

**Minutes of the Annual General Meeting of Shareholders  
of STMicroelectronics N.V., held on May 31, 2018  
at the hotel Sofitel Legend The Grand in Amsterdam, the Netherlands**

**1. Opening**

Mr. Nicolas Dufourcq, Chairman of the Supervisory Board and Chairman of the meeting, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**') and welcomed all shareholders and all other persons who were entitled to attend the meeting present. He introduced his fellow members of the Supervisory Board: Mr. Maurizio Tamagnini, Ms. Martine Verluyten, Ms. Janet Davidson, Ms. Heleen Kersten, Mr. Alessandro Rivera, Mr. Salvatore Manzi, Mr. Jean-Georges Malcor, and Mr. Frederic Sanchez.

The Chairman also introduced Mr. Carlo Bozotti, President and CEO of STMicroelectronics, as well as Mr. Jean-Marc Chery, designated Chief Executive Officer and Mr. Lorenzo Grandi, designated Chief Financial Officer of STMicroelectronics.

Furthermore, he introduced the following guests: (a) Ms. Sandra Lombert of TMF Netherlands, who acted as the Company's registrar in the Netherlands; (b) Mr. Wijnand Bossenbroek, of NautaDutilh, the Company's notary in the Netherlands, who the Chairman appointed as the secretary of the meeting; and (c) Mr. Mark-Jan Moolenaar of Ernst & Young, the Company's independent external auditor.

The Chairman recorded that the meeting was duly convened on March 27, 2018, through the publication of a convocation notice on the Company's website.

The Chairman noted that shareholders and other persons entitled to attend meetings who were registered in the Company's shareholders' register were also called by letters to their address as stated in the register.

The Chairman informed the meeting that shareholders and other persons entitled to attend meetings who were registered as such on the record date, on May 3, 2018, were authorized to participate in and vote at the meeting. Registration for the meeting was possible until Wednesday, May 24, 2018.

The Chairman recorded that on the record date, the total issued share capital of the Company consisted of 911,141,920 common shares and the number of voting rights amounted to 896,700,285.

The Chairman informed the meeting that the agenda, the explanatory notes to the agenda, and copies of the 2017 statutory annual accounts, which include the reports of the Managing Board and the Supervisory Board, have been made available on the Company's website, as well as deposited for inspection by

shareholders at the Company's offices at Schiphol, in the Netherlands, since March 27, 2018. He also noted that a biography of Mr. Dufourcq, Ms. Verluyten and Mr. Chery, in connection with their proposed re-appointment and appointment as members of the Supervisory Board or Managing Board, as applicable, is included in the explanatory notes to the agenda.

The Chairman recorded that according to the attendance list 550,574,432 shares were represented at the meeting representing 61.40% of the issued and outstanding share capital so that resolutions regarding the voting items on the agenda could validly be taken and that all resolutions can be taken by a simple majority.

The Chairman stated that, for the purpose of preparing the minutes, the proceedings of the meeting would be recorded and the official language of the meeting would be the English language. He noted that the draft minutes of the meeting will be posted on the Company's website within three months following the AGM and that shareholders have the possibility to react in the following three months. Following this period the minutes of the meeting will be adopted and signed by the secretary and the Chairman himself. The Chairman noted that where he refers to the Company, he refers to STMicroelectronics N.V. He kindly requested the persons present to state their name and the shareholder they represented when addressing the meeting. Furthermore, the Chairman noted that proposed resolutions would be submitted for adoption as set forth in and in accordance with the explanatory notes to the agenda, and would be displayed on the screen behind the Chairman.

## **2. Report of the Managing Board on the Company's 2017 financial year**

The Chairman moved to the second item on the agenda, the report of the Managing Board on the Company's 2017 financial year. The Chairman informed the meeting that the report of the Managing Board was prepared in accordance with the articles of association of the Company and Dutch law, and that the report was included in the Company's statutory annual accounts.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the Company's results over 2017.

Mr. Bozotti subsequently presented the Company's results over 2017<sup>1</sup>.

