



**Charter of the  
Audit and Finance Committee  
of Advanced Micro Devices, Inc., as amended and restated**

This amended and restated Audit and Finance Committee Charter was adopted by the Board of Directors (the Board) of Advanced Micro Devices, Inc. (the Company) effective April 25, 2017.

**I. Purpose**

The purpose of the Audit and Finance Committee (the Committee) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

In addition to the powers and responsibilities expressly delegated by the Board to the Committee in this Charter, the 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 Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it and may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable rules of the Nasdaq Stock Market LLC. In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee unless otherwise specified by this Charter or otherwise prohibited by applicable law.

Notwithstanding the foregoing, the Committee's responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, including the estimates and judgments on which they are based, as well as the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The Independent Registered Public Accounting Firm is responsible for performing an integrated audit of the Company's annual financial statements, expressing opinions as to the conformity of such annual financial statements with accounting principles generally accepted in the United States (U.S. GAAP), applied on a consistent basis, and as to the effectiveness of internal controls over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB). The Independent Registered Public Accounting Firm is also responsible for reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts, including the Company's internal auditor or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services and the Company's Independent Registered Public Accounting Firm from

which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly PCAOB AS Section 3105, *Reviews of Interim Financial Information*, defines the term “review” to include a particular set of required procedures to be undertaken by the Company’s Independent Registered Public Accounting Firm. The members of the Committee are not independent registered public accountants, and the term “review” as used in this Charter is not intended to have that meaning in the context of describing the role and responsibilities of the Committee and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

## **II. Membership**

The Committee shall consist of no fewer than three members of the Board, subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Either at least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the Securities and Exchange Commission (the SEC) or the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934 (the Exchange Act) the reasons why at least one member of the Committee is not an “audit committee financial expert.”

Each Committee member shall satisfy the independence requirements of the Nasdaq Stock Market LLC and Exchange Act Rule 10A-3(b)(1), subject to any available exception.

The members of the Committee and its Chair will 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.

## **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 Committee and set the agendas for Committee meetings. The 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 Committee.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee shall meet separately with management, with the internal auditor (or other personnel responsible for the internal audit function) and with the Independent Registered Public Accounting Firm.

All directors who are not members of the Committee may attend and observe meetings of the Committee at the invitation of the Chair, but shall not be entitled to vote. At its discretion and at the invitation of the Chair, the Committee may include in its meetings members of the Company’s management, representatives of the Independent Registered Public Accounting Firm, the internal auditor (or other personnel responsible for the internal audit function), any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate.

The Committee may retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel and/or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Independent Registered Public Accounting Firm for the purpose of rendering or issuing an audit report or performing other audits, reviews or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

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

##### *Interaction with the Independent Registered Public Accounting Firm*

1. *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Registered Public Accounting Firm (including resolution of any disagreements between Company management and the Independent Registered Public Accounting Firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the Independent Registered Public Accounting Firm shall report directly to the Committee.

2. *Pre-Approval of Services.* Before the Independent Registered Public Accounting Firm is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the Independent Registered Public Accounting Firm, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the Independent Registered Public Accounting Firm.

3. *Independence of Independent Registered Public Accounting Firm.* At least annually, the Committee shall review the independence and quality control procedures of the Independent Registered Public Accounting Firm and the experience and qualifications of the Independent Registered Public Accounting Firm's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the Independent Registered Public Accounting Firm describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within

the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues;

(ii) The Committee shall obtain and review a written statement prepared by the Independent Registered Public Accounting Firm delineating all relationships between the Independent Registered Public Accounting Firm and the Company, actively engage in a dialogue with the Independent Registered Public Accounting Firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the Independent Registered Public Accounting Firm and, if the Committee determines that further inquiry is advisable, take, or recommend that the full Board take, appropriate action in response to the report to oversee the independence of the Independent Registered Public Accounting Firm;

(iii) The Committee shall confirm with the Independent Registered Public Accounting Firm that it is in compliance with the partner rotation requirements established by the SEC;

(iv) The Committee shall consider whether the Company should adopt a rotation of the annual audit among Independent Registered Public Accounting Firms; and

(v) If applicable, the Committee shall consider whether the Independent Registered Public Accounting Firm's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the Independent Registered Public Accounting Firm.

#### Annual Financial Statements and Annual Audit

4. *Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.* The Committee shall meet with management, the Independent Registered Public Accounting Firm and the internal auditor (or other personnel responsible for the internal audit function) in connection with the planning of each annual audit to discuss the review of internal controls, the scope of the audit, the procedures to be followed and the staffing of the audit.

The Committee shall review and discuss with management and the Independent Registered Public Accounting Firm: (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (ii) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of significant deficiencies or material weaknesses in internal control; (iii) any analyses prepared by management or the Independent Registered Public Accounting Firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative methods of applying GAAP on the Company's financial statements; and (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

The Committee shall review and discuss the annual audited financial statements and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its Annual Report on Form 10-K with management, the internal auditor (or other personnel responsible for the internal audit function) and the Independent Registered Public Accounting Firm.

5. *Separate Meetings with the Independent Registered Public Accounting Firm.* The Committee shall review with the Independent Registered Public Accounting Firm any problems or difficulties that the Independent Registered Public Accounting Firm may have encountered during the course of its audit work, including any restrictions on the scope of activities or access to required information and any significant disagreements with management as well as management's responses to such matters. Among the items that the Committee should consider reviewing with the Independent Registered Public Accounting Firm are: (i) any accounting adjustments that were noted or proposed by the auditor but were "not recorded" (as immaterial or otherwise); (ii) any communications between the audit team and the Independent Registered Public Accounting Firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Registered Public Accounting Firm to the Company. The Committee shall obtain from the Independent Registered Public Accounting Firm a confirmation that it has not during the course of an audit detected or otherwise become aware of information indicating that an illegal act whether or not perceived to have a material effect on the financial statements of the Company has or may have occurred.

