



Proposed resolutions and shareholders' information
for the Annual General Meeting of Shareholders (the "AGM") of STMicroelectronics N.V.
to be held on May 3, 2011 in Amsterdam, the Netherlands

Our Supervisory Board proposes:

Agenda item 4-a - **Resolution 1**

To adopt our statutory annual accounts for our 2010 financial year, as drawn up by our Managing Board, examined and audited by our independent external auditors, PricewaterhouseCoopers Accountants N.V., and approved by our Supervisory Board. Our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, have been prepared in English consistent with our prior practice, and in accordance with IFRS Accounting Standards, as IFRS constitute our statutory reporting standards.

Agenda item 4-b - **Resolution 2**

To distribute a dividend in cash of US \$0.40 per common share, in line with our dividend policy as communicated, in four equal installments. Information on the ex-dividend dates, the record dates and the payment dates regarding the four installments, if adopted by our AGM, is included in Annex A to these proposed resolutions.

Our press release dated March 14, 2011, available on our website, www.st.com, also sets forth the schedule and other relevant information concerning the payment of the 2010 dividend if adopted by our AGM.

Agenda item 4-c - **Resolution 3**

To discharge the sole member of our Managing Board for his management during our 2010 financial year.

Agenda item 4-d - **Resolution 4**

To discharge the members of our Supervisory Board for their supervision during our 2010 financial year.

Agenda item 5 - **Resolution 5 and shareholders' information**

To re-appoint Mr. Carlo Bozotti as the sole member of our Managing Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.

Mr. Carlo Bozotti is our President, Chief Executive Officer and the sole member of our Managing Board. As CEO, Mr. Bozotti is the Chairman of our Executive Committee. Prior to taking on this new role at the 2005 AGM, Mr. Bozotti served as Corporate Vice President, Memories Product Group ("MPG") since August 1998. Mr. Bozotti joined SGS Microelettronica in 1977 after graduating in Electronic Engineering from the University of Pavia. Mr. Bozotti served as Product Manager for the Industrial, Automotive and Telecom products in the Linear Division and as Business Unit Manager for the Monolithic Microsystems



Division from 1987 to 1988. He was appointed Director of Corporate Strategic Marketing and Key Accounts for the Headquarters Region in 1988 and became Vice President, Marketing and Sales, Americas Region in 1991. Mr. Bozotti served as Corporate Vice President, MPG from August 1998 through March 2005, after having served as Corporate Vice President, Europe and Headquarters Region from 1994 to 1998. In 2008, Mr. Bozotti was appointed Chairman of the Supervisory Board of Numonyx until it was acquired by Micron in 2010. As of February 1, 2009, he is Vice Chairman of the Board of Directors of ST-Ericsson.

The candidacy of Mr. Bozotti as the sole member of our Managing Board is being proposed on the basis of his specific financial and technical expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform his activities as the sole member of our Managing Board.

Agenda item 6 - Resolution 6 and shareholders' information

To approve the delegation to our Supervisory Board 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 2011 as our 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 our Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders.

The Unvested Stock Awards are intended to provide an incentive to our 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 performance conditions attached to vesting of such Awards are met.

Agenda item 7 - Resolution 7 and shareholders' information

- a. To re-appoint Mr. Didier Lombard as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.
- b. To re-appoint Mr. Tom de Waard as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.
- c. To re-appoint Mr. Bruno Steve as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.
- d. To appoint Mr. Jean d'Arthuys as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.
- e. To appoint Mr. Jean-Georges Malcor as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.
- f. To appoint Mr. Alessandro Rivera as a member of our Supervisory Board for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.



