

Stock Ownership Guidelines

Amended and Restated by the Board of Directors on October 20, 2011

The Board of Directors of Advanced Micro Devices, Inc. (the “Company”) believes that the Company’s Executive Officers and members of the Board of Directors should own and hold common stock of the Company to further align their interests and actions with the interests of the Company’s stockholders.

I. Executive Officer Stock Ownership Guidelines

Executive Officers (“Officers”) are expected to own and hold a specified number of shares of AMD common stock (the “Shares”), based on relevant market competitiveness. Stock ownership levels should be achieved by each Officer within the later of (i) five years of the adoption of these amended Guidelines (October 2016) or (ii) five years of first appointment as an Officer (“Officer Achievement Date”). Until the guideline is achieved, each Officer is encouraged to retain at least 10 percent of net shares obtained through the Company’s stock incentive plans. The levels of stock ownership are outlined below:

Officer Level	Ownership Guideline
President and/or CEO	Share ownership guidelines for the President and/or CEO will be determined as the lesser of (i) the number of shares equivalent to three times the then-current annual base salary divided by the average of the closing stock prices of the Shares for the 30-day period up to and including the Officer Achievement Date or (ii) the number of shares equivalent to three times the then-current annual base salary divided by the average of the closing stock prices of the Shares for the 30-day period immediately preceding and ending on the date that the President and/or CEO was appointed, rounded to the nearest 5,000 shares.

Other Officers	Share ownership guidelines for Officers other than the President and/or CEO will be determined as the lesser of (i) the number of shares equivalent to one and one half times the then-current annual base salary divided by the average of the closing stock prices of the Shares for the 30-day period up to an including the Officer Achievement Date or (ii) the number of shares equivalent to one and one half times the then-current annual base salary divided by the average of the closing stock prices of the Shares
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	for the 30-day period immediately preceding and ending with the Officer's date of appointment as an Officer of AMD, rounded to the nearest 5,000 shares.
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For Officers of AMD as of October 20, 2011, the initial ownership guideline was based on the base salary multiple set forth above divided by the average of the closing stock prices of the Shares for the 30-day period immediately preceding and ending with September 30, 2011, rounded to the nearest 5,000 shares. The Compensation Committee will evaluate the progress of the Officers on a periodic basis. For purposes of evaluating progress towards achievement of the Ownership Guidelines, rather than using the average of the closing stock prices of the Shares for the 30-day period up to and including the Officer Achievement Date, the Compensation Committee will use the average of the closing stock prices of the Shares, for the 30-day period up to and including the date the progress is measured.

II. Director Stock Ownership Guidelines

Members of the Board of Directors ("Directors") who are not also Officers of the Company are also expected to own and hold a specified number of shares, which is based on competitive market practice. The ownership guideline for non-management Directors, other than the non-management Chairman of the Board, will be the lesser of (i) the number of shares equivalent to three times the then-current annual retainer divided by the average of the closing stock prices of the Shares for the 30-day period immediately preceding and ending with the date of the annual meeting of Stockholders or (ii) 30,000 shares. The ownership guideline for the non-management Chairman of the Board will be the lesser of (i) the number of shares equivalent to three times the then-current annual retainer divided by the average of the closing stock prices of the Shares for the 30-day period immediately preceding and ending with the date of the annual meeting of Stockholders or (ii) 45,000 shares. Stock ownership levels should be achieved by each Director within the later of (i) five years of the adoption of these amended Guidelines (October 2016) or (ii) five years of first election or appointment to the Board or first appointment as a non-management Chairman of the Board (the "Director Achievement Date" and together with the Officer Achievement Date, the "Achievement Date"). Until the guideline is achieved, each Director is encouraged to retain at least 10 percent of net shares obtained through the Company's stock incentive plans.

III. Compliance with the Guidelines

Stock that counts toward satisfaction of these Guidelines include: shares of common stock owned outright by the Officer or Director and his or her immediate family members who share the same household, whether held individually or jointly; restricted stock where the restrictions have lapsed; shares acquired upon stock option exercise; shares purchased in the open market; 50% of exercisable, "in the money" stock options, as determined on the Achievement Date; and restricted stock units where the restrictions have lapsed but the issuance of the shares to the Director has been deferred by election pursuant to the Company's Outside Director Equity Compensation Policy. Shares held in trust may be included. Due to the complexities of trust accounts, requests to include shares held in trust should be submitted to the Secretary, and the

Chairman and the Lead Independent Director (provided a Lead Independent Director has been appointed) will make the final decision as to whether to include those shares. Any open market purchase of common stock must be made in an open trading window and with advance notice to and in coordination with the Secretary and General Counsel.

Net shares are the number of shares from the sale of stock options or the vesting of restricted stock, less the number of shares the Officer or the Director sells to cover the exercise price of stock options and sells or has withheld to pay taxes.

There may be instances where these Guidelines would place a severe hardship on an Officer or Director, although it is expected that these instances will be rare. The Chairman and the Lead Independent Director (provided a Lead Independent Director has been appointed) will make the final decision as to developing an alternative stock ownership guideline for an Officer or Director that reflects the intention of these Guidelines and his or her personal circumstances.

Each Officer and Director will be notified each year where they stand with regard to these Guidelines.