



**Charter of the  
Compensation and Leadership Resources Committee  
of Advanced Micro Devices, Inc., as amended and restated**

This amended and restated Compensation and Leadership Resources Committee Charter was adopted by the Board of Directors (the “Board”) of Advanced Micro Devices, Inc. on April 26, 2017.

**I. Purpose**

The purpose of the Compensation and Leadership Resources Committee of the Board (the “Compensation Committee”) is:

- (a) to discharge the Board’s responsibilities relating to compensation of the Company’s executives who are subject to Section 16 of the Securities and Exchange Act of 1934 (Officers) and the Company’s other senior vice presidents (Senior Vice Presidents), including:
  - i. by designing (in consultation with management, outside advisers, or the Board), recommending to the Board for approval, and evaluating the Officer and Senior Vice President compensation plans, policies and programs of the Company;
  - ii. by reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), the Officers, and the Senior Vice Presidents and by making certain compensation decisions and/or recommendations as more fully described in Section IV herein;
  - iii. by reviewing and by making recommendations to the Board concerning the adoption and/or approval of amendments to any of the Company’s umbrella cash-based or equity-based incentive compensation plans; and
  - iv. by reviewing and making recommendations to the Board regarding compensation for members of the Board; and
- (b) to produce reports on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations; and
- (c) to provide advice and guidance to the Company with regard to its talent management and development programs.

In addition to the powers and responsibilities expressly delegated to the Compensation Committee in this Charter, the Compensation Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Compensation Committee in this Charter or otherwise shall be exercised and carried out by the Compensation Committee as it deems appropriate without requirement of Board approval, and any decision made by the Compensation Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Compensation Committee hereunder) shall be at the Compensation Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Compensation

Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Compensation Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Compensation Committee shall endeavor to ensure that compensation programs relating to the CEO, Officers and Senior Vice Presidents are designed to encourage high performance, to promote accountability, to avoid excessive risk-taking, and to align employee interests with the interests of the Company's stockholders.

## **II. Membership**

The Compensation Committee will consist of not less than two members of the Board. All members of the Compensation Committee will meet the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq") and Rule 10C-1(b)(1) of the Securities Exchange Act of 1934 (the "1934 Act"), the "outside director" requirements of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986 (the "Code"), and the "non-employee director" requirements of Rule 16b-3 of the 1934 Act. The members of the Compensation Committee and its Chair will be appointed by and serve at the discretion of the Board, and may be removed from the Compensation Committee, with or without cause, by the Board.

## **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Compensation Committee and set the agendas for Compensation Committee meetings. The Compensation Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Compensation Committee.

The Compensation Committee shall meet quarterly and more frequently as the Compensation Committee deems necessary or desirable. The Compensation Committee will maintain written minutes of its meetings, and the Secretary will file such minutes with the minutes of the meetings of the Board.

All directors that are not members of the Compensation Committee may attend meetings of the Compensation Committee at the invitation of the Chair, but shall not be entitled to vote. The Compensation Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Company's management, or any other persons whose presence the Compensation Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Compensation Committee may exclude from its meetings any persons it deems appropriate.

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers (each, an "Adviser") after considering the applicable factors under Nasdaq listing rules. The Compensation Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any Adviser retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Adviser retained by the Compensation Committee. The Compensation Committee may also utilize the services of the Company's regular legal counsel or other advisers to the Company.

The Compensation Committee shall at least annually review the fees charged and services provided to the Company by the Advisers in compliance with SEC and Nasdaq rules, as part of the Compensation Committee's determination as to whether those fees and services raise any conflicts of interest and as part of their assessment of the independence of any Adviser, and shall consider whether there are any factors that are of a nature that would prevent the Adviser from being objective in its work for the Compensation Committee.

#### **IV. Duties and Responsibilities**

1. The Compensation Committee will have the authority to determine the form and amount of compensation to be paid or awarded to the non-CEO Officers and the Senior Vice Presidents, and to all other employees as may be delegated from time to time by the Board. The Compensation Committee may delegate authority to one or more of its members or to Officers or Senior Vice Presidents of the Company with respect to compensation determinations for persons who are Non-Management Employees (as defined below) of the Company.

