



STMICROELECTRONICS N.V. 2014 Annual General Meeting of Shareholders

PROPOSED RESOLUTIONS AND SHAREHOLDERS' INFORMATION

Our Supervisory Board proposes:

Agenda item 4-a - Discussion item

In accordance with newly adopted legislation in the Netherlands aimed at improving the transparency regarding the execution of the policy on remuneration of Dutch listed companies, shareholders are invited to discuss the execution of the Company's Remuneration Policy as further set out in the 2013 statutory annual accounts. This agenda item is a non-voting item. In respect of this item reference is made to the Report of the Supervisory Board as well as other information on remuneration included in the 2013 statutory annual accounts in paragraph 4.8. The 2013 statutory annual accounts are published on the Company's website.

Agenda item 4-b - Resolution 1

To adopt our statutory annual accounts for our 2013 financial year, as drawn up by our Managing Board, examined and audited by our independent external auditors, PricewaterhouseCoopers Accountants N.V., and approved by our Supervisory Board. Our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, have been prepared in English consistent with our prior practice, and in accordance with IFRS Accounting Standards, as IFRS constitute our statutory reporting standards.

Agenda item 4-c and 4-d - Resolutions 2 and 3 and shareholders' information

- (i) To allocate the loss for the financial year 2013 to the retained earnings of the Company;
and
- (ii) To distribute, in line with our Dividend Policy, a quarter dividend in cash of US \$0.10 per common share in the second quarter of 2014 and a quarter dividend in cash of US \$0.10 per common share in the third quarter of 2014, to be charged to the retained earnings of the Company.

Shareholders' information:

The Company's dividend policy, as presented for discussion at our 2013 AGM, reads as follows:

- STMicroelectronics seeks to use its available cash in order to develop and enhance its position in a competitive semiconductor market while at the same time managing its cash resources to reward its shareholders for their investment and trust STMicroelectronics;
- Based on its results, projected capital requirements as well as business conditions and prospects, the Managing Board proposes on a semi-annual basis to the Supervisory Board, whenever deemed possible and desirable in line with STMicroelectronics' objectives and financial situation, the distribution of a quarterly cash dividend, if any; and
- The Supervisory Board, upon the proposal of the Managing Board, decides or proposes on a semi-annual basis, in accordance with this policy, which portion of the profits or distributable reserves shall not be retained in reserves to fund future growth or for other purposes and makes a proposal concerning the amount, if any, of the quarterly cash dividend.

The dividend distribution referred to above under (ii) will be resolved upon by our AGM and will be the first and second quarter dividend payments. The following quarter dividend payments, if any, will be resolved upon in the fourth quarter of 2014.

Information on the ex-dividend dates, the record dates and the payment dates regarding the first and second quarter dividend payments referred to above under (ii), if adopted by our AGM, is included in Annex A to these proposed resolutions.

Agenda item 4-e - Resolution 4

To discharge the sole member of our Managing Board for his management during our 2013 financial year.

Agenda item 4-f - Resolution 5

To discharge the members of our Supervisory Board for their supervision during our 2013 financial year.

Agenda item 5 - Resolution 6 and shareholders' information

To appoint as the sole member of our Managing Board Mr. Carlo Bozotti for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.

Shareholders' information:

Mr. Carlo Bozotti (age 61 | Italian nationality)

Carlo Bozotti is our President and Chief Executive Officer and has held this position since March 2005. He is the Sole Member of the Managing Board and chairs the Company's Corporate Strategic Committee. Mr. Bozotti joined SGS-ATES (later renamed SGS Microelettronica), a predecessor company to STMicroelectronics, in 1977. Ten years later, when SGS Microelettronica of Italy merged with Thomson Semiconducteurs of France to form a new European champion, which is ST today and is among the leading semiconductor companies worldwide, Mr. Bozotti became General Manager of the Telecom Product Division. Subsequently, he was promoted to Director of Corporate Strategic Marketing and Key Accounts and, later, to Corporate Vice President, Marketing and Sales, Americas. In 1994, Mr. Bozotti was appointed Corporate Vice President for Europe and the Headquarters Regions, overseeing the Company's sales in Europe, as well as sales to key customers and strategic marketing worldwide. From 1998 to 2005, Mr. Bozotti served as Corporate Vice President and General Manager of the Memory Products Group. Leveraging ST's deep understanding of client and market needs, through the years Mr. Bozotti has contributed to forging a number of strategic customer alliances and joint ventures with other industry leaders in different market segments. In late 2012, Mr. Bozotti announced a strategic plan realigning the Company with changing market dynamics and announcing the decision to exit from ST-Ericsson after a transition period. The new ST focuses on two key pillars – Sense and Power and Automotive products and Embedded Processing Solutions – with five growth drivers: MEMS and sensors, smart power, automotive products, microcontrollers, and application processors including digital consumer. In 2011, Mr. Bozotti began a second (non-consecutive) term as the President of the European Semiconductor Industry Association (ESIA). Mr. Bozotti graduated with a degree in Electronic Engineering from the University of Pavia, Italy.

