

**Minutes of the Annual General Meeting of Shareholders of STMicroelectronics N.V.,
held on May 30, 2012 at 11:00 a.m. at the Sofitel The Grand Hotel in Amsterdam,
the Netherlands**

1. Opening

Mr. Didier Lombard, Chairman of the Supervisory Board and Chairman of the meeting, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**'), and welcomed all shareholders and other persons who were entitled to attend this meeting present. He also welcomed his fellow members of the Supervisory Board, Mr. Bruno Steve, Mr. Tom de Waard, Mr. Doug Dunn, Mr. Raymond Bingham, Mr. Alessandro Ovi, Mr. Alessandro Rivera, Mr. Jean d'Arthuys and Mr. Jean-Georges Malcor, and furthermore Mr. Carlo Bozotti, the Chief Executive Officer and sole member of the Managing Board and Mr. Mario Arlati, the Chief Financial Officer, and finally the following guests:

- (a) Ms. Martine Verluyten, proposed member of the Supervisory Board;
- (b) Ms. Sandra Lombert of TMF Netherlands, who acted as the Company's registrar in the Netherlands;
- (c) Mr. Remco Bosveld, the Company's legal counsel in the Netherlands; and
- (d) Mr. Ilja Linnemeijer of PricewaterhouseCoopers Accountants, the Company's independent external auditor.

The Chairman stated for the record that the official language of the meeting would be the English language.

The Chairman appointed Mr. Bosveld as the secretary of the meeting.

The Chairman informed the meeting that for the purpose of preparing the minutes of this meeting, the meeting would be recorded. He kindly requested the persons present to use the microphone available and to state their name and, if applicable, the shareholder they represented, when addressing the meeting.

In connection with the orderly conduct of this meeting, the Chairman noted that during an agenda item only questions related to the specific agenda item could be asked.

The Chairman recorded that the meeting was convened with due observance of all legal and statutory provisions as well as the provisions included in the articles of association of the Company. He continued that the notice to attend the meeting was published in NRC Handelsblad in the Netherlands, in Les Echos in France and in Il Sole 24 Ore in Italy on April 16, 2012 and was published on the Company's website.

The Chairman noted that the shareholders registered in the Company's shareholders' register were called by letters to their address as stated in the Company's shareholders' register.

The Chairman informed the meeting that, pursuant to Dutch law and in accordance with the articles of association of the Company, shareholders and other persons entitled to attend the Company's general meetings of shareholders who were registered as such on Wednesday, May 2, 2012, at the close of business were authorized to participate in and vote at this meeting without the obligation to have their shares blocked until the close of this meeting. Registration for the meeting was possible until Wednesday, May 23, 2012.

The Chairman recorded that at the record date, the total issued share capital of the Company amounted to EUR 946,982,197.20, divided into 910,559,805 common shares of EUR 1.04 each of which 25,558,403 were repurchased by the Company. Each share entitled the holder thereof to cast one vote save for repurchased shares which did not entitle the Company to vote on those shares. Consequently, at the record date the number of voting rights amounted to 885,001,402.

The Chairman informed the meeting that the agenda, copies of the statutory annual accounts, which included the reports of the Managing and Supervisory Boards, the proposed resolutions, including shareholders' information and the personal data of Ms. Martine Verluyten, proposed member of the Supervisory Board, as referred to in section 2:142 subsection 3 of the Dutch Civil Code, and the other information included pursuant to law were deposited for shareholders and other persons entitled to attend the meeting at the Company's offices at Schiphol Airport in the Netherlands as of April 16, 2012. The Chairman continued that the documents were also made available on the Company's website.

The Chairman recorded that according to the attendance list a total number of 417,559,654 shares were represented at the meeting. The Chairman was pleased to establish that 47.18% of the issued and outstanding share capital was represented at the meeting and that, as a consequence, decisions could validly be taken. The Chairman informed the meeting that according to the Company's records no usufructuaries or pledgees were registered who were entitled to vote on shares in the capital of the Company. Furthermore, the Chairman recorded that no depositary receipts for shares were issued with the Company's co-operation.

2. Report of the Managing Board on our 2011 financial year

The Chairman moved to the second item on the agenda, being the report of the Managing Board on the Company's 2011 financial year. The Chairman informed the meeting that the report of the Managing Board was prepared in accordance with the articles of association of the Company and Dutch law. He continued that the report was included in its entirety in the Company's statutory annual accounts which were made available at the Company's offices at Schiphol Airport in the Netherlands as well as on the Company's website.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the Company's 2011 results and answer any questions concerning the Managing Board report that would arise.

