

Minutes of the Annual General Meeting of Shareholders of STMicroelectronics N.V., held on May 20, 2009 at the Hotel InterContinental Amstel in Amsterdam, the Netherlands

1 Opening

The Chairman, Mr. A. Turicchi, Chairman of the Supervisory Board, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “**Company**”). He extended a welcome to all shareholders and other persons who were entitled to attend the meeting. Furthermore, he welcomed his fellow members of the Supervisory Board, Messrs. Arbola, Steve, De Waard, Lamouche, Dunn, Bingham and Ovi, the sole member of the Managing Board and President and CEO, Mr. Bozotti, the Chief Operating Officer, Mr. Dutheil, the Chief Financial Officer, Mr. Ferro, and the following guests:

- (a) Ms. Lombert of Netherlands Management Company B.V., who acted as the Company’s registrar in the Netherlands;
- (b) Mr. De Monchy of De Brauw Blackstone Westbroek N.V., the Company’s civil-law notary; and
- (c) Mr. Van Tongeren of PricewaterhouseCoopers Accountants N.V., the Company’s independent external auditor.

Mr Lombard, member of the Supervisory Board, was unfortunately not able to attend the meeting and asked to be excused.

The Chairman stated for the record that the official language of the meeting was the English language and appointed Mr. De Monchy as the secretary of the meeting.

The Chairman informed the meeting that for the purpose of preparing the minutes of the meeting, the meeting was recorded. Furthermore, he requested the persons present at the meeting to use the microphone in case someone would like to ask a question as well as to state his/her name and the shareholder he/she represented.

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

The Chairman stated that the meeting was convened with due observance of all legal and statutory provisions as well as the provisions laid down in the Company’s articles of association. The notice to attend this meeting was published in the Netherlands in NRC Handelsblad, on April 17, 2009 and

furthermore in France in Les Echos and in Italy in Il Sole 24 Ore, also on April 17, 2009.

The shareholders registered in the Company's shareholders' register were called by letters to their address in such shareholders' register.

The Chairman recorded that for the purpose of this meeting, the Managing Board set a record date. Shareholders and other persons entitled to attend general meetings of shareholders who were registered as such on Tuesday, April 28, 2009 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 May 15, 2009. On the record date, the total issued share capital of the Company amounted to EUR 946,719,597.20, divided into 910,307,305 common shares of EUR 1.04 each. The Chairman continued that each share entitled the holder thereof to cast one vote. However, the Chairman noted that treasury shares did not carry voting rights. The Chairman stated that at the Record Date the Company held 33,234,354 treasury shares. The Chairman recorded that at the Record Date the number of voting rights consequently amounted to 877,072,951.

The agenda, copies of the statutory annual accounts, which included the reports of the Managing and Supervisory Boards, the triptych containing the amendment of the articles of association, the proposed resolutions, including shareholders' information and the personal data of Messrs. Dunn and Lamouche, proposed members of the Supervisory Board, as referred to in section 2:142, subsection 3 of the Dutch Civil Code, and other information included pursuant to law was deposited for shareholders and other persons entitled to attend the meeting at the offices of the Company at Schiphol Airport as of April 17, 2009. The documents were also made available on the Company's website www.st.com.

The Chairman recorded that according to the attendance list three shareholders were present or represented at the meeting, representing a total number of 395,220,203 shares. He was pleased to establish that 45.06 percent of the issued 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 are registered who are entitled to vote on the Company's shares. Furthermore, he recorded that no depositary receipts of shares were issued with the Company's co-operation.

2 Report of our Managing Board on the 2008 financial year and discussion thereof

The Chairman moved on to the second item on the agenda which was the report of the Managing Board on the 2008 financial year. The report of the Managing Board was prepared in accordance with the Company's articles of association and the report was made available for inspection at the Company's offices as well as on the Company's website. The report was included in its entirety in the Company's statutory annual accounts which were also made available at the Company's offices as well as on the Company's website.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the 2008 Company results and answer questions concerning the Managing Board report.

Mr. Bozotti subsequently presented the Company's results over the 2008 financial year.

The Chairman thanked Mr. Bozotti for his presentation and gave the shareholders the opportunity to discuss and ask questions regarding the Managing Board report and Mr. Bozotti's presentation.

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

3 Report of our Supervisory Board, including the remuneration report, on the 2008 financial year and discussion thereof

The Chairman moved on to the third item on the agenda which was the report of the Supervisory Board, including the remuneration report, on the 2008 financial year. The report was included in the Company's statutory annual accounts, which were deposited at the Company's offices as well as on the Company's website since April 17, 2009.

The Chairman gave the shareholders the opportunity to discuss and ask questions regarding the Supervisory Board report.

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

4a. Discussion on and adoption of our statutory annual accounts for our 2008 financial year

The Chairman moved on to the next item on the agenda which was the discussion on and adoption of the Company's statutory annual accounts for the 2008 financial year.

