



Worldwide Standards of Business Conduct

Advanced Micro Devices, Inc.
and its related companies



Table of Contents

<i>Message from the Chief Executive Officer</i>	1
<i>Introduction</i>	2
<i>Decision-Making Checklist</i>	3
<i>AMD Vision, Mission, Values and Beliefs</i>	4
<i>Work Environment Principles</i>	5
1. Alcohol, Drugs and Controlled Substances	5
2. Equal Employment Opportunity	5
3. Harassment and Discrimination	5
4. Monitoring Company Premises and Equipment	5
5. Privacy of Employee Records	6
6. Protecting Company Property	6
7. Environment, Health and Safety	6
8. Labor Practices	7
<i>Business Practice Principles</i>	8
1. Brandmark, Logos, Colors and Branding	8
2. Business Expenses	8
3. Confidential Information and Trade Secrets	8
4. Endorsements	9
5. Media, Analyst and Investor Inquiries	9
6. Political Activities and Contributions	9
7. Procurement	9
8. Company Contracts	10
9. Publishing Articles	10
10. Recordkeeping	10
11. Records Retention	10
12. Regulatory or Legal Inquiries	10
13. Selling Practices	10
14. Fair Dealing	11
<i>Conflict of Interest Principles</i>	12
1. Favored Treatment of Family and Friends	12
2. Financial Interests in Other Businesses	12
3. Giving or Accepting Gifts and Other Gratuities	12
4. Holding an Elected or Appointed Office	14
5. Influencing Business Decisions for Personal Gain	14
6. Outside Employment	14
7. Corporate Opportunities	14
8. Board Appointments	15
<i>Additional Key Compliance Principles</i>	16
1. Antitrust	16
2. Business and Accounting Practices	17
3. Compliance with Copyright Laws	17
4. Financial Reporting	17
5. Bribery/Foreign Corrupt Practices Act	17
6. Government Contracts	19
7. Immigration	19
8. Export Controls	19
9. Insider Trading	19
<i>Waiver of the Standards</i>	21
<i>Compliance with the Standards</i>	22
<i>Reporting Concerns - AMD AlertLine</i>	23
<i>References</i>	24

Message from the Chief Executive Officer



Dirk Meyer
AMD President and Chief Executive Officer

AMD is committed to upholding the highest ethical and compliance standards. Our Vision, Mission, Values and Beliefs embody this commitment and serve as a foundation for how we conduct business.

All of us as employees have a personal responsibility to uphold these standards. Whenever we make difficult business decisions, especially in times of change and challenge, it is vitally important that we act in accordance with our standards and in compliance with all laws and regulations.

These Worldwide Standards of Business Conduct are intended to assist you in that endeavor by helping you make informed business decisions and avoid inadvertent violations of law and corporate policy that could result in fines, legal liability and diminution of earnings and shareholder value.

Working together, we can enrich the quality of our business decisions and consistently behave in ways that foster the unique qualities and attributes that make AMD a great employer, a great business partner, a great corporate citizen, a great place to work.

Best Regards,

A handwritten signature in black ink that reads "Dirk Meyer". The signature is written in a cursive, flowing style.

Dirk Meyer
President and Chief Executive Officer
Advanced Micro Devices, Inc.



Introduction

These Worldwide Standards of Business Conduct support the Company's commitment to high ethical standards and compliance with laws, regulations and Company policies. They reiterate the Company's Vision, Mission, Values and Beliefs and outline guidelines on a broad range of ethics, policy and compliance issues; they also reference additional resources for more information on specific topics.

Keep in mind that no guidelines can cover every instance, and the absence of a guideline on a particular situation does not relieve you from the responsibility to operate with the highest ethical standards of business conduct. Where there is no specific guideline, you should seek guidance and use your own good judgment. Also, keep AMD's "STAR" method in mind – Stop, Think, and Act Responsibly. Although responsibility for communicating and administering these Standards on an ongoing basis resides with the Company's executives, each employee is responsible to act appropriately at all times.

In addition to these Standards, there are specific Company policies and procedures published on AMD corporate and site intranets worldwide that must be followed when dealing with the subjects discussed here. You are responsible for familiarizing yourself with the policies and procedures for your location. Also, each department or local country in which we operate may have more stringent policies, practices and standards than those described in these Standards, so you should be familiar with those of your department and location.

In line with our commitment to compliance and ethics, remember YOU are the key. In this regard, you are responsible for:

- Accurately recording and reporting financial information in a timely manner
- Adhering to Company safety standards
- Applying AMD's Vision, Mission, Values and Beliefs to all business decisions
- Avoiding situations where personal interests are or appear to be in conflict with the Company's interests
- Conducting Company business in compliance with applicable laws
- Demonstrating respect for and protection of the environment
- Keeping accurate records
- Maintaining confidentiality of and not misusing Company "insider" information
- Safeguarding and properly using Company proprietary information, assets and resources, and such information of other organizations that is entrusted to the Company

Questions: Keep these Standards handy and consult them when you have a question about any ethical situation, appropriate conduct or legal compliance. The Standards are published on AMD corporate and site intranets worldwide. They are available in a downloadable format on [AMD Central](http://amdcentral.amd.com/AMDTeams/Corporate/Legal/Pages/wwwbc.aspx) at <http://amdcentral.amd.com/AMDTeams/Corporate/Legal/Pages/wwwbc.aspx>. Where there is a department referenced in a particular section of the Standards, you should feel free to address inquiries to that department, and you can always address inquiries to the AMD Law Department. Additional guidance may also be available from your management, Human Resources and Employee Relations.

