

NOTE: THIS IS A TRANSLATION INTO ENGLISH OF THE DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION (*STATUTEN*) OF A PUBLIC LIMITED LIABILITY COMPANY (*NAAMLOZE VENNOOTSCHAP*) INCORPORATED IN THE NETHERLANDS. IN THE EVENT OF A CONFLICT BETWEEN THE ENGLISH AND DUTCH TEXTS, THE DUTCH TEXT SHALL PREVAIL.

**DEED OF AMENDMENT
STMICROELECTRONICS N.V.**

On this, the [twentieth day of June] two thousand and seventeen, appeared before me, Wijnand Hendrik Bossenbroek, civil law notary at Amsterdam:
[attorney].

The person appearing declared that the general meeting of shareholders of **STMICROELECTRONICS N.V.**, a public limited liability company (*naamloze vennootschap*), having its corporate seat in Amsterdam (address: 1118 BH Schiphol Airport, Schiphol Boulevard 265, trade register number: 33194537) (the "**Company**"), held at Amsterdam on the [twentieth day of June] two thousand and seventeen has resolved to partially amend the articles of association of the Company (the "**Articles of Association**").

The Articles of Association were last amended on the second day of December two thousand and thirteen before Remco Bosveld, civil law notary at Amsterdam.

Further to this resolution the person appearing stated that the Articles of Association are amended as follows:

Article 12.1 will be:

"12.1. The company shall be managed by a managing board consisting of one or more managing directors under the supervision of the supervisory board. The number of members of the managing board shall be resolved upon by the general meeting of shareholders upon the proposal of the supervisory board. The members of the managing board shall be appointed for no more than three years, a year being understood as meaning the period between two general meetings of shareholders in which the annual accounts of the previous financial year are adopted."

FINAL STATEMENTS

Finally, the person appearing declared that [he / she] has been appointed by the abovementioned general meeting of shareholders to lay down and confirm the present amendment to the Articles of Association by notarial deed.

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

This deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the deed in substance to the person appearing, [he / she] declared that [he / she] had taken note of the contents of the deed, was in agreement with the contents and did not wish them to be read out in full. Following a partial reading, the deed was signed by the person appearing and by me, civil law notary.