The Chairman thanked Mr. Bozotti for his presentation and for his many achievements over the past years and gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Managing Board's report and Mr. Bozotti's presentation.

Since there were no questions, the Chairman concluded the item.

## **3. Report of the Supervisory Board on the Company's 2017 financial year**

---

<sup>1</sup> The presentation of Mr. Bozotti is included in the Company's statutory annual report on pages 4 and 5.

The Chairman moved to the third item on the agenda, the report of the Supervisory Board, including the remuneration report of the Supervisory Board, on the 2017 financial year. The Chairman informed the meeting that the report was included in the statutory annual accounts of the Company.

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Supervisory Board report.

Since there were no questions, the Chairman concluded the item.

#### **4.a. Implementation of the Remuneration Policy of the Managing Board**

The Chairman moved to the next item on the agenda, the implementation of the Remuneration Policy of the Managing Board in the 2017 statutory annual accounts.

The Chairman informed the meeting that the Remuneration Policy is described in paragraph 4.8 of the report of the Supervisory Board, included in the statutory annual accounts of the Company and gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Company's Remuneration Policy.

Since there were no questions, the Chairman concluded the item.

#### **4.b. Adoption of the Company's annual accounts for its 2017 financial year (voting item)**

The Chairman moved to the next item on the agenda, the adoption of the statutory annual accounts for the 2017 financial year.

The Chairman informed the meeting that the statutory annual accounts had been audited by the Company's independent external auditor, Ernst & Young, and approved by the Supervisory Board.

The Chairman also informed the meeting that the statutory annual accounts, which include the reports of the Managing Board and Supervisory Board, had been prepared in accordance with IFRS Accounting Standards, the statutory reporting standards.

The Chairman invited Mr. Mark-Jan Moolenaar from Ernst & Young (EY) to give an explanation on the audit procedures and the audit opinion issued by EY.

Following the presentation of Mr. Moolenaar, the following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To adopt the annual accounts for the 2017 financial year, as drawn up by the Managing Board, examined and audited by the Company's independent external auditors, Ernst and Young Accountants LLP, and approved by the Supervisory Board. The annual accounts, which include the reports of the Managing Board and*

*the Supervisory Board, have been prepared in English consistent with prior practice, and in accordance with IFRS Accounting Standards as adopted by the European Union, as IFRS constitute the Company's statutory reporting standards.*

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the statutory annual accounts, thereby specifically noting that Mr. Mark-Jan Moolenaar from EY was available to answer any questions regarding the audit opinion or audit procedures with respect to the statutory annual accounts.

Since there were no questions, the Chairman put the proposal to vote.

548,592,283 votes (99.87%) were cast in favor of the proposal and 721,237 votes (0.13%) were cast against the proposal. There were 1,260,912 abstentions.

The Chairman recorded that the proposal was adopted.

#### **4.c. Adoption of a dividend (*voting item*)**

The Chairman moved to the next item, the proposal to distribute, a quarter dividend in cash of US \$0.06 per common share in the second quarter of 2018, a quarter dividend in cash of US \$0.06 per common share in the third quarter of 2018, a quarter dividend in cash of US \$0.06 per common share in the fourth quarter of 2018 and a quarter dividend in cash of US \$0.06 per common share in the first quarter of 2019, in line with the Company's dividend policy.

The Chairman recorded that information concerning the ex-dividend dates, the record dates and the payment dates were included in annex A to the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To distribute, in line with the Company's Dividend Policy, a quarter dividend in cash of:*

- US\$ 0.06 per common share in the second quarter of 2018,*
- US\$ 0.06 per common share in the third quarter of 2018,*
- US\$ 0.06 per common share in the fourth quarter of 2018, and*
- US\$ 0.06 per common share in the first quarter of 2019.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed dividend distribution.

Since there were no questions, the Chairman put the proposal to vote.

547,789,401 votes (99.57%) were cast in favor of the proposal and 2,384,863 votes (0.43%) were cast against the proposal. There were 400,168 abstentions.

The Chairman recorded that the proposal was adopted.

