



Proposed resolutions and shareholders' information
for the Annual General Meeting of Shareholders (the "AGM") of STMicroelectronics N.V.
to be held on May 25, 2010 in Amsterdam, the Netherlands

Our Supervisory Board proposes:

Agenda item 4-a - **Shareholders' information**

As recommended by the Dutch Corporate Governance Code, as amended (the "Code"), we are presenting our corporate governance chapter, as included in our Annual Report, which includes the broad outline of our corporate governance structure and compliance with the Code, to our 2010 AGM for discussion as a separate agenda item.

Agenda item 4-b - **Resolution 1**

To adopt our statutory annual accounts for our 2009 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 - **Resolution 2**

To distribute a dividend in cash of US \$0.28 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 19, 2010, available on our website, www.st.com, sets forth the schedule and other relevant information concerning the payment of the 2009 dividend if adopted by our AGM.

Agenda item 4-d - **Resolution 3**

To discharge the sole member of our Managing Board for his management during our 2009 financial year.

Agenda item 4-e - **Resolution 4**

To discharge the members of our Supervisory Board for their supervision during our 2009 financial year.

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

- a. To re-appoint Mr. Raymond Bingham as a member of our Supervisory Board for a three-year term effective as of our 2010 AGM to expire at the end of our 2013 AGM.



- b. To re-appoint Mr. Alessandro Ovi as a member of our Supervisory Board for a three-year term effective as of our 2010 AGM to expire at the end of our 2013 AGM.

Mr. Raymond Bingham (1947)

Raymond Bingham was appointed to our Supervisory Board at our 2007 AGM. He serves on the Audit Committee and the Strategic Committee. Since November 2006, Mr. Bingham has been a Managing Director of General Atlantic LLC, a global private equity firm. From August 2005 to October 2006, Mr. Bingham was a private investor. Mr. Bingham was Executive Chairman of the Board of Directors of Cadence Design Systems Inc., a supplier of electronic design automation software and services, from May 2004 to July 2005, and served as a director of Cadence from November 1997 to July 2005. Prior to being Executive Chairman, he served as President and Chief Executive Officer of Cadence from April 1999 to May 2004, and as Executive Vice President and Chief Financial Officer from April 1993 to April 1999. Mr. Bingham also serves as a Director of Oracle Corporation, Flextronics International, Ltd. and Dice Holdings. Mr Bingham has the US nationality.

Mr. Bingham has been granted 45,000 common shares and has a right to purchase 15,000 shares in our share capital.

Mr. Alessandro Ovi (1944)

Alessandro Ovi was a member of our Supervisory Board from 1994 until his term expired at our 2005 AGM. He was reappointed to our Supervisory Board at the 2007 AGM and serves on the Strategic Committee. 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. He 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, and serves on the audit committee, of ENIA S.p.A. and Telecom Italia Media S.p.A. He is also a director of LandiRenzo Spa. Mr. Ovi is Life Trustee in Carnegie Mellon University and 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 has the Italian nationality.

Mr. Ovi has been granted 45,000 common shares and has a right to purchase 15,000 shares in our share capital.

The candidacy of Messrs. Bingham and Ovi 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 members of our Supervisory Board.



Agenda item 6 **Resolution 6 and shareholders' information**

To re-appoint PricewaterhouseCoopers Accountants N.V. as our external auditors for a one-year term effective as of our 2010 AGM to expire at the end of our 2011 AGM.

Agenda item 7 - **Resolution 7 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 2010 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 performance conditions attached to vesting of such Awards are met.

Agenda item 8 - **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 2010 AGM.

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 installments:

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 2010	31-May-10* (28-May-10 in NY)**	2-June-10	3-June-10	8-June-10	28-May-10	3-June-10
Q3 2010	23-Aug-10	25-Aug-10	26-Aug-10	31-Aug-10	20-Aug-10	26-Aug-10
Q4 2010	29-Nov-10	1-Dec-10	2-Dec-10	7-Dec-10	26-Nov-10	2-Dec-10
Q1 2011	21-Feb-11 (18-Feb-11 in NY)	23-Feb-11	24-Feb-11	1-Mar-11	18-Feb-11	24-Feb-11

** Since the Annual General Meeting will be held on May 25, 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 3 with an ex-dividend date on May 31 (May 28 in NY). Other than as indicated below, the ex-dividend and payment dates for the subsequent installments are consistent with the usual schedule.*

*** May 31, 2010 and February 18, 2011 are not trading days on the New York Stock Exchange.*