



**Proposed resolutions and shareholders' information
for the Annual General Meeting of Shareholders (the 'AGM') of
STMicroelectronics N.V. (the 'Company') to be held on June 21, 2013 in
Amsterdam, the Netherlands**

Our Supervisory Board proposes:

Agenda item 4-a - Resolution 1

To adopt our statutory annual accounts for our 2012 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-b - Shareholders' information

In accordance with best practice provision IV.1.4 of the Dutch Corporate Governance Code, the Company's policy on additions to reserves and distributions of dividends ('Dividend Policy') is dealt with and explained as a separate agenda item at the AGM.

In previous years our AGM resolved upon the proposal of our Supervisory Board once per year upon an annual dividend to be paid in four equal installments.

To better align the Company's Dividend Policy to the actual market evolution and macro-economic environment, our Supervisory Board proposes that the dividend is decided on a semi-annual basis and paid quarterly from 2013 onwards.

In view of the proposal to resolve on a semi-annual basis upon a quarterly dividend payment, if any, the Company's new Dividend Policy will read 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 in 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.



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

- (i) To allocate the loss for the financial year 2012 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 2013 and a quarter dividend in cash of US \$0.10 per common share in the third quarter of 2013, to be charged to the retained earnings of the Company.

shareholders' information

The dividend distribution referred to above under (ii) will be resolved upon by our AGM and will be the first and second quarterly dividend payments. The following quarterly dividend payments, if any, will be resolved upon by a shareholders' meeting to be held in Q4 2013.

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

Agenda item 4-d - Resolution 4

To discharge the sole member of our Managing Board for his management during our 2012 financial year.

Agenda item 4-e - Resolution 5

To discharge the members of our Supervisory Board for their supervision during our 2012 financial year.

Agenda item 5 - Resolution 6 and shareholders' information

To approve the delegation to our Supervisory Board of the power to grant Mr. C. Bozotti up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2013 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.

Agenda item 6 - Resolution 7 and shareholders' information

1. To abolish and terminate the stock-based compensation for members and professionals of the Supervisory Board as included in the three-year Stock-Based

Compensation Plan for the members and professionals of our Supervisory Board, as approved by our 2011 AGM; and

2. To amend the annual cash compensation of our members of the Supervisory Board, as approved by our 2008 AGM, as follows:
 - a. to set the annual compensation of the Chairman and the Vice-Chairman of our Supervisory Board at EUR 130,000;
 - b. to set the annual compensation of the other members of our Supervisory Board at EUR 70,000;
 - c. to set the annual compensation of the Chairman of the Audit Committee at EUR 60,000;
 - d. to set the annual compensation of the other members of the Audit Committee EUR 7,500;
 - e. to set the annual compensation of each member of the Compensation Committee, the Nomination and Corporate Governance Committee and the Strategic Committee at EUR 3,500;
 - f. to set the attendance fee per meeting of the Supervisory Board as well as per Committee meeting as follows:
 - (i) attendance in person at EUR 1,500;
 - (ii) attendance by videoconference at EUR 1,000; and
 - (iii) attendance by conference call at EUR 500.

There is no limitation on the number of Committees on which a member of our Supervisory Board may serve.

shareholders' information

By and through the termination of the stock-based compensation of the members of our Supervisory Board the maximum total compensation for members of our Supervisory Board is decreased significantly. As an example: if the share price would be six euro, the maximum total compensation would decrease with approximately between -25% and -33% (noting that each member of the Supervisory Board is currently annually entitled to 15,000 stock awards at a strike price of EUR 1.04 pursuant to the existing three-year Stock-Based Compensation Plan).

The abolishment and termination of the stock-based compensation for the members of our Supervisory Board is aimed at complying with the Dutch Corporate Governance Code and other international corporate governance standards. Our Corporate Governance Policy, as approved by our 2004 AGM, will be updated accordingly if the aforementioned amendment of the compensation of the members of our Supervisory Board is adopted.

Agenda item 7-a - Resolution 8 and shareholders' information

To appoint Ms. Janet G. Davidson as a member of our Supervisory Board for a three-year term effective as of our 2013 AGM to expire at the end of our 2016 AGM.



shareholders' information

Ms. Janet G. Davidson (55 years old | US nationality)

Ms. Davidson is currently (since 2011) a member of the board of the Alcatel Lucent Foundation. She began her career in 1979 as a member of the Technical Staff of Bell Laboratories, Lucent Technologies (as of 2006 Alcatel Lucent), and served from 1979 through 2011 in several key positions, most recently as Chief Strategy Officer (2005 – 2006), Chief Compliance Officer (2006 – 2008) and EVP Quality & Customer Care (2008 – 2011). From 2005 through 2012 Ms. Davidson was a member of the Lehigh University Board of Trustees. In 2007 she served on the Riverside Symphonia Board of Trustees and in 2005 and 2006 Ms. Davidson was a member of the Liberty Science Center Board of Trustees. Ms. Davidson is a graduate of the Georgia Institute of Technology (Georgia Tech), Atlanta, GA, USA, and Lehigh University, Bethlehem, PA, USA and holds a Master's degree in Electrical Engineering.