Reporting Concerns: If you have a good-faith concern regarding these Standards, including what you believe to be a violation, you should immediately bring it to the attention of your management, AMD Internal Audit, the AMD Corporate Investigations Department, the AMD Human Resources Department and/or the AMD Law Department; or if you prefer, you can report your concern anonymously by calling the toll-free AMD AlertLine. In the United States you can dial the AMD AlertLine directly at 1-800-381-6221. See the "Reporting Concerns" section of these Standards for information on calling the AMD AlertLine from outside the United States.



Decision-Making Checklist

This page sets forth a handy checklist you should use to determine the best approach for making ethical and compliance-related business decisions.

Be sure you:

- Follow the guidelines in these Standards
- Act in accordance with AMD's Vision, Mission, Values and Beliefs
- Comply with related Company policies
- Use your own good judgment

In addition, ask yourself the following questions:

- Will I feel comfortable with my decision?
- How would it look in a newspaper?
- Have I made a decision that is fair and just?
- Have I verified the significant facts?
- Is the approach legal?
- If I can't answer the above questions, have I asked the appropriate department for help?



AMD Vision, Mission, Values and Beliefs

AMD's Vision, Mission, Values and Beliefs capture the essence of how you should perform your job and are crucial to our Spirit of Success.

AMD's Vision:

- **A world where the amazing power of AMD technology improves the quality of people's lives.**

AMD's Mission:

- **Lead through innovative, customer-centric solutions that empower businesses, enhance the digital lifestyle and accelerate global digital inclusion.**

AMD's Values and Beliefs:

1. **Respect for People.** We respect people, honor diversity and treat each other fairly. These are the cornerstones of our culture and key to our ability to work successfully as a global team.
2. **Integrity.** We operate with the highest standards of honesty and responsibility – as individuals and as a corporation – to be a role model worldwide through our business practices, community involvement and environmental stewardship.
3. **Our Customers' Success.** We ensure our customers' continuous success by forging deep relationships founded on our commitment to meet their diverse technology needs and a shared passion for excellence.
4. **Customer-Centric Innovation.** We lead through innovation – championing creative ideas and solutions that enable our customers to truly differentiate their solutions in the marketplace.
5. **Initiative and Accountability.** We deliver on our promises to our customers, stakeholders and to each other by taking risks, seeking proactive solutions and assuming ownership of the results.
6. **Fair and Open Competition.** We believe that fair and open competition places the freedom of choice in the hands of customers, allowing the widest population to have access to the best possible technology.

Work Environment Principles

Your conduct on the job has a major impact on the Company's ability to achieve its business objectives. Remember, fellow employees, customers and shareholders are counting on you to comply with these Standards and with Company policies.

1. Alcohol, Drugs and Controlled Substances

The Company strives to provide a safe and productive work environment. To that end, employees in the workplace (which includes all work sites, Company vehicles and Company premises) shall not (1) manufacture, sell or otherwise distribute drugs or controlled substances or inhalants, (2) use or possess alcohol without proper authorization, (3) use or possess illegal drugs or controlled substances, or (4) illegally use drugs or controlled substances, including prescription drugs. Also, employees may not be in the workplace while under the influence of alcohol, illegal drugs or controlled substances.

Certain work locations provide drug counseling and referral services. You may check with your management as to whether your work location has such a service.

2. Equal Employment Opportunity

The Company is committed to providing all qualified employees with the same opportunities for success regardless of age, ancestry, color, marital status, medical condition, mental or physical disability, national origin, race, religion, political and/or third party affiliation, sex, sexual orientation, gender identity or veteran status. Therefore, you are prohibited from making employment-related decisions based on any of these factors. The Company emphasizes a workplace where all employees have the opportunity to contribute fully to the Company's success based on their skills and interests.

If you reasonably believe someone is using any of the above factors to make employment-related decisions, you must immediately report the situation to the Company. You can report your concern to your manager, Human Resources or Employee Relations, or via the AMD AlertLine. The Company will investigate such reports as appropriate.

3. Harassment and Discrimination

The Company has a zero-tolerance policy against harassment, including sexual harassment, and discrimination based on age, ancestry, color, marital status, medical condition, mental or physical disability, national origin, race, religion, political and/or third party affiliation, sex, sexual orientation, gender identity or veteran status. The Company also prohibits employees from retaliating against an individual who reports what he or she believes in good faith to be such harassment or discrimination in the workplace.

The Company also complies with all applicable country, state and local laws and ordinances that prohibit harassment and discrimination in employment. Employees are responsible for familiarizing themselves with and abiding by both these laws and AMD policies.

If you believe there has been an instance of harassment, discrimination or retaliation at work, you must immediately report it to the Company. You can report your concern to your manager, Human Resources or Employee Relations, or via the AMD AlertLine. The Company will investigate such reports as appropriate.

4. Monitoring Company Premises and Equipment

The Company has the right to monitor, in accordance with applicable laws, all of its assets, including its electronic information systems, and review information on them. While the Company respects the privacy of its employees, it monitors its assets to promote safety, prevent criminal activity, investigate

Work Environment Principles

alleged misconduct and security violations, manage information systems and for other business reasons.

