include, but are not limited to, personnel decisions regarding fellow employees with whom we have a personal relationship and situations where we or our family members have a significant financial stake or employment relationship with organizations seeking to do business or competing with NVIDIA.

### PROMOTING DIVERSITY

NVIDIA is a global corporation with a talented and passionate workforce comprising people from all walks of life. We are a creative and innovative company and the diverse backgrounds and experiences of our employees are among our greatest corporate strengths. Creativity and innovation flourish in environments

of openness and mutual respect. Excluding or limiting a person because of some arbitrary factor would only limit our corporate potential and make us more vulnerable to our competition.

At NVIDIA, we treat each individual fairly. We do not tolerate discrimination against any individual on the basis of any non-performance-related characteristic. These characteristics include race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status, disability, and other protected characteristics. We do not consider these factors when making decisions regarding recruiting, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development. This policy of non-discrimination is not limited to employees and potential employees, but extends to how we treat our partners, investors, customers, and fellow community members as well.

#### **TREATING EACH OTHER WITH RESPECT**

Our performance is directly impacted by how we are treated as individuals. We cannot generate the passion or creativity NVIDIA needs to compete unless we create an environment that fosters respect and where every employee and partner is treated as a valued contributor.

We treat each individual with respect and strive to create a work environment where all feel welcome to contribute. We do not tolerate any actions, words, or gestures that might be perceived as abusive or harmful to others or that create or foster an offensive or hostile work environment, including, but not limited to, offensive conduct, derogatory jokes or comments, or unwanted sexual advances. This standard applies to our relations with customers, partners, coworkers, and fellow community members around the world.

#### **CREATING A SAFE WORK ENVIRONMENT**

Our most immediate obligation is to the safety and health of our employees, those visiting our premises, and those with whom we are doing business. We owe it to each other to create and maintain a safe workplace.

We know and follow established safety procedures, regulations, and safe work practices. We come to work free of the influence of alcohol and drugs. We do not bring firearms, incendiary devices, or other weapons onto NVIDIA premises or while conducting NVIDIA business. And when we discover an unsafe condition, we act immediately to correct and report it.



## OUR RESPONSIBILITIES

# TO OUR CUSTOMERS & PARTNERS

### FOSTERING PARTNERSHIPS

NVIDIA's success is dependent on our developing long-term partnerships with the customers and companies with whom we do business.

We enter into partnerships committed to promoting our partners' interests as well as our own. We never sacrifice a long-term relationship for a short-term gain and we never take undue advantage of a business relationship.

### RESPECTING INTELLECTUAL PROPERTY

As a technology company, we recognize that our lifeblood is intellectual property: patents, copyrights, trade secrets, and trademarks. If we want others to respect our intellectual property, we must do the same in return.

We respect the intellectual property of others. When we use patents and copyrighted material belonging to others, we obtain the proper licenses and permissions. When we cite the trademarks of others, we use them in accordance with any applicable license or permission provided by the owners. We do not use NVIDIA networks, computers, or other resources to acquire, share, or store copyrighted material that is not properly licensed.

### MAINTAINING NONDISCLOSURE

Just as we keep our own proprietary information confidential, we must also treat as confidential the proprietary information of those we do business with.

We maintain the proprietary information of our business partners with the same protection we devote to our own. We do not publicly disclose such information without the express permission of the owner.

### ACCEPTING GIFTS

Maintenance of long-term relationships requires that we act in a way that does not create conflicts of interest or ethical concerns for our partners.

We at NVIDIA never place a partner, customer, or government official in an ethically challenging position. We do not give, request, or accept gifts of material value (generally anything over US\$100). The giving or exchange of gifts is perfectly acceptable in many business and cultural contexts, but such gifts should be of a value that would not be perceived as an attempt to compromise the integrity of ourselves, our partners, customers, or government officials. We do not offer, request, or accept personal payments or items of any value in return for business or favorable consideration. Regardless of where in the world we are working, we maintain full compliance with the US Foreign Corrupt Practices Act.



OUR RESPONSIBILITIES

TO THE COMMUNITY

**SECURING COMPETITIVE INFORMATION**

Free and open markets serve all in the community and only serve to make us and our products better over the long run.

