



**Charter of the
Nominating and Corporate Governance Committee
of Advanced Micro Devices, Inc., as amended and restated**

This Nominating and Corporate Governance Committee Charter was amended and restated by the Board of Directors (the "Board") of Advanced Micro Devices, Inc. (the "Company") on April 26, 2017.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board (the "Committee") is to assist the Board in discharging the Board's responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the selection of nominees for election as directors at the annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company;
- (e) oversight of the evaluation of the Board and the CEO; and
- (f) the creation of committees and appropriate staffing for members and chair of each committee.

In addition to the powers and responsibilities expressly delegated 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.

II. Membership

The Committee shall consist of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members 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 on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All directors that 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. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate.

The Committee may retain any independent counsel, experts or legal advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) proven records of success and positive reputation in their chosen profession;
- (ii) personal and professional integrity, ethics and values;

- (iii) experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- (iv) experience in the Company's industry;
- (v) awareness of relevant social policy concerns;
- (vi) experience as a board member of another publicly held company;
- (vii) engagement - persistence, diligent and willingness to challenge management in a constructive way;
- (viii) willingness to embrace creativity and innovation;
- (ix) ability to think strategically and for the longer term, to understand potential end states and map routes to achievement and to embrace shareholder value creation;
- (x) has candor and courage of convictions that may be at odds with others and calmness in difficult or contentious situations and is able to make difficult decisions;
- (xi) aptitude in accounting or finance;
- (xii) expertise in domestic and international markets;
- (xiii) experience in government relations;
- (xiv) academic expertise in an area of the Company's strategy or operations;
- (xv) keen observation skills and practical and mature business judgment - the confluence of experience and strong intelligence; and
- (xvi) understanding of board dynamics with the ability to work as a team member in contributing and building consensus while also expressing his/her individual views;

The Committee recognizes the great value in diversity of experience and perspective, including but not limited to diversity in gender, race, culture, nationality, background and professional experience. In identifying potential candidates, the Committee will actively identify candidates who could enhance the diversity represented on the Board.

(d) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to rights contained in a Certificate of Designation of a class of preferred stock to elect one or more directors upon a dividend default), then the nomination or appointment of such directors shall be governed by such requirements.

2. At least annually, the Committee shall lead a process that will evaluate the overall performance of the Board and of each current director. In evaluating current director performance, the Committee should consider attendance and preparedness at Board meetings, participation in voting, discussion and decision-making and overall contribution to the performance of the Board, its committees and the Company. The

Committee shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and the Principles of Corporate Governance.

4. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization) and will lead a process for the non-management and independent Board members to evaluate the performance of the Company's Chief Executive Officer based on performance criteria established by the Committee, including, without limitation, the performance of the Company, the accomplishment of strategic objectives, the recruitment, retention and development of management, and the overall quality of leadership.

5. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Board's other committees.

6. The Committee shall develop and recommend to the Board the Principles of Corporate Governance.

7. The Committee shall develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of director nominee recommendations.

8. The 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 Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

9. The Committee shall periodically report to the Board on its findings and actions.

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

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Principles of Corporate Governance and applicable law and rules of markets in which the Company's securities then trade.