

**UNOFFICIAL TRANSLATION  
DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION  
STMICROELECTRONICS N.V.**

On the [•] day of [•] two thousand and thirteen appeared before me, Remco Bosveld, civil-law notary (*notaris*), in Amsterdam:

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The person appearing declared the following:

**Whereas**

On [the second day of December two thousand and thirteen] the general meeting of shareholders of **STMicroelectronics N.V.**, a limited liability company, with registered office in Amsterdam, the Netherlands, and address at Schiphol Boulevard 265, 1118 BH Schiphol Airport, municipality Haarlemmermeer, the Netherlands, registered with the trade register under number 33194537, has resolved to amend the articles of association of said company partially.

The general meeting of shareholders further resolved to authorize the person appearing to execute the deed of amendment of the articles of association.

The resolution to amend the articles of association has been adopted upon the proposal of the supervisory board of said company.

**Amendment of the articles of association**

In pursuance of the aforementioned resolution and authorization the person appearing declared to amend the articles of association partially as follows:

**Article 38 paragraph 1** will read as follows:

'38.1. The supervisory board independently and the general meeting of shareholders upon the proposal of the supervisory board shall each be entitled to resolve to make distributions charged to the share premium reserve or charged to the other reserves shown in the annual accounts not prescribed by the law, with due observance of the provisions of paragraph 2 of this article and section 105, paragraph 4, Book 2, Dutch Civil Code, provided that the balance of the relevant reserve is not required to make the distribution as referred to in article 37, paragraph 2, sub c, first sentence in conjunction with article 37, paragraph 2, sub a.'

**Final remark**

./ Finally the person appearing declared that a document in evidence of the resolutions to amend the articles of association and the aforesaid authorization will be attached to this deed.

**End**

The person appearing is known to me, civil-law notary.

This deed was executed in Amsterdam on the date first given in the head of this deed.



After the substance of this deed was stated and explained and after I, civil-law notary, pointed out the consequences of the contents of this deed, the person appearing declared to have taken note of the contents of this deed after timely being given the opportunity thereto, to agree with the contents of this deed and not to require a full reading thereof.

Immediately after this deed was read out in a limited form, this deed was signed by the person appearing and myself, civil-law notary.