



2025 Annual General Meeting of Shareholders (the "AGM") STMicroelectronics N.V. (the "Company")

EXPLANATORY NOTES

The Supervisory Board proposes:

Agenda item 1 - Discussion item

Shareholders are invited to discuss the report of the Managing Board on the 2024 financial year. This agenda item is a non-voting item. In respect of this item reference is made to the Report of the Managing Board included in chapter 3 of the 2024 annual accounts. The 2024 annual accounts are published on the Company's website.

Agenda item 2 - Discussion item

Shareholders are invited to discuss the report of the Supervisory Board on the 2024 financial year. This agenda item is a non-voting item. In respect of this item reference is made to the Report of the Supervisory Board included in the 2024 annual accounts in chapter 4. The 2024 annual accounts are published on the Company's website.

Agenda item 3 - Voting item

In accordance with section 2:135b (2) of the Dutch Civil Code, the remuneration report for the Managing Board and the Supervisory Board will be discussed and be put to an advisory vote by the shareholders. In respect of this item reference is made to the Report of the Supervisory Board as well as other information on remuneration included in the 2024 annual accounts in paragraph 4.9.1 (with respect to the Supervisory Board) and paragraph 4.9.3 (with respect to the Managing Board). The 2024 annual accounts are published on the Company's website.

Agenda item 4 - Voting item

To adopt the annual accounts for the 2024 financial year, as drawn up by the Managing Board, examined and audited by the Company's independent external auditors, Ernst and Young Accountants LLP, and approved by the Supervisory Board. The annual accounts, which include the reports of the Managing Board and the Supervisory Board, have been prepared in English consistent with prior practice, and in accordance with IFRS Accounting Standards as adopted by the European Union, as IFRS constitute the Company's statutory reporting standards.

Agenda item 5 - Voting item

To distribute, in line with the Company's Dividend Policy, a quarterly dividend in cash of:

- US\$ 0.09 per common share in the second quarter of 2025,
- US\$ 0.09 per common share in the third quarter of 2025,
- US\$ 0.09 per common share in the fourth quarter of 2025, and
- US\$ 0.09 per common share in the first quarter of 2026.⁽¹⁾

Shareholders' information:

Information on the ex-dividend dates, the record dates and the payment dates regarding the quarterly dividend distributions referred to above, if adopted by the General Meeting of Shareholders, is included in Annex A to these explanatory notes.

Agenda item 6 - Voting item

To discharge the members of the Managing Board for their management during the 2024 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the members of the Managing Board is separately adopted as agenda item.

Agenda item 7 - Voting item

To discharge the members of the Supervisory Board for their supervision during the 2024 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the members of the Supervisory Board is separately adopted as agenda item.

Agenda item 8 - Voting item

In line with the Remuneration Policy for the Supervisory Board, which was adopted at the 2024 annual general meeting, the Supervisory Board proposes, as from the 2025 financial year, to amend the remuneration for the members of the Supervisory Board as follows (all amounts being gross amounts):

- a) to set the annual compensation of the members of our Supervisory Board at €45,000 (from previously €70,000);

⁽¹⁾ For practical purposes the agenda and the explanatory notes refer to dividend to reflect either dividend distributions or distributions out of the freely distributable reserves of the company.

- b) to set the annual compensation of the Chair and Vice-Chair of the Supervisory Board at €60,000 (unchanged);
- c) to set the annual compensation of the Chair of the Audit Committee at €50,000 (from previously €60,000);
- d) to set the annual compensation of the other members of the Audit Committee at €8,000 (from previously €7,500);
- e) to set the annual compensation of the Chair of the Strategic Committee, Compensation Committee, Nomination & Corporate Governance Committee and Sustainability Committee at €20,000 (from none previously);
- f) to set the annual compensation of the other members of the Strategic Committee, Compensation Committee, Nomination & Corporate Governance Committee and Sustainability Committee at €5,000 (from previously €3,500);
- g) to set the attendance fee (per meeting) for an in-person meeting of the Supervisory Board at €4,000 (from previously €1,500);
- h) to set the attendance fee (per meeting) for an in-person meeting of the Strategic Committee, Compensation Committee, Nomination & Corporate Governance Committee or Sustainability Committee at €3,000 (from previously €1,500);
- i) to set the attendance fee (per meeting) for a video conference meeting of the Supervisory Board or its Committees at €2,000 (from previously €1,000);
- j) to set the attendance fee (per meeting) for a phone meeting of the Supervisory Board or its Committees at €1,000 (unchanged)
- k) to cap the attendance fees paid beyond two Committees' membership fee when the member is already a chair of a Committee; and
- l) when a member is a non-European resident and attends a Supervisory Board meeting in person, the attendance fee will increase to €5,300.

