

## Potential Payments Upon Termination or Change-in-Control

Upon a change-in-control or certain other corporate transactions of NVIDIA, unvested RSUs, and PSUs will fully vest in some cases as described above under *Employment, Severance, and Change-in-Control Arrangements—Change-in-Control Arrangements*. The table below shows our estimates of the amount of the benefit each of our NEOs would have received if the unvested RSUs and PSUs held by them as of January 28, 2024 had become fully vested as a result of a change-in-control, calculated by multiplying the number of unvested RSUs and PSUs held by the applicable NEO by the closing price (\$610.31) of NVIDIA's common stock on January 26, 2024, the last trading day before the end of our Fiscal 2024, as reported by Nasdaq.

Name	Unvested RSUs and PSUs at January 28, 2024 (#) (1)	Total Estimated Benefit (\$) (1)
Jen-Hsun Huang	263,049	160,541,435
Colette M. Kress	99,778	60,895,511
Ajay K. Puri	95,586	58,337,092
Debora Shoquist	81,375	49,663,976
Timothy S. Teter	78,471	47,891,636

- (1) With respect to unvested PSUs, the amounts in these columns assume performance at Base Compensation Plan with respect to SY PSUs granted in Fiscal 2024 (not including Additional SY PSUs) and with respect to MY PSUs granted in Fiscal 2022, Fiscal 2023, and Fiscal 2024, in accordance with SEC rules. The two tables below reflect the actual numbers of the SY PSUs granted in Fiscal 2024 and MY PSUs granted in Fiscal 2022 that became eligible to vest, based on our performance during the relevant performance period for such awards, as certified by our CC shortly after the end of Fiscal 2024. The values of the estimated and actual SY PSUs and MY PSUs in the table below were calculated by multiplying the applicable number of SY PSUs and MY PSUs held by each respective NEO and listed below, by the closing price (\$610.31) of NVIDIA's common stock on January 26, 2024, the last trading day before the end of our Fiscal 2024, as reported by Nasdaq. The actual SY PSUs granted in Fiscal 2024 that became eligible to vest reflected in the table below include the Additional SY PSUs.

*SY PSUs granted in Fiscal 2024 - Actual Achievement (versus Base Compensation Plan Performance)*

Name	Estimated SY PSUs Granted in Fiscal 2024 at Base Compensation Plan Performance (#)	Value of Estimated SY PSUs Granted in Fiscal 2024 at Base Compensation Plan Performance (\$)	Actual SY PSUs Granted in Fiscal 2024 Eligible to Vest (#)	Value of Actual SY PSUs Granted in Fiscal 2024 Eligible to Vest (\$)
Jen-Hsun Huang	50,491	30,815,162	100,982	61,630,324
Colette M. Kress	27,265	16,640,102	68,162	41,599,950
Ajay K. Puri	26,255	16,023,689	65,637	40,058,917
Debora Shoquist	22,468	13,712,445	56,170	34,281,113
Timothy S. Teter	22,468	13,712,445	56,170	34,281,113

*MY PSUs granted in Fiscal 2022 - Actual Achievement (versus Base Compensation Plan Performance)*

Name	Estimated MY PSUs Granted in Fiscal 2022 at Base Compensation Plan Performance (#)	Value of Estimated MY PSUs Granted in Fiscal 2022 at Base Compensation Plan Performance (\$)	Actual MY PSUs Granted in Fiscal 2022 Eligible to Vest (#)	Value of Actual MY PSUs Granted in Fiscal 2022 Eligible to Vest (\$)
Jen-Hsun Huang	70,040	42,746,112	105,060	64,119,169
Colette M. Kress	3,080	1,879,755	6,160	3,759,510
Ajay K. Puri	2,940	1,794,311	5,880	3,588,623
Debora Shoquist	2,416	1,474,509	4,832	2,949,018
Timothy S. Teter	2,416	1,474,509	4,832	2,949,018

The actual number of MY PSUs granted in Fiscal 2023 and Fiscal 2024 that will become eligible to vest will be determinable after January 26, 2025 and January 25, 2026, respectively, the ending dates of the applicable three-year measurement period for MY PSUs.

## Pay Ratio

We determined the ratio of: (a) the annual total compensation of our CEO to (b) the median of the annual total compensation of all our employees, except for our CEO, both calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

We determined our median employee for purposes of the pay ratio calculation for Fiscal 2024 by using a consistently applied compensation measure, which aggregated, for each employee employed by us on the last day of Fiscal 2024, or January 28, 2024: (i) target base salary as of January 28, 2024 (annualized for permanent employees who were employed by us for less than the entire fiscal year), (ii) variable cash earned during Fiscal 2024, and (iii) aggregate full grant date fair value of equity awards granted during Fiscal 2024, calculated in accordance with ASC 718 and assuming the probable outcome of the conditions at Base Compensation Plan for performance-based awards. Compensation paid in foreign currencies was converted to U.S. dollars based on exchange rates in effect on January 28, 2024.