Mr. Didier Lombard (69 years old)

Mr. Didier Lombard was first appointed to our Supervisory Board at our 2004 AGM and was reelected at our 2005 AGM and 2008 AGM. He serves on the Compensation, Strategic and Nomination and Corporate Governance Committees of our Supervisory Board. Mr. Lombard was appointed Chairman and Chief Executive Officer of France Telecom in March 2005, and served as Chief Executive Officer until February 2010 and Chairman until March 2011. Mr. Lombard began his career in the Research and Development division of France Telecom in 1967. From 1989 to 1990, he served as scientific and technological director at the Ministry of Research and Technology. From 1991 to 1998, he served as General Director for industrial strategies at the French Ministry of Economy, Finances and Industry, and from 1999 to 2003 he served as an Ambassador at large for foreign investments in France and as President of the French Agency for International Investments. From 2003 through February 2005, he served as France Telecom's Senior Executive Vice President in charge of technologies, strategic partnerships and new usages and as a member of France Telecom's Executive Committee. Mr. Lombard also spent several years as Ambassador in charge of foreign investment in France. Mr. Lombard is also a member of the Board of Directors of Thales and Technicolor (previously Thomson), one of our customers, as well as a member of the Supervisory Board of Radiall. Mr. Lombard was also a member until his resignation on November 15, 2006 of the Supervisory Board of STMicroelectronics Holding N.V., our largest shareholder. Mr. Lombard is a graduate of the Ecole Polytechnique and the Ecole Nationale Supérieure des Télécommunications.

Mr. Lombard holds 225 common shares and has a right to acquire 84,000 common shares in our share capital.

Mr. Tom de Waard (64 years old)

Mr. Tom de Waard has been a member of our Supervisory Board since 1998. Mr. De Waard has been Chairman of the Audit Committee since 1999 and is also Chairman of the Nomination and Corporate Governance Committee. In addition, he serves on our Supervisory Board's Compensation Committee. Mr. De Waard has been a partner of Clifford Chance, a leading international law firm, since March 2000 and was the Managing Partner of Clifford Chance's Amsterdam office from May 1, 2002 until May 1, 2005. From January 1, 2005 to January 1, 2007 he was a member of the Management Committee of Clifford Chance. Prior to joining Clifford Chance, he was a partner at Stibbe, where he held several positions since 1971 and gained extensive experience working with major international companies, particularly with respect to corporate finance. He is a member of the Amsterdam bar and was President of the Netherlands Bar Association from 1993 through 1995. He received his law degree from Leiden University in 1971. Mr. De Waard is the chairman of the Supervisory Board of BE Semiconductor Industries N.V. and a member of its audit compensation and nominating committees. Mr. De Waard is a member of the Supervisory Board of N.V. Nuon Energy and Chairman of its Compensation Committee.

Mr. De Waard holds 46,900 common shares and has a right to acquire 75,000 common shares in our share capital.



Mr. Bruno Steve (69 years old)

Mr. Bruno Steve has been a member of our Supervisory Board since 1989 and has previously served as both its Chairman and Vice-Chairman. Mr. Steve currently serves on our Supervisory Board's Audit Committee, Compensation Committee and Nomination and Corporate Governance Committee. He was with Istituto per la Ricostruzione Industriale-IRI S.p.A. ("I.R.I."), a former shareholder of Finmeccanica, Finmeccanica and other affiliates of I.R.I. in various senior positions for over 17 years. Mr. Steve is currently Chairman of the Statutory Auditors of Selex Galileo S.p.A. He previously served as member of the Statutory Auditors of Pirelli Tyres S.p.A. Until December 1999, he served as Chairman of MEI. He served as the Chief Operating Officer of Finmeccanica from 1988 to July 1997 and Chief Executive Officer from May 1995 to July 1997. He was Senior Vice President of Planning, Finance and Control of I.R.I. from 1984 to 1988. Prior to 1984, Mr. Steve served in several key executive positions at Telecom Italia. He is also a professor at LUISS Guido Carli University in Rome. Mr. Steve was Vice Chairman from May 1999 to March 2002, Chairman from March 2002 to May 2003 and member until his resignation on April 21, 2004 of the Supervisory Board of STMicroelectronics Holding N.V., our largest shareholder.

