

2017 PROXY STATEMENT SUPPLEMENT

MAY 2017



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EXECUTIVE SUMMARY

In 2016, we continued to transform from a PC-focused company to one that **powers the cloud and billions of smart, connected computing devices** that drive a flood of data. While building a strong foundation for growth in 2016, we achieved **record revenue of \$59.4 billion**.

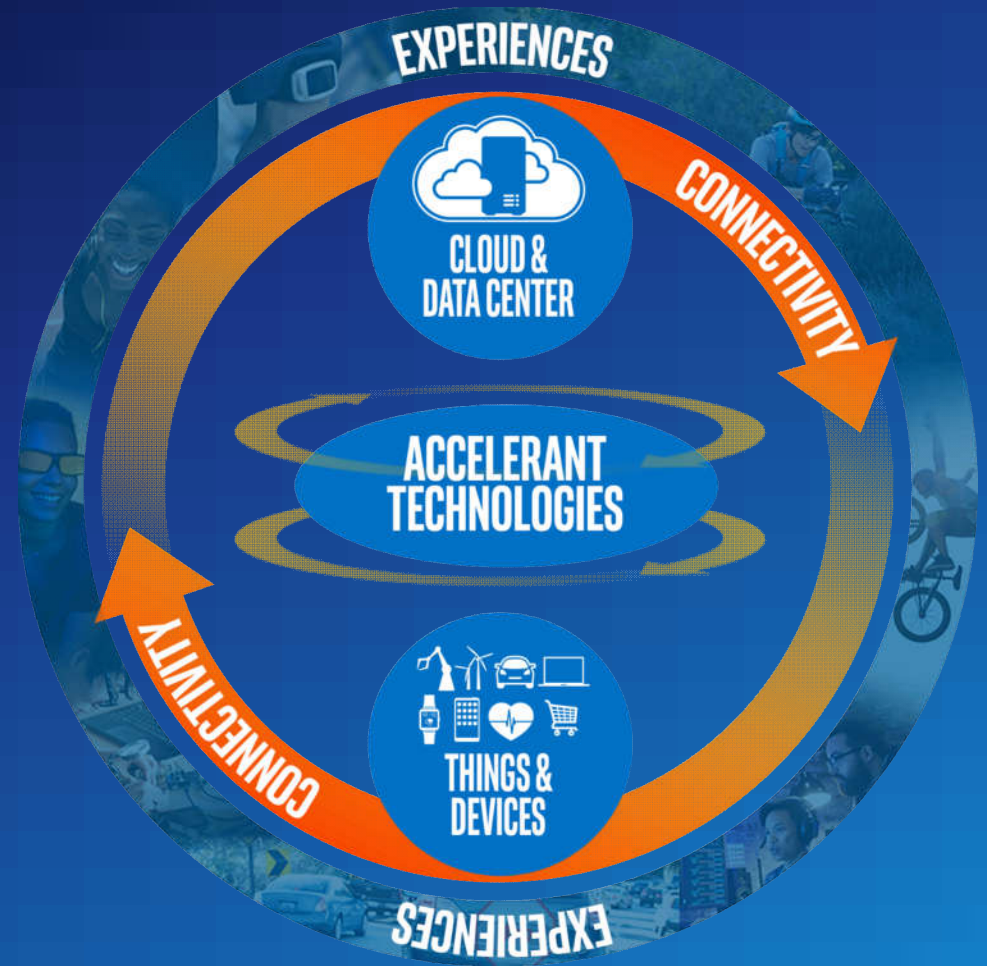
- Our **active and engaged Board** regularly reviews its practices and composition to assure the right breadth and diversity of skills and experience. We have strong independent leadership with a robust lead independent director role and a track record of refreshment, having added 5 of our 11 director nominees in the past 5 years.
- **Our Board strives to lead in corporate governance.** We were one of the first companies to adopt majority voting in director elections, we provided stockholders with an advisory vote on executive compensation several years before it was required by law, and in early 2016, we adopted proxy access.
- We are committed to **meaningful and transparent engagement with our stockholders.** Our integrated outreach team meets with a broad base of investors throughout the year to discuss corporate governance, executive compensation, and corporate responsibility practices.
- We remain a **leader in corporate responsibility.** We set ambitious goals and make strategic investments to drive improvements in environmental sustainability, supply chain responsibility, diversity and inclusion, and social impact and we believe our approach **creates long-term value for Intel and our stockholders** by helping us mitigate risks, reduce costs, build brand value, and identify new opportunities.
- Our executive compensation programs are designed to **link pay with performance** and encourage the creation of **long-term stockholder value.**

