

Instructions for Euroclear France S.A. participants

Attn. Corporate Actions Department

**To be distributed by
Euroclear France S.A.**

Date September 27, 2013
Subject Extraordinary General Meeting of Shareholders of STMicroelectronics N.V.:
Procedure to be followed by Euroclear France S.A. participants for clients holding
shares in STMicroelectronics N.V.

Dear Sir/Madam,

An Extraordinary General Meeting of Shareholders of STMicroelectronics N.V. will be held on December 2, 2013 at the offices of the Company at WTC, Schiphol Boulevard 265, Tower H, 6th Floor, 1118 BH Schiphol, the Netherlands. The meeting will begin at 11.00 a.m. local time and all shareholders of STMicroelectronics N.V. are invited to attend the meeting. The agenda for the meeting is as follows.

1. Opening
2. Adoption of a dividend (*voting item*)
3. Amendment to the Articles of Association (*voting item*)
4. Close

Copies of the agenda, the proposed resolutions (including shareholders' information), the draft deed of amendment to the Articles of Association as well as the consecutive text of the Articles of Association following the amendment will be deposited for inspection by shareholders and other persons entitled to attend the Extraordinary General Meeting of Shareholders at STMicroelectronics N.V.'s offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands) as of September 27, 2013 up to and including the date of the Extraordinary General Meeting of Shareholders. These documents will also be available on STMicroelectronics N.V.'s website www.st.com as of the same date.

The Articles of Association of STMicroelectronics N.V. state that only shareholders included in the shareholders' register of STMicroelectronics N.V., which is kept at STMicroelectronics N.V.'s offices at Schiphol, are permitted to attend the Extraordinary General Meeting of Shareholders, although they may have themselves represented by an attorney authorised in writing.

In accordance with article 30 paragraph 2 of the Articles of Association of STMicroelectronics N.V. and pursuant to Dutch law, persons entitled to attend and, to the extent applicable, to vote at the Extraordinary General Meeting of Shareholders will be those who were recorded as having those rights on November 4, 2013 (the "**Record Date**"), in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend the Extraordinary General Meeting of Shareholders at the time of the Extraordinary General Meeting of Shareholders.

This means that shareholders and other persons entitled to attend the Extraordinary General Meeting of Shareholders need to own or derive their rights from the relevant Company shares on the

Record Date, but they do not need to block the shares from the Record Date until the Extraordinary General Meeting of Shareholders.

STMicroelectronics shares can be held in two ways:

- As registered shares (the shareholders are included in STMicroelectronics' shareholders' register); or
- Through an intermediary or a Euroclear France S.A. participant (*i.e.* these shares are included in STMicroelectronics N.V.'s shareholders' register in the name of Euroclear France S.A.).

Registered shareholders

Registered shareholders do not hold shares via the book-entry transfer system (*i.e.* they do not hold via participants of Euroclear France S.A. and therefore do not have any relation with Euroclear France S.A.). All registered shareholders will receive a letter from STMicroelectronics by post containing an invitation for the Extraordinary General Meeting of Shareholders, the agenda, including the explanatory notes, as well as the annexes thereto, and details of the procedures on how to attend or how to be represented by a written attorney at the Extraordinary General Meeting of Shareholders.

Shareholders holding their shares through Euroclear France S.A.

Shareholders holding their shares through Euroclear France S.A. are not registered in STMicroelectronics N.V.'s shareholders' register. However, they may attend the Extraordinary General Meeting of Shareholder and vote their shares in person at the meeting by obtaining a power of attorney from Euroclear France S.A. Such a power of attorney can be obtained by completing a form (**Appendix II / Request for power of attorney**) that will be made available to shareholders who hold their shares via Euroclear France S.A. by their intermediary upon request. In order to receive this form, shareholders holding their shares through Euroclear France S.A. should contact their intermediary.

Shareholders holding their shares through Euroclear France S.A., who have received a power of attorney from Euroclear France S.A., may attend the Extraordinary General Meeting of Shareholders and vote their shares in person.

If a shareholder holding his/her shares through Euroclear France S.A. wants to designate a third party to represent him at the Extraordinary General Meeting of Shareholders, he may do so by indicating the name and details of such party on **Appendix II (Request for power of attorney)**.

Shareholders holding their shares through Euroclear France S.A. who wish Euroclear France S.A. to vote on their behalf, should provide Euroclear France S.A. with voting instructions for the Extraordinary General Meeting of Shareholders and should therefore complete a voting form (**Appendix III / Voting instructions form**) that will be made available to them by their intermediary on their request. In order to receive this form, shareholders holding their shares via Euroclear France S.A. should contact their intermediary.

Shareholders holding their shares through Euroclear France S.A. wishing to attend the Extraordinary General Meeting of Shareholders via the procedure as described above are allowed to vote themselves for the amount of shares they are entitled to.