Shareholders' information:

The Supervisory Board proposes to amend the remuneration for the individual members of the Supervisory Board, in accordance with the proposal as outlined above, to be effective from the 2025 financial year.

Agenda item 9 – Voting item

To approve that the Supervisory Board grants to Mr. Jean-Marc Chery up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2025 as the President and CEO, whereby the vesting of such Unvested Stock Awards will 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 our shareholders and other stakeholders. In accordance with the remuneration policy for the Managing Board, the performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

Shareholders' information:

The granting of Unvested Stock Awards is intended to provide an incentive to the President and CEO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 100,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable criteria as determined by the Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are described in the remuneration policy for the Managing Board and are based on Revenue Growth, Operating Margin Ratio and Composite Corporate Social Responsibility Index. The performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

In respect of this item reference is made to the Report of the Supervisory Board and more specifically to the Remuneration report, included in the 2024 annual accounts in paragraph 4.9.3, where past performance under this plan can be viewed. The 2024 annual accounts are published on the Company's website.

Agenda item 10 – Voting item

To approve that the Supervisory Board grants to Mr. Lorenzo Grandi up to a maximum number of 90,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2025 as the President and CFO, whereby the vesting of such Unvested Stock Awards will 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 our shareholders and other stakeholders. In accordance with the remuneration policy for the Managing Board, the performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

Shareholders' information:

The granting of Unvested Stock Awards is intended to provide an incentive to the CFO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 90,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable criteria as determined by the Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are described in the remuneration policy for the Managing Board and are based on Revenue Growth, Operating Margin Ratio and Composite Corporate Social Responsibility Index. The performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

In respect of this item reference is made to the Report of the Supervisory Board and more specifically to the Remuneration report, included in the 2024 annual accounts in paragraph 4.9.3, where past performance under this plan can be viewed. The 2024 annual accounts are published on the Company's website.

Agenda item 11 – Voting item

To appoint Werner Lieberherr as a member of the Supervisory Board for a 3-year term effective as of the 2025 AGM to expire at the end of the 2028 AGM.

Shareholders' information:

Werner Lieberherr (65 years old | Swiss nationality)

Werner Lieberherr has been Chief Executive Officer of MorGen Energy, a developer of large-scale green hydrogen ecosystems, fully owned by Trafigura, since March 2025. With extensive international leadership experience across energy, aerospace, and automotive industries in the US, Europe and Asia, he joined MorGen after five years as CEO of Landis+Gyr AG. He previously led the MANN+HUMMEL Group and served as CEO of B/E Aerospace, Inc. Following B/E Aerospace's acquisition by Rockwell Collins in 2017, he played a key role in its integration and later in Rockwell Collins' acquisition by United Technologies. Earlier in his career, Werner spent 16 years in management roles at ABB and Alstom Power. As a global citizen, he has spent more than 20 years in the US, bringing in-depth knowledge of US market dynamics and customer needs to the board. Werner Lieberherr holds a degree in Operations Research & Industrial Engineering from ETH Zurich and a Master of Business Administration (MBA) from the Kellogg Graduate School of Management in Chicago. Werner Lieberherr does not hold any common shares in the capital of the Company.

The appointment of Werner Lieberherr as member of the Supervisory Board is being proposed on the basis of his specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 11.b – Voting item

To appoint Simonetta Acri as a member of the Supervisory Board for a 3-year term effective as of the 2025 AGM to expire at the end of the 2028 AGM.

Shareholders' information:

Simonetta Acri (59 years old | Italian nationality)

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Simonetta Acri has been an Independent Board Member at several companies and a senior corporate finance advisor since 2023. She is a Senior Advisor at Cherry Bank, and sits on the boards of BdM Banca, 21Invest SGR Private Equity fund and Defence Tech. She has extensive experience in the banking and financial services sector, with a strong track record in corporate finance, risk management, and regulatory compliance. She previously held executive management positions at SACE, Italy's Export Credit Agency and insurance & finance group,

including Chief MID Market Officer and Member of the Executive Committee between 2019 and 2022. She has been actively involved in initiatives aligned with the European Green New Deal, advocating for responsible investment strategies that prioritize climate resilience and sustainable development. She previously held corporate finance management positions at several firms including Deutsche Bank and Morgan Grenfell. Ms. Acri holds a Master's degree in political science and international Affairs from the University of Padua. Ms. Acri does not own any common shares in the Company's share capital.