INTEL IS EVOLVING.

To a company that powers the data center and billions of smart, connected devices.

INTEL'S VISION:

If it is **smart** and **connected**, it is **best** with **Intel**.



2016: BUILDING A STRONG FOUNDATION FOR GROWTH

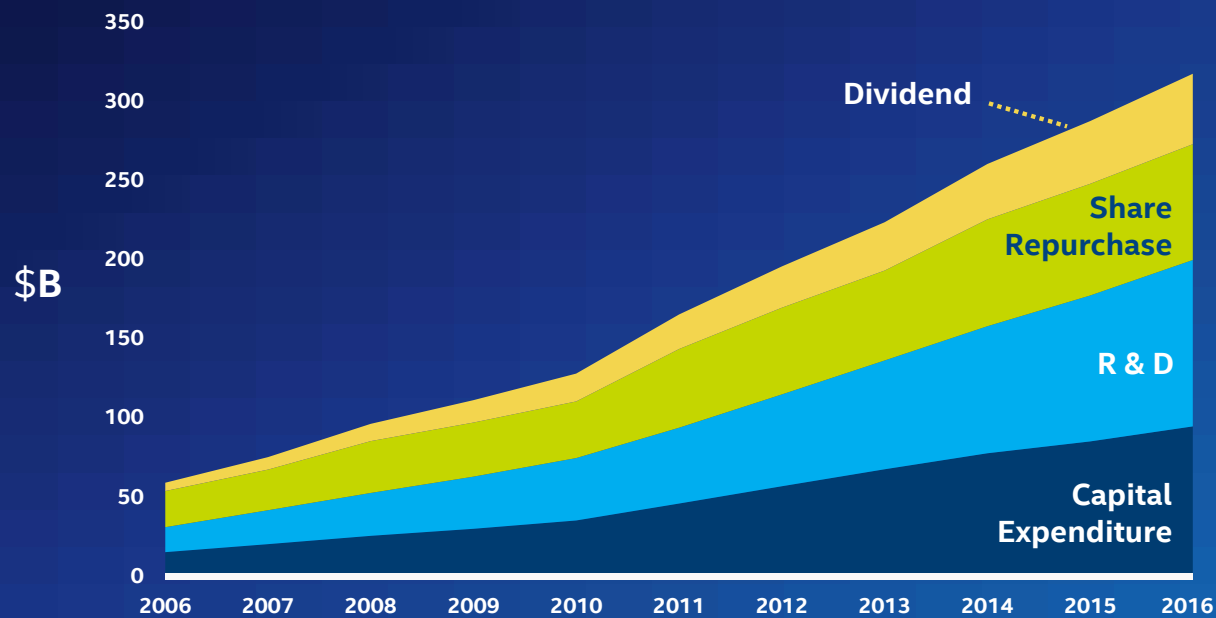
2016 Highlights

- **Record revenue of \$59.4 billion**, up 7% from 2015, driven by our acquisition of **Altera** and growth in our **Data Center Group**, **Client Computing Group**, and **Internet of Things Group** businesses.
- **Data Center**: significant growth in cloud and networking businesses, and launched products in critical data center adjacencies, including silicon photonics and Omni-Path Fabric.
- **Client Computing**: began shipping our new 7th Gen Intel® Core™ processors and ramped our XMM™ 7360 LTE modem into high volume.
- **Internet of Things**: record revenue and major design wins.
- **Altera/Programmable Solutions**: sampled our Stratix® 10 FPGAs, the industry's first 14nm FPGA.
- **Continued our investment** in disruptive **memory technologies** (3D NAND and Intel® Optane™ memory), **5G connectivity**, **artificial intelligence**, and data-intensive fields such as **autonomous driving**, including our announcement in March 2017 of our agreement to acquire Mobileye N.V.

