



Proposed resolutions and shareholders' information
for the Annual General Meeting of Shareholders (the 'AGM') of STMicroelectronics N.V.
to be held on May 30, 2012 in Amsterdam, the Netherlands

Our Supervisory Board proposes:

Agenda item 4-a - **Resolution 1**

To adopt our statutory annual accounts for our 2011 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 - **Resolution 2**

To distribute a dividend in cash of US \$0.40 per common share, in line with our dividend policy as communicated, in four equal installments. Information on the ex-dividend dates, the record dates and the payment dates regarding the four installments, if adopted by our AGM, is included in Annex A to these proposed resolutions.

Our press release dated April 16, 2012, available on our website, www.st.com, also sets forth the schedule and other relevant information concerning the payment of the 2011 dividend if adopted by our AGM.

Agenda item 4-c - **Resolution 3**

To discharge the sole member of our Managing Board for his management during our 2011 financial year.

Agenda item 4-d - **Resolution 4**

To discharge the members of our Supervisory Board for their supervision during our 2011 financial year.

Agenda item 5-a - **Resolution 5 and shareholders' information**

To approve the delegation to our Supervisory Board of the power to grant Mr. C. Bozotti a special annual bonus of up to 60% of his base salary, based on specific predetermined and quantifiable criteria as determined by our Supervisory Board upon the recommendation of its Compensation Committee (the 'Special Bonus'), with the objective of creating long-term value for our shareholders. This would be part of a revision of the structure of the short term incentive from a maximum of 210% of his base salary payable in cash into an annual bonus of up to 150% of his base salary payable in cash based on budget and short term criteria and the mentioned special bonus of 60% of base salary. This Special Bonus would be payable in cash for 2011 and



in common shares from 2012 onwards. The number of common shares will depend on the share price at the date of grant. The maximum number of common shares that can vest under the Special Bonus (*i.e.*, if all criteria as determined by our Supervisory Board upon the recommendation of its Compensation Committee have been met) can be calculated as follows:

$\frac{(0.60 \times \text{base salary})}{\text{the share price per common share at the date of grant}}$

The granted shares will vest in three equal portions over the three years after the year of grant.

The Special Bonus is 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 common shares under the Special Bonus 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 5-b - 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 2012 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.

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

To appoint Ms. Martine Verluyten as a member of our Supervisory Board for a three-year term effective as of our 2012 AGM to expire at the end of our 2015 AGM.

Ms. Martine Verluyten (59 years old)

Until 2011 Martine Verluyten acted as CFO of Umicore N.V. based in Brussels. Previously she was CFO of Mobistar N.V. (2001-2006), having initially joined Mobistar in 2000 as Group Controller. She had earlier on worked at Raychem since 1976, holding various management positions during her 23 year tenure, from Manager European Consolidations (1976-1979), to General Accounting Manager based in the US (1979-1983). She was then promoted to Division Controller Telecom Division Europe from 1983 to 1990. In 1990, she was appointed Finance & Administration Director back in Europe, then in 1995, Europe Controller Finance & Administration Director until 1999. Martine Verluyten began her career in 1973 at KPMG as Senior Auditor.



Ms. Martine Verluyten does not hold any shares and does not have any rights to acquire shares in our share capital.

The candidacy of Ms. Martine Verluyten 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 - Resolution 8 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 – other than acquisition of shares pursuant to article 5 paragraph 2 of our Articles of Association – 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 share price per common share on Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever 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, *mutatis mutandis* 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 2012 AGM.

During our 2011 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 2011 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 four instalments for the dividend:

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 2012	4-June-12*	6-June-12	7-June-12	12-June-12	4-June-12	7-June-12
Q3 2012	20-Aug-12	22-Aug-12	23-Aug-12	28-Aug-12	20-Aug-12	23-Aug-12
Q4 2012	26-Nov-12	28-Nov-12	29-Nov-12	4-Dec-12	26-Nov-12	29-Nov-12
Q1 2013	18-Feb-13 (15-Feb-13 in NY)**	20-Feb-13	21-Feb-13	26-Feb-13	15-Feb-13	21-Feb-13

**Since the Annual General Meeting will be held on May 30, 2012, the Company will be unable to both set the ex-dividend date for, and to pay, the first dividend installment in May according to the usual schedule, and has therefore resolved, in coordination with the stock exchange and with a view to ensuring the appropriate functioning of the market for its shares from a substantive standpoint, to pay such installment on June 7, 2012 with an ex-dividend date on June 4, 2012. Other than indicated below, the ex-dividend and payment dates for the subsequent installments are consistent with the usual schedule.*

***February 18, 2013 is not a trading day on the New York Stock Exchange.*