



**NVIDIA CORPORATION  
ANNUAL MEETING OF STOCKHOLDERS  
JUNE 2, 2022**

**RULES OF CONDUCT**

We welcome you to the 2022 NVIDIA Annual Meeting of Stockholders. In order to provide a fair, informative and orderly meeting, we ask that you honor the following Rules of Conduct:

- 1) The Chairman of the meeting has the authority to conduct the meeting and rule on any questions or procedural matters. Any action taken by the Chairman will be final and binding on all persons.
- 2) Only stockholders of record as of the close of business on April 4, 2022 and holders of valid legal proxies are entitled to attend, submit questions and vote at the meeting.
- 3) The business matters of the meeting to be conducted are the matters set forth in the Notice of our Annual Meeting and our Definitive Proxy Statement dated April 19, 2022.
- 4) Only those nominations and proposals that have been submitted in accordance with the proxy rules and our Bylaws and are presented properly before the meeting will be voted upon. In accordance with our Bylaws, no nominations or stockholder proposals will be accepted from the floor.
- 5) If you voted your shares within the deadline provided on your proxy card or voting instruction form, there is no need to vote those shares during the Annual Meeting unless you wish to revoke or change your vote.
- 6) We welcome questions from stockholders. After the conclusion of the meeting procedures, we will conduct a question and answer session.

You may submit questions in advance through our pre-meeting forum located at [www.proxyvote.com](http://www.proxyvote.com) (using the Control Number included on your Notice or printed proxy card), as well as during the meeting at [www.virtualshareholdermeeting.com/NVDA2022](http://www.virtualshareholdermeeting.com/NVDA2022).

We will answer as many stockholder-submitted questions which are related to the business of the meeting as time permits. To promote fairness to all stockholders and efficient use of the company's resources, please limit yourself to one question.

- 7) Stockholders' views, constructive comments, and criticisms are welcome, but the Chairman will not address questions that:
  - a. are not relevant or pertinent to the business of NVIDIA;
  - b. are not a matter of interest to stockholders generally;
  - c. are related to material non-public information of NVIDIA;
  - d. are related to pending or threatened litigation or investigations;
  - e. are in furtherance of a stockholder's personal or business interests;
  - f. are repetitious of statements made by another stockholder;
  - g. are related to personal grievances;
  - h. include derogatory references to individuals or are otherwise in bad taste; or
  - i. are out of order or not otherwise suitable for the conduct of the meeting as determined by the Chairman in his reasonable judgment.

Additionally, the Chairman will stop discussions relating to proposals that were not previously submitted properly under SEC Rule 14a-8 or in accordance with NVIDIA's advance notice Bylaw provisions.

- 8) As soon as practicable following the meeting, we will publish and answer questions received, if pertinent to Company business, on our Investor Relations website. We intend to group questions and answers by topic and substantially similar questions will be answered only once. The company will not summarize or answer any questions that do not follow these rules of conduct.
- 9) The meeting is not to be used as a forum to present general, economic, political or other views that are not directly related to the business of NVIDIA or for matters of individual concern. Such matters or any unanswered questions may be raised separately after the meeting by contacting NVIDIA's Investor Relations team at [shareholdermeeting@nvidia.com](mailto:shareholdermeeting@nvidia.com).
- 10) If we encounter any technical difficulties or other significant problem that disrupts the meeting, the Chair may adjourn, recess, or expedite the meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.
- 11) If you have difficulty accessing the meeting, please refer to the Q&A on your screen to reach technical support. Technicians will be available to assist you.
- 12) NVIDIA will record the meeting and a replay will be available on our Investor Relations website shortly after the meeting is concluded. Any other recording or rebroadcast of the meeting is prohibited.

The violation of any of these rules will be considered cause for removal from the meeting. Thank you for your cooperation and your participation in NVIDIA's 2022 Annual Meeting of Stockholders.