

# Megapixel Image Generation with Step-Unrolled Denoising Autoencoders

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## Abstract

*Advancements in deep generative modelling has pushed sample resolution higher whilst reducing computational requirements and sampling speeds. One approach works in two stages: training a powerful vector-quantization image model and then training a second discrete prior to predict discrete tokens corresponding to image patches. Early work produced high fidelity and diverse samples, but were prohibitively slow to sample from as they were autoregressive in nature. Later work exploited discrete diffusion models in order to allow for parallel token prediction, dramatically speeding up the sampling process. In this work, we push the sampling speed and computational requirements further by replacing discrete diffusion models with denoising autoencoders, as well as modifications to the Transformer backbone including axial embeddings, an hourglass structure, and resampling layers more suited to image tasks. Furthermore, the non-autoregressive nature of the model allows for arbitrary inpainting patterns. Finally, we train new vector-quantization models to allow for the sampling of upwards of a megapixel images in seconds, and without relying on sliding window mechanisms.*

## 1. Introduction

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## 2. Related Work

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## 3. Methodology

### 3.1. Latent Dataset Generation

We use the standard two-stage scheme for vector-quantized image modelling [2, 3, 6, 10] using VQ-GAN [3] as our feature extractor. Where such models are available, we use pretrained VQ-GANs for our experiments. For higher resolution experiments (for example, FFHQ-

1024 [4]), pretrained models are not available and so training our own VQ-GAN was necessary (see §3.6).

The second stage is to learn a discrete prior model over these latent variables. To enable this, we must first build a latent dataset using our trained VQ-GAN. Formally, given a dataset of images  $\mathcal{X}$ , a VQ-GAN encoder  $E$  with downsample factor  $f$ , and vector-quantization codebook  $\mathcal{C}$  trained on  $\mathcal{X}$ , we define our latent dataset  $\mathcal{L}$  as:

$$\mathcal{L} = \{\mathcal{C}(E(\mathbf{x})) \mid \mathbf{x} \in \mathcal{X}\} \quad (1)$$

where  $\mathbf{x} \in \mathbb{R}^{3 \times H \times W}$  is a single element of the image dataset and  $\mathbf{z} = \mathcal{C}(E(\mathbf{x})) \in \{1, \dots, |\mathcal{C}|\}^{h \times w}$  is the corresponding discrete latent representation. In other words, each  $f \times f$  pixels in  $\mathbf{x}$  is mapped to a single discrete value from 1 to  $|\mathcal{C}|$  (which in turn, corresponds to a vector  $\mathbf{e} \in \mathcal{C}$ ), resulting in a latent representation of shape  $\frac{H}{f} \times \frac{W}{f} = h \times w$ .

We then use  $\mathcal{L}$  to train a discrete prior over the latents. Coupled with the VQ-GAN decoder  $G$ , we obtain a powerful generative model.

### 3.2. 2D-Aware Hourglass Transformer

Inspired by successes in hierarchical transformers for generative language modelling [5], we modify their architecture for use with discrete latent representations of image data. We will later use this architecture as the discrete prior over the VQ-GAN latents.

Hourglass transformers have been seen to efficiently handle long-sequences, outperform existing models using the same computational budget, and meet the same performance as existing models more efficiently by using an explicit hierarchical structure [5]. The same benefits should also apply to vector-quantized image modelling.

Our modifications are 2D-aware downsampling, axial rotary embeddings, and removal of causal modelling constraints.

#### 3.2.1 2D-Aware Downsampling

The original formulation of hourglass transformers [5] introduced both upsampling and downsampling layers, allowing the use of hierarchical transformers in tasks that have

output sequence length equal to the input sequence length. However, applying their proposed resampling strategies directly on the vector-quantized image may not be the best strategy. Resampling is applied to flattened token sequence, meaning that the corresponding two-dimensional vector-quantized image is actually resampled more in one axis compared to the other. In their work they did not address this, except for experiments on ImageNet32 [7] where they resampled with a rate of  $k = 3$ , corresponding to three colour channels.

In our formulation, we instead reshape the flattened sequence back into a two-dimensional form and then apply resampling equally in the last two axes. With a resampling rate of  $k$  we apply  $\sqrt{k}$  in each axis. We found this to significantly improve the performance of the discrete prior model, and suspect a similar approach could improve performance if applied to pixels directly, which we leave for future work.

### 3.2.2 Axial Rotary Embeddings

Rotary positional embeddings [9] are a good default choice for injecting positional information into transformer models, requiring no additional parameters. Additionally, they can be easily extended to the multi-dimensional case [1] which we do here. Though transformers are clearly capable of learning that elements far apart in a flattened sequence may be close in a multi-dimensional final output, we find that explicitly extending positional embeddings to the multi-dimensional case to provide a modest boost in performance.

### 3.2.3 Removal of Causal Constraints

In the original autoregressive formulation of hourglass transformers, great care was taken to avoid information leaking during resampling, and hence making the model non-causal [5]. We use a non-autoregressive method which is therefore not causal. Hence, in our approach we do not make any special considerations to avoid information leaking into the future.

## 3.3. Non-Autoregressive Generator Training

We follow the same process for training the discrete prior model step-unrolled denoising autoencoders (SUN-DAE) [8].

## 3.4. Generating High-Resolution Images

## 3.5. Arbitrary Pattern Inpainting

## 3.6. Training a megapixel VQ-GAN

## 4. Evaluation

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## 5. Conclusion

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