

# NVIDIA CORPORATION

## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS Amended and Restated January 15, 2004

### I. PURPOSE

The purpose of the Committee shall be to (i) identify, review, evaluate and recommend candidates to serve as directors of the Company; (ii) evaluate and recommend Board members to serve as members and chairpersons of Board committees; (iii) assess the performance of the Board and its committees; and (iv) review the Company's corporate governance functions on behalf of the Board.

### II. COMPOSITION AND MEETINGS

**A. Composition.** The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of NVIDIA Corporation, a Delaware corporation (the "Company"), shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board of Directors, in accordance with the applicable independence requirements of The Nasdaq Stock Market ("Nasdaq") and the rules and regulations of the Securities and Exchange Commission ("SEC"). The members of the Committee and the Committee chairperson shall be appointed by the Board.

**B. Meetings.** The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. The President, Chief Executive Officer and Chairman of the Board (if so designated) may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.

**C. Minutes and Reports.** Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.

### III. FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary activities or to delegate such power and authority to one or more subcommittees of the Committee:

**A. Director Nominations.** The Committee has the primary responsibility for establishing criteria for Board membership and identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of

capabilities, experience, potential conflicts of interest and applicable independence, experience and other SEC and Nasdaq requirements. The Committee shall also have the primary responsibility annually for evaluating, reviewing and considering all recommendations for nominations of directors for election to the Board as well as monitoring the size of the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee.

**B. Board Committee Nominations.** The Committee, after due consideration of the capabilities, independence and experience of the individual directors and independence, experience and other requirements of Nasdaq and the SEC, shall recommend to the entire Board annually the chairmanship and membership of each committee.

**C. Board Assessment.** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment includes evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board and committee composition and makeup, including the reelection of current Board members.

**D. Corporate Governance Principles.** The Committee shall develop a set of corporate governance principles to be applicable to the Company and the Board, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.

**E. Report to Stockholders.** The Committee shall prepare any report or other disclosure as may be required in the Company's proxy statement pursuant to applicable law.

**F. Charter.** The Committee shall periodically review and assess the adequacy of its charter and make any recommendations to the Board it deems appropriate.

**G. Resources and Authority.** The Committee shall be authorized to access such internal and, in consultation with senior management, external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such third parties. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.