Work time is for work. Accordingly, most activities performed by employees while at work will not be considered private. When you are at work, you should not have the same expectations of privacy you might have in other places, such as your home.

The Company also has the right, in accordance with applicable laws, to conduct searches or inspections of employees' personal property (including lockers, lunch boxes, purses, briefcases, baggage and vehicles located on Company premises or work sites) in various situations. As with monitoring, these searches are generally made to promote safety, investigate alleged misconduct, or prevent criminal activity and security violations. Your entry onto Company premises constitutes your consent to such searches or inspections. Because security personnel may inspect on-site lockers, only Company-owned locks may be put on these lockers.

5. Privacy of Employee Records

The Company respects the privacy rights of employees with respect to certain personal and personnel information. Thus, employee personnel files and certain other employee records are confidential and may not be disclosed except to certain Company personnel on a need-to-know basis, or when required by law.

6. Protecting Company Property

Each employee is responsible for protecting Company property (e.g., materials, equipment, tools, real property and funds). This means you should use Company property only for legal and ethical activities and in compliance with Company policies, and that you should protect it from damage, waste, loss, misuse or theft. Additionally, you should dispose of Company property only with appropriate written approval. Our goal is to obtain fair market value for all Company assets that no longer are needed, unless they are donated or recycled with appropriate approval.

You may bring in, remove or transfer Company property only in compliance with the property control policies for your site.

Corporate assets such as computers, telephones and cell phones, fax machines, copy machines, vehicles and similar property are intended primarily for Company business use.

7. Environment, Health and Safety

The Company's values commit us, as individuals and as employees, to actions that protect the safety, health and well-being of employees and the communities in which we do business. The Company's Global Environmental, Health and Safety (EHS) Policy reflects that commitment, which is incorporated in and implemented through the Global EHS Standards. These standards apply throughout the Company and set expectations for management at all locations to establish a programmatic approach to ensure compliance with Company policies and applicable laws and provide the foundation from which we strive "beyond compliance." An integral part of AMD's Global EHS commitment is to provide the necessary training, resources and management support for employees.

Make sure the decisions you make on behalf of the Company reflect the highest level of integrity, accountability and commitment to the safety, health and well-being of your fellow employees and all who may be affected. Learn and understand the safety, health and well-being requirements and programs that apply to your work, and be an engaged contributor to continually improving the environmental performance of our operations and our products. We strive for an injury- and illness-free work environment for the benefit of all employees, contractors, customers and the general public.

Work Environment Principles

To this end, perform your work in a way that will protect yourself and others. Comply at all times with all safety, health and well-being rules and procedures. Ensure that your work environment is safe by looking for and resolving unsafe situations and helping and encouraging others to work safely. Immediately report unsafe conditions that you cannot correct to your manager, or contact your local EHS representative or the Global EHS Department or the AMD Law Department.

8. Labor Practices

The Company is committed to paying competitive wages and providing benefits that help foster employees' health and financial security. Compensation rates are determined according to local laws, market factors and individual employee performance.

Employee working hours are set in accordance with local laws. The Company strictly forbids child labor and forced/compulsory labor practices, respects the rights of its employees to associate freely, and is committed to complying with all applicable laws in all locations.

Business Practice Principles

1. Brandmark, Logos, Colors and Branding

Use of the AMD brandmark, logos and colors must be in compliance with Company marketing and trademark guidelines, including specific logo and trademark usage guidelines, and with Company brand guidelines, which are published on [AMD Central](#).

If you see use of **AMD**, **ATI**, other AMD logos or Company colors by those not authorized to represent AMD or its product lines, you should report such use to the AMD Law Department.

2. Business Expenses

Use Company funds for Company business expenses only, whether paying by credit card, petty cash or other method. When on Company business, use good judgment, avoid inappropriate or unprofessional expenditures or situations, and keep business expenses reasonable. You are expected to comply with the Company's and your organization's requirements for incurring and reporting business expenses. Report all expenses promptly and accurately.

3. Confidential Information and Trade Secrets

During the course of your employment, you may have access to Company confidential information. Any information that is not public about the business of the Company is Company confidential information. Such information includes technology, ideas, product plans and employee personnel information, including information about an employee's compensation and special skills and preferences. Never disclose Company confidential information without appropriate approval(s) and never use it for personal gain or advantage. Company policies, including non-disclosure agreements, strictly safeguard the Company's confidential information. The Company's Protection of Confidential Information policy (Global Policy 1102 – available on [AMD Central](#)) describes the type of information that we consider confidential and your obligations to keep such information confidential. In addition, you may ask your manager to explain what parts of your work are considered Company confidential.

Additional important points to remember about Company confidential information and non-disclosure agreements:

- Employees may disclose secret, confidential or private information about the Company only to authorized persons and only when an approved non-disclosure agreement is in place. If you are uncertain as to whether a particular disclosure requires a non-disclosure agreement, please consult with the AMD Law Department.
- Employees shall not disclose outside AMD confidential information of any Company supplier, customer or affiliate without the written consent of the AMD Law Department.
- Employees shall not disclose to the Company or use to benefit the Company any confidential information belonging to a third party (including prior employers), except with the written consent of such third party or as otherwise permitted by law. Thus, for example, if you inadvertently receive an email containing confidential information belonging to a Company competitor, you may not use or share this information and must immediately contact the AMD Law Department for further guidance. If you are uncertain whether you are permitted to disclose or use certain information or whether it is considered third-party confidential, please consult with the AMD Law Department.
- All Company documents, records, memoranda and other written materials are solely the Company's property and must be returned to the Company upon termination of employment.

