

## Signatures

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting and settlement of the Reporting Person's Performance-based Restricted Stock Units ("PRSUs") and Restricted Stock Units ("RSUs").
- (2) The reported price in Column 4 is the price applied to the Reporting Person's account by the broker and represents a weighted average sale price for a block sale.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2018.  
Transaction executed in multiple trades at prices ranging from \$32.01 to \$33.01 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.  
The number of PRSUs that may be earned is based on three-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the three-year performance period that began July 15, 2016 and ended August 9, 2019, with the potential payouts at 50%, 100%, 150%, 200% and 250% of the target number of PRSUs. Any PRSUs earned pursuant to the attainment of a performance level will vest and be paid out 50% upon the Compensation and Leadership Resources Committee's (the "Compensation Committee") certification of the attainment of the performance level (provided, that no PRSU will vest before the first anniversary of the grant date) and the remaining 50% will vest and be paid out at the end of the performance period, subject to the recipient's continuous employment or service.
- (5) Each PRSU represents a contingent right to receive one share of AMD's common stock.
- (6) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (8) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.
- (9) The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (10) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.  
Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that begins August 9, 2019 and ends on August 9, 2022, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its 2019 to 2021 fiscal years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) twelve times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the performance period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2022 (or the one-year anniversary of a change in control, if earlier).
- (12) The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation Committee based on AMD's actual performance with respect to the performance vesting conditions described in footnote 11, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2022 or the date following the Compensation Committee's determination of performance.  
The number of PRSUs that may be earned is based on five-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the performance period that begins on August 9, 2019 and ends on August 9, 2024, with potential payouts at 0%, 75%, 87.5%, 100%, 150% and 200% of the target number of PRSUs. PRSUs that become earned on or before the 3rd anniversary of the grant date will vest 50% on the 3rd anniversary of the grant date and 50% on the 5th anniversary of the grant date, in each case generally subject to continued employment or service as a Senior Vice President (or more senior position) of AMD.
- (13) The actual number of PRSUs that may be earned, if at all, will be based on actual performance with respect to the performance vesting conditions described in footnote 13, above. Earned and vested PRSUs will generally be settled following the vesting date(s) described in footnote 13.
- (15) The RSUs vest 1/3 on each of August 9, 2020, 2021 and 2022.
- (16) The options vest 1/3 on each of August 9, 2020, 2021 and 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.