The Chairman recorded that the Managing Board with due observance of legal and statutory provisions prepared the Company's statutory annual accounts for the 2008 financial year. The statutory annual accounts, which include 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 constituted the Company's statutory reporting standards, and were submitted to the shareholders pursuant to Dutch law. The Company's statutory annual accounts were audited by the Company's independent external auditors, PricewaterhouseCoopers Accountants N.V., and were approved by the Company's Supervisory Board.

The Chairman continued that in accordance with Section 2:101 of the Dutch Civil Code, the Company's statutory annual accounts had to be adopted by the Company's general meeting of shareholders. Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the statutory annual accounts. He noted that Mr. Van Tongeren of PricewaterhouseCoopers Accountants N.V. was available to answer any questions shareholders had regarding his opinion with respect to the Company's statutory annual accounts as well as his audit activities.

Since there were no questions relating to this item of the agenda, the Chairman proposed to adopt the statutory annual accounts for the 2008 financial year, drawn up in the English Language, as prepared by the Company's Managing Board.

394,010,895 votes (99.69%) were cast in favor of the proposal and 478,053 votes (0.12%) were cast against the proposal. There were 731,255 abstentions (0.19%).

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

4b. Adoption of a dividend of US \$0.12 per common share for our 2008 financial year

The Chairman moved on to the next item which was the proposal to distribute a dividend of US \$0.12 per common share in four installments, payable for 2009 at May 25, August 24, November 23 and February 22, 2010. The Chairman informed the meeting that according to the Company's articles of association the Supervisory Board, upon the proposal of our Managing Board, had the authority to determine what portion of the profit would be retained by way of reserve. He continued that the Supervisory Board resolved in line with the Company's dividend policy as communicated and discussed in the Company's 2005 Annual General Meeting of Shareholders, 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 in cash of US \$0.12 per share in four installments, payable for 2009 at May 25, August 24, November 23 and February 22, 2010. The Chairman noted that the Company announced the relevant record dates and payment dates relating to the distribution of dividend.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposed distribution.

Since there were no questions relating to the proposed distribution, the Chairman proposed to adopt the proposal to distribute a dividend in cash of US \$0.12 per ordinary share in four installments, payable for 2009 at May 25, August 24, November 23 and February 22, 2010.

388,012,941 votes (98.18%) were cast in favor of the proposal and 7,200,270 votes (1.82%) were cast against the proposal. There were 6,992 abstentions (0%).

The Chairman recorded that in accordance with article 32 of the Company's articles of association the majority of the votes was 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 on to the next item on the agenda which was the proposed discharge of the sole member of the Managing Board for his management during the 2008 financial year.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposed discharge.

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

387,720,822 votes (98.10%) were cast in favor of the proposal and 7,466,928 votes (1.89%) were cast against the proposal. There were 32,453 abstentions (0.01%).

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

4d. Discharge of the members of our Supervisory Board

The Chairman moved on to the next item on the agenda which was the proposed discharge of the members of the Supervisory Board for their supervision on the management of the Managing Board during the 2008 financial year.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposed discharge.

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

387,719,071 votes (98.10%) were cast in favor of the proposal and 7,468,086 votes (1.89%) were cast against the proposal. There were 33,046 abstentions (0.01%).

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

5 Appointment of members of our Supervisory Board

The Chairman moved on to the next item on the agenda which was the re-appointment of two members of the Supervisory Board.

The Chairman informed the meeting that the Supervisory Board proposed to re-appoint Mr. Doug Dunn and Dr. Didier Lamouche each for a three-year term effective as of the Company's 2009 Annual General Meeting of Shareholders to expire at the end of the Company's 2012 AGM as members of the Supervisory Board.

For good order's sakes the Chairman mentioned once more that in accordance with the provisions of Dutch law the personal data forms as referred to in Section 2:142 subsection 3 of the Dutch Civil Code with respect to the proposed Supervisory Board members were deposited at the Company's offices at Schiphol Airport since April 17, 2009. The personal data forms were also made available at the Company's website as of the same date.

The Chairman gave the shareholders the opportunity to discuss and ask questions regarding the proposed re-appointments.

Since there were no questions relating to the proposed re-appointments, the Chairman proposed to adopt the respective proposals.

- 5a.** With regard to the proposed re-appointment of Mr. Doug Dunn as member of the Supervisory Board for a three-year term effective as of the Company's 2009 Annual General Meeting of Shareholders to expire at the end of the Company's 2012 Annual General Meeting of Shareholders, 388,749,923 votes (98.36%) were cast in favor of the proposal and 4,911,017 votes (1.24%) were cast against the proposal. There were 1,559,263 abstentions (0.39%).