4. Endorsements

The Company does not endorse products or services, or the firms or individuals who supply them except as part of a specifically approved marketing strategy or activity. Therefore, you should not imply such endorsement by giving testimonials or endorsements of the Company's use of any materials, supplies, equipment or services, or by the use of the Company's name in advertising, publicity or catalogs without prior approvals by both the vice president of your business organization and the AMD Law Department.

Endorsements of political candidates or ballot measures by using the Company's name, or the name of one of its subsidiaries, must be approved in advance by the General Counsel of AMD.

5. Media, Analyst and Investor Inquiries

Information and opinions attributed to the Company must accurately reflect the Company's positions. You may at some time receive an inquiry from an outsider, including online, print or broadcast media, or industry or financial analysts, seeking information about the Company. If that occurs, you should refer the media inquiries to AMD's Public Relations Department, and the shareholder and financial analyst inquiries to AMD's Investor Relations Department. You should not respond to such inquiries on behalf of the Company without the permission of the Public Relations Department or the Investor Relations Department. The only people authorized to speak to securities analysts or other members of the investment community on behalf of AMD are AMD's chairman, chief executive officer, chief financial officer and AMD Investor Relations personnel. Contact information for the Public Relations and Investor Relations Departments is available on [AMD Central](#).

6. Political Activities and Contributions

The Company neither encourages nor discourages its employees from engaging in political activities, including making political contributions, on their own time and at their own expense. However, such involvement must in no way indicate Company endorsement of such activities.

No employee may make any contributions or payments to political parties, candidates or initiative or referendum campaigns on behalf of the Company, unless such payments are clearly permitted by law and approved by AMD's General Counsel. This restriction is not intended to discourage employees from making contributions to, or being involved with, candidates, parties, initiatives, referenda or political committees of their choice as private individuals.

Employees may participate in trade associations, such as the Semiconductor Industry Association, that support the electronic industry through lobbying efforts and politically related activities.

If you have questions on this issue, please contact the AMD Government Relations Department or AMD Law Department.

7. Procurement

Company procurement decisions, including selection of and communication with suppliers, must be in conjunction with the AMD Global Supply Management (GSM) Department and must comply with the Company's procurement policies. The GSM Department alone has the authority to issue requests for quotations and to make procurement-related financial commitments on behalf of the Company. Such financial commitments include (without limitation) placing purchase orders and signing procurement agreements and other purchase commitments. Exceptions to this policy may be made only with the written approval of the senior GSM executive or a Company officer.

8. Company Contracts

The Company permits certain key business units and departments to enter into agreements that bind the Company. AMD Finance Policy 1150 states which employees are authorized to sign written agreements on behalf of the Company and, with limited exceptions, requires AMD Law Department approval of contracts, contract amendments, letters of intent and memoranda of understanding. Many types of contracts also require the approval of other AMD departments and some require approval of the Board of Directors. In addition, Policy 1150 provides that employees are prohibited from entering into “side agreements” – i.e., any oral or written agreement on behalf of the Company, whether signed only on behalf of the Company or fully executed by all parties, that has not been approved by the AMD Law Department or signed by someone with signature authority under Policy 1150. For further information, Finance Policy 1150 is available on [AMD Central](#).

9. Publishing Articles

If you wish to author an article for publication or present a paper at a conference and you plan to identify yourself as an employee of the Company, you must comply with the guidelines for the AMD Worldwide Authors Program, available on [AMD Central](#). In accordance with those guidelines and Company policy, the responsibility for approving and selecting appropriate subjects and authorizing the release of articles rests with your manager, director and vice president, who must ensure that all Company intellectual property and confidential information is properly protected. In addition, all approved publication materials for release outside of the Company must be submitted for review by the AMD Public Relations Department and AMD Law Department before release.

10. Recordkeeping

Accurate and reliable records are of critical importance to the Company in meeting legal, financial, regulatory and management obligations. You are responsible and accountable for creating and maintaining appropriate and accurate business records, including accounting statements, financial reports, invoices, timesheets and correspondence. Never hide, alter, falsify or disguise the true nature of any transaction.

11. Records Retention

Many areas of our business are subject to records retention requirements pursuant to Company policies and/or government regulatory requirements for specific periods of time. In order to comply with these policies and requirements, the Company has record retention schedules for each department. To avoid unnecessary costs, records should be kept only as long as required for business, financial or legal reasons, and no longer. You should be familiar with the documentation requirements that apply to you. If you are not, ask your manager or contact the AMD Records Management Department or AMD Law Department.

12. Regulatory or Legal Inquiries

You should immediately refer all inquiries from country, state or local government officials to the AMD Government Relations Department or AMD Law Department. Refer any requests for information from law enforcement agencies to the AMD Law Department.

13. Selling Practices

Competing aggressively often involves creating or encouraging demand for AMD products and services, but is never an excuse for making statements about the Company or its products that are untruthful, unverified or inaccurate. Employees who sell Company products and services should be sure to accurately describe the attributes, features and merits of those products and services. Employees should not make claims about Company products or services that are inaccurate or

Business Practice Principles

unverified, or that cannot be substantiated; nor should they make claims about a competitor's products or services that are not based on current published materials or other factual data approved by an authorized Company representative for such purposes.