The candidacy of Mr. Bozotti as the sole member of our Managing Board is being proposed on the basis of his specific financial and technical expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform his activities as the sole member of our Managing Board.

Agenda item 6 - Resolution 7 and shareholders' information

To approve the delegation to our Supervisory Board of the power to grant Mr. Carlo Bozotti up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2014 as our 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 our Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders.

Shareholders' information:

The Unvested Stock Awards are intended to provide an incentive to our President and CEO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 100,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable

criteria as determined by our Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are based on the evolution of our sales as compared to a benchmark of selected semiconductor companies over a 12-month period, the evolution of our operating margin as compared to a benchmark of selected semiconductor companies over a 12-month period, and our net operating cash flow as compared to the Company's predetermined annual budget over a 12-month period.

Agenda item 7 - Resolutions 8, 9, 10, 11, 12, 13 and shareholders' information

- a. To appoint Mr. Didier Lombard as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.
- b. To appoint Mr. Maurizio Tamagnini as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.
- c. To appoint Mr. Jean d'Arthuys as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.
- d. To appoint Mr. Alessandro Rivera as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.
- e. To appoint Mr. Jean-Georges Malcor as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.
- f. To appoint Ms. Heleen Kersten as a member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM.

Shareholders' information:

Mr. Didier Lombard (72 years old | French nationality)

Didier Lombard has been a member of our Supervisory Board since 2004 and has been its Chairman since May 2011. Mr. Lombard serves on our Supervisory Board's Compensation Committee, Strategic Committee and Nominating and Corporate Governance Committee. He is the Chairman of both the Compensation Committee and the Strategic Committee. Mr. Lombard was appointed Chairman and Chief Executive Officer of Orange (formerly France Telecom) in March 2005, and served as Chief Executive Officer until February 2010 and Chairman until March 2011. Mr. Lombard began his career in the Research and Development division of Orange in 1967. From 1989 to 1990, he served as scientific and technological director at the Ministry of Research and Technology. From 1991 to 1998, he served as General Director for industrial strategies at the French Ministry of Economy, Finances and Industry, and from 1999 to 2003 he served as an Ambassador at large for foreign investments in France and as President of the French Agency for International Investments. From 2003 through February 2005, he served as Orange's Senior Executive Vice President in charge of technologies, strategic partnerships and new usages and as a member of Orange's Executive Committee. Mr. Lombard is also a member of the Board of

Directors of Thales and Technicolor (previously Thomson), one of our customers, as well as a member of the Supervisory Board of Radiall. Mr. Lombard was also a member until his resignation on November 15, 2006 of the Supervisory Board of ST Holding, our largest shareholder. Mr. Lombard is a graduate of the Ecole Polytechnique and the Ecole Nationale Supérieure des Télécommunications. Mr. Lombard holds 225 common shares and has a right to acquire 102,000 common shares in our share capital.

Mr. Maurizio Tamagnini (48 years old | Italian nationality)

Mr. Tamagnini is currently Chief Executive Officer and Chairman of the Investment Committee of Fondo Strategico Italiano ('FSI'), an investment company with EUR 4.4 billion capital which invests in large corporates, sponsored by Cassa depositi e prestiti Spa. He was previously Southern European Manager of the Corporate & Investments Banking division of Bank of America Merrill Lynch and a member of the Executive Committee of Bank of America Merrill Lynch for the EMEA region. Mr Tamagnini has gained over 25 years of experience in the financial sector specializing in the areas of Corporate Finance, Private Equity, Debt and Equity. He holds a degree in International Monetary Economics from Bocconi University in Milan and has also specialized study-wise care of Rensselaer Polytechnic Institute – Troy in New York, USA. Mr Tamagnini is also Chairman of the Joint Venture between FSI and Qatar Holding (IQ Made in Italy Investment Company) with capital endowment of up to Euro two billion in total for investments in the food, brands, furniture & design and tourism sectors. He is also a member of the Advisory Board of RDIF – Russian Sovereign Fund and a member of the Organization Committee for the 2014 Worldwide Female Volleyball Championships, to be held in Milan. Mr. Tamagnini does not hold any common shares and has no rights to acquire common shares in our share capital.

