

**Charter of the  
Finance Committee  
of Advanced Micro Devices, Inc.**

This Finance Committee Charter was adopted by the Board of Directors of Advanced Micro Devices, Inc. on October 26, 2006.

**I. Purpose**

The purpose of the Finance Committee of the Board is to make recommendations to the Board about the financial policies of the Company and the nature and structure of major strategic financial commitments.

In addition to the powers and responsibilities expressly delegated to the Finance Committee in this Charter, the Finance 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 Finance Committee in this Charter or otherwise shall be exercised and carried out by the Finance Committee as it deems appropriate without requirement of Board approval, and any decision made by the Finance Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Finance Committee hereunder) shall be at the Finance Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Finance Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Finance Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Finance Committee will consist of not less than two members of the Board. All members of the Finance Committee will meet the independence requirements of the New York Stock Exchange. The members of the Finance 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 Finance Committee and set the agendas for Finance Committee meetings. The Finance 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 Finance Committee.

The Finance Committee shall meet four times per year and more frequently as the Finance Committee deems necessary or desirable. The Finance 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 Finance Committee may attend and observe meetings of the Finance Committee, but shall not be entitled to vote. The Finance Committee may, at its discretion, include in its meetings members of the Company's management, or any other persons whose presence the Finance Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Finance Committee may exclude from its meetings any persons it deems appropriate.

The Finance Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent legal counsel, consultants and other outside advisors as the Finance Committee believes to be necessary or appropriate and to approve the fees and retention terms of the advisors. The Company shall provide for appropriate funding, as determined by the Finance Committee, for payment to any such persons retained by the Finance Committee. The Finance Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

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

The Finance Committee's duties and responsibilities are to review, and where appropriate, make recommendations to the Board regarding:

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

(b) 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;

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

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

(e) the financial aspects of risk management policies and their impact on the Company, including but not limited to interest rates, insurance and foreign exchange;

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

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

The Finance Committee will report on its activities at each regular meeting of the Board. At least annually, the Finance Committee will review and reassess this Charter and submit any recommended changes to the Board for its consideration. The Finance 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 Finance Committee. The Finance Committee shall conduct such evaluation and review in such manner as it deems appropriate.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Finance Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Finance Committee.