#### **4.d. Discharge of the sole member of the Managing Board (voting item)**

The Chairman moved to the next item on the agenda, the discharge of the sole member of the Managing Board for his management during the 2017 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To discharge the sole member of the Managing Board for his management during the 2017 financial year.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

Since there were no questions, the Chairman put the proposal to vote.

543,400,704 votes (99.22%) were cast in favor of the proposal and 4,286,345 votes (0.78%) were cast against the proposal. There were 2,887,383 abstentions.

The Chairman recorded that the proposal was adopted.

#### **4.e. Discharge of the members of the Supervisory Board (voting item)**

The Chairman moved to the next item on the agenda, the discharge of the members of the Supervisory Board for their supervision during the 2017 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To discharge the members of the Supervisory Board for their supervision during the 2017 financial year.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

Since there were no questions, the Chairman put the proposal to vote.

543,373,807 votes (99.21%) were cast in favor of the proposal and 4,307,223 votes (0.79%) were cast against the proposal. There were 2,893,402 abstentions.

The Chairman recorded that the proposal was adopted.

#### **5. Appointment of Mr. Jean-Marc Chery as sole member of the Managing Board (voting item)**

The Chairman moved to the next item on the agenda, the appointment of Mr. Jean-Marc Chery as sole member of the Managing Board for a three-year term effective as of this meeting, to expire at the end of the 2021 annual general meeting of shareholders.



The Chairman recorded that the biography of Mr. Chery is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To appoint Mr. Jean-Marc Chery as sole member of the Managing Board for a three-year term effective as of the 2018 AGM to expire at the end of the 2021 AGM.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed amendment.

Since there were no questions, the Chairman put the proposal to vote.

549,200,924 votes (99.87%) were cast in favor of the proposal and 737,992 votes (0.13%) were cast against the proposal. There were 635,516 abstentions.

The Chairman recorded that the proposal was adopted and congratulated Mr. Chery for his appointment.

**6. Approval of the stock-based portion of the compensation of the President and CEO (voting item)**

The Chairman moved to the next item on the agenda, the proposal to approve that the Supervisory Board grants the stock-based portion of the compensation of the President and CEO of the Company.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To approve that the Supervisory Board grants to Mr. Jean-Marc Chery up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2018 as the President and CEO, whereby the vesting of such Unvested Stock Awards will be tied to company performance, according to predetermined and quantifiable criteria to be fixed by the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders and other stakeholders.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the approval of the stock-based portion of the compensation of the President and CEO.

Since there were no questions, the Chairman put the proposal to vote.

327,347,460 votes (59.54%) were cast in favor of the proposal and 222,403,236 votes (40.46%) were cast against the proposal. There were 823,736 abstentions.

The Chairman recorded that the proposal was adopted.

**7. Re-appointment of Mr. Nicolas Dufourcq as member of the Supervisory Board (voting item)**

The Chairman moved to the next item on the agenda, the re-appointment of Mr. Nicolas Dufourcq as a member of the Supervisory Board for a three-year term effective as of this meeting, to expire at the end of the 2021 annual general meeting of shareholders.

The Chairman recorded that his biography is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To appoint Mr. Nicolas Dufourcq as a member of the Supervisory Board, for a three-year term effective as of the 2018 AGM to expire at the end of the 2021 AGM.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding his proposed re-appointment.

Since there were no questions, the Chairman put the proposal to vote.

354,706,667 votes (64.58%) were cast in favor of the proposal and 194,581,791 votes (35.42%) were cast against the proposal. There were 1,285,974 abstentions.

The Chairman recorded that the proposal was adopted.

**8. Re-appointment of Ms. Martine Verluyten as member of the Supervisory Board (voting item)**

The Chairman moved to the next item on the agenda, the re-appointment of Ms. Martine Verluyten as a member of the Supervisory Board for a one-year term effective as of this meeting, to expire at the end of the 2019 annual general meeting of shareholders.

The Chairman recorded that the biography of Ms. Verluyten is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To appoint Ms. Martine Verluyten as a member of the Supervisory Board, for a one-year term effective as of the 2018 AGM to expire at the end of the 2019 AGM.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Ms. Martine Verluyten.