Leadership Developments

- **Venkata (Murthy) Renduchintala** joins as Executive VP; President, Client and IoT Businesses and System Architecture Group.
- **Robert H. Swan** joins as CFO.
- **Stacy J. Smith** becomes Executive VP, Manufacturing, Operations, and Sales.
- **Diane M. Bryant**, General Manager of the Data Center Group, is promoted to Executive VP.

COMMITMENT TO STOCKHOLDER RETURNS WHILE INVESTING IN OUR BUSINESS



Dividend and Share Repurchases

\$97B SINCE 2006

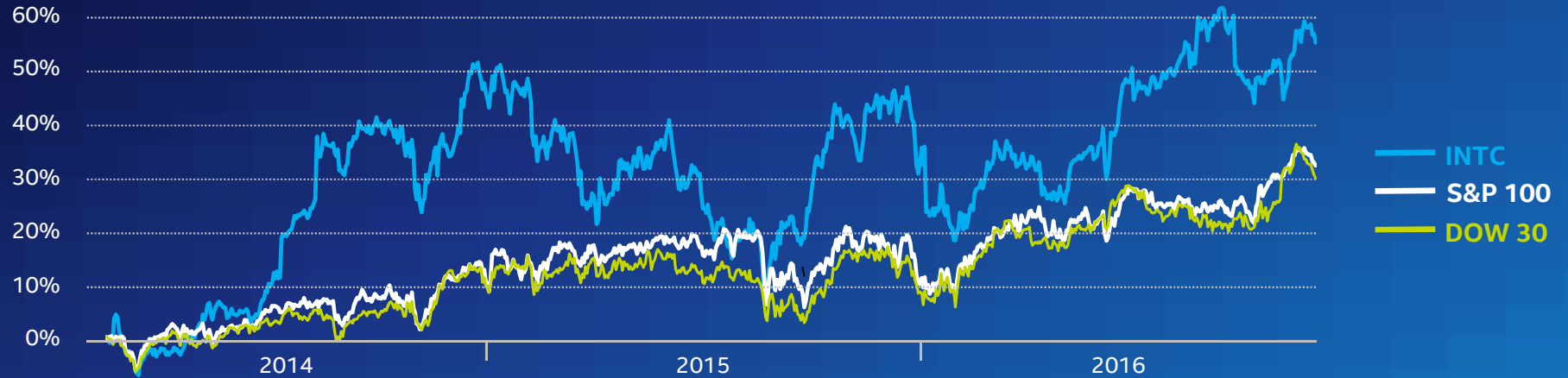
R & D and Capital Expenditure

\$180B SINCE 2006

TOTAL STOCKHOLDER RETURN OUTPERFORMANCE

3 YEAR STOCKHOLDER RETURN

As of 12/30/2016



PORTFOLIO	3 YEAR (GRAPH)	1 YEAR
Intel	56%	6%
Dow 30	30%	13%
S&P 100	32%	10%

Source: Factset. TSR was calculated as of the stock price end of day 12/30/16 (INTC stock price was \$36.60).