The appointment of Simonetta Acri as member of the Supervisory Board is being proposed on the basis of her specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 12 – Voting item

To reappoint Ana de Pro Gonzalo as a member of the Supervisory Board for a 3-year term effective as of the 2025 AGM to expire at the end of the 2028 AGM.

Shareholders' information:

Ana de Pro Gonzalo (57 years old | Spanish nationality)

Ana de Pro Gonzalo has been a member of our Supervisory Board since June 2020. She chairs our Supervisory Board's Audit Committee and serves on our Supervisory Board's Sustainability Committee. She has been an independent non-executive director for Mobic Group PLC (formerly National Express Group PLC) since October 2019 and a member of its audit committee and remuneration committee and she serves as independent non-executive director of Novartis A.G. and as a member of its audit and risk committees since March 2022. Until December 2020, she was chief financial officer of Amadeus IT Holding (a world leading technology provider and transaction processor for the global travel and tourism industry), with global responsibility for financial management and control for the Amadeus group. She was appointed in this role in February 2010 and was also a member of the Amadeus executive management team. From 2002 to 2010, Ms. De Pro Gonzalo was corporate general manager at Sacyr Vallehermoso and was instrumental in leading the international expansion of one of the major construction groups in the world. From 1994 to 2002, Ms. De Pro Gonzalo was deputy general manager and finance director at Metrovacesa, and from 1990 to 1994 she was a senior auditor at Arthur Andersen. She has been independent non-executive director for Merlin Properties, S.A. from 2015-2017 and for Indra Sistemas S.A. from 2020-2022. Since June 2019, Ms. De Pro Gonzalo is an independent member of the non-profit Global Steering Group for Impact Assessment (Consejo Asesor Nacional Español) and member of the Board of Trustees of foundation Juan XXIII for the people with special intellectual needs since October 2020. She has been appointed as of December 4th, 2024 to the Board of Gavi, the Vaccine Alliance, an international organization with the goal of increasing equitable & sustainable use of vaccines to save lives and protect people's health. Ms. De Pro Gonzalo holds a BSc in Business Studies, specializing in Auditing, from Universidad Complutense de Madrid, and completed IESE Business School's general management executive program.

The re-appointment of Ana de Pro Gonzalo as member of the Supervisory Board is being proposed on the basis of her specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 13 – Voting item

To reappoint H  l  ne Vletter van Dort as a member of the Supervisory Board for a 3-year term effective as of the 2025 AGM to expire at the end of the 2028 AGM.

Shareholders' information:

H  l  ne Vletter - van Dort (60 years old | Dutch nationality)

Helene Vletter-van Dort has been a member of our Supervisory Board since May 24, 2023. She chairs our Supervisory Board's Nominating and Corporate Governance Committee and serves on our Supervisory Board's Audit, Compensation and Sustainability Committees. Mrs. Vletter-van Dort is a partner at De Bestuurskamer (since 2022) and a professor of financial law and governance at Erasmus School of Law, Rotterdam (since 2004). She holds a BA / LLM in corporate and commercial law from the University of Leiden and a PhD from the Utrecht University. Mrs. Vletter-van Dort has been the chairperson of the board of Intertrust NV from 2015 until 2022. She has been a member of the board of Fortis Bank Netherlands (from 2008 until 2010) and member of its risk committee and remuneration committee. Ms. Vletter-van Dort has been a member of the board of the Dutch Central Bank and chair of its committee on supervisory policy (from 2010 until 2014). She has been a member of the Dutch Monitoring Committee Corporate Governance (from 2009 until 2018) and, from 2017 until 2019, a member of the board of Barclays Bank Plc and chair of its remuneration committee. From 2015 - 2023, Ms. Vletter-van Dort has been a member of the board of NN Group NV and, since 2019, vice-chair as well as chair of its remuneration committee. She is also a member of the board of the Dutch Foundation for Public Broadcasting, NPO (since 2020), Anthos Fund & Asset Management (since 2021) and Nyenrode Business University (since 2022) and serves on its audit committee and chairs its education & research committee. From 2018 - 2024, she was the chairperson of Stichting Luchtmans, protective foundation Koninklijke Brill NV, a 335-year-old listed publisher.

