

**Charter of the  
Compensation and Leadership Resources Committee  
of Advanced Micro Devices, Inc., as amended and restated**

This amended and restated Compensation and Leadership Resources Committee Charter was adopted by the Board of Directors (the “Board”) of Advanced Micro Devices, Inc. (the “Company”) on May 14, 2025.

**I. Purpose**

The purpose of the Compensation and Leadership Resources Committee of the Board (the “Committee”) 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 (the “Officers”) and the members of the AMD Executive Team as determined by the Company’s Chief Executive Officer (the “CEO”) from time to time (collectively the “AET DIRECTS”), including:

- i. by designing (in consultation with management, outside advisers, or the Board), recommending to the Board for approval, and evaluating the Officer and AET DIRECTS compensation plans, policies and programs of the Company;
- ii. by reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, the non-CEO Officers, and the AET DIRECTS and by making certain compensation decisions and/or recommendations as more fully described in Section IV herein;
- iii. by reviewing and by making recommendations to the Board concerning the adoption and/or approval of amendments to any of the Company’s cash-based or equity-based incentive compensation plans; and
- iv. by reviewing and making recommendations to the Board regarding compensation for members of the Board; and

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

(c) to provide advice and guidance to the Company with regard to its talent management and development programs.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the 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 Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted

by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Committee shall endeavor to ensure that compensation programs relating to the CEO, non-CEO Officers and the AET DIRECTS are designed to encourage high performance, to promote accountability, to avoid excessive risk-taking, and to align employee interests with the interests of the Company's stockholders.

## **II. Membership**

The Committee will consist of not less than two members of the Board. All members of the Committee will meet the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq") and Rule 10C-1(b)(1) of the Securities Exchange Act of 1934 (the "1934 Act"), the "non-employee director" requirements of Rule 16b-3 of the 1934 Act, and any other eligibility requirements of applicable laws. The members of the 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 Committee and set the agendas for Committee meetings. The 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 Committee.

The Committee shall meet quarterly and more frequently as the Committee deems necessary or desirable. The Committee will maintain written minutes of its meetings, and the Corporate Secretary will file such minutes with the minutes of the meetings of the Board.

All directors that are not members of the Committee may attend meetings of the Committee at the invitation of the Chair but shall not be entitled to vote. The 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 Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers (each, an "Adviser") after considering the applicable factors under Nasdaq listing rules. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. The Committee may also utilize the services of the Company's regular legal counsel or other advisers to the Company.

The Committee shall at least annually review the fees charged and services provided to the Company by the Advisers in compliance with SEC and Nasdaq rules, as part of the Committee's determination as to whether those fees and services raise any conflicts of interest and as part of their assessment of the independence of any Adviser, and shall consider whether there are any factors that are of a nature that would prevent the Adviser from being objective in its work for the Committee.

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

1. The Committee will have the authority to determine the form and amount of compensation to be paid or awarded to the non-CEO Officers and the AET DIRECTS, and to certain other employees as may be delegated from time to time by the Board. The Committee may delegate authority to one or more of its members or to one or more Officers or the AET DIRECTS of the Company with respect to compensation determinations for persons who are Non-Management Employees (as defined below) of the Company.

2. At least annually, and based on the evaluation of the CEO conducted by the Board, the Committee will review and make recommendations to the Board respecting (i) the 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; (iv) any CEO severance or change in control arrangement; and (v) any other CEO compensation matters as from time to time directed by the Board. The CEO may not be present during voting or deliberations on his or her compensation.

3. At least annually, the Committee will make and review decisions respecting (i) salary paid to non-CEO Officers, (ii) the grant of cash-based bonuses and equity compensation awarded to non-CEO Officers, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with non-CEO Officers, (iv) non-CEO Officer severance or change in control arrangements, and (v) any other non-CEO Officer compensation matter as from time to time directed by the Board.

4. At least annually, the Committee will make and review decisions respecting (i) salary paid to the AET DIRECTS, (ii) the grant of cash-based bonuses and equity compensation awarded to the AET DIRECTS, and (iii) any other AET DIRECTS compensation matter as from time to time directed by the Board.

5. In determining the long-term incentive component of CEO compensation, non-CEO Officer compensation, and AET DIRECTS compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to officers or executives at companies that the Committee determines are comparable based on factors it selects, and the incentive awards given to the Company's CEO, other non-CEO Officers, and AET DIRECTS in prior years, in addition to any other factors it deems relevant.

6. The Committee shall review and approve the aggregate annual cost and funding of any broad-based annual (or regularly recurring): (i) incentive compensation program implemented under the Company's Annual Incentive Plan ("AIP") (or a similar or successor plan) covering employees of the Company or any subsidiary who are not Officers or are not eligible for AMD's Executive Incentive Plan ("EIP") ("Non-Management Employees"); or (ii) long-term incentive ("LTI") program (whether cash-based and/or equity-based) covering Non-Management Employees. At least annually, and in all cases before the implementation of any program described in the immediately preceding sentence, management shall brief the Committee on the program's overall design and principal objectives. Except as otherwise directed by the Board, the Committee's duties and responsibilities under this Section 6 shall apply only to such programs that have or are expected to have a material financial impact on the Company. Nothing in this Section 6 shall or shall be construed to alter the Benefits Plan Administrative Committee's duties and responsibilities as the administrator of the AIP.

7. The Committee shall act as the administrator of the Company's equity plans and shall review and approve all grants under the Company's equity plans. The Committee may delegate to the CEO (for so long as the CEO is also a member of the Board), within the limits imposed by applicable law and Nasdaq rules, (i) the authority to make grants of stock options, stock awards or other rights to acquire Company stock under any of the Company's equity plans to Non-Management Employees and (ii) any of the Committee's administrative powers under any of the Company's equity plans with respect to such equity awards.

8. Annually, the Committee will review and make recommendations to the Board with respect to the adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, including plan amendments requiring stockholder approval, for the Officers and the AET DIRECTS.

9. Annually, the Committee will review and make recommendations to the Board with respect to all forms and amounts of compensation for members of the Board.

10. The Committee will report on its activities at each regularly scheduled meeting of the Board and at such other times as requested by the Board.

11. The Committee will annually (i) assess the results of the Company's most recent advisory vote on executive compensation and (ii) approve the Compensation Committee Report and the Compensation Discussion and Analysis for inclusion in the Company's proxy statement for the annual meeting of stockholders.

12. The Committee will annually oversee risk management as it relates to the Company's compensation policies and practices applicable to all employees.

13. The Committee will review and certify the Company's achievement of the applicable performance targets before any performance-based compensation is paid under any of the Company's equity plans or the EIP to an Officer or member of the AET DIRECTS.

14. The Committee will regularly review and provide guidance to management with regard to the Company's policies and strategies relating to talent management and development, including but not limited to those regarding talent acquisition, retention, talent development, succession planning, career progression, culture, diversity, belonging and inclusion.

15. The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and Nasdaq listing standards, subject to Board approval of any actions taken thereunder with respect to the compensation repaid or forfeited by Officers.

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

17. The 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 Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate its responsibilities set forth in paragraphs three and four of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation 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.”