

OUR  
CODE



# A LETTER FROM JENSEN

We are building one of the world's great technology companies. NVIDIA is a "learning machine" that constantly evolves by seeking challenging opportunities that matter to the world, and that only we can solve. We attract the world's best people, so we can achieve our highest aim: building a company that lets us do our life's work, at the highest level of our craft.

The computing platforms we build are loved by the most demanding computer users—gamers, designers, and scientists. They seek us out because they need the supercharged form of computing that we pioneered—GPU computing. We've evolved the GPU from a 3D graphics chip into the computer brain at the epicenter of the industry's most promising endeavors: artificial intelligence, self-driving cars, intelligent robots, virtual reality.

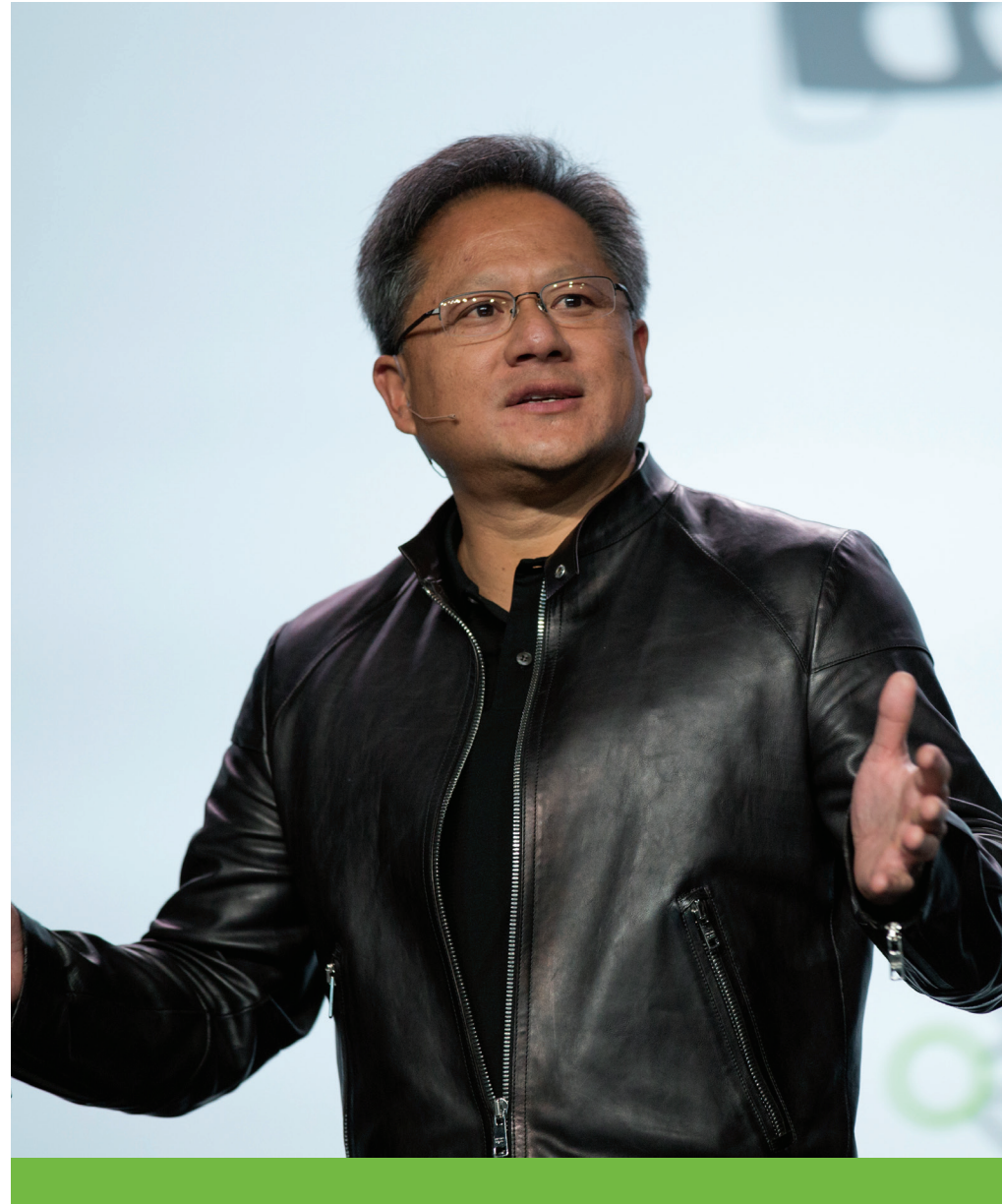
We are inventing the future. Our people and our culture make our achievements possible. We attract the best minds in the industry. People from diverse backgrounds, who work as one team. People with a passion for craftsmanship, who build amazing things. We challenge the status quo and innovate beyond boundaries. We embrace failure as a vital part of learning. We work with speed and agility, testing ourselves against first principles—and holding ourselves to the highest standards of excellence.

