

STMICROELECTRONICS N.V.

MANAGING BOARD AND EXECUTIVE COMMITTEE CHARTER

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This Managing Board and Executive Committee Charter (the “**Charter**”) sets forth the internal regulations of the Managing Board (“**Managing Board**”) and of the Executive Committee (“**Executive Committee**”) of STMicroelectronics N.V. (the “**Company**”).

Article 1

Responsibilities of the Managing Board and of the Executive Committee

- 1.** The Company’s Managing Board is entrusted with the management of the Company. Certain key officers have been appointed to manage the Company together with the Managing Board. The members of the Managing Board and these key officers together constitute the Executive Committee.
- 2.** In discharging its duties, the Executive Committee (which includes the members of the Managing Board) shall be guided by the interests of the Company and its affiliated enterprise, thereby focusing on long-term value creation for the Company and its affiliated enterprise, taking into consideration the interests of the Company’s stakeholders.
- 3.** The Executive Committee shall act under the authority and responsibility of the Managing Board. The responsibilities of the Executive Committee shall include:
 - (a)** driving the Company’s management agenda and performance;
 - (b)** general strategy and risks connected to the Company’s activities;
 - (c)** operational and financial objectives;
 - (d)** structure and management of systems of internal business controls;
 - (e)** financial reporting process;
 - (f)** compliance with applicable laws and regulations;
 - (g)** compliance with and maintaining the corporate structure of the Company;
 - (h)** publication of any information required by applicable laws and regulations;
 - (i)** preparation of the annual accounts, the annual budget, and strategic plans; and
 - (j)** corporate social responsibility initiatives.
- 4.** Notwithstanding the foregoing, the rights and obligations of the Managing Board under Dutch law, the Company’s Articles of Association (the “**Articles of Association**”) and the Dutch Corporate Governance Code, remain in full force and effect with respect to the Managing Board exclusively in such capacity. The Managing Board shall therefore remain accountable for the actions and decisions of the Executive Committee. The members of the Managing Board have been identified as the persons responsible within the Company for providing the statements referred to in section 5:25c

subsection 2c and section 5:25d subsection 2c of the Dutch Financial Supervision Act (Wet op het financieel toezicht).

5. This Charter is published and available for download on the Company's website (www.st.com) and is also available in print to any shareholder upon request.

Article 2 Composition and Chairmanship of the Managing Board and of the Executive Committee

1. The composition of the Managing Board and of the Executive Committee shall be such that the combined experience and expertise of its members enables the Managing Board and the Executive Committee to carry out the variety of its duties and responsibilities to the Company and all stakeholders, consistent with applicable laws. Managing Board and Executive Committee members are selected on the basis of their specific business, financial, technical and/or legal 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 the Managing Board and Executive Committee.

2. The Chairman of the Managing Board (the "**Chairman**") and the other members of the Managing Board are appointed by the General Meeting of Shareholders as provided in the Articles of Association. The Chairman is President of the Company and shall have the title Chief Executive Officer or CEO. He shall also serve as Chairman of the Executive Committee.

3. The Executive Committee will be composed of a minimum of three members. The members of the Executive Committee are appointed, and their respective areas of responsibility (e.g., "legal counsel") are defined by the Managing Board, subject to prior approval by the Supervisory Board. They can be suspended and dismissed by the Managing Board without prior approval of the Supervisory Board.

4. The members of the Managing Board can be suspended by the Supervisory Board.

5. The Chairman may appoint a Vice-Chairman of the Executive Committee, subject to the prior approval by the Supervisory Board.

Article 3 Delegation of the Executive Committee

The Executive Committee may delegate certain authorities to individual members of the Executive Committee or to certain committees consisting of one or more Executive Committee members assisted by other Company officers.