Ms. Davidson does not hold any common shares and has no rights to acquire common shares in our share capital.

The candidacy of Ms. Davidson as member of our Supervisory Board is being proposed on the basis of her 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 her activities as member of our Supervisory Board.

Agenda item 7-b - Resolution 9 and shareholders' information

To appoint Mr. Alessandro Ovi as a member of our Supervisory Board for a three-year term effective as of our 2013 AGM to expire at the end of our 2016 AGM.

shareholders' information

Mr. Alessandro Ovi (68 years old | Italian nationality)

Mr. Ovi was a member of the Supervisory Board from 1994 until his term expired at our annual general shareholders' meeting on March 18, 2005. He was re-appointed to the Supervisory Board at the 2007 annual shareholders' meeting. He serves on the Audit Committee (since 2010) and the Strategic Committee. Mr. Ovi has been Special Advisor to the President of the European Community for five years and has served on the boards of Telecom Italia S.p.A, Finmeccanica S.p.A. and Alitalia S.p.A. Currently, he is also a director of LandiRenzo S.p.A.. Mr. Ovi is a Life Trustee in Carnegie Mellon University and a Member of the Board in the Italian Institute of Technology. Until April 2000, he was the Chief Executive Officer of Tecnitel S.p.A., a subsidiary of Telecom Italia Group. Prior to joining Tecnitel S.p.A., Mr. Ovi was the Senior Vice President of International Affairs and Communications at I.R.I. Mr. Ovi received a doctoral degree in Nuclear Engineering from the Politecnico in Milan and a Master's Degree in Operations Research from the Massachusetts Institute of Technology.

Mr. Ovi does not hold any common shares and has a right to acquire 102,000 common shares in our share capital.

The candidacy of Mr. Ovi as member of our Supervisory 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 member of our Supervisory Board.

Agenda item 8 - Resolution 10 and shareholders' information

To approve our new four-year Unvested Stock Award Plan for the Management and Key Employees which will provide that stock awards may be granted under restricted criteria to selected employees. To authorize our Supervisory Board to approve the following grant of stock-based compensation to selected employees of us:

- the grant of stock-based compensation will be in the form of a right to acquire common shares out of our treasury shares
- employees will receive stock-based compensation at no consideration
- the vesting conditions will be determined by our Supervisory Board or its compensation committee (on behalf of our Supervisory Board) and, as applicable, will relate to Company performance and continued service at STMicroelectronics
- our Supervisory Board has the authority to determine all other terms and conditions of the stock-based compensation grant including the right to authorize details of the stock-based compensation for specific groups of employees
- the maximum number of stock awards under this new four-year Unvested Stock Award Plan for the Management and Key Employees shall be twenty-eight million (twenty-eight million common shares) for the four-year period, which number includes any Unvested Stock Awards granted to our President and CEO as part of his compensation during this period

shareholders' information

The Unvested Stock Awards under the new four-year Unvested Stock Award Plan for the Management and Key Employees are intended to provide an incentive to selected employees of us to increase their efforts for the success of us by offering them an opportunity to obtain or increase their proprietary interest in us through the vesting of the relevant Unvested Stock Awards to be granted to them, provided the applicable predetermined and quantifiable criteria are met.

Agenda item 9 - Resolution 11 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 as of the date of our 2013 AGM.



shareholders' information

During our 2012 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 2012 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 quarterly 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 2013 | 24-Jun-13 | 26-Jun-13 | 27-Jun-13 | 02-Jul-13 | 24-Jun-13 | 27-Jun-13 |
| Q3 2013 | 16-Sep-13 | 18-Sep-13 | 19-Sep-13 | 24-Sep-13 | 16-Sep-13 | 19-Sep-13 |
| Q4 2013 ^(*) | 09-Dec-13 | 11-Dec-13 | 12-Dec-13 | 17-Dec-13 | 09-Dec-13 | 12-Dec-13 |
| Q1 2014 ^(*) | 24-Mar-14 | 26-Mar-14 | 27-Mar-14 | 01-Apr-14 | 24-Mar-14 | 27-Mar-14 |

(*) The fourth quarter 2013 and first quarter 2014 dividends will be decided at a Shareholders' Meeting to be held during the fourth quarter of 2013.