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

- 5b.** With regard to the proposed re-appointment of Mr. Didier Lamouche as member of the Supervisory Board for a three-year term effective as of the Company's 2009 Annual General Meeting of Shareholders to expire at the end of the Company's 2012 Annual General Meeting of Shareholders, 373,320,540 votes (94.46%) were cast in favor of the proposal and 14,692,179 votes (3.72%) were cast against the proposal. There were 7,207,484 abstentions (1.82%).

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

6 Approval of the stock-based portion of the compensation of our President and CEO

The Chairman moved on to the next item on the agenda which was the approval of the delegation to our Supervisory Board to grant the stock-based portion of the compensation of our 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 2009 as the Company's 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 shareholders.

The Chairman noted that the Unvested Stock Awards were intended to provide an incentive to the Company's 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.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposal.

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

300,889,148 votes (76.13%) were cast in favor of the proposal and 94,277,609 votes (23.85%) were cast against the proposal. There were 53,446 abstentions (0.01%).

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

7 Approval of the maximum number of "restricted" Share Awards under our existing Employee Unvested Share Award Plan

The Chairman moved on to the next item on the agenda which was the approval of the maximum number of "restricted" Share Awards under the existing Employee Unvested Share Award Plan.

The Chairman noted that the Supervisory Board proposed to approve that the maximum number of "restricted" Share Awards under the Company's existing 5-year Employee Unvested Share Award Plan (2008-2012) of thirty million five hundred thousand (thirty million five hundred thousand shares), which number included any Unvested Stock Awards granted to the President and CEO as part of his compensation. The Chairman continued that the maximum number of "restricted" shares in 2009 would be six million one hundred thousand (six million one hundred thousand shares).

The Chairman informed the meeting that under the existing Employee Unvested Share Award Plan senior directors and management could be granted options to receive unvested common shares out of the Company's existing treasury shares at no consideration subject to vesting conditions determined by the Supervisory Board or its Compensation Committee (on behalf of the Supervisory Board) and which would relate to Company performance and continued service with the Company.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposal.

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

273,297,099 votes (69.15%) were cast in favor of the proposal and 121,892,476 votes (30.84%) were cast against the proposal. There were 30,628 abstentions (0.01%).

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

8 Amendment to our Articles of Association

The Chairman moved on to the next item on the agenda which was the amendment of the articles of association of the Company.

The Chairman informed the meeting that the Supervisory Board proposed to amend the Company's articles of association in conformity with the draft notarial deed prepared by De Brauw Blackstone Westbroek N.V., dated April 14, 2009 and to authorize any and all lawyers practicing with De Brauw Blackstone Westbroek N.V. to apply to the Dutch Ministry of Justice for the required declaration of no-objection as well as to execute the notarial deed of amendment.

The Chairman continued that the amendments mainly resulted from changes in Dutch law and rules effective as of January 1, 2009 or proposed changes in Dutch law which were expected to become effective in the near future. The amendments and an explanation thereto were included in the triptych as made available to the shareholders among others via the Company's website.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposal.

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

394,215,122 votes (99.75%) were cast in favor of the proposal and 972,663 votes (0.25%) were cast against the proposal. There were 32,418 abstentions (0.01%).

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

9 Distribution of information to our shareholders by way of electronic means of communication

The Chairman moved on to the next agenda item which was the distribution of information to shareholders by way of electronic means of communication.

The Chairman informed the meeting that the Supervisory Board requested the consent of the general meeting of shareholders to provide information to shareholders and other persons entitled to attend the Company's general meetings of shareholders by way of electronic means of communication.

The Chairman noted that pursuant to Dutch law the provision of information to shareholders and other persons entitled to attend the Company's general meetings of shareholders solely by way of electronic means of communication, to the extent allowed under applicable laws, has to be consented to by the general meeting of shareholders.

Before the Chairman put the proposal up for voting, he gave the shareholders the opportunity to discuss and ask questions regarding the proposal.

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

390,115,419 votes (98.71%) were cast in favor of the proposal and 705,815 votes (0.18%) were cast against the proposal. There were 4,398,969 abstentions (1.11%).

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

10 Question time

The Chairman recorded that the shareholders enabled the Managing Board to implement, in as far as necessary, the issues discussed at the general meeting of shareholders.

The Chairman informed the meeting that all proposals on the agenda were dealt with and to the extent necessary voted on and gave the shareholders the opportunity to ask any other questions which they had regarding the Company.

Since there were no questions, the Chairman moved on to the last item on the agenda which was the close of the meeting.

11 Close

The Chairman thanked all persons present for their attendance at this meeting. Also on behalf of the entire Supervisory Board and Mr. Bozotti the Chairman expressed his hope that he could meet again next year. The Chairman wished everyone a safe trip home.

Signed by: A. Turicchi (Chairman) and C.W. de Monchy (Secretary)