CORPORATE GOVERNANCE BEST PRACTICES

Board

- Strong independent Lead Director
- Board search process that includes actively seeking diverse board candidates
- Board planning for CEO succession and monitoring and advisement on management's succession planning for other executives
- Board oversight of risk management
- Annual self-evaluation of individual directors and Board as a whole
- Board oversight of robust investor engagement program
- Limits to how many other boards on which directors may serve
- Director retirement age policy
- Corporate Governance and Nominating Committee review and reporting to the Board on corporate responsibility and sustainability issues

Stockholder Rights and Engagement

- Robust two-way dialogue with investors
- Majority voting for all directors
- Proxy access for stockholders
- Special meeting rights for stockholders
- Annual Say-On-Pay vote
- Biennial vote on 2006 Equity Incentive Plan

Pay Practices

- Performance-based pay that uses a variety of performance measures and performance periods
- Annual compensation review and risk assessment
- Robust stock ownership guidelines for all executive officers and directors
- Claw-back policy for both annual incentive cash plan and equity incentive plan
- Independent Compensation Committee and independent compensation consultant
- Limit on maximum incentive payouts
- Anti-hedging policy
- A portion of every executive's and employee's compensation linked to corporate responsibility factors since 2008

INTEL BOARD OF DIRECTORS NOMINEES



Andy D. Bryant

Chairman of the Board of Directors, Intel Corporation



Brian M. Krzanich

CEO, Intel Corporation



Charlene Barshefsky

Senior International Partner, Wilmer Cutler Pickering Hale and Dorr LLP



Aneel Bhusri

Independent Lead Director-Elect, Co-Founder and CEO, Workday, Inc.



Reed E. Hundt

Principal, REH Advisors LLC



Omar Ishrak

Chairman and CEO, Medtronic plc



Tsu-Jae King Liu

Professor, University of California, Berkeley



David S. Pottruck

Chairman and CEO, Red Eagle Ventures, Inc.



Gregory D. Smith

CFO, EVP Corporate Development and Strategy, The Boeing Company



Frank D. Yeary

Executive Chairman, CamberView Partners LLC



David B. Yoffie

Professor, Harvard Business School

SKILLED, ENGAGED AND EVOLVING BOARD

Active Oversight. Our Board engages in active discussion and oversight of the strategy behind Intel's actions, including the process of capturing opportunities and leading with innovation while balancing possible risks with returns for stockholders. Many of the Board's strategic conversations in 2016 focused on how best to allocate resources for long-term stockholder value. The company has made progress in allocating more resources to growing and emerging businesses, seeking to expand market opportunities in areas such as memory and autonomous driving while continuing to invest in areas that extend our leadership in "Moore's Law."

Focus on Refreshment. With an eye to Intel's future, the Board regularly reviews its practices and composition to ensure the necessary breadth and diversity of skills and experience. That is why, in 2016, we added a new director, Dr. Tsu-Jae King Liu, with nearly 20 years of experience in higher education in a range of faculty and administrative roles, bringing to the Board industry and technical experience. In 2017, we added two additional new directors, Messrs. Omar Ishrak and Gregory D. Smith, who each brings deep leadership experience at innovative, global companies.

DIRECTOR SKILLS AND EXPERIENCE

SENIOR LEADERSHIP EXPERIENCE

PUBLIC COMPANY BOARD EXPERIENCE

BUSINESS DEVELOPMENT AND
M&A EXPERTISE

FINANCIAL EXPERTISE

INDUSTRY AND IT/TECHNICAL EXPERTISE

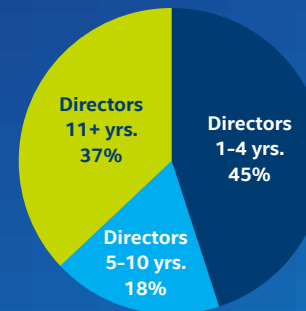
OPERATIONAL AND MANUFACTURING
EXPERTISE

BRAND/MARKETING EXPERTISE

GOVERNMENT EXPERTISE

GLOBAL/INTERNATIONAL EXPERTISE

LEGAL/REGULATORY EXPERTISE



8.8 Years:
Average Director Tenure

9 of 11
Director Nominees
are Independent

INVESTOR ENGAGEMENT AND OUTREACH



During 2016, our integrated outreach team led by our Investor Relations group, Corporate Responsibility office, and the Corporate Secretary's office, met with investors on a wide variety of issues. We believe that engaging openly with our investors drives increased corporate accountability, improves decision making and ultimately creates long-term value. We are committed to:

- **Accountability.** Drive and support leading corporate governance and Board practices to ensure oversight, accountability, and good decision making.
- **Transparency.** Maintain high levels of transparency on a range of financial, governance and corporate responsibility issues to build trust and sustain two-way dialogue that supports our business success.
- **Engagement.** Proactively engage with stockholders and stakeholder groups in dialogue on a range of topics to identify emerging trends and issues to inform our thinking and approach.

We pursue multiple avenues for stockholder engagement, including in-person and teleconference meetings with our stockholders, participating at various conferences, and issuing periodic reports on our activities, which are available at www.intc.com and www.intel.com/responsibility.

CORPORATE RESPONSIBILITY AT INTEL

We set ambitious goals and make strategic investments to drive improvements in environmental sustainability, supply chain responsibility, diversity and inclusion, and social impact that benefit the environment and society.

Our integrated approach to corporate responsibility—built on a strong foundation of transparency, governance, and ethics—creates long-term value for Intel and our stockholders by helping us mitigate risks, reduce costs, build brand value, and identify new opportunities.

Environmental Sustainability



We continue to drive toward the lowest environmental footprint possible for our own operations, and work with others to find ways that technology can be used as a tool to address environmental challenges.

Supply Chain Responsibility



Our proactive approach to supplier accountability and capability-building creates value by reducing risk, improving product quality, and raising the overall performance of our suppliers.

Diversity and Inclusion



To shape the future of technology, we must be representative of that future. We have committed \$300 million to support our goal to achieve full representation of women and underrepresented minorities in our U.S. workforce by 2020.

Social Impact



Our social impact initiatives empower the next generation of innovators, helping to build trust with key stakeholders, support our long-term talent and diversity objectives, and support expansion of future market opportunities.

Read our most recent Corporate Responsibility Report at: www.intel.com/responsibility



DOING THE RIGHT THINGS RIGHT

Intel has a long history of being recognized for our corporate responsibility and sustainability performance and leadership. We have been included in many third-party lists and rankings for more than a decade.

Barron's. World's Most Respected Companies

Corporate Knights. Global 100 Most Sustainable Corporations

Corporate Responsibility Magazine. 100 Best Corporate Citizens

Diversity MBA magazine. 50 Out Front Best Places for Women and Diverse Managers to Work

Dow Jones' Sustainability Indices. North America Index

Ethisphere Institute. World's Most Ethical Companies

Forbes. World's Most Reputable Companies and Most Valuable Brand

Fortune magazine. Change the World List and World's Most Admired Companies

FTSE Group. Listed on the FTSE4Good Index

Gartner. Top 25 Supply Chains

Human Rights Campaign. Corporate Equality Index

Interbrand. Best Global Brands

Newsweek. Top 500 Green Companies in America and the World

U.S. EPA. 100% Green Power Users List and Sustained Excellence in Green Power Award