Shareholders holding their shares via Euroclear France S.A. wishing to attend the Extraordinary General Meeting of Shareholders or to issue voting instructions to Euroclear France S.A. should complete and sign the appropriate forms. These forms must be received by their intermediary on November 25, 2013 at 17:00 hrs CET, at the latest.

Shareholders holding their shares via Euroclear France S.A. may also transfer their shares in their own name in order to get registered directly in STMicroelectronics' shareholders' register kept at STMicroelectronics N.V.'s offices at Schiphol. Shareholders wishing to do so should contact TMF Netherlands B.V. ("TMF"). Any forms to be filled in by the shareholder and any required documentation must be received by TMF on November 1, 2013 at 17:00 CET hours, at the latest.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost , 1100 DW Amsterdam Zuidoost, the Netherlands

P.O. Box 23393, 1100 DW Amsterdam, the Netherlands

Tel: +31 20 57 55 600

Fax +31 20 673 00 16

Email: registrar.and.shareholder.services@tmf-group.com

The contact person at TMF is Ms. Sandra Lombert or Ms. Saskia Engel.

TMF will co-ordinate the process and will act as your contact for questions and assistance with regard to the content of this letter. If you have any questions please do not hesitate to contact TMF at the telephone number or e-mail address mentioned above.

Each shareholder holding his/her shares through Euroclear France S.A. and who wishes to attend the Extraordinary General Meeting of Shareholders and vote his/her shares in person or issue voting instructions to Euroclear France S.A. must complete and sign the appropriate appendix and return it to his/her intermediary in time, on November 25, 2013, at the latest. Please ensure that all of your clients who are intermediaries are informed of this matter in order to enable them to provide the necessary information to shareholders holding their shares through Euroclear France S.A. To do so please submit to them Appendix I, Appendix II and Appendix III with the instruction for them to submit the appendices to the shareholders on their request.

The intermediary should collect the applicable form(s) and send it to you. You should then include the relevant Euroclear France S.A. account and details of the relevant contact person on the appendix before sending it to TMF. All appendices that have been completed and signed by shareholders must be received by TMF on November 25, 2013 at 23:59 hours CET at the latest.

TMF will request a confirmation of shareholding of the STMicroelectronics shares for shareholders holding shares through Euroclear France S.A. on the Record Date, which is November 4, 2013. You should send TMF this confirmation of shareholding on November 25, 2013 at 23:59 hrs CET at the latest. If the shareholder cancels its voting instructions or transfers its shares before the Record Date, the intermediary should inform TMF accordingly.

Thank you for your assistance in this matter. If you have any questions, please contact TMF by telephone or by e-mail.

Yours faithfully,

for STMicroelectronics N.V.

TMF Netherlands B.V.

Registrar

Enclosures:

- Appendix I Letter to shareholders holding their shares through Euroclear France S.A.*
- Appendix II Request for power of attorney (enabling shareholders to attend the Extraordinary General Meeting of Shareholders on behalf of Euroclear France S.A.)*
- Appendix III Voting instructions form (enabling shareholders to issue voting instructions to Euroclear France S.A.)*

Appendix I Letter to shareholders holding their shares through Euroclear France S.A.

To shareholders of STMicroelectronics N.V. holding their shares through Euroclear France S.A.

Date September 27, 2013
Subject STMicroelectronics N.V. ("the Company") – Extraordinary General Meeting of Shareholders
Ref. Letter to shareholders

Dear Shareholder,
Dear Sir/Madam,

An Extraordinary General Meeting of Shareholders of STMicroelectronics N.V. will be held on December 2, 2013 at the offices of the Company at WTC, Schiphol Boulevard 265, Tower H, 6th Floor, 1118 BH Schiphol, the Netherlands. The meeting will begin at 11.00 a.m. local time and all shareholders of STMicroelectronics N.V. are invited to attend the meeting. The agenda for the meeting is as follows.

1. Opening
2. Adoption of a dividend (*voting item*)
3. Amendment to the Articles of Association (*voting item*)
4. Close

Copies of the agenda, the proposed resolutions (including shareholders' information), the draft deed of amendment to the Articles of Association as well as the consecutive text of the Articles of Association following the amendment will be deposited for inspection by shareholders and other persons entitled to attend the Extraordinary General Meeting of Shareholders at the Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands) as of September 27, 2013 up to and including the date of the Extraordinary General Meeting of Shareholders. These documents will also be available on the Company's website www.st.com as of the same date.

You hold your shares through Euroclear France S.A., and those shares are included in the Company's shareholders' register, which is kept at the Company's offices at Schiphol, in the name of Euroclear France S.A.

It is noted that that the persons entitled to attend and, to the extent applicable, cast votes at the Extraordinary General Meeting of Shareholders will be those who were recorded as having those rights on November 4, 2013 (the "**Record Date**") in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend the Extraordinary General Meeting of Shareholders at the time of the Extraordinary General Meeting of Shareholders, and from which the Company has received written confirmation regarding their attendance at the meeting on the Record Date.

