



**APPENDIX III Voting instructions form**

**You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.**

The Annual General Meeting of Shareholders (“AGM”) of STMicroelectronics N.V. (the “Company”) will be held at the offices of the Company located at WTC, Tower H, 6th Floor, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands at 11:00 a.m. CET on Thursday, 27 May 2021

The undersigned shareholder, (name) ..... (address) ..... (if applicable: legally represented by) ..... (account number with the account holder or intermediary) ..... (details of the account holder or intermediary) ..... (phone number of the account holder or intermediary) ..... hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of ..... (number) shares in the capital of the Company, hereby authorises and instructs Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda (Voting items)	For	Against	Abstain
3.	Remuneration Report			
4.	Adoption of a new Remuneration Policy for the Managing Board			
5.	Adoption of the Company's annual accounts for its 2020 financial year			
6.	Adoption of a dividend			
7.	Discharge of the sole member of the Managing Board			
8.	Discharge of the members of the Supervisory Board			
9.	Re-Appointment of Mr. Jean-Marc Chery as sole member of the Managing Board			
10.	Approval of the stock-based portion of the compensation of the President & CEO			
11.	Approval of a new 3-year Unvested Stock Award Plan for Management and Key Employees			
12.	Re-Appointment of Mr. Nicolas Dufourcq as member of the Supervisory Board			
13.	Authorization to the Managing Board, until the conclusion of the 2022 AGM, to repurchase shares, subject to the approval of the Supervisory Board			
14.	Delegation to the Supervisory Board of the authority to issue new common 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 2022 AGM			

Please note that if you do not record a vote in favour of or against one or more of the proposals listed above, your vote(s) will be considered as a vote in favour with respect to the relevant proposal(s).

Please note that, to be entitled to attend and cast votes, you need to own your shares in the capital of the Company at close of markets on 29 April 2021, the Record Date, but you do not need to continue to hold your shares until the AGM on 27 May 2021.

Signature: .....

Place: .....

Date: .....

**This form must be received by the bank or intermediary at the latest on 20 May 2021, 5:00 p.m. CET.**