14. Fair Dealing

You should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Conflict of Interest Principles

You are expected to do your job for the best interests of the Company. A conflict of interest is any activity or interest that is inconsistent with, interferes with or even appears to interfere with, or is opposed to the best interests of the Company. In general, conflicts of interest should be avoided, and potential conflicts should be promptly disclosed.

1. Favored Treatment of Family and Friends

Do not use your position to give or obtain favored treatment for family members or others with whom you have a close relationship. This applies to hiring, promoting, selecting contractors or vendors, and all other business matters.

- Employees must disclose to their manager any potential conflict when recommending a friend or relative for a position at the Company.
- No employee may conduct outside business on behalf of the Company with a person with whom he or she is related by blood, marriage or domestic partnership, including making loans to or guaranteeing the obligations of such person on behalf of the Company.
- No employee may conduct Company business with an outside organization that employs an individual related by blood, marriage or domestic partnership or who has a significant association to a Company employee, without first having the approval of his or her department's vice president.

2. Financial Interests in Other Businesses

Employees should not have any direct or indirect financial interest with a present or prospective Company customer, competitor or supplier that could cause divided loyalty or the appearance of divided loyalty. This prohibition does not include passive investments of not more than one percent of the total outstanding shares of any company.

3. Giving or Accepting Gifts and Other Gratuities

From time to time, the Company may allow employees to accept unsolicited gifts or gratuities, or offer gifts or gratuities, to aid in building legitimate business relationships. Gifts and gratuities include anything of value, including souvenirs, meals, tickets, entertainment, discounts, travel expenses, reimbursements and items or services of a similar nature.

Accepting or offering a gift or gratuity in a business setting, however, can create a sense of obligation or the appearance of obligation, as well as the appearance of or an actual conflict of interest. If the acceptance or offer of any gift or gratuity (regardless of value) could be viewed as resulting in an unfair business advantage or as creating the appearance of or an actual conflict of interest in connection with your employment, it violates the Company's policy against conflicts of interest.

The following gift and gratuity guidelines apply to all Company employees:

- **Nominal Value/Promotional Logo Gifts:** Employees acting on behalf of the Company may generally accept or offer gifts of nominal value (maximum value US\$100 per person) or gifts bearing a company logo that are commonly regarded as promotional items or tokens of appreciation. Examples of such nominal or promotional logo gifts include shirts, hats, posters and golf balls. However, even nominal or promotional logo gifts are prohibited if the circumstances of such gifts (including the frequency or timing) could be viewed as creating an actual or apparent obligation or conflict of interest.

Conflict of Interest Principles

- **Above Nominal Value Gifts:** Where a local custom or exceptional business circumstance calls for an exchange of gifts valued in excess of US\$100 per person, employees may accept or offer such gifts only with the approval of their immediate manager. In addition, employees must notify the AMD Law Department after receiving or prior to offering gifts valued in excess of US\$200. Any gifts above nominal value received by AMD employees should be turned over to Company management for appropriate disposition (e.g., general Company or department use, or donation to charity).
- **Meals and Entertainment:** Employees may accept or offer business meals and entertainment only if such events are infrequent, consistent with accepted business practices, not inappropriate or unprofessional, not extravagant in nature (maximum value US\$100 per person unless approved by immediate manager), for the purpose of establishing or developing a business relationship, and attended by at least one representative from each company.
- **Payments/Loans:** Under no circumstances may an employee accept or offer payments or loans of cash or its equivalent (e.g., stock, bonds or other negotiable instruments) to or from any person associated with a present or prospective customer, competitor or supplier of the Company.
- **Business Travel:** When employees travel in connection with providing services to customers or suppliers, the Company should pay for travel expenses. Likewise, the Company should not pay for the travel expenses of any present or prospective customer, competitor or supplier of the Company. In addition, Company employees should not travel on private aircraft owned or leased by a customer, competitor or supplier except in extraordinary circumstances and as approved in advance by their immediate manager and the AMD Law Department. In such cases, the Company should provide reimbursement to the customer, competitor or supplier in an amount equivalent to a comparable commercial airline ticket.
- **Non-Business Travel:** Under no circumstances should an employee accept payment or reimbursement of expenses related to non-business travel from, or offer to pay or reimburse expenses related to non-business travel of, any person associated with a present or prospective customer, competitor or supplier of the Company.
- **Transparency/Recordkeeping:** Gifts or gratuities should never be hidden or concealed from Company management. Employees have the responsibility to inform their management of all gifts or gratuities received or offered (regardless of value), and seek approval where appropriate. In addition, the recipient identity (name and affiliation) of any gift or gratuity given on behalf of the Company should be reflected in the related business expense report.
- **Gifts to Candidates or Political Figures:** Special rules apply to dealings with elected officials, candidates and political parties. For more information, please see the Political Activities and Contributions section of these Standards.
- **Gifts to Foreign Officials:** U.S. federal law governs gift-giving for AMD employees when working with foreign (i.e., non-U.S.) government representatives. For more information, please see the Foreign Corrupt Practices Act section of these Standards.
- **Local Laws:** Employees are responsible for being familiar with and complying with all local laws and requirements regarding gifts and gratuities. In the absence of or in the case of less restrictive local laws or practices, Company guidelines should always be followed. Employees who are unsure whether they may accept or offer a proposed gift or gratuity in a particular country are required to consult in advance with the AMD Law Department.

