

Total Target Compensation Approach

In setting Fiscal 2025 compensation, our CC reviewed each NEO's total target pay opportunity and distribution across multiple pay elements. Our CC compared Mr. Huang's base salary, target variable cash opportunity, target total cash opportunity, target equity opportunity, and total target pay opportunity against chief executives at peer companies. For other NEOs, Mr. Huang reviewed their total target pay against similarly situated executives at peer companies where the data was available, considering internal pay equity, individual performance, unvested equity levels, and the increasing complexity of their roles. These factors informed Mr. Huang's recommendations to the CC. The CC also considered the factors outlined in *Factors Used in Determining Executive Compensation* and its compensation objectives for Fiscal 2025. Rather than applying a formula or assigning specific weights to each factor, our CC used its judgment and experience to set total target compensation, the mix of cash and equity, and fixed and at-risk pay opportunities for each NEO. When setting pay elements, the CC evaluated them in the context of the levels of the other pay elements and total target pay to ensure alignment with program objectives. The CC established amounts and designed a structure to reward NEOs with above-market value from equity awards and variable cash incentives only upon exceptional corporate performance.

Components of Pay

The primary components of NVIDIA's Fiscal 2025 executive compensation program are summarized below:

| | Fixed Compensation | | At-Risk Compensation | | |
|--|--|---|--|--|--|
| | Base Salary | Variable Cash | SY PSUs | MY PSUs | RSUs (1) |
| Form | Cash | Cash | Equity | Equity | Equity |
| Who Receives | NEOs | NEOs | NEOs | NEOs | NEOs except our CEO |
| Performance Measure | N/A | Revenue (determines cash payout) | Non-GAAP Operating Income (determines number of shares eligible to vest) | TSR relative to the S&P 500 (determines number of shares eligible to vest) | N/A |
| Performance Period | N/A | 1 year | 1 year | 3 years | N/A |
| Vesting Period | N/A | N/A | 4 years from grant | 3 years from grant | 4 years from grant |
| Vesting Terms | N/A | N/A | If at least Threshold achieved, 25% on approximately the 1-year anniversary of the grant date; 6.25% quarterly thereafter | If at least Threshold achieved, 100% on approximately the 3-year anniversary of the grant date | 6.25% vests quarterly from the grant date (2) |
| Timeframe Emphasized | Annual | Annual | Long-term | Long-term | Long-term |
| Purpose | Compensate for expected day-to-day performance | Reward for annual corporate financial performance | Align with stockholder interests by linking NEO pay to annual operational performance and ongoing stock price performance during the vesting period | Align with long-term stockholder interests by linking NEO pay to multi-year relative shareholder return and ongoing stock price performance during the vesting period | Align with stockholder interests by linking NEO pay to ongoing stock price performance |
| Maximum Amount That Can Be Earned | N/A | 200% of target opportunity under our Variable Cash Plan | 150% of Mr. Huang's SY PSU target opportunity and 200% of our other NEOs' respective SY PSU target opportunity Ultimate value delivered depends on stock price on date earned shares vest | 150% of Mr. Huang's MY PSU target opportunity and 200% of our other NEOs' respective MY PSU target opportunity Ultimate value delivered depends on stock price on date earned shares vest | 100% of grant Ultimate value delivered depends on stock price on date shares vest |

(1) Our CC considers RSUs to be at-risk pay because the realized value depends on our stock price, a financial performance measure.

(2) Reflects vesting schedule for annual performance RSU grants.

Our NEOs have insurance benefits and are eligible to participate in our ESPP and 401(k) plan on the same basis as our other employees. We also provide limited perquisites to our NEOs from time to time. See *Other Compensation and Benefits* below for more information.

Pay Mix Considerations

For Fiscal 2025, the CC decided that cash compensation would remain constant (other than for Mr. Huang, whose salary and target variable cash had not been adjusted in years) and that the largest portion of NEOs' total target pay would remain in the form of at-risk equity. The CC believes an emphasis on long-term, at-risk opportunities drives results and increases NEO and stockholder alignment, while providing sufficient annual cash compensation to be competitive and retain our NEOs. PSUs and RSUs provide long-term incentives and retention benefits as PSUs require achieving predetermined performance goals, and both PSUs and RSUs require longer service (3 years for MY PSUs and 4 years for SY PSUs and RSUs) to fully vest.