Article 4

Meetings and Resolutions of the Managing Board and of the Executive Committee

- 1.** The Executive Committee aims for consensus in reaching resolutions. If consensus cannot be reached, resolutions of the Executive Committee can only be taken upon a majority vote which should include at least a majority of the votes cast by the members of the Managing Board including the vote of the Chairman. Resolutions of the Executive Committee can only be adopted in a meeting of the Executive Committee where (i) in case the Managing Board consists of one member only, the Chairman is present or represented, or (ii) in case the Managing Board consists of more than one member, at least one third of the members of the Managing Board (with a minimum of two members, amongst whom the Chairman) is present or represented. Each member of the Executive Committee shall have one vote. If there is a tie, the Chairman shall have the casting vote.
- 2.** Resolutions of the Executive Committee can also be taken in writing if (a) such proposal has been sent to all members, (b) no one member has objected to resolving in writing and (c) more than half of the members of the managing board, including the Chairman, has voted in favor of the proposed resolution.
- 3.** In case of a conflict of interests as referred to in article 8 of this Charter with respect to a member of the Executive Committee, the requirements set in paragraphs 1 and 2 above shall as far as possible remain applicable to the non-conflicted members. A conflicted member shall not be taken into account when calculating a quorum. In case of a conflict of interest of the sole or all members of the Managing Board, the Supervisory Board shall resolve on the relevant matter.
- 4.** The Executive Committee shall meet, at least six times a year, in accordance with a schedule for its meetings adopted each year at the latest in the last meeting of the preceding year. Furthermore, the Executive Committee shall meet whenever the Chairman or another member of the managing board has requested a meeting. The meetings shall generally be held at the offices of the Company in Switzerland but may also take place elsewhere, upon a decision to that effect by the Chairman. In addition, one or more members may participate by telephone, videoconference or other electronic forms of direct communication.
- 5.** The Chairman calls the meetings of the Executive Committee and determines the agenda. To the extent practicable the notice of the meeting, the agenda and any meeting documents will be provided to the members of the Executive Committee by or on behalf of the Chairman at least five days before the start of the meetings.
- 6.** Meetings of the Executive Committee shall be chaired by the Chairman. In his absence the meetings will be chaired by a member of the Executive Committee previously designated by the Chairman. In the event of absence of the Chairman, no formal resolutions of the Executive Committee can be taken in such meeting.

7. If a member of the Executive Committee cannot attend a meeting, he can give a proxy to another member of the managing board.

8. The minutes of an Executive Committee meeting or a Managing Board meeting, as the case may be, shall be adopted in the next meeting of the Executive Committee or the Managing Board, respectively. Adopted minutes shall be evidence of the proceedings.

9. The Management Board and Executive Committee shall appoint a Secretary who shall keep on record minutes of meetings of the Management Board and Executive Committee for as long as determined by the Management Board and Executive Committee from time to time while observing the minimum statutory period. The minutes, in the wording in which they have been adopted, or extracts shall be certified by the Secretary to the Management Board and Executive Committee.

10. Resolutions validly adopted by the Executive Committee in accordance with this Charter shall be deemed resolutions adopted by the Managing Board.

11. The Managing Board retains the authority to, at all times and in all circumstances, adopt resolutions without the participation of the other members of the Executive Committee. In such case the other provisions of this article shall be correspondingly applicable to the Managing Board. The Managing Board will use its best efforts to involve the other Executive Committee members in respect of the matters mentioned in article 1.3.

Article 5 **Relationship With Supervisory Board**

1. The Chairman of the Managing Board, and the Chairman and Vice-Chairman of the Company's Supervisory Board (the "**Supervisory Board**"), will determine which members of the Executive Committee will be regularly present in the meetings of the Supervisory Board. The Supervisory Board may, through the Chairman, also invite other members of the Executive Committee to be present in meetings of the Supervisory Board.

2. The Managing Board will provide the Supervisory Board with all the information which the Supervisory Board needs, including the information stated in the Charter of the Supervisory Board, including (but not limited to):

(a) a monthly report concerning the Company's performances, finances, and other important matters, together with the Managing Board's comments in relation thereto;

(b) for the approval of the Supervisory Board, an annual report with a budget for the following year, an up-to-date version of its long-term plans, the key directions of the Company's strategy, the general and financial risks, and the management and control systems of the Company; and

(c) if requested, resolutions adopted by the Managing Board.

Additional information will be provided at the request of the Chairman or Vice-Chairman of the Supervisory Board on behalf of the Supervisory Board.

3. The Managing Board, and if and when required the members of the Executive Committee, will have regular contact with the Supervisory Board.

4. The Managing Board shall inform the Supervisory Board about the remuneration policy of the members of the Executive Committee who are not members of the Managing Board. The Managing Board shall discuss this remuneration policy with the Supervisory Board annually.

5. In the annual management report prepared by the Managing Board, account shall be rendered of (i) the choice to work with an Executive Committee, and (ii) the role, duty and composition of the Executive Committee; and (iii) the relationship and contacts between the Supervisory Board and the Executive Committee.

6. When the Supervisory Board has to adopt a resolution in respect of (the approval of or proposal for) the appointment of a member of the Executive Committee, the Supervisory Board may from time to time delegate (part of) its task to one or more of its permanent committees in accordance with the Supervisory Board's charter.

Article 6

Ethics and Integrity; Compliance With Laws and Policies

1. The members of the Managing Board and members of the Executive Committee shall, without exception, when acting in his/her capacity as a member of the Managing Board or of the Executive Committee:

(a) behave honestly and ethically by ensuring that business policies and practices are aligned with good ethical principles in dealing with employees, third parties, and government or administration officials;

(b) act in accordance with all applicable national and international laws, rules and regulations in each jurisdiction in which the Company does business, including (without limitations) insider trading laws, anti-bribery and corruption laws, antitrust and fair competition laws, and money-laundering laws;

(c) ensure proper use, protection, and conservation of the Company's assets and resources, including business, technical, financial and trade data, personal information, in the Company's best interests and not for his/her personal benefit;

(d) maintain the confidentiality of protected or sensitive information (all non-public information that might be of use to competitors, or harmful to the Company or its

customers, if disclosed) acquired in the course of their duties, unless disclosure is legally required, and not use such information for unethical or illegal advantage, either personally or through third parties; and

(e) report any known or suspected breach of the policies and/or violation of the ethical principles covered by this article.

