

or above Base Compensation Plan and (ii) a Fiscal 2024 Non-GAAP Gross Margin goal. In light of an increasingly complex macroeconomic environment, the CC set (a) Base Compensation Plan goals close to actual performance for Fiscal 2023 and (b) Stretch Compensation Plan goals at levels that would require year-over-year growth, representing extremely strong financial performance to further align corporate performance and executive pay.

Financial Performance and Link to Executive Pay

As described further in our CD&A, a significant portion of our executive pay opportunities are tied to the achievement of financial measures that drive business value and contribute to our long-term success. The table below shows our goals for the applicable periods that were completed at the end of Fiscal 2024 and their respective impact on our executive pay.

PERFORMANCE GOALS						
	Variable Cash Plan		SY PSUs		MY PSUs	
	Fiscal 2024 Revenue	Payout as a % of Target Opportunity	Fiscal 2024 Non-GAAP Operating Income (1)	Shares Eligible to Vest as a % of Target Opportunity	Fiscal 2022 to 2024 3-Year Relative TSR	Shares Eligible to Vest as a % of Target Opportunity
Threshold	\$20.0 billion	20%	\$4.6 billion	20%	25th percentile	25%
Base Compensation Plan	\$26.0 billion	100%	\$9.4 billion	100%	50th percentile	100%
Stretch Compensation Plan	\$29.5 billion	200%	\$11.9 billion	CEO 150% Other NEOs 200% Additional 50% possible for all NEOs (2)	75th percentile	CEO 150% Other NEOs 200%

PERFORMANCE ACHIEVEMENT AND PAYOUTS			
	Variable Cash Plan	SY PSUs	MY PSUs
Performance Achievement for Period Ended Fiscal 2024 (3)		\$37.1 billion Non-GAAP Operating Income (1)	99th percentile 3-year TSR relative to S&P 500
	\$60.9 billion revenue	For Additional SY PSUs only, 73.8% Non-GAAP Gross Margin (1)	
Payout as % of Target Opportunity	200%	With Additional SY PSUs, CEO 200% Other NEOs 250%	CEO 150% Other NEOs 200%

(1) See *Reconciliation of Non-GAAP Financial Measures* below in our CD&A for a reconciliation between the non-GAAP financial measures and GAAP results.

(2) Contingent upon the Company achieving (a) Fiscal 2024 Non-GAAP Operating Income at Base Compensation Plan of \$9.4 billion or more and (b) Fiscal 2024 Non-GAAP Gross Margin of 68.5% or more.

(3) See *Performance Metrics and Goals for Executive Compensation* below in our CD&A for a description and further discussion of revenue, Non-GAAP Operating Income, Non-GAAP Gross Margin, and 3-year relative TSR.

Ratification of Selection of PwC as our Independent Registered Public Accounting Firm for Fiscal 2025 (Proposal 3)

Although not required, we are asking our stockholders to ratify the AC's selection of PwC as our independent registered public accounting firm for Fiscal 2025 because we believe it is a matter of good corporate practice. If our stockholders do not ratify the selection, the AC will reconsider the appointment, but may nevertheless retain PwC. Even if the selection is ratified, the AC may select a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of NVIDIA and our stockholders.

Stockholder Proposal: Simple Majority Vote (Proposal 4)

A stockholder is asking our Board to take steps to replace the supermajority voting provisions in our Charter and Bylaws with a simple majority standard. The proposal is advisory only, and our Board does not recommend a vote either for or against the proposal. Approval of the proposal would not, by itself, implement a majority voting standard, and our Board and our stockholders would need to take subsequent action to replace the supermajority voting provisions in our Charter and Bylaws with a simple majority standard.