



## 2021 Annual General Meeting of Shareholders of STMicroelectronics N.V.

### AGENDA

The Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “Company”) will be held on Thursday 27 May 2021 at 11:00 a.m. CET (the “AGM”) at the offices of the Company located at World Trade Center, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands, to discuss and/or vote on the following agenda:

1. Report of the Managing Board on the Company’s 2020 financial year (*discussion item*)
2. Report of the Supervisory Board on the Company’s 2020 financial year (*discussion item*)
3. Remuneration Report (*advisory vote*)
4. Adoption of a new Remuneration Policy for the Managing Board (*voting item*)
5. Adoption of the Company’s annual accounts for its 2020 financial year (*voting item*)
6. Adoption of a dividend (*voting item*)
7. Discharge of the sole member of the Managing Board (*voting item*)
8. Discharge of the members of the Supervisory Board (*voting item*)
9. Re-appointment of Mr. Jean-Marc Chery as sole member of the Managing Board (*voting item*)
10. Approval of the stock-based portion of the compensation of the President and CEO (*voting item*)
11. Approval of a new 3-year Unvested Stock Award Plan for Management and Key Employees (*voting item*)
12. Re-appointment of Mr. Nicolas Dufourcq as member of the Supervisory Board (*voting item*)
13. Authorization to the Managing Board, until the conclusion of the 2022 AGM, to repurchase shares, subject to the approval of the Supervisory Board (*voting item*)
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 (*voting item*)
15. Question time (*discussion item*)

In accordance with article 30 paragraph 2 of the Company’s Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at the AGM will be those who were recorded as having those rights on 29 April 2021 at close of markets (the “**Record Date**”), in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend general meetings of shareholders of the Company at the time of the AGM. This means that shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled

to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

Copies of the Company's annual accounts, which include the reports of the Managing Board and the Supervisory Board, the explanatory notes and the personal data of Jean-Marc Chery (in connection with his proposed re-appointment as member of the Managing Board) and Nicolas Dufourcq (in connection with his proposed re-appointment as member of the Supervisory Board, pursuant to Section 2:142 subsection 3 of the Dutch Civil Code), as well as the other information included pursuant to law, will be deposited for inspection by shareholders and other persons entitled to attend the AGM at the Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of March 25, 2021 up to and including the date of the AGM. Copies of these documents are available for shareholders and other persons entitled to attend the AGM free of charge. These documents will also be available on the Company's website [www.st.com](http://www.st.com).