Charter of the
Compensation Committee
of Advanced Micro Devices, Inc.

This amended Compensation Committee Charter was adopted by the Board of Directors of Advanced Micro Devices, Inc. on April 29, 2010.

I. Purpose

The purpose of the Compensation Committee of the Board 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), including by designing (in consultation with management or the Board), recommending to the Board for approval and evaluating the compensation plans, policies and programs of the Company; and

(b) to produce reports on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations.

The Compensation Committee shall endeavor to ensure that compensation programs relating to Section 16 officers are designed to encourage high performance, promote accountability and align employee interests with the interests of the Company's stockholders.

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.

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 New York Stock Exchange, 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 16-b3 of the Securities Exchange Act of 1934. 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 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 shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any legal counsel, compensation and benefits consultants (the Consultant) and other outside advisors, including the Consultant's qualifications, independence and performance, and to approve the fees and retention terms of the advisors. The Compensation Committee shall regularly review the services being provided to the Company by the Consultant and determine if the services, and the amounts the Company is separately paying for those services, are of a nature that would prevent the Consultant from being objective in its work for the Committee. The Compensation Committee may also utilize 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 Compensation Committee, for payment of compensation to any such persons retained by 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 all Officers of the Company, and to all other employees as delegated from time to time by the Board of Directors. The Compensation Committee may delegate authority to one or more of its members or to Officers of the Company with respect to compensation determinations for persons who are not Officers of the Company.

2. At least annually, the Compensation Committee will review and approve the corporate goals and objectives relevant to Chief Executive Officer's compensation and

evaluate CEO performance in light of these goals and objectives. Based on this evaluation, the Compensation Committee will make and review decisions respecting (i) 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, subject to the approval of the Board, (iv) any CEO severance or change in control arrangement, subject to the approval of the Board, and (v) any other CEO compensation matters as from time to time directed by the Board. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at companies that the Compensation Committee determines are comparable based on factors it selects, and the incentive awards given to the Company's CEO in prior years.

3. At least annually, the Compensation Committee will review and approve the corporate goals and objectives relevant to non-CEO Officer compensation. In light of these goals and objectives, the Compensation Committee will make and review decisions respecting (i) salary paid to Officers, (ii) the grant of cashed-based bonuses and equity compensation awarded to Officers, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with Officers, (iv) Officer severance or change in control arrangements, and (v) any other Officer compensation matter as from time to time directed by the Board. In determining the long-term incentive component of Officer 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 Company's Officers in prior years.

4. 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 for the management employees of the Company. The Compensation Committee shall act as the Administrator of the Company's equity plans.

5. 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, including equity incentive plans or plan amendments requiring stockholder approval.

6. 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.

7. The Compensation Committee will prepare and approve the Compensation Committee report and the Compensation Discussion and Analysis report for inclusion in the Company's proxy statement for the annual meeting of stockholders.

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

9. 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 3 and 4 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."