Review Our Code. It's a guide to how we conduct ourselves in our professional relationships. It describes the principles that apply to how we act toward customers, partners, competitors, vendors, government regulators, stockholders, fellow employees, as well as the community at large. In everything we do, we must act in a manner in which all of NVIDIA can take pride.

We've built a one-of-a-kind company. What we make allows the Einsteins and da Vincis of our time to do their life's work—pioneering discoveries that are profoundly changing our world. By dedicating ourselves to Our Code, and nurturing our core values, we will continue to demonstrate why NVIDIA is one of the world's most important—and admired—technology companies, making an impact in ways that only we can.



**Jensen Huang**  
CEO and Founder



# NVIDIA'S CORE VALUES



## INNOVATION

**Dream big, start small. Take risks, learn fast.**

We make things that delight customers and raise industry standards. We encourage employees to innovate, guided by first principles, not consensus. We know our path to discovery will be paved with mistakes. We anticipate and avoid the ones we can. We accept, learn from, and share the ones that occur. This allows us to invent things the world doesn't even know it needs, and by doing so, invent the future.



## INTELLECTUAL HONESTY

**Seek truth, learn from mistakes, share learnings.**

We operate at the highest ethical standards. We seek to accurately know ourselves and our capabilities—acknowledging our weaknesses and learning from our mistakes. The sharpest understanding of reality improves our work. Identifying the origins of mistakes is not about blame. It is essential to learning and constant improvement. We say what we believe, and have the courage to act on it.



## SPEED AND AGILITY

**Learn, adapt, shape the world.**

We are alert and constantly learning, and adjust course to align to new realities. This lets us create groundbreaking products at astonishing speed. No politics, no hierarchy stands in the way of inventing the future.



## EXCELLENCE AND DETERMINATION

**Maintain the highest standards.**

We hire extraordinarily talented individuals across the globe, people determined to make a difference. We challenge ourselves to do our best work. We measure ourselves not against the competition, but against perfection—we call it the speed-of-light test. We are not deterred by lengthy endeavors if they are worthy. We are playing a long game.



## ONE TEAM

**Do what's best for the company.**

We foster an environment of transparency, openness, and sharing information. One that motivates our employees, and empowers them to work as a single integrated team. We disagree openly and directly because conflict is essential to resolving differences, improving ideas, and achieving alignment. Our focus is on substance, not on style. By putting the interests of the company before our own, we can more easily accomplish NVIDIA's vision.

# FOLLOWING OUR CODE

Every NVIDIA employee and board member is expected to read, understand, and comply with Our Code.

We expect all third parties we do business with, including consultants, contractors, and other service providers, to act in a manner consistent with Our Code.

Our Code provides high-level guidance on our core values. It's impossible to spell out every ethical scenario we might face, so we rely on our good judgment and high professional standards to uphold and apply Our Code.

Along with the corporate guidelines and policies linked within Our Code, we also follow the additional policies on NVINFO.

Failing to abide by Our Code, NVIDIA's policies, or applicable law and regulations can lead to disciplinary action, up to and including termination of employment or service.

## Training

We complete training on Our Code upon hire and then every two years.

## Compliance Committee

NVIDIA's Board of Directors has formed a Compliance Committee to ensure ethics concerns are addressed appropriately.

## Waivers

Any waiver of Our Code requires written approval from the Compliance Committee. If the waiver involves a member of the board of directors or executive officer, approval by our board is also required and will be disclosed in line with applicable rules or laws.



# 01

## INTEGRITY AND FAIRNESS

### WE HOLD OURSELVES TO THE HIGHEST STANDARDS IN ALL OUR DEALINGS.

#### We make ethical decisions

- > When we face difficult decisions at NVIDIA, we take the time to consider the implications of our actions regarding the law, Our Code, and other NVIDIA policies.
- > We ask ourselves what the impact would be if our conduct or action became public or came to the attention of colleagues we respect.
- > When it comes to ethical conduct, err on the side of caution. If we're unsure of what to do, we ask our manager, our human resources or legal representative, or NVIDIA-Compliance.
- > Managers at NVIDIA must serve as role models and are expected to provide proper guidance to employees.