Conflict of Interest Principles

- **Friends and Family:** Company guidelines apply to prevent improper gifts or gratuities to all Company employees, family members and those with whom an employee has a close personal relationship. For example, an employee may not permit his/her spouse or domestic partner to accept or offer a gift from a present or prospective customer, competitor or supplier of the Company in a situation where the employee would be prohibited from doing so.

Exceptions to any of the above guidelines require the prior approval of the appropriate AMD vice president and the AMD Law Department.

4. Holding an Elected or Appointed Office

If you hold an elected or appointed office while employed by the Company, you must excuse yourself from involvement with any issue or decision that could create or appear to create a conflict of interest. Seek advice from the AMD Law Department and AMD Government Relations Department. Also, avoid performing civic responsibilities on Company time. Seek approval from your director or more senior management for any exceptions to this general rule.

5. Influencing Business Decisions for Personal Gain

When you represent the Company, you must avoid any real or apparent conflict between your interests and those of the Company. Without approval from a Company vice president, you must not participate in or attempt to influence a decision or transaction that would enhance a significant financial interest held by you. If you have any doubt about potential conflicts, disclose the investment to your director or vice president, so that your organization can evaluate whether you should continue to participate in a particular decision-making process. A decision to include or exclude an employee from the process must be documented.

6. Outside Employment

The Company expects you to devote your full work time to your commitment to the Company. Therefore, all employees are discouraged from maintaining outside employment.

- Employees shall not engage in outside work or services for a customer, competitor or supplier of the Company under any circumstance.
- Employees shall not engage in any outside work if such work lessens efficiency, alertness, interest or productivity at the Company.
- If an employee wishes to engage in outside business activities **other** than the restricted ones, the employee should discuss the situation with, and get approval from, his or her department director or vice president. Approval will not be unreasonably withheld.

7. Corporate Opportunities

You are prohibited from (1) taking for yourself, personally, opportunities that are discovered through the use of corporate property, information or position; (2) using corporate property, information or position for personal gain; and (3) competing with the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

If you have any concerns regarding an actual or potential conflict of interest, you should seek guidance from your manager or the AMD Law Department.

8. Board Appointments

Company employees must obtain approval from the AMD Law Department before assuming a position on the board of another company or for-profit entity. Membership on charitable or community boards does not require pre-approval but such activity must not interfere with your AMD work duties or reflect negatively on the Company.

An employee who sits on the board of another company or other entity must abstain from voting on any matter directly or indirectly concerning AMD.

Additional Key Compliance Principles

1. Antitrust

Antitrust laws are designed to promote competition among businesses and prohibit acts in restraint of trade. Activities that limit competition, restrict trade or otherwise dominate a market may violate federal or state antitrust laws. Such violations can expose the Company and individual employees to criminal penalties, large fines and civil lawsuits.

To avoid antitrust problems (or even the appearance of them), please follow these guidelines:

- Do not fix prices or divide markets with competitors.
- When attending meetings or social events with competitors or potential competitors, avoid discussing any of the following information if it is not publicly available:
 - Prices, pricing policy, contract terms or conditions
 - Costs, inventories, marketing and service plans, market surveys and studies
 - Capacity plans and capabilities, territorial agreements
 - Planned or projected product improvements or product launch dates
 - Any other proprietary, confidential or competitively sensitive information (including industry rumors) regarding AMD, its competitors or customers.
- Do not suggest or imply to any vendor that it must purchase services from the Company in order to sell products or services to the Company.
- Do not use the Company's size to intimidate or threaten any individual or organization.

The following prohibitions, although not all-inclusive, represent practices that are contrary to the policies of the Company and therefore prohibited for Company employees:

- Arrangements or understandings with competitors or potential competitors concerning prices of products or production levels, or other competitively sensitive policies or practices, and discussions regarding such arrangements or understandings between any employee and a Company competitor
- Arrangements or understandings with competitors or potential competitors to allocate customers, markets, geographies or products
- Arrangements or understandings with customers or distributors concerning the price at which the customer or distributor may resell Company products
- Discussions in connection with any joint ventures or projects with competitive organizations not limited to the specific transactions involved (an AMD lawyer must be advised before any such discussions are initiated)
- Participation in trade associations, seminars or other groups that is, or even appears to be, an occasion for any discussion of competitive policies or practices, or for the exchange of competitively sensitive information
- Arrangements or understandings with a particular competitor or customer not to deal with a particular customer or supplier

Before taking any actions that may have potential antitrust implications, you should consult your manager and the AMD Law Department.

Additional Key Compliance Principles

2. Business and Accounting Practices

Company employees and agents shall adhere to the legal business and accounting practice requirements of each country in which the Company conducts business and shall employ the highest ethical standards. No undisclosed or unrecorded Company fund or asset shall be established for any purpose, and no false or misleading entries shall be made in the Company's books or records. No payment on behalf of the Company shall be made without adequate support documentation or for any purpose other than as described in the documents. Employees shall comply with generally accepted accounting rules and Company internal control policies as established in their respective locations.

3. Compliance with Copyright Laws

Copyrighted works include, but are not limited to, newsletters, magazine articles, newspapers, books, videotapes, drawings, musical recordings and software. Such works are likely protected by copyright law even if they do not include a copyright notice. If you would like to copy material for distribution at work, make sure you have permission from the copyright holder before making copies.

