

## Annual General Meeting of Shareholders

2012

### Agenda

#### of the Annual General Meeting of Shareholders (the 'AGM') of STMicroelectronics

**N.V., established in Amsterdam, the Netherlands, to be held on May 30, 2012 at  
11.00 a.m. CET at the Sofitel The Grand Hotel, Amsterdam, the Netherlands**

1. Call to order and opening
2. Report of the Managing Board on our 2011 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2011 financial year (*discussion item*)
4.
  - a. Adoption of our statutory annual accounts for our 2011 financial year (*voting item*)
  - b. Adoption of a dividend of US \$0.40 per common share for our 2011 financial year (*voting item*)
  - c. Discharge of the sole member of our Managing Board (*voting item*)
  - d. Discharge of the members of our Supervisory Board (*voting item*)
5.
  - a. Approval short term incentive of our President and CEO (*voting item*)
  - b. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
6. Appointment of Martine Verluyten as a member of our Supervisory Board (*voting item*)
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 (*voting item*)
8. Question time
9. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on May 2, 2012 (the '**Record Date**'), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM do not need to block the relevant shares from the Record Date until our AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the proposed resolutions including shareholders' information and the personal data of the proposed member of our Supervisory Board as referred to in section

2:142 subsection 3 of the Dutch Civil Code, as well as the other information included pursuant to the law will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol Airport (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 16, 2011 up to and including the date of our AGM. These documents will also be available on our website [www.st.com](http://www.st.com).

ST Mission: to offer strategic independence to our partners worldwide, as a profitable and viable broad range semiconductor supplier.