Mr. Jean d'Arthuys (47 years old | French nationality)

Jean d'Arthuys has been a member of our Supervisory Board since May 2011. Mr. d'Arthuys serves on our Supervisory Board's Compensation Committee, Strategic Committee and Nominating and Corporate Governance Committee. Mr. d'Arthuys is also the Chairman and CEO of FT1CI. He joined Bpifrance (formerly Fonds Stratégique d'Investissement) in 2010 as Director and member of the Executive Committee. Mr. d'Arthuys was a partner in the fund PAI Partners from 2007 until 2010, in particular in charge of the sectors media, internet and telecom. He was previously Chairman and Chief Executive Officer of television channels Paris Premiere and W9. Mr. d'Arthuys spent the main part of his career at the Executive Board of the Group M6, where he had various functions (from 1996 until 2007). He managed in particular the activities of digital television and the development of the Group. He was a board member of TPS, Sportfive and Newsweb. Mr. d'Arthuys was also Chairman and Chief Executive Officer of the soccer club Girondins de Bordeaux. Mr. d'Arthuys graduated from HEC Business School. Mr. d'Arthuys does not hold any common shares and has no rights to acquire common shares in our share capital.

Mr. Alessandro Rivera (43 years old | Italian nationality)

Alessandro Rivera has been a member of our Supervisory Board since May 2011. Mr. Rivera serves on our Supervisory Board's Compensation Committee and Nominating and Corporate

Governance Committee. He has been the head of Directorate IV “Financial Sector Policy and Regulation Legal Affairs” at the Department of the Treasury, Ministry of Economy and Finance, since 2008. He served as Head of Unit in the Department of the Treasury from 2000 to 2008 and was responsible for a variety of policy matters: financial services and markets, banking foundations, accounting, finance, corporate governance and auditing. Since 2008, Mr. Rivera has been a Government representative in the “Consiglio Superiore” of the Bank of Italy as well as serving on the board of directors and Compensation Committee of Cassa Depositi e Prestiti S.p.A. and Posta Italiana S.p.A., the Financial Services Committee and the European Securities Committee. He was a member of the Accounting Regulatory Committee from 2002 to 2008 and a member of the Audit Regulatory Committee from 2005 to 2008. He served on the board of Italia Lavoro S.p.A. from 2005 to 2008 and was a member of the Audit Committee and the Compensation Committee. Mr. Rivera was also the Chairman of the Audit Committee of the “Fondo nazionale di garanzia degli intermediari finanziari” (Italian investor compensation scheme) from 2003 to 2008. From 2001 to 2010, he was the Project Leader and Deputy Project Leader in several twinning projects with Eastern European Countries (the Russian Federation, the Czech Republic, Lithuania, and Bulgaria). He also served on the board of Mediocredito del Friuli – Venezia Giulia S.p.A. from 2001 to 2003. Mr. Rivera has 15,000 rights to acquire common shares in our share capital.

Mr. Jean-Georges Malcor (57 years old | French nationality)

Jean-Georges Malcor has been a member of our Supervisory Board since May 2011. Mr. Malcor serves on our Supervisory Board’s Audit Committee. He is the Chief Executive Officer of CGG. He is a graduate of Ecole Centrale de Paris. He also holds a Master of Sciences degree from Stanford University, and a Doctorat from Ecole des Mines. Mr. Malcor began his career at the Thales group as an acoustic engineer in the Underwater Activities division where he was particularly in charge of hydrophone and geophone design and towed streamer programs. He then moved to the Sydney based Thomson Sintra Pacific Australia, becoming Managing Director of the company in 1990. Back in France, he became Director of Marketing and Communications (1991), then Director, Foreign Operations of Thomson Sintra Activités Sous Marines (1993). In 1996, he was appointed Managing Director of Thomson Marconi Sonar Australia which was, in addition to its military activities, the lead developing company for the solid geophysical streamer. In 1999, Mr. Malcor became the first Managing Director of the newly formed joint venture Australian Defense Industry. During this time he operated the Sydney based Woolloomooloo Shipyard (the largest dry dock in the southern hemisphere). In 2002, he became Senior Vice President, International Operations of Thales International. From 2004 to 2009, he was Senior Vice President in charge of the Naval Division, supervising all naval activities in Thales including ship design, building and maintenance. In January 2009, he became Senior Vice President, in charge of the Aerospace Division. In June 2009, he moved to the position of Senior Vice President, Continental Europe, Turkey, Russia, Asia, Africa, Middle East, and Latin America. Mr. Malcor joined CGG in January 2010 as President and became CEO on June 30, 2010. Since June 2013, Mr. Malcor has been a member of the Supervisory Board (as well as its Appointment and Compensation Committee) of the Fives Group. Mr. Malcor owns a right to acquire 30,000 common shares in our share capital.

