

ANTI-CORRUPTION POLICY

Policy Purpose | Applicability

We do not tolerate bribery or corruption in our business. We have implemented this Policy to help promote and facilitate compliance with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), U.S. commercial bribery laws, U.S. domestic bribery laws, the UK Bribery Act and all other anti-corruption laws and regulations applicable to NVIDIA’s business worldwide.

This Policy applies to the board of directors and employees of NVIDIA and its subsidiaries. We expect all third parties that work on our behalf to comply with the principles contained in this Policy.

Policy Statement | Responsibilities

ANTI-CORRUPTION PROHIBITIONS

This Policy prohibits promising, offering, providing, or authorizing the provision of money or anything of value (defined below), directly or indirectly through a third party, to:

- (i) influence any act or decision of the recipient in his/her official capacity;
- (ii) induce the recipient to do or omit to do any act in violation of his/her lawful duty;
- (iii) induce the recipient to influence any act or decision of a government or instrumentality of a government; or
- (iv) secure any improper advantage to obtain, retain, or direct regulatory approvals, contracts, business, or other benefits.

By way of example, unless part of an approved company program, you are prohibited from offering or providing Anything of Value in order to achieve:

- (i) the award of a sales contract, sponsorship opportunity, or other business;
- (ii) the issuance or renewal of a concession, license, or business, or other permit or registration;
- (iii) the successful filing of a patent or trademark application;
- (iv) a reduction in duties or other taxes;
- (v) the purchase of land or other assets;
- (vi) the avoidance of inspections;
- (vii) a favorable inspection result or court decision; or
- (viii) the grant of some other advantage.

“Anything of value” means literally anything, whether tangible or intangible, that is of more than nominal value to the recipient. Examples include: (i) cash and cash equivalents; (ii) items with inherent value such as jewelry, computer equipment, electronics, vehicles, and appliances; (iii) travel (airfare, lodging, etc.); (iv) services such as gardening, home repair, and consulting services; and (v) employment opportunities, including unpaid internships. The phrase “directly or indirectly” means that the prohibited giving of things of value may not be made directly by a NVIDIA employee nor indirectly by a third party acting at NVIDIA’s direction or with NVIDIA’s knowledge. NVIDIA personnel may not consciously avoid knowing about such giving by a third party. “Personal Favors” means the personal favor, use, or assistance which is given with the value that may lead to [ANTI-CORRUPTION PROHIBITIONS](#) under this Policy.

ACCOUNTING REQUIREMENTS – ACCURATE BOOKS AND RECORDS

NVIDIA is legally required to maintain books, records, and accounts, which accurately and fairly reflect NVIDIA’s transactions, expenses, and asset dispositions. NVIDIA is also legally required to maintain a system of internal accounting controls that ensures transactions are transparent, properly authorized by management, and properly executed, and accurately and truthfully recorded. You must ensure that you, your colleagues and NVIDIA’s vendors/contractors comply with our internal controls and avoid any form of corrupt activities or expenses. All NVIDIA transactions and all transactions must be recorded



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completely and accurately in NVIDIA's books and records and comply with [NVIDIA's Business Travel and Expense Policy](#). You must also cooperate with NVIDIA's periodic audits and other efforts to ensure that our internal controls are being observed.

CONFLICTS OF INTEREST/RELATIVES OF OFFICIALS

Actual or potential conflicts of interest can raise corruption concerns. You must disclose any actual or potential conflicts of interest to [NVIDIA-Compliance](#), obtain the appropriate reviews and pre-approvals, and otherwise comply with our [Conflict of Interest Policy](#).

To help avoid a conflict of interest, you are prohibited from soliciting or accepting anything of value from NVIDIA's vendors or other third parties. For example, it is a violation of this Policy to accept gifts from a vendor in exchange for engaging that vendor to perform services for NVIDIA, or to cause NVIDIA to overpay a vendor so that the vendor then shares all or a portion of that overpayment with you.

FACILITATING PAYMENTS

Facilitating or expediting payments are payments to government officials intended to expedite government action to which the party making the payment is entitled. While the FCPA may permit facilitation payments in certain circumstances, they are not permitted under all anti-corruption laws, they are not allowed by NVIDIA, and would violate this Policy. Government agencies, at times, may allow for legitimate payments to be made to the government agency or treasury to expedite services. These official and publicly-disclosed government fees may be paid to a government agency to expedite visas, passports, licenses, or other services, if the payment is made to a government entity (rather than a government official), an official government receipt is collected, and the expense is accurately recorded in NVIDIA's books.