At NVIDIA, we do not engage in activities that would limit competition in the marketplace or which might violate antitrust laws. We gather competitive information with care, seeking only information that is publicly available. We conduct all our internal discussions, deliberations, and activities as if they were completely in the public view.

**COMPLYING WITH APPLICABLE LAWS**

We obey and comply with all laws and regulations that apply to us in the communities in which NVIDIA does business. But this legal compliance is simply the baseline, establishing the minimum that we must do. We always comport ourselves in accordance with the highest ethical standards, and the principles of this code, whether or not there is a legal requirement to do so.

In addition to adhering to local regulations, we always comply with the US Foreign Corrupt Practices Act and US export control regulations regardless of the country in which we are operating.

**TRADING SECURITIES**

As we are a public company, the general public can invest in NVIDIA. We must not violate this trust by using non-public information to our personal advantage. To do so would eventually reduce the value of NVIDIA stock for all investors, including ourselves.

We do not use our privileged positions from within the company to benefit at the expense of other shareholders. We do not trade NVIDIA stock when we are in possession of material, non-public information that could affect its value. We do not discuss material, non-public information about NVIDIA with anyone outside the company. We do not make recommendations to anyone regarding the buying, selling, or holding of NVIDIA stock. We do not buy or sell NVIDIA stock outside of designated trading periods, nor do we trade in derivative securities of NVIDIA, purchase NVIDIA stock on margin, or short sell NVIDIA stock.

**IMPROVING OUR COMMUNITIES**

NVIDIA's success is due in large part to the benefits, both tangible and intangible, we derive from membership in larger communities, local, national, and global. We seek to return these benefits, both as a corporate entity and by encouraging employees to take an active part in their communities.

We are committed to benefitting the communities in which we live and work. As a corporation we work with and contribute to charitable and community organizations. We encourage employees to become individually engaged in community organizations, charities, and political activities as their conscience and desires dictate.

### **CONSERVING THE ENVIRONMENT**

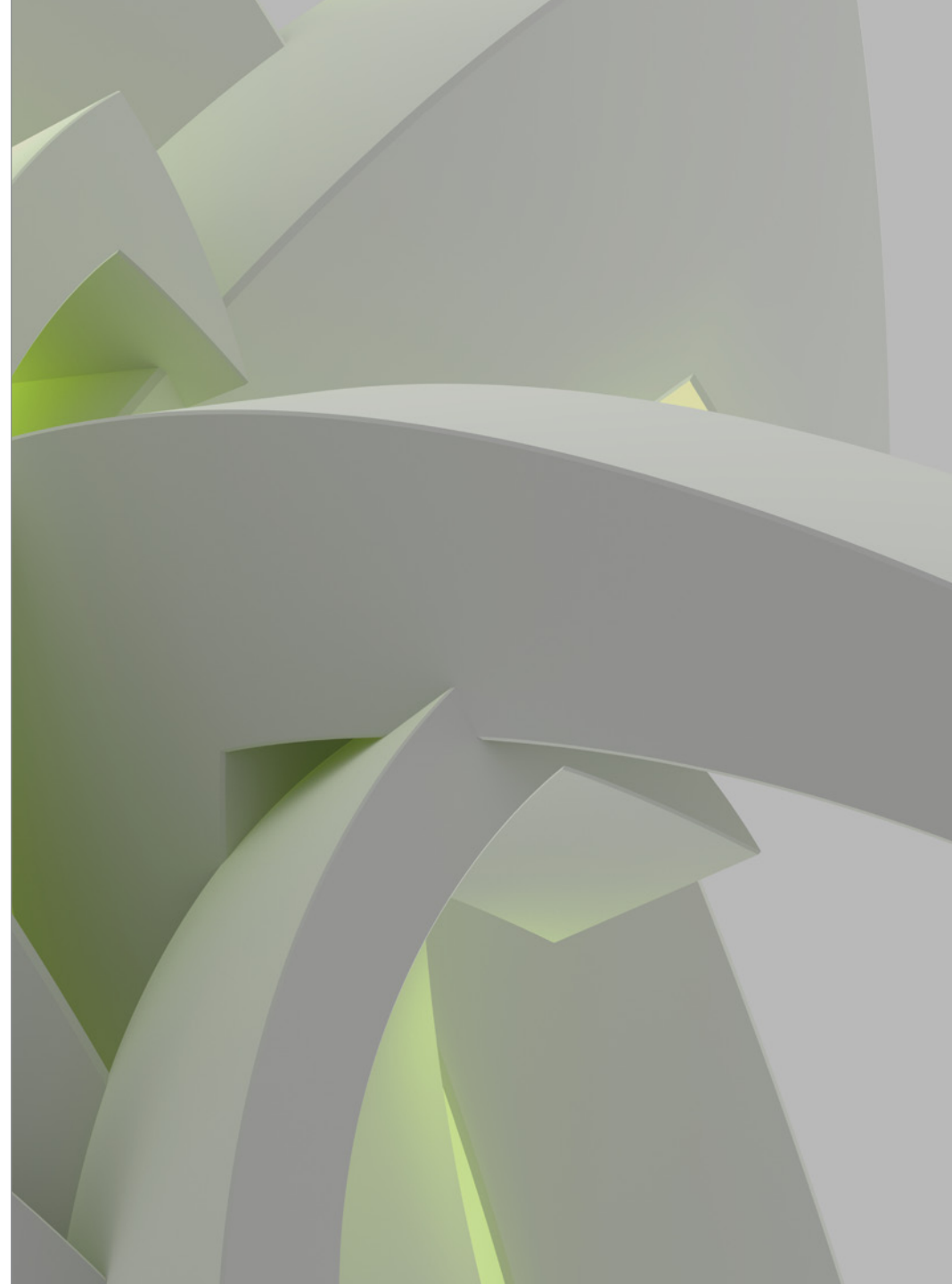
Our logo is not the only thing green about NVIDIA. We are dedicated to preserving the environment and conducting all our activities in an environmentally sustainable manner. We have only one planet Earth and we are committed to being good stewards of our environment.