Given Mr. Huang's position as CEO, the CC determined that 100% of his equity grants should be at-risk and performance-based, to tightly align his interests with stockholders. Consistent with prior years, the CC split his target equity opportunity evenly between SY PSUs (aligned with our annual corporate financial performance) and MY PSUs (aligned with our 3-year relative shareholder return). For other NEOs, the CC adjusted the equity mix to increase the weighting of target MY PSU opportunity to further align NEO and stockholder long-term interests, resulting in 50% of the target equity opportunity granted as RSUs and 50% as PSUs, evenly split between SY and MY PSUs. The CC determined this structure balanced performance over short- and long-time horizons while providing a meaningful amount of time-vesting RSUs as a retention benefit.

Fiscal 2025 Target Equity Mix for NEOs (Other than CEO)



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Setting Executive Compensation Values

For Fiscal 2025, the CC decided that increases to each NEO's total target pay were appropriate in light of the increasing scope and complexity of their roles and responsibilities, and internal pay equity considerations.

The CC raised Mr. Huang's total target pay by \$7 million to align more closely with the median of peer company CEOs. Specifically, his base salary increased by 50%, to \$1.5 million, which aligned with the 75th percentile of peers. The CC believed this was appropriate in consideration of internal pay equity with the base salaries of other NEOs and as it represented Mr. Huang's first base salary increase in 10 years. His target variable cash opportunity remained at 200% of base salary, increasing to \$3 million, which aligned with the median of peers. Mr. Huang's target equity opportunity increased by 25%, to \$27.5 million, which aligned slightly above the median of peers. The CC split the target equity increase evenly between SY PSUs and MY PSUs to balance short- and long-term performance-based awards.

For other NEOs, the CC similarly adjusted target equity opportunities by \$3 to \$3.5 million, in recognition of the growing scope and complexity of their roles, while maintaining internal pay equity.

Determining Equity Award Amounts

To determine the actual number of RSUs and target numbers of SY PSUs and MY PSUs awarded to our NEOs, the CC divided the value of the target equity they intended to deliver by the 30-calendar day trailing average closing price of our common stock ending on the last day of the calendar month prior to the date of grant. They used this methodology instead of calculating based on the stock price on the grant date to smooth the effects of possible market volatility. The CC understands that using a historical average stock price can cause the ASC 718 grant date value of an award, as required to be reported in the Summary Compensation Table and Grants of Plan-Based Awards Table, to be different than the target equity opportunity. The CC considered various approaches to granting awards and determined the process described above is appropriate.

The target number of SY PSUs would become eligible to vest if the Company achieved Fiscal 2025 Non-GAAP Operating Income at Base Compensation Plan. If the Company achieved Fiscal 2025 Non-GAAP Operating Income at Stretch Compensation Plan or more, the maximum SY PSUs eligible to vest would be capped at 150% of Mr. Huang's SY PSU target equity opportunity and at 200% for other NEOs. If the Company achieved Fiscal 2025 Non-GAAP Operating Income at Threshold, the minimum SY PSUs eligible to vest would be 50% of each NEO's SY PSU target equity opportunity.

The target number of MY PSUs would become eligible to vest if the Company achieved TSR relative to the S&P 500 from the start of Fiscal 2025 to the end of Fiscal 2027, or the 3-Year Relative TSR, at Base Compensation Plan. If the Company achieved 3-Year Relative TSR at Stretch Compensation Plan or more, the maximum MY PSUs eligible to vest would be capped at 150% of Mr. Huang's MY PSU target equity opportunity and at 200% for other NEOs. If the Company achieved 3-Year Relative TSR at Threshold, the minimum MY PSUs eligible to vest would be 25% of each NEO's MY PSU target equity opportunity.

The CC capped the payout for Mr. Huang's SY PSUs and MY PSUs at 150% of his target equity opportunity instead of 200% that applied to other NEOs because all of his Fiscal 2025 equity compensation was performance-based. With these caps, Mr. Huang would have the same total upside opportunity on his equity awards as the other NEOs, who had 50% of total equity opportunity granted as RSUs that vest based solely on continued service and therefore did not have the same upside opportunity.