2. The members of the Managing Board and members of the Executive Committee owe a duty to the Company to advance its legitimate interests to the best of their abilities. Thus, each is prohibited from:

(a) taking for themselves, opportunities that are properly within the scope of the Company's activities;

(b) using Company property, information, or position for personal gain; and

(c) competing with the Company.

3. The members of the Managing Board and members of the Executive Committee must provide all information enabling full, fair, timely, and understandable disclosure in documents that the Company must file with, or submit to, applicable regulatory authorities, including the *Autoriteit Financiële Markten* in the Netherlands, the *Autorité des Marchés Financiers* in France, the *Commissione Nazionale per le Società e la Borsa* in Italy, and the Securities and Exchange Commission in the United States (the "**Regulatory Authorities**"), and in other public communications made by the Company.

4. The members of the Managing Board and members of the Executive Committee must report any transaction or trading concerning Company securities (including any options or share awards, as applicable) immediately after such transaction or trading to the Company's Chief Compliance Officer, who will, in compliance with applicable regulations, report such information to applicable Regulatory Authorities.

Article 7 Absence or Inability to Act

1. If one or more members of the Managing Board are prevented from acting pursuant to absence or inability to act, the Supervisory Board may decide on the person or persons who shall be temporarily in charge of the management of the Company.

2. In the event all members of the Managing Board are prevented from acting, the Supervisory Board may temporarily charge one or more persons, whether or not members of the Executive Committee, with the management of the Company.

3. If one or more members of the Executive Committee (excluding the members of the Managing Board) are prevented from acting pursuant to absence or inability to act, the other members of the

Executive Committee shall together with the sole member or members of the Managing Board be temporarily responsible for the conduct of the Company's affairs.

Article 8 Conflicts of Interests

1. The Company shall not enter into a transaction in relation to which the members of the Managing Board or a member of the Executive Committee has a conflict of interest (as defined in paragraph 2 below) with the Company unless the transaction has been disclosed to the Supervisory Board and the Supervisory Board has given any required approval. The members of the Executive Committee shall not participate in the discussion and/or decision making process on a subject or transaction in relation to which he/she has a conflict of interest with the Company. Any such transaction must be concluded on arm's length terms as is customary in the sector concerned.

2. A member of the Executive Committee must immediately report a (potential) conflict of interest, which is of material significance to the Company, to the Chairman and the other members of the Executive Committee, and provide all relevant information in that respect. The Executive Committee takes a decision on the existence of a conflict of interest outside the presence of the relevant member of the executive committee. The Managing Board will inform the Supervisory Board of such decision.

3. A member of the Executive Committee shall in any event be deemed to have a conflict of interest of interest to the Company if:

(a) he/she or an immediate family member is a member of the Supervisory or Managing Boards of, or holds similar office with, or is a 10% shareholder of, a company or such company's subsidiary, with which the Company intends to enter into a transaction in the normal course of business and on an arm's length basis which represents the greater of \$1 million or 1% of either party's net sales or any transaction not in the ordinary course of business, whatever the amount;

(b) under applicable law, including the rules of any of the stock exchanges on which the Company's securities are listed, such conflict of interest exists or is deemed to exist;

(c) he/she is a member of the Supervisory or Managing Board of, or hold similar office with, a company, which is either a competitor or client of the Company; or

(d) the Supervisory Board has ruled that such conflict of interest exists or is deemed to exist.

4. If the (potential) conflict of interest pertains to a member of the Managing Board, in deviation of the above, the rules regarding conflicts of interest provided in the Supervisory Board Charter of the Company apply.

Article 9
Status and Contents of Charter

- 1.** This Charter has been adopted by the Managing Board and has been approved by the Supervisory Board with due observance of article 11.1 of the Supervisory Board Charter.
- 2.** This Charter is complementary to the rules and regulations (from time to time) applicable to the Managing Board under Dutch law or the Articles of Association. Where this Charter is inconsistent with Dutch law or the Articles of Association, the law or, as the case may be, the Articles of Association, shall prevail.
- 3.** This Charter can be supplemented and modified by the Managing Board at any time, subject to the approval by the Supervisory Board with due observance of article 11.1 of the Supervisory Board Charter.
- 4.** Save as otherwise provided in the Articles of Association or by applicable law, the Managing Board may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from this Charter. In such deviation, the Managing Board shall promptly inform the Supervisory Board and provide the Supervisory Board the reasons for such deviation.

Article 10
Governing law

This Charter shall be governed by and construed in accordance with the law of the Netherlands.