#### We do not engage in bribery

- > It's never acceptable to give, receive, or offer a bribe (including cash, gifts, entertainment, or anything of value), or for a third party to do so on our behalf.
- > Offering a bribe can lead to criminal sanctions and financial penalties against NVIDIA or its representatives.
- > We may also be held responsible for the acts of our partners, agents, and representatives.
- > We should be particularly cautious when interacting with government officials or others connected to a government and be aware of our business partners' affiliations with government officials.

Know our key policies and guidelines:

**Anti-Bribery Policy**

**Gift and Entertainment Policy**

**Conflict of Interest Policy**



## We avoid conflicts of interest

- > Make decisions in the best interests of NVIDIA.
- > Avoid situations where our actions might create a conflict—actual or potential—between our personal gain and our obligations to NVIDIA. If such conflicts arise, we immediately remove ourselves from any decision-making role in the matter.

Know our key policies and guidelines:  
**Conflict of Interest Policy**

## We do not limit competition

- > We don't engage in activities that might limit competition or violate antitrust laws.
- > We gather competitive information with care, seeking only data that is publicly available or licensed to us.
- > We conduct our internal discussions, deliberations, and activities as if they were in the public view.

Know our key policies and guidelines:  
**Antitrust and Competition Guidelines**

## We comply with laws governing international trade

- > Our products, services, and technologies must comply with U.S. as well as applicable import and export regulations in all countries where they are delivered.
- > Seek guidance from NVIDIA Global Trade to ensure that these transfers comply with applicable laws.

Know our key policies and guidelines:  
**Trade Compliance Policy**

## We meet our disclosure obligations

- > We are committed to full, fair, accurate, timely, and clear disclosure in reports and documents that we file with or submit to government agencies, as well as in other public communications or in material that we develop for internal use.

Know our key policies and guidelines:  
**Finance Team Code**

## We do not trade on or disclose non-public information

- > We don't trade NVIDIA stock while we are aware of material, non-public information or outside of designated trading periods (unless under a 10b5-1 trading plan).
- > We don't discuss material, non-public information about NVIDIA with anyone outside NVIDIA, or those within NVIDIA without a valid need to know.
- > We don't make recommendations to anyone regarding the buying, selling, or holding of NVIDIA stock.

Know our key policies and guidelines:  
**Insider Trading Policy**  
**Insider Trading FAQ**  
**10b5-1 Trading Plan Guidelines**

## We maintain accurate business records

- > Create business records that are complete, timely, understandable, and reflective of the truth of the underlying transaction or event. Always retain, protect, and dispose of such records according to policy.
- > Email and other electronic communications may be business records. Avoid exaggeration, derogatory language, and other expressions that could be taken out of context or are in violation of company policy.
- > Only sign documents and contracts that we are authorized to sign.

Know our key policies and guidelines:  
**Authorization Matrix**  
**Contract Policy**  
**Business Travel and Expense Policy**  
**Records Retention Policy**  
**Finance Team Code**  
**Finance Policies**





# 02 RESPECT

## WE TREAT ALL PEOPLE INSIDE AND OUTSIDE OF THE COMPANY WITH DIGNITY AND RESPECT.

### We honor human rights

- > We comply with all applicable laws; respect internationally recognized human rights where we operate; and support the rights of employees in our suppliers' operations.
- > We don't engage in child labor, forced, bonded or indentured labor, involuntary prison labor, slavery, trafficking of persons, or physical punishment.
- > We offer competitive wages and benefits worldwide and honor working hours and work weeks that meet or exceed local laws.
- > We respect the right of all workers to form and join trade unions, to bargain collectively, and to engage in peaceful assembly as defined by local laws. We also respect the right of workers to refrain from such activities. We seek employee feedback to promote open communication globally.

Know our key policies and guidelines:

**Combating Trafficking in Persons Policy**

### We treat each other with respect

- > We foster an environment of mutual respect, honesty, and openness, where each employee is treated as a valid contributor.
- > We don't tolerate actions, words, or gestures that are abusive or harmful to others, are intimidating, or create an offensive or hostile work environment. This includes, but is not limited to, offensive conduct, derogatory jokes or comments, or unwanted sexual advances.
- > This standard applies to our relations with customers, partners, co-workers, and fellow community members around the world.

Know our key policies and guidelines:

**Policy Prohibiting Discrimination, Harassment, and Retaliation**

## We promote diversity

- > We treat each individual fairly, and we don't tolerate discrimination or harassment against anyone on the basis of any protected characteristics.
- > We don't consider protected characteristics when making decisions regarding recruiting, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development.
- > Protected characteristics include but are not limited to race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information, or marital status.
- > Our perspectives on diversity extend beyond employees and potential employees to include how we treat our suppliers, partners, investors, customers, and fellow community members.

