

NVIDIA Responds to TRC Capital's 'Mini-Tender' Offer

NVIDIA has received notice of an unsolicited "mini-tender" offer by TRC Capital Corporation (TRC) dated Jan. 21, 2019, to purchase up to 1,000,000 shares of NVIDIA's common stock at a price of \$149.88 per share in cash. The offer is for approximately 0.16 percent of NVIDIA's outstanding common stock.

TRC's offer is subject to a financing condition, among others. By its terms, TRC's mini-tender offer is set to expire at 12:01 a.m., New York City time, on Feb. 20, 2019, but TRC may extend the offer, or terminate it, before the expiration date.

NVIDIA is not affiliated with TRC and does not endorse the offer documentation or the offer itself. NVIDIA expresses no opinion and is neutral on TRC's offer and encourages shareholders to obtain current market quotations for their shares of NVIDIA common stock, consult with their brokers or financial advisors, and exercise caution with respect to TRC's offer.

A mini-tender offer is an offer for less than 5 percent of a company's shares. It is not subject to the disclosure and procedural requirements required by the Securities and Exchange Commission for larger tender offers. The SEC's guidance to investors on mini-tender offers is available at <https://www.sec.gov/reportspubs/investor-publications/investorpubsminitendhtml>.

NVIDIA requests that a copy of this news release be included with all distributions of materials relating to TRC's mini-tender offer.

About NVIDIA

[NVIDIA](#)'s (NASDAQ: NVDA) invention of the GPU in 1999 sparked the growth of the PC gaming market, redefined modern computer graphics and revolutionized parallel computing. More recently, GPU deep learning ignited modern AI — the next era of computing — with the GPU acting as the brain of computers, robots and self-driving cars that can perceive and understand the world. More information at <http://nvidianews.nvidia.com/>.

NVIDIA's business is subject to risks and uncertainties, including, but not limited to, the impact of global economic conditions; our reliance on third parties to manufacture, assemble, package and test our products; the impact of technological development and competition; development of new products and technologies or enhancements to our existing product and technologies; market acceptance of our products or our partners' products; design, manufacturing or software defects; changes in consumer preferences or demands; changes in industry standards and interfaces; unexpected loss of performance of our products or technologies when integrated into systems; as well as other factors detailed from time to time in the most recent reports NVIDIA files with the Securities and Exchange Commission, or SEC, including, but not limited to, its annual report on Form 10-K and quarterly reports on Form 10-Q. Copies of reports filed with the SEC are posted on the company's website and are available from NVIDIA without charge.

© 2019 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.

Media Contacts

Simona Jankowski

+1 408 566 6474

sjankowski@nvidia.com

Robert Sherbin

(408) 566-5150

rsherbin@nvidia.com