



**Charter of the
Innovation and Technology Committee
of
Advanced Micro Devices, Inc.**

This Innovation and Technology Committee Charter was adopted by the Board of Directors of Advanced Micro Devices, Inc. on May 2, 2017.

I. Purpose

The purpose of the Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Advanced Micro Devices, Inc. (the “Company”) is:

1. To assist the Board in its oversight responsibilities relating to matters of innovation and technology.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee has the authority to undertake such other specific duties as the Board may prescribe from time to time.

II. Membership

The Committee will consist of such number of directors as the Board appoints. The members of the Committee and its Chair shall be appointed by and serve at the discretion of the Board and may be removed from the Committee, with or without cause, by the Board. Each director on the Committee will have such qualifications as the Board determines.

III. Meetings and Procedures

1. Meetings. The Committee shall meet in conjunction with the regular meetings of the Board of Directors and more frequently as the Committee deems necessary or desirable. The Committee may ask any director that is not a member of the Committee or members of management of the Company or others to attend meetings of the Committee (or to meet with any members of, or advisors to the Committee) and provide pertinent information, as necessary or desirable.
2. Agenda. The Chairman will establish the agenda, with input from management and other directors on the Committee and the Board as appropriate.
3. Authority to Retain Advisors. The Committee shall have the authority, at the Company’s expense, to engage and terminate outside experts or advisors, as the Committee deems advisable, and shall have sole authority to approve the fees and other retention terms of any such advisors.
4. Charter Review. The Committee annually will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Nominating and Governance Committee and the Board for approval.

5. Performance Review. The Committee annually will undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and will report the results of such evaluation to the Board for approval.

V. Duties and Responsibilities

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards:

1. Review, evaluate and make recommendations to the Board regarding the Company's major technology plans, strategies and intellectual property, including its research and development activities, the technical and market risks associated with product development and investment, and the protection of the company's intellectual property;
2. Review, evaluate and make recommendations regarding talent and skills of the Company's workforce supporting its technology and research and development activities needed to be successful now and in the future;
3. Monitor the performance of the Company's technology development in support of its overall business strategy;
4. Monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends;
5. Assess the Company's risk mitigation policies and procedures relating to products based on new technology or significant innovations to existing technology;
6. Perform any other activities consistent with this charter as the Committee or the Board may deem necessary or appropriate; and
7. Report to the Board on the significant items covered at each Committee meeting.

VI. Delegation of Duties

In fulfilling its responsibilities, and unless otherwise prohibited by applicable laws or listing standards, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee consisting of one or more directors on the Committee.