Know our key policies and guidelines:

**Equal Employment Opportunity Policy**

**Policy Prohibiting Discrimination, Harassment, and Retaliation**

**Gender Identity and Expression in the Workplace**

## We create a safe and secure work environment

- > We know and follow established security and safety protocols, program requirements, regulations, and safe work practices, and we comply with the directions of all security and emergency response personnel.
- > We must not be under the influence of alcohol and or drugs (including medical marijuana) while at work, and we may not bring drugs, firearms, incendiary devices, or other weapons onto NVIDIA premises, or at any time we're conducting NVIDIA business.
- > We don't tolerate threats of any kind, threatening behavior, intimidation, stalking, or acts of violence.
- > We expect our suppliers and partners to comply with all applicable security, environmental, health, and safety laws and standards in their operations.

Know our key policies and guidelines:

**Environment, Health, Safety & Energy Policy**

**Alcohol and Drug Use Policy**

**Smoking Policy**







# 03

## PASSION FOR OUR PRODUCTS AND CUSTOMERS

### WE DELIGHT OUR CUSTOMERS WITH INNOVATIVE PRODUCTS.

#### We provide quality products and services

- > We create innovative products that transform our customers' experience for the better.
- > Our innovation enables NVIDIA to deliver value to our customers, our shareholders, and ourselves.

Know our key policies and guidelines:

**Quality Policy**

#### We foster long-term partnerships

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

#### We respect intellectual property

- > We respect the intellectual property of others, just as we want others to respect ours.
- > We use patents and copyrighted material belonging to others only after obtaining the proper licenses and permissions.
- > We cite others' trademarks in accordance with the owners' guidelines.
- > We don't use NVIDIA networks, computers, or other resources to acquire, share, or store copyrighted material that is not properly licensed.

Know our key policies and guidelines:

**Copyrighted Material Policy**

**Trademark Clearance Policy**

**Use of Third-Party Proprietary Source and Open Source Policy**



## We maintain nondisclosure

- > We treat the proprietary information of our business partners as confidential, just as we do our own.
- > We don't publicly disclose such information without the express permission of its owner.

## We comply with government contracting requirements

- > We provide services and products to governments, which often impose rules that are different from, and more restrictive than, those that apply to purely commercial transactions.
- > We promptly contact the legal department if we receive an inquiry from a government official or agency. Legal will guide us in complying with government inspections, investigations, and requests.
- > We comply with these requirements and view doing business with governments as a special trust and responsibility.

Know our key policies and guidelines:

**U.S. Federal Government Contracting Guidelines**







# 04

## DOING WHAT'S BEST FOR THE COMPANY

### WE ACT AS ONE TEAM TO DO WHAT'S BEST FOR THE COMPANY.

#### We safeguard NVIDIA assets

- > NVIDIA's assets should be used only for ethical and legal purposes that benefit the company and its shareholders, and should not be used to engage in outside commercial activities, illegal activities, or to create, store, or send content that others might find offensive.
- > Spend NVIDIA money only in accordance with applicable policy.
- > Keep personal use of NVIDIA assets to a minimum and avoid any use that might lead to loss or damage, including the introduction of viruses or a breach of IT security.
- > We're responsible for all NVIDIA property or documents issued to us. We must return all such property and documents immediately upon request or upon termination of employment.

Know our key policies and guidelines:

Corporate Purchasing Policy

Personal Data and Information Guide

Cloud Use Guidelines

#### We uphold confidentiality

- > We keep documents, emails, and other information confidential and only disseminate them outside of NVIDIA when required for business reasons and with appropriate confidentiality agreements.
- > When we choose to release information, we must ensure that we do so through the right channels and in a manner that properly protects NVIDIA and our products.

Know our key policies and guidelines:

Personal Data and Information Guide

Cloud Use Guidelines

## We respect privacy and protect personal information

- > We protect the personal information of current and former employees, members of our board of directors, customers, job applicants, online users, business partners, and suppliers.
- > We obtain and use personal information solely for legitimate business purposes in accordance with the applicable privacy policy.
- > We never share this information with a third party or any colleague who doesn't have a need to know.

Know our key policies and guidelines:  
**Personal Data and Information Guide**  
**Cloud Use Guidelines**

## We market our products and services accurately

- > We represent our products and services accurately and truthfully.
- > We always position and market our products to maintain the value of our innovation.
- > We don't create misleading impressions in any advertising, marketing, or sales materials or presentations and don't make false or illegal claims about competitors or their offerings.
- > We protect the NVIDIA brand and its trademarks and only use them in accordance with our policy and with proper authorization.