This means that you need to own your shares on the Record Date, but you do not need to block your shares from the Record Date until the Extraordinary General Meeting of Shareholders.

If you wish to attend the Extraordinary General Meeting of Shareholders and exercise your voting right(s), or if you wish to appoint a representative, you must complete and sign **Appendix II (Request for power of attorney)** in order to obtain a power of attorney issued by Euroclear France S.A. for the Extraordinary General Meeting of Shareholders. Using this power of attorney, you or your representative will be able to attend the Extraordinary General Meeting of Shareholders and exercise the voting right(s) attached to your shares.

If you are unable to attend the Extraordinary General Meeting of Shareholders, you may give Euroclear France S.A. voting instructions for the Extraordinary General Meeting of Shareholders. In this case, you must provide your voting instructions by completing and signing **Appendix III (Voting instructions form)**.

In all cases, your entitlement to attend and cast vote(s) at the Extraordinary General Meeting of Shareholders on December 2, 2013 will be conditional upon your ownership of shares on the Record Date, which is November 4, 2013.

Appendices II or III must be received by your intermediary (not by Euroclear France S.A.) on November 25, 2013 at 17.00 hours CET, at the latest.

You may also transfer your shares in your own name in order to get registered directly in the Company's shareholders' register kept at the Company's offices at Schiphol. If you wish to do so, you should contact TMF Netherlands B.V. ("TMF"). Any forms to be filled in and any required documentation must be received by TMF on November 1, 2013 at 17.00 CET hours, at the latest.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands

P.O. Box 23393, 1100 DW Amsterdam Zuidoost, the Netherlands

Tel: +31 20 57 55 600

Fax +31 20 673 00 16

Email: registrar.and.shareholder.services@tmf-group.com

The contact persons at TMF are Ms Sandra Lombert and Ms Saskia Engel.

SUMMARY

If you wish to attend the Extraordinary General Meeting of Shareholders and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your intermediary is in possession of Appendix II, duly completed, on November 25, 2013 at 17.00 hours CET at the latest. Do not complete Appendix III.

If you do not wish to attend the Extraordinary General Meeting of Shareholders, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your intermediary is in possession of Appendix III, duly completed, on November 25, 2013 at 17.00 CET hours at the latest. Do not complete Appendix II.

In both cases you must hold your shares on November 4, 2013, but your shares do not need to be blocked until the Extraordinary General Meeting of Shareholders.

Thank you for your attention in this matter.

Yours truly,

For STMicroelectronics N.V.

TMF Netherlands B.V.

Registrar

Appendix II REQUEST FOR POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V.

This form must be received by your intermediary on November 25, 2013 at 17.00 hours CET, at the latest

Mr./Mrs./Miss will attend the Extraordinary General Meeting of Shareholders of STMicroelectronics N.V., to be held at the offices of the Company at WTC, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands on Monday, December 2, 2013 at 11.00 a.m. CET.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	
I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a power of attorney in order to vote on behalf of Euroclear France S.A., for the number of STMicroelectronics N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is November 4, 2013.
(Your shares do not need to be blocked until the Extraordinary General Meeting of Shareholders)

Executed at _____ on _____ 2013

Signature

Appendix III VOTING INSTRUCTIONS FORM

YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your intermediary on November 25, 2013 at 17.00 hours CET, at the latest.

EUROCLEAR FRANCE S.A. WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED.

IF NO DIRECTION IS MADE, EUROCLEAR FRANCE S.A. WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE MANAGING BOARD AND THE SUPERVISORY BOARD OF STMICROELECTRONICS N.V., WHICH RECOMMEND A VOTE **IN FAVOUR OF** EACH OF THE PROPOSALS LISTED BELOW

Mr./Mrs./Miss will not attend the Extraordinary General Meeting of Shareholders of STMicroelectronics N.V., to be held at the offices of the Company at WTC, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands on Monday, December 2, 2013 at 11.00 a.m. CET.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	

The undersigned hereby authorises Euroclear France S.A. to exercise the voting instructions on behalf of the undersigned in respect of the shares mentioned above and as regards the following items on the agenda of the Extraordinary General Meeting of Shareholders (“EGM”):

Item 2: Resolution 1. Adoption of a quarter dividend in cash of US \$ 0.10 per common share in the fourth quarter of 2013 and a quarter dividend in cash of US \$ 0.10 per common share in the first quarter of 2014, to be charged to the retained earnings (*voting item*)

In favour

Against

Abstention

No. of shares:

Item 3: Resolution 2. Amendment to the Articles of Association (*voting item*)

In favour

Against

Abstention

No. of shares:

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is November 4, 2013.

(Your shares do not need to be blocked until the Extraordinary General Meeting of Shareholders)

Executed at on 2013

Signature