Computer software is covered by licensing agreements that typically prohibit unauthorized use or copying. Never make unauthorized copies of software that is licensed to the Company. Also, never load unlicensed software onto Company computer equipment or download unauthorized software from the Internet.

You may refer specific questions on copyright compliance to the AMD Law Department.

4. Financial Reporting

Employees and agents of the Company shall adhere to the financial reporting requirements set forth in the laws and regulations of each locale in which they do business for the Company. In this respect, appropriate personnel shall prepare accurate financial statements and disclosures of Company operations, financial conditions and cash flows. Such periodic reports shall be filed in a timely manner. As required, employees must also prepare statements certifying the appropriateness and accuracy of the statements and disclosures in the periodic reports. In addition, appropriate personnel shall fulfill all disclosure requirements regarding material transactions and relationships that may have a material current or future effect on the Company's financial condition.

5. Bribery/Foreign Corrupt Practices Act

Most countries where AMD operates have laws prohibiting bribery of governmental officials and employees of state-owned companies. In addition, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits anyone acting on behalf of a U.S. company anywhere in the world from giving anything of value to any non-U.S. government official in exchange for preferential business treatment. The FCPA is enforced by the U.S. government. Compliance with all applicable anti-bribery rules and the FCPA is a fundamental component of AMD's global compliance and ethics program.

AMD's FCPA policy includes two important definitions:

- "Government official" is any official, employee, candidate or representative of a non-U.S. government (including any government agency, department or enterprise), foreign political party or public international organization. The definition of government official should be broadly interpreted, and may include employees of businesses or companies wholly or partially owned, funded, operated, influenced or controlled by a government. If you are unsure whether someone is a government official, please contact the AMD Law Department.

Additional Key Compliance Principles

- “Benefits” include anything of value given to a government official, including AMD-sponsored gifts, money, travel, meals and entertainment. There is no exception for “nominal value” benefits. Even nominal value benefits, if provided improperly, may result of violations of the FCPA. In addition, benefits provided through third-parties (such as travel agents, consultants or conference organizers) must comply with this policy and the FCPA.

Prior approval by the AMD Law Department is required before offering or giving benefits to a government official, except as specifically set forth below.

Approval requests should be submitted to the AMD Law Department as early as possible, and will be evaluated on a case-by-case basis to determine whether the benefits may have the appearance or effect of improperly influencing the recipient. Approval requests must include at least the following information:

- Description of the benefits
- Value of the benefits
- Identity of benefits recipient, including name, affiliation, position and location
- Whether benefits recipient is affiliated with a current or prospective AMD customer
- Reason or occasion for the benefits
- If AMD-sponsored travel is involved, a daily agenda (including any scheduled leisure activities) and detailed breakdown of AMD costs (including airfare, daily hotel rate and cost per meal)

Benefits approval requests are typically rejected by the AMD Law Department when they involve or include any of the following:

- High-value gifts intended for personal use or consumption
- Long-term loans of AMD products
- Cash payments or stipends, or reimbursements paid to a government official (AMD should pay all expenses directly)
- Luxury travel, meals or entertainment, or inappropriate business entertainment
- AMD-sponsored travel lacking a substantial business purpose or involving significant leisure time
- Benefits directed to a government official’s family or friends
- Undocumented benefits
- Benefits intended to induce and/or likely to result in an improper business advantage

Exceptions to AMD’s prior approval requirement are strictly limited to the following:

- “Facilitating payments” – i.e., payments to non-U.S. government officials designed to expedite or facilitate non-discretionary government action such as obtaining permits, licenses or other official documents; processing governmental papers, such as visas and work orders; or securing utility services. All such payments must be properly documented and recorded on the Company’s books, and approved by the senior site manager.
- Benefits that meet all of the following criteria:
 - Do not exceed a combined value of US\$100 per recipient per year
 - Are provided at times consistent with cultural traditions of the countries in which AMD operates (e.g., nominal holiday gift)
 - Are legal under local laws
 - Are not provided for the purpose of securing an improper business advantage for AMD or inducing the government official to misuse his/her position

Additional Key Compliance Principles

AMD is required to maintain proper records of all benefits, regardless of value, provided to government officials, including information sufficient to prove the benefit recipient's name, position, benefit purpose or occasion, and benefit value. The AMD employee responsible for arranging such benefits is also responsible for ensuring proper recordkeeping. Falsification, omission or destruction of records involving benefits is a serious breach of AMD policy.

6. Government Contracts

Like all customers, government entities should be dealt with fairly and honestly, and all contractual requirements must be met. Government contracts may have special provisions and reporting requirements, so you should be aware of such provisions that may apply to work you are doing.

In the United States, the federal Anti-Kickback Act prohibits kickbacks in connection with government contracts. The term "kickback" means any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, to a contractor, contractor's employee, subcontractor or subcontractor's employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract. Similar laws apply in other AMD locations.

Fraudulent or dishonest acts in fulfilling a government contract can trigger severe penalties, including fines and imprisonment.

7. Immigration

The Company complies with all laws with respect to ensuring that its employees have the legal right to work at any particular Company location. This means, in part, that each newly hired employee must provide proper employment documentation and verification as required by local law.