Working Mother magazine. 100 Best Companies for Working Mothers

PRINCIPLE ELEMENTS OF EXECUTIVE OFFICER COMPENSATION¹

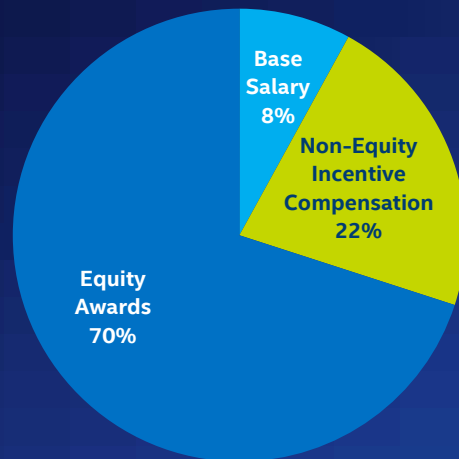
ELEMENT	PHILOSOPHY	VEHICLE	PERFORMANCE METRIC
Base Salary	Reflects job responsibilities and competitive with industry norms	Cash	N/A; salaries reviewed annually
Incentive Cash Compensation	Focuses on annual financial and operational goals to incentivize the achievement of results that should ultimately drive stockholder value creation	Cash	Absolute and relative annual net income performance, group-specific annual operational goals
Incentive Equity Awards	Create long-term alignment with stockholders and incentivize long-term performance achievement	RSUs (40%)	Stock price appreciation; 3-year vesting period
		OSUs (60%)	3-year relative total stockholder return

Approx. 92% of CEO targeted total direct pay is performance-based

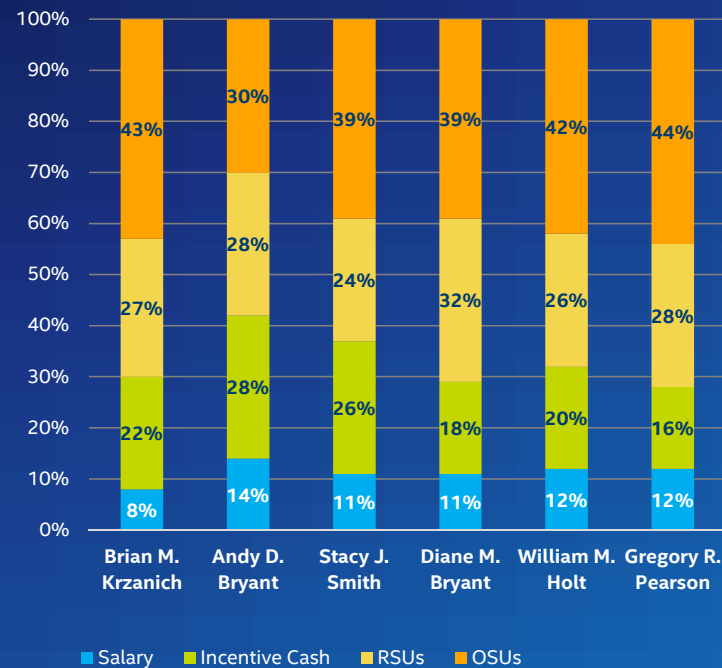
¹Our newly hired executive officers also received cash sign-on bonuses and new-hire RSUs to offset in part the value foregone by these officers in separating from their prior employers to join Intel.

COMPENSATION MIX LINKS PAY TO PERFORMANCE

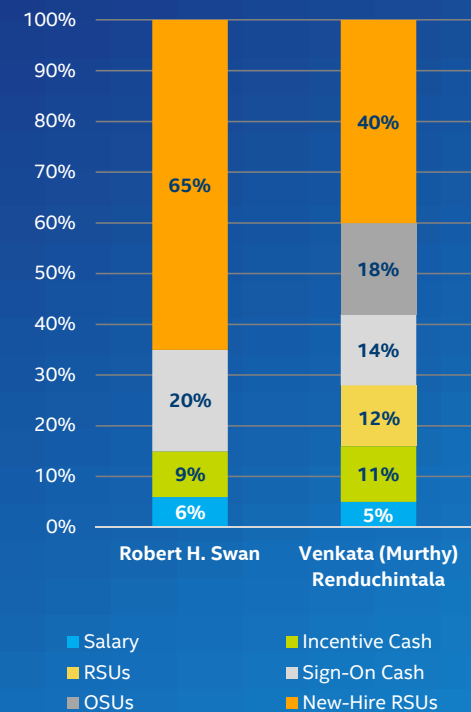
CEO Pay Mix*



Total Direct Compensation Chart – Legacy Listed Officers**



Total Direct Compensation Chart – Newly Hired Listed Officers**



*Based on pay reported in the Summary Compensation Table on page 59 of the 2017 Proxy. Does not include "Change in Pension Value and Non-Qualified Deferred Compensation Earnings" or "All Other Compensation."