The re-appointment of H  l  ne Vletter van Dort as member of the Supervisory Board is being proposed on the basis of her specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 14 – Voting item

To appoint PricewaterhouseCoopers Accountants N.V. as external auditor for the 2026-2029 financial years.

Shareholders' information:

It is proposed to appoint PricewaterhouseCoopers Accountants N.V. as the Company's external auditor for the financial years 2026 through and including 2029. The proposal to appoint PricewaterhouseCoopers Accountants N.V. is made by the Supervisory Board upon the recommendation of the Audit Committee of the Supervisory Board. The decisive factors to recommend PricewaterhouseCoopers Accountants N.V. include the strong track record of PricewaterhouseCoopers Accountants N.V., and the audit approach of PricewaterhouseCoopers Accountants N.V.

Agenda item 15 – Voting item

To appoint PricewaterhouseCoopers Accountants N.V. to audit the Company's sustainability reporting for the 2026-2027 financial years, to the extent required by law.

Shareholders' information:

To the extent required by Dutch law and, in particular, to the extent the Company would become subject to the sustainability reporting requirements under applicable European regulations (including the European Corporate Sustainability Reporting Directive) and the implementation thereof in Dutch law, it is proposed to appoint PricewaterhouseCoopers Accountants N.V. as the Company's external auditor of such sustainability reporting for the 2026 and 2027 financial years.

Agenda item 16 – Voting item

To authorize the Managing Board to acquire for a consideration on a stock exchange or otherwise up to such a number of fully paid-up common shares and/or preference shares in the Company's share capital as is permitted by law and the Articles of Association as per the moment of such acquisition for a price:

- (i) per common share which at such moment is within a range between the par value of a common share and 110% of the average of the highest share price per common share on each of the five trading days prior to the purchase date on respectively Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever average at such moment is the highest; and
- (ii) per preference share which is equal to the par value of a preference share increased with an amount equal to the accrued but unpaid dividend on such preference share per the relevant repurchase date calculated in accordance with article 37 paragraph 2 sub e of the Company's Articles of Association;

all subject to the approval of the Supervisory Board, until the conclusion of the 2026 AGM.

Shareholders' information:

During the 2024 AGM, the Managing Board, subject to the approval of the Supervisory Board, was authorized to repurchase shares for a period until the 2025 AGM. We propose to renew

this authorization through the conclusion of the 2026 AGM. This authorization is requested to offer the Managing Board with the approval of the Supervisory Board the possibility to repurchase, when it is in the best interest of the Company's shareholders and other stakeholders for creating long term value, a number of fully paid-up ordinary and/or preference shares, within the limit of the Articles of Association (which is set at 10% of the Company' issued share capital).

Agenda item 17 – Voting item

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 2026 AGM.

Shareholders' information:

To delegate to the Supervisory Board the authority to resolve: (i) upon the issuance of common shares in the Company's share capital or to grant rights to subscribe for common shares in the Company's share capital, up to a maximum of 10% of the Company's issued common share capital as per 31 December 2024, but not exceeding the limits of the authorized share capital; (ii) upon the terms and conditions of an issuance of common shares; and (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of such common shares or rights to subscribe for such shares, until the conclusion of the 2026 AGM.

Annex A

As for rule amendments from the Securities and Exchange Commission (SEC) and conforming FINRA rule changes, on US market the standard for settlement is the next business day after a trade or t+1. European settlement rule remains at t+2 for the time being.

The table below summarizes the full schedule for the quarterly dividends:

Quarter	In Europe			in NYSE		Transfer between New York and Dutch registered shares restricted:	
	Ex-dividend Date	Record Date	Payment Date	Ex-dividend and Record Date	Payment Date: on or after	From End of Business in NY on:	Until Open of Business in NY on:
Q2 2025	23-Jun-25	24-Jun-25	25-Jun-25	24-Jun-25	1-Jul-25	20-Jun-25	25-Jun-25
Q3 2025	22-Sep-25	23-Sep-25	24-Sep-25	23-Sep-25	30-Sep-25	19-Sep-25	24-Sep-25
Q4 2025	15-Dec-25	16-Dec-25	17-Dec-25	16-Dec-25	23-Dec-25	12-Dec-25	17-Dec-25
Q1 2026	23-Mar-26	24-Mar-26	25-Mar-26	24-Mar-26	31-Mar-26	20-Mar-26	25-Mar-26