Mr. Bozotti subsequently presented the Company's results over the 2011 financial year¹.

The Chairman thanked Mr. Bozotti for his presentation and gave the persons present at the meeting the opportunity to ask questions regarding the Managing Board report and Mr. Bozotti's presentation.

Since there were no questions, the Chairman concluded the agenda item.

3. Report of the Supervisory Board on our 2011 financial year

The Chairman moved to the next item on the agenda, being the report of the Supervisory Board, which included the remuneration report of the Supervisory Board, on the 2011 financial year. The Chairman informed the meeting that the report was included in the statutory annual accounts of the Company, which were deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the Supervisory Board report.

Since there were no questions, the Chairman concluded the agenda item.

4a. Adoption of our statutory annual accounts for our 2011 financial year

The Chairman moved to the next item on the agenda, being the adoption of the statutory annual accounts for the 2011 financial year.

The Chairman informed the meeting that the Managing Board with due observance of legal and statutory provisions prepared the Company's statutory annual accounts for the 2011 financial year. He continued that the statutory annual accounts, which included the reports of the Managing and Supervisory Boards, were prepared in English, consistent with the Company's prior practice and in accordance with IFRS Accounting Standards, as IFRS constitute the Company's statutory reporting standards, and were submitted to the Company's shareholders for adoption pursuant to Dutch law. The statutory annual accounts were audited by the Company's independent external auditors, PricewaterhouseCoopers Accountants, and were approved by the Supervisory Board.

The Chairman gave the persons present at the meeting the opportunity to ask

¹ The speech of Mr. Bozotti is included in the Company's annual report on pages 6 and 7.

questions regarding the statutory annual accounts. The Chairman specifically mentioned that Mr. Linnemeijer of PricewaterhouseCoopers Accountants was available to answer any questions regarding his opinion with respect to the Company's statutory annual accounts as well as his audit activities.

Since there were no questions, the Chairman proposed to adopt the Company's statutory annual accounts for the 2011 financial year, drawn up in the English language.

416,596,241 votes (99.91%) were cast in favor of the proposal and 387,077 votes (0.09%) were cast against the proposal. There were 576,336 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4b. Adoption of a dividend of US \$0.40 per common share for our 2011 financial year

The Chairman moved to the next item on the agenda, being the adoption of a dividend of US \$0.40 per common share in four installments. The Chairman explained to the meeting that according to the articles of association of the Company, the Supervisory Board, upon the proposal of the Managing Board, had the authority to determine what portion of the profits would be retained by way of reserve. He continued that in line with the Company's dividend policy as presented and discussed at the Company's Annual General Meeting of Shareholders in 2005, the Supervisory Board resolved – upon the proposal of the Managing Board – only to retain a certain part of the profits and to propose to the Company's General Meeting of Shareholders to distribute a dividend of US \$0.40 per common share in four equal installments.

The Chairman recorded that information on the ex-dividend dates, the record dates and the payment dates relating to the distribution of the dividend were included as annex A to the proposed resolutions to the agenda of the Annual General Meeting of Shareholders which were deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding this agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

416,324,209 votes (99.83%) were cast in favor of the proposal and 707,043 votes (0.17%) were cast against the proposal. There were 528,402 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4c. Discharge of the sole member of our Managing Board

The Chairman moved to the next item on the agenda, being the discharge of the sole member of the Managing Board for his management during the 2011 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

404,228,665 votes (96.95%) were cast in favor of the proposal and 12,723,213 votes (3.05%) were cast against the proposal. There were 607,776 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4d. Discharge of the members of our Supervisory Board

The Chairman moved to the next item on the agenda, being the discharge of the members of the Supervisory Board for their supervision on the management of the Managing Board during the 2011 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

400,876,503 votes (96.14%) were cast in favor of the proposal and 16,074,839 votes (3.86%) were cast against the proposal. There were 608,312 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

5a. Approval short term incentive of our President and CEO

The Chairman moved to the next item on the agenda, being the approval of the delegation to the 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 the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for the Company's shareholders. The Chairman informed the meeting that this special annual bonus would be part of a revision of the structure of the short term incentive of Mr. Bozotti 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. He continued that the special bonus would be payable in cash for 2011 and in common shares from 2012 onwards. The number of common shares would depend on the share price at the date of grant. The granted shares would vest in three equal portions over the three years after the year of grant. The maximum number of common shares that could vest under the special bonus was described in the proposed resolutions to the agenda of the Annual General Meeting of Shareholders.