**Source: page 45 of the 2017 Proxy.

LEADERSHIP DEVELOPMENTS AND KEY COMPENSATION DECISIONS

We expect that the perspectives our new and current executive officers bring to the company will help accelerate our transformation from a PC company to a cloud and smart, connected device company



Brian M. Krzanich
Third Year
as CEO

Our CEO has over 31 years of service with Intel and brings senior leadership, experience, and a unique perspective on the company. His 2016 salary and annual equity grant value were increased in order to bring his total compensation to the median of market.



Venkata (Murthy) Renduchintala
Key New Hire

An industry expert and former Qualcomm executive, Mr. Renduchintala joined Intel in late 2015, bringing a unique blend of technical, operations, business, and customer relationship-building skills, as well as extensive expertise from his long career in the system-on-chip, mobile, and Internet of Things areas. His new-hire compensation included a sign-on bonus and new-hire RSUs to offset in part the value given up in separating from his prior employer and to encourage him to join Intel.



Robert H. Swan
New CFO

Mr. Swan, a former private equity partner and CFO of eBay, joined Intel in late 2016 and provides a wealth of financial acumen and strategic insight for Intel's continuing transformation. His new-hire compensation included a sign-on bonus and new-hire RSUs to offset in part the value given up in separating from his prior employer and to encourage him to join Intel.

LEADERSHIP DEVELOPMENTS AND KEY COMPENSATION DECISIONS

We expect that the perspectives our new and current executive officers bring to the company will help accelerate our transformation from a PC company to a cloud and smart, connected device company



Stacy J. Smith
Critical New Role

Our former CFO moved into a new role in late 2016, assuming responsibility for overseeing manufacturing, operations, and sales. Mr. Smith had received a 3% increase in salary and 5% increase in annual equity grant value for 2016, in line with market trends for his role as our then CFO.



Diane M. Bryant
Enhanced Role

The general manager of our Data Center Group was promoted to Executive Vice President and was appointed as an executive officer in 2016, reflecting the elevated role of our cloud and data center businesses as growth drivers for the company. Ms. Bryant's salary and annual cash incentive target were increased as a result of her promotion, and she received a promotional grant of RSUs.



Andy D. Bryant
Board Leadership

Our former CAO and CFO provides critical Board leadership. His role has transitioned to focus primarily on supporting and guiding the Board, and his 2016 salary, annual cash incentive target, and annual equity grant value were reduced to reflect this change in his role.

EQUITY COMPENSATION AT INTEL

- Intel has a long-standing practice of granting equity awards not only to its executives and directors, but also broadly among its employees. Approximately **84%** of Intel's employees received an equity award in 2016. Participants are selected by the Compensation Committee or its delegate, consistent with the objectives of the 2006 Equity Incentive Plan (2006 EIP).
- We carefully manage our share usage under the 2006 EIP. Over the last three years, our annual gross burn rate has averaged **1.1%**.

	2016	2015	2014	Average
Net Burn Rate	0.9%	0.7%	0.8%	0.8%
Gross Burn Rate	1.1%	0.9%	1.2%	1.1%
Overhang	7.3%	8.9%	9.6%	8.6%

- In Proposal 4 at the 2017 Annual Stockholders' Meeting, we are seeking stockholder approval of our amended and restated 2006 EIP, primarily to extend the term of the plan to 2020 and to add 33 million shares to the plan. Approval would also enable Intel to satisfy certain French law requirements for granting tax-qualified RSUs to employees of our French subsidiaries.
- All of our full-time and part-time employees, where legally eligible to participate, and our non-employee directors are eligible to participate in the 2006 EIP, our sole active plan for granting equity awards. As of December 31, 2016, there were **106,000 full- and part-time employees** and **9 non-employee directors** eligible to participate in the 2006 EIP. As of December 31, 2016, there were 914 employees of our French subsidiaries eligible to participate in the 2006 EIP.