Since there were no questions, the Chairman put the proposal to vote.

537,565,591 votes (97.76%) were cast in favor of the proposal and 12,308,331 votes (2.24%) were cast against the proposal. There were 700,510 abstentions.

The Chairman recorded that the proposal was adopted.

**9. Authorization to the Managing Board, until the conclusion of the 2019 AGM, to repurchase shares, subject to the approval of the Supervisory Board (voting item)**

The Chairman moved to the next voting item on the agenda, the proposal to authorize the Managing Board, subject to the approval of the Supervisory Board, to repurchase fully paid-up common shares and/or preference shares in the Company's share capital, as is permitted by law and the Articles of Association, until the conclusion of the 2019 annual meeting of shareholders.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To authorize the Managing Board to acquire for a consideration on a stock exchange or otherwise up to such a number of fully paid-up common shares and/or preference shares in the Company's share capital as is permitted by law and the Articles of Association as per the moment of such acquisition for a price:*

*(i) per common share which at such moment is within a range between the par value of a common share and 110% of the average of the highest share price per common share on each of the five trading days prior to the acquisition date on respectively Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever average at such moment is the highest; and*

*(ii) per preference share which is equal to the par value of a preference share increased with an amount equal to the accrued but unpaid dividend on such preference share per the relevant repurchase date calculated in accordance with article 37 paragraph 2 sub e of the Company's Articles of Association;*

*all subject to the approval of the Supervisory Board, until the conclusion of the 2019 AGM.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the authorization to the Managing Board to repurchase shares in the capital of the Company.

Since there were no questions, the Chairman put the proposal to vote.

544,663,198 votes (99.13%) were cast in favor of the proposal and 4,789,497 votes (0.87%) were cast against the proposal. There were 1,121,737 abstentions.

The Chairman recorded that the proposal was adopted.

**10. Delegation to the Supervisory Board of the authority to issue new common shares and preference shares, to grant rights to subscribe for such shares**

**and to limit and/or exclude existing shareholders' pre-emptive rights on common shares, until the conclusion of the 2019 AGM (voting item)**

The Chairman stated that the last voting item on the agenda is the proposed delegation to the Supervisory Board of the authority to resolve upon the issuance of new common shares and preference shares, the granting of rights to subscribe for such shares and the limitation or exclusion of pre-emptive rights on common shares, until the conclusion of the 2019 annual meeting of shareholders.

The Chairman noted that as more than 50% of the issued capital of the Company is represented at this meeting, the proposed resolution can be adopted with a simple majority.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

*To delegate to the Supervisory Board the authority to resolve:*

- (i) upon the issuance of common and preference shares in the Company's share capital or to grant rights to subscribe for common and preference shares in the Company's share capital, up to a maximum of 10% of the Company's issued common share capital, as per 31 December 2017, increased with another 10% of the Company's issued common share capital, as per 31 December 2017, in case of mergers and acquisitions, but not exceeding the limits of our authorized share capital, and without limitation for preference shares;*
- (ii) upon the terms and conditions of an issuance of common and preference shares; and*
- (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares or rights to subscribe for such shares,*

*all through the conclusion of the 2019 AGM.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposal.

Since there were no questions, the Chairman put the proposal to vote.

304,531,714 votes (55.38%) were cast in favour of the proposal and 245,348,434 votes (44.62%) were cast against the proposal. There were 694,284 abstentions.

The Chairman recorded that the proposal was adopted.

## **11. Question time**

The Chairman recorded that the meeting had voted on all proposals on the agenda.



The Chairman gave the persons present at the meeting the opportunity to ask any other questions which they had regarding the Company.

Since there were no questions, the Chairman preceded to the last item on the agenda, the close of the meeting.

## **12. Close**

The Chairman thanked all persons present at the meeting for their participation to the meeting. On behalf of the entire Supervisory Board and the Managing Board, the Chairman expressed his hope that the persons present would also attend the following shareholders' meeting and wished everyone a good day. Subsequently, the Chairman closed the meeting.

**Chairman**

**Secretary**

Nicolas Dufourcq

Wijnand Bossenbroek