Know our key policies and guidelines:  
**Copyrighted Material Policy**  
**Trademark Clearance Policy**

## We communicate responsibly with external parties

- > Except for authorized spokespersons, employees may not communicate on behalf of NVIDIA or about NVIDIA's business to the press, analysts, or shareholders or in public forums.
- > Refer any questions from investors or financial analysts to our CFO or Investor Relations department and any questions from the press or other media outlets to our Corporate Communications department.

Know our key policies and guidelines:  
**Regulation FD Policy**  
**Social Media Policy**  
**Insider Trading Policy**  
**Insider Trading FAQ**

## We engage in responsible travel and entertainment

- > Employees who are required to travel on business will be reimbursed for reasonable and appropriate travel and entertainment expenses that are submitted on a timely basis.
- > We strive to minimize expenses while maintaining productivity and safety.

Know our key policies and guidelines:  
**Business Travel and Expense Policy**  
**Gift and Entertainment Policy**







# WE ARE AN ASSET TO EVERY COMMUNITY WHERE WE DO BUSINESS.

## We source products and select suppliers carefully

- > Our commitments to our customers and partners extend to our supply chain.
- > We support the Electronic Industry Citizenship Coalition (EICC), and we have adopted the EICC Code of Conduct.
- > We require our suppliers to comply with the EICC Code of Conduct and align with other internationally recognized standards related to social and environmental responsibility.

Know our key policies and guidelines:  
**Corporate Responsibility Directive**

## We conserve the environment

- > We strive to reduce the environmental impact of our activities—including working with partners, especially those engaged in manufacturing—to create our products in an environmentally friendly manner.
- > We promote the use of environmentally friendly products and services and the recycling and reuse of resources and work to prevent or reduce pollution caused by our activities.
- > We undertake activities in full compliance with applicable environmental legislation and regulations.

Know our key policies and guidelines:  
**Environment, Health, Safety & Energy Policy**  
**Corporate Responsibility Directive**





## We strive to improve our communities

- > As a corporation, we work with and contribute to charitable and community organizations.
- > We encourage our employees to engage in community organizations, charities, and political activities as their conscience and desires dictate.

Know our key policies and guidelines:  
**Corporate Responsibility Directive**

## NVIDIA alone represents the company's rights in the political process

- > We ensure that our individual political views and activities are not viewed as those of NVIDIA. We don't engage in individual political activities during working hours or using NVIDIA facilities.
- > NVIDIA only seeks to affect government action on issues that directly impact our business and only through specifically authorized and legally compliant lobbying activities.



# 06

## REPORTING AND INVESTIGATING CONCERNS

---

WE SPEAK UP IF WE BELIEVE  
SOMEONE IS BEHAVING  
ILLEGALLY OR UNETHICALLY.

### We act when we are aware of misconduct

- > We must report suspected violations of Our Code to a manager, human resources or legal representative, or NVIDIA Compliance, and they must respond and promptly elevate it by emailing NVIDIA Compliance.
- > If we wish to make an anonymous report, we can use the Speak Up Lines and follow the directions under the "Report Code Violations" link.
- > It is a violation of Our Code to knowingly make a false accusation.

### We investigate reports of misconduct

- > The Compliance Committee and its delegates investigate reports of suspected violations of Our Code promptly, thoroughly, and in accordance with our legal obligations.
- > Confidentiality, including the identity of the reporter, is maintained to the extent possible.
- > We may determine that remedial action (such as training, enhanced controls, coaching, or communication) or disciplinary action (including termination of employment) is necessary.



## We cooperate with investigations

- > Unless otherwise provided by law, we're required to cooperate with internal and external investigations and to provide complete, accurate, and truthful information.
- > Our Legal Department responds to litigation or requests from governmental or other external agencies.
- > We never alter or destroy records in response to anticipated or actual litigation, investigations, or audits.
- > We should not discuss an investigation with anyone unless instructed to do so by the investigator.

Know our key policies and guidelines:  
**Records Retention Policy**

## NVIDIA does not retaliate

- > We will take appropriate disciplinary action for any retaliation against someone making a complaint in good faith, bringing a potential violation to the attention of management, or participating or assisting in an investigation.





© 2020 NVIDIA Corporation. All rights reserved. NVIDIA and the NVIDIA logo are trademarks and/or registered trademarks of NVIDIA Corporation in the U.S. and other countries. Other company and product names may be trademarks of the respective companies with which they are associated.