The Committee shall discuss with the Independent Registered Public Accounting Firm the report that such auditor is required to make to the Committee regarding: (i) all accounting policies and practices to be used that Company management identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the Independent Registered Public Accounting Firm, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Registered Public Accounting Firm; and (iii) all other material written communications between the Independent Registered Public Accounting Firm and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, Independent Registered Public Accounting Firm's engagement letter, schedule of significant unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

The Committee shall discuss with the Independent Registered Public Accounting Firm the matters required to be discussed by any applicable Statement on Auditing Standards then in effect.

6. *Recommendation to Include Financial Statements in Annual Report.* Based on the review and discussions in paragraphs four and five above, the disclosures received from the Independent Registered Public Accounting Firm regarding its independence and discussions with the auditor regarding such independence pursuant to paragraph 3 above, the Committee shall determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

#### Quarterly Financial Statements

7. *Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.* The Committee shall review and discuss the quarterly financial statements to be included in the Company's Quarterly Report on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management, the internal auditor (or other personnel responsible for the internal audit function) and the Independent Registered Public Accounting Firm.

### Internal Audit

8. *Appointment.* The Committee shall review and approve the appointment and compensation of the internal auditor, if applicable.

9. *Separate Meetings with the Internal Auditor.* The Committee shall meet at least annually with the Company's internal auditor (or other personnel responsible for the internal audit function) to discuss the responsibilities, budget and staffing of the Company's internal audit function. The Committee shall meet at least quarterly with the internal auditor (or other personnel responsible for the internal audit function) to discuss any issues that the internal auditor (or other personnel responsible for the internal audit function) believes warrant the Committee's attention.

### Financial Matters

10. *Financial Policies and Major Strategic Financial Commitments.* The Committee shall review and where appropriate, make recommendations to the Board regarding:

(i) policies relating to the Company's cash flow, cash management and working capital, stockholder dividends and distributions, share repurchases and investments;

(ii) financing plans including capital market and off balance sheet activities (debt, equity, and sale-leaseback) which may have a material impact on the Company's financial position;

(iii) capital expenditure budgets and proposed capital expenditure projects which may have a material impact on the Company's financial position;

(iv) acquisitions, joint ventures, divestitures, and other similar transactions, including but not limited to real estate transactions, alliances, joint ventures and supply agreements;

(v) tax policy, the Company's effective tax rate and tax planning proposals; and

(vi) other transactions or financial issues that management desires to have reviewed by the Committee.

### Other Duties and Responsibilities

11. The Committee shall discuss with management and the Independent Registered Public Accounting Firm the Company's earnings press releases (with particular focus on any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

12. The Committee shall review and approve all related-party transactions, as such transactions are defined in Item 404 of Regulation S-K, and furthermore those deemed to be material related party transactions, which could reasonably be expected to have a material impact on the Company's financial statements, will be submitted to the Board for its review and approval.

13. The Committee shall discuss with the internal auditor (or other personnel responsible for the internal audit function) and the Independent Registered Public Accounting Firm any fraud and

illegal acts involving senior management and fraud and illegal acts (whether caused by senior management or other employees) that cause a material misstatement of the financial statements.

14. The Committee shall discuss with management and the Independent Registered Public Accounting Firm any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

15. The Company's General Counsel or outside counsel will bring to the Committee's attention any legal matter that could reasonably be expected to have a material impact on the Company's financial statements, and the Committee shall discuss those legal matters with the Company's General Counsel or outside counsel.

16. The Company's General Counsel will bring to the Committee's attention, on at least a quarterly basis, items reported to the Company's AlertLine, a system available to employees seven days a week, 24-hours a day, to report any suspected non-compliance with the Company's Worldwide Standards of Business Conduct and other issues of which he or she becomes aware of that questions the ethical practices of the Company.

17. The Committee shall request assurances from management that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, and assurances from both management and the Independent Registered Public Accounting Firm regarding transparent disclosure of known affiliated party transactions and that the Independent Registered Public Accounting Firm has not been retained for non-audit services without the pre-approval of the Committee. The Committee shall request comments from the Independent Registered Public Accounting Firm on these issues.

18. The Committee shall oversee the Company's enterprise risk management process as it relates to the Company's financial, and information technology (including security and cybersecurity) risk exposures. The Committee shall discuss with Management the actions Management has taken to mitigate, monitor or control such exposures, all of which are Management's responsibility. The Committee shall oversee Internal Audit's validation of the existence and efficacy of risk mitigation and control plans and processes.

19. The Committee shall set clear hiring policies for employees or former employees of the Independent Registered Accounting Firm.

20. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

21. The Committee shall provide the Company with the Audit Committee report with respect to the audited financial statements as required by the rules of the SEC for inclusion in each of the Company's annual proxy statements.

22. Through its Chair, the Committee, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of

the Independent Registered Public Accounting Firm, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

23. The Committee shall review human resources and succession planning for the accounting and finance groups within the Company.

24. The Committee shall perform an annual self-evaluation of the performance of the Committee, including a review of the Committee's compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

25. The Committee shall review and reassess this Charter annually and submit any recommended changes to the Board for its consideration.