The Chairman informed the meeting that the special bonus was intended to provide an incentive to the President and CEO to increase his efforts for the success of the Company by offering him an opportunity to obtain or increase his proprietary interest in the Company 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 the Supervisory Board upon the recommendation of its Compensation Committee were met.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

310,079,510 votes (74.54%) were cast in favor of the proposal and 105,896,323 votes (25.46%) were cast against the proposal. There were 1,583,821 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

At this time, the Chairman informed the meeting that Mr. Bozotti has notified the Supervisory Board in writing that for the 2012 grant, considering the significant decline of the share price of the Company during the last few months, he will accept only the number of common shares calculated on the basis of the higher share price of December 2011 (and not on the basis of the share price on the date of grant) to avoid receiving a higher number of common shares as a result of the current lower share price. He continued that Mr. Bozotti proposed the share price in December 2011 as the basis for the calculation of the number of common shares that he would accept as in December 2011 the Supervisory Board approved the aforementioned initiative for a special bonus in the form of common shares as part of a revision of the structure of the short term incentive of Mr. Bozotti. The Chairman thanked Mr. Bozotti for his gesture.

5b. Approval of the stock-based portion of the compensation of our President and CEO

The Chairman moved to the next item on the agenda, being the approval of the delegation to the Supervisory Board to grant the stock-based portion of the compensation of the President and CEO.

The Chairman informed the meeting that the Supervisory Board proposed to approve the delegation to it 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 President and CEO, whereby the vesting of such Unvested Stock Awards would be tied to Company performance, according to predetermined and quantifiable criteria to be fixed by the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for the Company's shareholders.

The Chairman explained to the meeting that the Unvested Stock Awards were intended to provide an incentive to the President and CEO to increase his efforts for the success of the Company by offering him an opportunity to obtain or increase his proprietary interest in the Company 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 were met.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

296,950,096 votes (71.21%) were cast in favor of the proposal and 120,034,523 votes (28.79%) were cast against the proposal. There were 575,035 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

6. Appointment of Martine Verluyten as a member of our Supervisory Board

The Chairman moved to the next item on the agenda, being the appointment of Ms. Martine Verluyten as a member of the Supervisory Board.

The Chairman noted that it was proposed to appoint Ms. Martine Verluyten for a three-year term effective as of the present Annual General Meeting of Shareholders to expire at the end of the Annual General Meeting of Shareholders in 2015 as a member of our Supervisory Board.

The Chairman informed the meeting that, in accordance with the provisions of Dutch law, the requisite information regarding Ms. Verluyten as proposed member of the Supervisory Board was deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

415,395,622 votes (99.63%) were cast in favor of the proposal and 1,539,226 votes (0.37%) were cast against the proposal. There were 624,806 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

7. Authorization to our Managing Board, for eighteen months as of our 2012 AGM, to repurchase our shares, subject to the approval of our Supervisory Board

The Chairman moved to the next item on the agenda, being the authorization to the 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 the Company's share capital as was permitted by law and the articles of association of the Company as per the moment of such acquisition – other than acquisition of shares pursuant to article 5 paragraph 2 of the Company's articles of association – for a price (i) per common share which at such moment was 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 was the highest, and (ii) per preference share which was 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, accordingly calculated in accordance with article 37 paragraph 2 sub e of the articles of association of the Company, all subject to the approval of the Supervisory Board, for a period of eighteen months as of the date of the present Annual General Meeting of Shareholders.

The Chairman noted that this authorization was requested to offer the Managing Board with the approval of the 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 the articles of association of the Company (which is set at 10% of the issued share capital of the Company).

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

414,802,848 votes (99.64%) were cast in favor of the proposal and 1,514,050 votes (0.36%) were cast against the proposal. There were 1,242,756 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so

that the proposal was adopted.

8. Question time

The Chairman recorded that the meeting enabled the Managing Board to implement, in as far as necessary, the issues dealt with at the meeting.

The Chairman informed the meeting that all proposals on the agenda were dealt with and, to the extent applicable, voted on, and gave the persons present at the meeting the opportunity to ask any other question which they had regarding the Company.

Since there were no questions, the Chairman proceeded to the last item on the agenda, being the close of the meeting.

9. Close

The Chairman thanked all persons present at the meeting for their attendance. On behalf of the entire Supervisory Board and Mr. Bozotti, the Chairman expressed his hope that the persons present would attend the meeting next year. The Chairman wished everyone a safe trip home.

Signed by: D. Lombard (Chairman) and R. Bosveld (Secretary)