



2015 Annual General Meeting of Shareholders STMicroelectronics N.V.

AGENDA

The Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “AGM”) will be held on Wednesday, 27 May 2015 at 11:00 a.m. CET at the hotel Sofitel Legend The Grand Amsterdam, the Netherlands.

1. Opening
2. Report of the Managing Board on our 2014 financial year *(discussion item)*
3. Report of the Supervisory Board on our 2014 financial year *(discussion item)*
4. a) Discussion on the remuneration in our statutory annual accounts for our 2014 financial year *(discussion item)*
b) Adoption of our statutory annual accounts for our 2014 financial year *(voting item)*
c) Dividend policy *(discussion item)*
d) Adoption of a dividend *(voting item)*
e) Discharge of the sole member of our Managing Board *(voting item)*
f) Discharge of the members of our Supervisory Board *(voting item)*
5. Approval of the stock-based portion of the compensation of our President and CEO *(voting item)*
6. Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board *(voting item)*
7. Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board *(voting item)*
8. Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years *(voting item)*
9. Delegation to our Supervisory Board of the authority to issue new shares, to grant rights to subscribe for shares and to limit and/or exclude existing shareholders’ pre-emptive rights for a period of eighteen months *(voting item)*
10. Authorization to our Managing Board, for eighteen months following the AGM, to repurchase our shares, subject to the approval of our Supervisory Board *(voting item)*
11. Question time *(discussion item)*
12. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on April 29, 2015 (the “**Record Date**”), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM need to hold their shares in the capital of the Company on the Record Date, but they do not need to continue to hold their shares until the AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the explanatory notes and the personal data of Mr. Nicolas Dufourcq and Ms. Martine Verluyten (in connection with their proposed (re)appointment as member of our Supervisory Board), as referred to in Section 2:142 subsection 3 of the Dutch Civil Code, as well as the other information included pursuant to law, will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of March 27, 2015 up to and including the date of our AGM. These documents will also be available on our website www.st.com.