8. Export Controls

The Company complies with all applicable export control laws and regulations. Some AMD products, and some technology that AMD uses to design and manufacture products, may not be legally sold, shipped or transferred to certain countries or to persons who are citizens or permanent residents of those countries. Also, U.S. export regulations restrict the transfer of products and technology wherever they may be located, even outside of the United States. Employees in all locations must take special care to ensure that our products and technology are not shipped, delivered or transferred electronically in a manner that violates these laws. For specific advice on export compliance, contact the AMD Global Trade Compliance Department or AMD Law Department.

9. Insider Trading

U.S. federal and state securities laws prohibit any trading (purchase or sale) of securities of a company by a person while in possession of material, non-public information (i.e., information about the company that is not publicly announced and could be expected to be important to a person making a decision to trade in such securities). Additionally, any employee who provides "tips" regarding such non-public information to another person who bases a trade on such information is subject to civil liability and criminal penalties. To avoid liability, all employees must comply with the following rules:

- An employee in possession of material, non-public information regarding AMD or any other publicly traded company may not trade or recommend a purchase or sale of securities of AMD

Additional Key Compliance Principles

or the other publicly traded company until such information has been publicly disclosed or unless such trade is made pursuant to a 10b5-1 plan approved by AMD.

- An employee who is considering a transaction involving AMD or any other publicly traded securities and who feels that he or she may have material inside information should check with the AMD Law Department before performing such a transaction.
- All employees shall keep confidential all non-public information that they possess regarding AMD or any other publicly traded company prior to its public disclosure.
- Net short sales of AMD stock by an employee or members of the employee's household are strictly prohibited. The purchase of sell options or "puts" on AMD stock by an employee or members of the employee's household are prohibited. Purchase or "call" options on AMD stock are also prohibited. The Company recommends that employees not trade in AMD stock on a short-term basis or purchase AMD stock on margin, because these activities might suggest improper speculation in AMD stock.

If you have questions on this topic, consult the Stock Trading Policy available on [AMD Central](#) or the AMD Law Department.



Waiver of the Standards

The Company strongly discourages management from waiving these Standards for any employee. Moreover, only the AMD Board of Directors may waive any Standard for executive officers and directors, and any such waiver must be promptly disclosed to shareholders. In addition, all waivers must be in writing.

Compliance with the Standards

All employees and members of the AMD Board of Directors have a responsibility to understand and follow these Standards, and perform their work with honesty and integrity, including in areas not specifically addressed by the Standards. In addition, all employees and Board members have an obligation to cooperate fully with Company investigations, including by completely and truthfully answering all questions.

Most employees and Board members will act with honesty and integrity, voluntarily and with commitment. However, in the event an employee or Board member violates these Standards or related Company policies and procedures, or any of the laws and regulations that govern our business, the Company will take immediate and appropriate action.

Depending on the nature, severity and frequency of a violation of these Standards or related Company policies or procedures, or failure to cooperate or be honest with the Company in connection with an investigation, the Company will take appropriate corrective actions up to and including termination of employment.



Reporting Concerns - AMD AlertLine

The principles described in these Standards are critical to the Company's success, and the Company expects every employee to follow them. If you encounter an activity at work that you believe in good faith is not in accordance with these Standards, you are responsible for immediately reporting your concern to the Company. It is your responsibility to be familiar with Company policies regarding procedures for reporting work-related concerns. Failure to discharge your reporting responsibility may be as serious as the suspected violation itself.

We encourage you to report the concern to your manager or a Company department referenced in these Standards.

You can also report good-faith concerns about suspected non-compliance with these Standards to the Company using the AMD AlertLine, available 24 hours a day, seven days a week, at 1-800-381-6221. You can report concerns to the AMD AlertLine anonymously.

If you are calling the AMD AlertLine from outside the United States or Canada, you can use AT&T USADirect® to access the toll-free number by first dialing an access number assigned to the location from which you are calling. AT&T publishes access numbers for participating countries on its Web site (<http://www.usa.att.com/traveler>). You can also download a wallet-sized card listing of access numbers from <http://www.usa.att.com/traveler/tools/wallet.jsp>.

Regardless of the reporting method you choose to use, the Company has a non-retaliation policy with respect to good-faith reports of compliance and ethics concerns or violations. This means you will not suffer any adverse employment action as a result of making such a report. More information on the AMD AlertLine, including procedures used to ensure anonymity, is available on [AMD Central](#). The AMD AlertLine is there to help, so please do not hesitate to use it.



References

1. Online Training

The Company has a variety of self-paced courses on compliance topics available on [AMD Central](#) through the Legal Compliance Education Center. Several of the courses are mandatory for all or certain groups of employees and many of them include tutorials, self-assessments, Frequently Asked Questions, “Top 10” lists of important and practical issues and the ability to print reference handbooks. Some of the available courses include: *AMD’s Worldwide Standards of Business Conduct*; *Understanding the Foreign Corrupt Practices Act*; *Preventing Workplace Harassment*; and *AMD Protection of Confidential Information*.

2. Classes

The Company also has live training classes in certain compliance areas. Check with the Company’s Learning and Development Department for current offerings.

3. Company Policies Available Online

Global HR Policies are published and available on [AMD Central](#). Country-specific HR policies are published on various other AMD corporate and intranet sites worldwide.

4. The AMD AlertLine

In the United States, call 1-800-381-6221 to reach the AMD AlertLine. Please refer to the “Reporting Concerns – AMD Alertline” section, immediately preceding this one, for information on calling the AMD AlertLine from outside the United States.