



## STMICROELECTRONICS N.V. 2016 Annual General Meeting of Shareholders

### CONVOCAATION

to the Annual General Meeting of Shareholders (the "AGM") of STMicroelectronics N.V. (the "Company"), established in Amsterdam, the Netherlands, to be held on Wednesday, May 25, 2016 at 11:00 a.m. (CET) at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX, Amsterdam, the Netherlands.

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#### Agenda:

1. Opening
2. Report of the Managing Board on our 2015 financial year *(discussion item)*
3. Report of the Supervisory Board on our 2015 financial year *(discussion item)*
4.
  - a. Implementation of the Remuneration Policy of the Managing Board *(discussion item)*
  - b. Adoption of our statutory annual accounts for our 2015 financial year *(voting item)*
  - c. Adoption of a dividend *(voting item)*
  - d. Discharge of the sole member of our Managing Board *(voting item)*
  - e. 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. Re-appointment of Ms. Janet Davidson as member of our Supervisory Board *(voting item)*
7. Appointment of Mr. Salvatore Manzi as member of our Supervisory Board *(voting item)*
8. Delegation to our Supervisory Board of the authority to issue new common 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 for a period of eighteen months *(voting item)*
9. 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)*
10. Question time *(discussion item)*
11. Close

This convocation, the agenda, the statutory annual accounts for the financial year 2015, which include the reports of the Managing Board and Supervisory Board, the explanatory notes and the personal data of Ms. Janet Davidson and Mr. Salvatore Manzi (in connection with their proposed (re)appointment as members of our Supervisory Board), as referred to in Section 2:142 (3) of the Dutch Civil Code, as well as the other information included pursuant to law, are deposited for inspection by shareholders and other persons entitled to attend the AGM at the offices of the Company at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of

April 1<sup>st</sup>, 2016 up to and including the date of the AGM. Copies of these documents are available for shareholders and other persons entitled to attend the AGM free of charge. These documents will also be available on the Company's website [www.st.com](http://www.st.com) as of the same date.

The Company's shares may be held either (i) as registered shares (the shareholders and other persons entitled to attend the AGM are then included in the Company's shareholders' register); or (ii) in an account with an account holder or intermediary through Euroclear France S.A. ("Euroclear France") or Cede & Co. as nominee of the Depositary Trust Company ("Cede & Co.") (the corresponding registered shares are then included in the Company's shareholders' register in the name of Euroclear France or Cede & Co., as the case may be). The holders of both registered shares and of shares held in an account holder or intermediary through Euroclear France or Cede & Co. are each hereinafter referred to as a "shareholder".

### **Record date**

In accordance with Dutch law and article 30.2 of the Company's Articles of Association, persons entitled to attend and, to the extent applicable, vote at the AGM will be those who were recorded as having those rights on April 27, 2016 (the "Record Date") in a register designated by the Managing Board for that purpose, regardless of whether they are registered shareholders or other persons entitled to attend general meetings of shareholders of the Company at the time of the AGM. This means that registered shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

### **Registered Shareholders**

Shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, will receive a letter from or on behalf of the Company by post containing an invitation for the AGM, including the agenda, and details of the procedure for registering for the AGM.

To be eligible to exercise voting rights in person at the AGM, shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, must complete and sign the attendance form, which they receive with the invitation and return it to the Company's registrar TMF Netherlands B.V. ("TMF") by post, fax or e-mail (Herikerbergweg 238, 1101 CM Amsterdam, the Netherlands, fax +31(0)20 673 00 16, e-mail [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com)) no later than May 18, 2016, 5:00 p.m. (CET). TMF's receipt of the completed and signed form on time will constitute notice to the Company of the registered shareholder's intention to exercise its voting and meeting rights.

Shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, who wish to be represented by power of attorney at the AGM must complete and sign the power of attorney form, which they receive with the invitation and return it to TMF no later than May 18, 2016, 5:00 p.m. (CET), by post, fax or e-mail. TMF's receipt of the completed and signed forms on time will constitute notice to the Company of the registered shareholder's intention to be represented by power of attorney.

Shareholders registered in the US part of the Company's shareholders' register will be contacted separately regarding their attendance, representation and/or voting at the AGM.

### **Shareholders holding through Euroclear France**

Shareholders holding shares via an account with an account holder or intermediary through Euroclear France should contact their account holder or intermediary to receive instructions on how to obtain a power of attorney from Euroclear France in order to attend the AGM.

Shareholders holding shares via an account with an account holder or intermediary through Euroclear France who will not attend the AGM, but who would like to give voting instructions to Euroclear France to vote on their behalf, should also contact their account holder or intermediary to receive instructions.

Furthermore, TMF, Amsterdam, the Netherlands (tel. +31(0)20 575 7124, fax +31(0)20 673 00 16) e-mail [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com), TMF France S.A.S., Paris, France (tel +33(0)1 45 03 60 36, fax +33(0)1 45 03 63 77) or TMF Partners S.p.A., Milan, Italy (tel +39 02 861 914, fax +39 02 862 495) can be contacted.

The written (completed and signed) request for a power of attorney or voting instructions, as the case may be, must be received by the relevant account holder or intermediary by May 18, 2016, 5:00 p.m. (CET).

Information on how to obtain a power of attorney from Euroclear France or to give voting instructions to Euroclear France will also be available on the Company's website mentioned above as of April 1<sup>st</sup>, 2016.

### **Shareholders holding through Cede & Co.**

Shareholders holding shares via an account with an account holder or intermediary through Cede & Co. will be contacted separately regarding their attendance and/or voting at the AGM.

### **Registration**

Registration will take place at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX, Amsterdam, the Netherlands, between 10:00 a.m. and 10:45 a.m. (CET) on Wednesday, May 25, 2016. Once the AGM has started, registration is no longer possible.

Shareholders and other persons entitled to attend the AGM will be required to present valid identity papers when registering and are required to sign the attendance list. Shareholders holding shares through Euroclear France or Cede & Co. should provide appropriate evidence of ownership and authority to vote. Holders of a power of attorney are required to present a copy of their power of attorney.

The Supervisory Board  
April 1<sup>st</sup>, 2016