BOARD OF DIRECTORS VOTING RECOMMENDATIONS

Annual Meeting Agenda and Voting

Proposal	Voting Recommendation of the Board
1. Election of the 11 directors named in the proxy statement	FOR EACH DIRECTOR NOMINEE
2. Ratification of selection of Ernst & Young LLP as our independent registered public accounting firm for 2017	FOR
3. Advisory vote to approve executive compensation	FOR
4. Approval of amendment and restatement of the 2006 Equity Incentive Plan	FOR
5. Advisory vote on the frequency of holding future advisory votes to approve executive compensation	ONE YEAR
Stockholder Proposals	
6. Stockholder proposal requesting an annual advisory vote on political contributions, if properly presented	AGAINST
7. Stockholder proposal requesting that votes counted on stockholder proposals exclude abstentions, if properly presented	AGAINST

Our Board asks for your support at our 2017 Annual Stockholders' Meeting

BOARD PERSPECTIVE ON STOCKHOLDER PROPOSALS

Advisory Vote on Political Contributions

Policymaker decisions profoundly impact our industry, and Intel has strong policies and disclosure practices in place. Intel already:

- Is a “trendsetter” ranked in the Top 5 by the CPA-Zicklin Index of Corporate Political Disclosure and Accountability
- Provides significant disclosure about our political contributions in line with best practices
- Does not use corporate funds to make political contributions of the type in *Citizens United*
- Publishes data on our political contributions on our website and in our annual Corporate Responsibility Report

We believe the steps Intel already takes are the most practical and effective approaches to addressing this issue.

BOARD PERSPECTIVE ON STOCKHOLDER PROPOSALS

Adopting an Alternative Voting Standard for Stockholder Proposals

Intel is committed to good corporate governance standards. Intel already:

- Employs a majority voting standard in uncontested director elections
- Has no supermajority voting provisions in its governing documents
- Provides for the annual election of all directors
- Was one of the first large public companies to provide stockholders the opportunity to vote on an advisory basis to approve our executive compensation and now provides that voting opportunity on an annual basis

We believe our corporate governance practices, including our existing vote counting standards, empower and appropriately recognize all stockholders.

2017 ANNUAL STOCKHOLDERS' MEETING

FORWARD-LOOKING STATEMENTS

This information is being provided to stockholders in addition to the proxy statement filed by Intel with the Securities Exchange Commission on April 6, 2017.

Please read the complete proxy statement and accompanying materials carefully before you make a voting decision. Voting instructions and proxies may be revoked at any time in the manner described in more detail in the proxy statement.

The proxy statement is available free of charge at www.intc.com and at www.sec.gov.

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Other names and brands may be claimed as the property of others.

Statements in these supplemental materials that refer to forecast, future plans, and expectations are forward-looking statements that involve a number of risks and uncertainties. Words such as “anticipates,” “expects,” “intends,” “goals,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “may,” “will,” “would,” “should,” “could,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Statements that refer to or are based on projections, uncertain events, or assumptions also identify forward-looking statements. Such statements are based on management’s expectations as of May 1, 2017 and involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Important factors that could cause actual results to differ materially from the company’s expectations are set forth in Intel’s earnings release dated April 27, 2017, which is included as an exhibit to Intel’s Form 8-K furnished to the SEC on such date. Additional information regarding these and other factors that could affect Intel’s results is included in Intel’s SEC filings, including the company’s most recent reports on Forms 10-K and 10-Q. Copies of Intel’s Form 10-K, 10-Q and 8-K reports may be obtained by visiting our Investor Relations website at www.intc.com or the SEC’s website at www.sec.gov.