We constantly strive to reduce the environmental impact of our activities. We work with our partners, especially our manufacturing partners, to create our products in the most environmentally friendly manner feasible. We actively promote the use of environmentally friendly products and services, recycling and reuse of resources, and work to prevent or reduce pollution caused by our activities. All our activities are undertaken in full compliance with applicable environmental legislation and regulations.

### **ENGAGING IN POLITICAL ACTIVITIES**

Individual participation in the political process makes the community stronger and builds the common good. As a corporation, however, NVIDIA only seeks to affect government action on issues and areas that directly impact our business.

We encourage employees to involve themselves in political issues and campaigns as their consciences and beliefs dictate, but such involvement must be on an individual basis. Employees should not portray themselves as representing NVIDIA when engaged in political activities and should not do so during working hours or while using NVIDIA facilities. As a corporation, NVIDIA seeks to influence legislation or government action only through specifically authorized and legally compliant lobbying activities.





## USING THIS CODE AND REPORTING VIOLATIONS

It is impossible to spell out every possible ethical scenario we might face, so we rely on one another's good judgment to uphold and apply this code. We expect all of us at NVIDIA to be guided by both the letter and the spirit of this code. Often this will mean making judgment calls about situations. When it comes to ethical conduct, we believe in erring on the side of caution. Such judgments may not always be an easy call, so if you are not sure of what to do, ask your manager, human resources representative, or our legal department.

More information and details about specific NVIDIA policies are available on NVINFO. If you have questions about specifics, this should be the first place you turn. If you know of a situation or incident that you feel may violate this code, it is your responsibility to bring it to the attention of your manager, human resources, or our legal department. There the issue will be reviewed and appropriate action taken to correct the situation and ensure further violations do not occur. Failure of any employee to live up to the code, will result in disciplinary action, up to and including termination of employment.

Do not be afraid to speak out. NVIDIA has a strict "no retaliation" policy regarding reports of violation of this code. No adverse action will be brought against someone who makes a complaint, brings a potential violation to the attention of management, or participates or assists in an investigation of a possible violation. Any such retaliation is strictly prohibited and if it is found to have occurred, appropriate disciplinary action will be taken, up to and including termination, against the retaliator. One way to anonymously report potential violations of this code is by using the Legal Risk Committee Tipline on NVINFO > Legal.

But above all, it is our hope that this code is applied aspirationally and positively. It is a standard to strive for, not simply a list of rules to obey. We at NVIDIA live this code every day and its publication is simply to remind us of its importance and to take our values to heart and not for granted.