2. At least annually, and based on the evaluation of the CEO conducted by the Board, the Compensation Committee will review and make recommendations to the Board respecting (i) the salary paid to the CEO; (ii) the grant of cash-based bonuses and equity compensation to the CEO; (iii) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO; (iv) any CEO severance or change in control arrangement; and (v) any other CEO compensation matters as from time to time directed by the Board. The CEO may not be present during voting or deliberations on his or her compensation.

3. At least annually, the Compensation Committee will make and review decisions respecting (i) salary paid to non-CEO Officers, (ii) the grant of cash-based bonuses and equity compensation awarded to non-CEO Officers, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with non-CEO Officers, (iv) non-CEO Officer severance or change in control arrangements, and (v) any other non-CEO Officer compensation matter as from time to time directed by the Board.

4. At least annually, the Compensation Committee will make and review decisions respecting (i) salary paid to Senior Vice Presidents, (ii) the grant of cash-based bonuses and equity compensation awarded to Senior Vice Presidents, and (iii) any other Senior Vice President compensation matter as from time to time directed by the Board.

5. In determining the long-term incentive component of CEO compensation, Officer Compensation, and Senior Vice President compensation, the Compensation Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to officers at companies that the Compensation Committee determines are comparable based on factors it selects, and the incentive awards given to the the Company's CEO, Officers, and Senior Vice Presidents in prior years.

6. The Compensation Committee shall review and approve the aggregate annual cost and funding of any broad-based annual (or regularly recurring): (i) incentive compensation program implemented under the Company's Annual Incentive Plan ("AIP") (or a similar or successor plan) covering employees who are not Officers or Senior Vice Presidents ("Non-Management Employees"); or (ii) long-term incentive ("LTI") program (whether cash-based and/or equity-based) covering Non-Management Employees. At least annually, and in all cases before the implementation of any program

described in the immediately preceding sentence, management shall brief the Compensation Committee on the program's overall design and principal objectives. Except as otherwise directed by the Board, the Compensation Committee's duties and responsibilities under this Section 5 shall apply only to such programs that have or are expected to have a material financial impact on the Company. Nothing in this Section 5 shall or shall be construed to alter the Benefits Plan Administrative Committee's duties and responsibilities as the Administrator of the AIP.

7. The Compensation Committee shall act as the Administrator of the Company's equity plans, and shall review and approve all grants under the Company's equity plans. The Committee may delegate to the CEO, within the limits imposed by applicable law and Nasdaq rules, the authority to make grants of stock options or other rights to acquire Company stock to Non-Management Employees.

8. Annually, the Compensation Committee will review and make recommendations to the Board with respect to the adoption and approval of, or amendments to, all umbrella cash-based and equity-based incentive compensation plans and arrangements, including plan amendments requiring stockholder approval, for the Officers and Senior Vice Presidents of the Company.

9. Annually, the Compensation Committee will review and make recommendations to the Board with respect to all forms and amounts of compensation for members of the Board.

10. The Compensation Committee will report on its activities at each regularly scheduled meeting of the Board and at such other times as requested by the Board.

11. The Compensation Committee will annually (i) assess the results of the Company's most recent advisory vote on executive compensation and (ii) prepare and approve the Compensation Committee Report and the Compensation Discussion and Analysis for inclusion in the Company's proxy statement for the annual meeting of stockholders.

12. The Compensation Committee will annually oversee risk management as it relates to the Company's compensation policies and practices applicable to all employees.

13. The Compensation Committee will annually review and in accordance with disclosure regulations certify the Company's achievement of performance targets before any compensation that is intended by the Compensation Committee to qualify as performance-based compensation is paid under the 2004 Equity Incentive Plan and the Executive Incentive Plan.

14. The Compensation Committee will regularly review and provide guidance to management with regard to the Company's policies and strategies relating to talent management and development, including but not limited to those regarding talent acquisition, retention, talent development, succession planning, career progression, culture, diversity, and inclusion.

15. At least annually, the Compensation Committee will review and reassess this Charter and submit any recommended changes to the Board for its consideration.

16. The Compensation Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Compensation Committee. The Compensation Committee shall conduct such evaluation and review in such manner as it deems appropriate.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Compensation Committee, except that it shall not delegate its responsibilities set forth in paragraphs three and four of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of “outside directors” or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.”