Ms. Heleen Kersten (48 years old | Dutch nationality)

Ms. Kersten is a partner at Stibbe in Amsterdam, where she held the position of managing partner from 2008 to 2013. Stibbe is a Benelux law firm with offices in Amsterdam, Brussels, Luxembourg, London, New York, Dubai and Hong Kong. She began her career in 1989 with Stibbe before joining Davis Polk in New York and London (1992-1993). After her return to Stibbe Amsterdam, she rose through ranks to become a partner in 1997. As member of the Bar of Amsterdam since 1989, Ms. Kersten specializes in mergers and acquisitions, equity capital markets, corporate law and corporate governance. Ms. Kersten is currently a member of the supervisory boards of Egeria Investment B.V. (since 2007) and Van Lanschot N.V. (since 2011). Ms. Kersten holds master's degrees in Dutch law and tax law, both from Leiden University in the Netherlands. Ms. Kersten does not hold any common shares and has no rights to acquire common shares in our share capital.

The candidacy of Messrs. Lombard, Tamagnini, d'Arthuys, Rivera, Malcor and Ms. Kersten as members of our Supervisory Board is being proposed on the basis of their specific financial and technical expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform their activities as member of our Supervisory Board.

Agenda item 8 - Resolution 14 and shareholders' information

To appoint PricewaterhouseCoopers Accountants N.V. (PwC) as our external auditor for the 2014 and 2015 financial years.

Shareholders' information:

The 2011 AGM appointed PwC as external auditor of the Company for a term of three years as of the 2011 AGM.

The period of appointment of PwC has been adjusted following new Dutch legislation on mandatory audit firm rotation. Under the new rotation rules, the Company must engage a new audit firm for its statutory audit for the financial year starting January 1, 2016.

Agenda item 9 - Resolution 15 and shareholders' information

To designate our Supervisory Board as the corporate body authorized to resolve: (i) upon the issuance of shares in the Company's share capital or to grant rights to subscribe for common 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 2013, increased with another 15% of the Company's issued common share capital, as per 31 December 2013, in case of mergers and acquisitions, but not exceeding the limits of our authorized share capital; (ii) upon the terms and conditions of an issuance of common shares; and (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares, all for a period of eighteen months effective as of our 2014 AGM.

Shareholders' information:

During our 2011 AGM our Supervisory Board was designated for a three-year period, as of April 25, 2012, as the authority empowered to decide upon the issue of new shares within the limits of our authorized capital referred to in article 3 of our Articles of Association. This decision was taken upon the recommendation of our Managing and Supervisory Boards in line with past Company practice with a view to allowing us to benefit from the best available conditions for our financing requirements as may be offered by international capital markets so as to best serve our interest and that of all our shareholders and other stakeholders in the most efficient manner as well as to issue of shares or the grants to subscribe for shares in respect of share based compensation for employees. We propose to renew such designation in favor of our Supervisory Board in the manner and for the period as referred in the resolution mentioned above.

Agenda item 10 - Resolution 16 and shareholders' information

To authorize our 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 our share capital as is permitted by law and our 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 our Articles of Association;

all subject to the approval of our Supervisory Board, for a period of eighteen months following our 2014 AGM.

Shareholders' information:

During our 2013 AGM, our Managing Board, subject to the approval of our Supervisory Board was authorized to repurchase shares for a period of eighteen months as of our 2013 AGM. We propose to renew this authorization. This authorization is requested to offer our Managing Board with the approval of our Supervisory Board the possibility to repurchase, when it is in the best interest of the Company's shareholders and other stakeholders for creating long term value, a number of fully paid-up ordinary and/or preference shares, within the limit of our Articles of Association (which is set at 10% of our issued share capital).

Annex A

The table below summarizes the full schedule for the quarter dividends:

Quarter	Ex-dividend Date (globally)	Global Record Date	Payment Date in Europe	NYSE Payment Date: on or after	Transfer between New York and Dutch registered shares restricted:	
					From End of Business in Europe on:	Until Open of Business in NY on:
Q2 2014	23-Jun-14	25-Jun-14	26-Jun-14	01-Jul-14	23-Jun-14	26-Jun-14
Q3 2014	22-Sep-14	24-Sep-14	25-Sep-14	30-Sep-14	22-Sep-14	25-Sep-14
Q4 2014 ^(*)	15-Dec-14	17-Dec-14	18-Dec-14	23-Dec-14	15-Dec-14	18-Dec-14
Q1 2015 ^(*)	23-Mar-15	25-Mar-15	26-Mar-15	31-Mar-15	23-Mar-15	26-Mar-15

(*) The fourth quarter 2014 and first quarter 2015 dividends will be decided during the fourth quarter of 2014.