THIRD PARTIES

From time to time, NVIDIA may engage third parties such as agents, consultants, contractors, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, advisors, and other business partners to help conduct its business. NVIDIA requires that all third parties comply with this Policy and all applicable laws and professional standards when conducting business for or on NVIDIA's behalf.

This Policy prohibits NVIDIA and its directors, officers, employees, and anyone else acting on its behalf from providing anything of value to someone to encourage them to do something that they should not do (i.e. bribes), or other improper benefits directly or indirectly through third parties or associated persons, including sub-contractors and family members of third parties. This risk of bribes or other improper benefits may be heightened in cases where third parties interact with government or state-owned entities for or on behalf of NVIDIA.

You and NVIDIA can be held liable under the FCPA and other laws even if you do not expressly authorize a third party to engage in corruption, but they do so anyway. If you have actual knowledge or a firm belief that a person will engage in corruption, and consciously disregard, deliberately ignore, or are willfully blind to the third party's corrupt or improper practices, you could be liable.

You must obtain written approval from NVIDIA's General Counsel before you use or pay any third party responsible for government or customer interactions. Throughout any relationship with a third party, you must monitor their performance to ensure that they do not engage in activities that raise corruption concerns and all payments to third parties must be accurately reported.

GIFTS AND HOSPITALITIES

This Policy prohibits the provision or acceptance of money or anything of value for corrupt or improper purposes.

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However, REASONABLY priced gifts, meals, entertainment, travel, and other benefits provided for non-corrupt business promotion or goodwill purposes may be permissible in certain cases. For instance, a company branded plastic pen, coffee mug or t-shirt will generally not violate the FCPA, but personal favors, a watch, or a vacation is prohibited. Please refer to NVIDIA's [Gifts, Entertainment, and Hospitality Policy](#) for more guidance on this topic.

You must also ensure that the provision of a gift or other benefit does not violate local laws or policies that apply in the country where the recipient of the benefit is located. Some countries impose express limits on the value of the gifts/benefits that a recipient can accept or ban them altogether.

CORPORATE SPONSORSHIPS

Corporate sponsorships are situations where a company pays to participate in or associated with an event, project, program, or institution. Corporate sponsorships must have a legitimate and clearly identifiable business purpose. The purpose of the sponsorship is not to improperly influence any person or entity to secure or maintain an improper business advantage. The sponsorship should cost an amount that is in proportion with the value that the sponsorship is expected to provide. The sponsorship fees should be paid to an entity, rather than to an individual and tracked in applicable budgets, so that the business, legal, and compliance have ongoing visibility. To the extent that a sponsorship situation involves using company funds for gifts, hospitality, or travel, such amenities must be consistent with our [Gifts, Entertainment, and Hospitality Policy](#). Any corporate sponsorship with, or paid to, a non-US government or state-owned entity shall be reviewed by [Corporate Legal](#).

EXCEPTIONS

Any exceptions to this Policy must be approved in writing by the General Counsel or the General Counsel's designee.

COMPLIANCE | VIOLATIONS and CONSEQUENCES

Violations of this Policy, including not obtaining the required pre-approvals, may result in corrective or disciplinary action, up to and including termination of employment, and for third parties, violations of this Policy may also include termination of such relationships. Additionally, a violation of this Policy could result in criminal liability for NVIDIA and any employees and third parties involved, as well as other collateral consequences such as suspension or debarment from government contracts, the loss of U.S. export privileges, and other consequences.

Speak Up | Reporting Concerns

If you are aware of a situation that may violate this Policy, please report the incident to your immediate supervisor, [Employee Resource Center](#), or to [NVIDIA-Compliance](#). Reports may also be submitted anonymously by using NVIDIA's Speak Up system through EthicsPoint at 1-866-295-3993 (for the U.S.) or via the web [here](#). If you suspect that an NVIDIA third party may be engaging in improper business or accounting practices, you are expected to report your concern to [NVIDIA-Compliance](#) or to NVIDIA's Speak Up system. When reporting a concern, we encourage you to consider revealing your identity so that we can properly follow up and investigate alleged violations. NVIDIA will ensure that appropriate confidentiality measures are taken and will not retaliate against anyone, who in good faith, reports a concern or cooperates with an investigation, even when allegations are found to be unsubstantiated.

Resources | Questions

If you have any questions about any aspects of this Policy, you are encouraged to contact [NVIDIA-Compliance](#).

- > [Our Code](#)
- > [Gifts, Entertainment, and Hospitality Policy](#)
- > [NVIDIA's Business Travel and Expense Policy](#)
- > [Conflict of Interest Policy](#)