Mr. Steve does not hold any shares in our share capital, but has a right to acquire 117,000 common shares in our share capital.

Mr. Jean d'Arthuys (44 years old)

Mr. Jean d'Arthuys joined Fonds Stratégique d'Investissement ("FSI") in 2010 as Director and member of the Executive Committee. Mr. d'Arthuys was a Partner in the fund PAI Partners from 2007 till 2010, in particular in charge of the sectors media, internet and telecom. He was previously Chairman and Chief Executive Officer of television channels Paris and W9. Mr. d'Arthuys made the main part of his career within the Directory of the Group M6, where he had various functions (from 1996 till 2007). He managed in particular the activities of digital television and the development of the Group. He was an administrator of TPS, Sportfive and Newsweb. Mr. d'Arthuys was also Chairman and Chief Executive Officer of the soccer club Girondins de Bordeaux. Mr. d'Arthuys is awarded a diploma by HEC.

Mr. Arthuys does not hold any shares and does not have any rights to acquire shares in our share capital.

Mr. Jean-Georges Malcor (55 years old)

Mr. Jean-Georges Malcor is the Chief Executive Officer ("CEO") of CGG Veritas. He is a graduate of *Ecole Centrale de Paris*. He also holds a Master of Sciences degree from Stanford University, and a Doctorat from *Ecole des Mines*. Mr. Malcor began his career at the Thales group as an acoustic engineer in the Underwater Activities division where he was particularly in charge of hydrophone and geophone design and towed streamer programs. He then moved to the Sydney-based Thomson Sintra Pacific Australia, becoming Managing Director of the company in 1990. Back in France, he became Director of Marketing and Communications (1991), then Director, Foreign Operations of Thomson Sintra Activités Sous-Marines (1993). In 1996, he was appointed Managing Director of Thomson Marconi Sonar Australia which was in addition to its military activities, the lead developing company for the solid geophysical streamer.



In 1999 Jean-Georges became the first Managing Director of the newly formed joint venture Australian Defense Industry. During this time he operated the Sydney based Woolloomooloo Shipyard (the largest dry dock in the southern hemisphere). In 2002, he became Senior Vice President, International Operations of Thales International. From 2004 to 2009, he was Senior Vice President in charge of the Naval Division, supervising all naval activities in Thales including ship design, building and maintenance. In January 2009, he became Senior Vice President, in charge of the Aerospace Division. In June 2009, he moved to the position of Senior Vice President, Continental Europe, Turkey, Russia, Asia, Africa, Middle East, and Latin America. Mr. Malcor joined CGGVeritas in January 2010 as President and became CEO on June 30, 2010.

Mr. Malcor does not hold any shares and does not have any rights to acquire shares in our share capital.

Mr. Alessandro Rivera (40 years old)

Mr. Alessandro Rivera has been the Head of Directorate IV “*Financial Sector Policy and Regulation. Legal Affairs*” at the Department of the Treasury, Ministry of Economy and Finance, since 2008. He served as Head of Unit in the Department of the Treasury from 2000 to 2008, being responsible for a variety of policy matters: financial services and markets, banking foundations, accounting, finance, corporate governance, auditing. *Further Professional Appointments:* Government representative in the “Consiglio Superiore” of the Bank of Italy (since 2008); Member of the Steering Committee of Cassa Depositi e Prestiti S.p.A (since 2008); Member of the *Financial Services Committee* (since 2008); Member of the *European Securities Committee* (since 2008); from 2002 to 2008, Member of the *Accounting Regulatory Committee*; from 2005 to 2008, Member of the *Audit Regulatory Committee*; from 2005 to 2008, Member of the board of Italia Lavoro S.p.A., Member of the audit committee, Member of the compensation committee; from 2003 to 2008, Chairman of the Audit Committee of the “Fondo nazionale di garanzia degli intermediari finanziari” (Italian investor-compensation scheme); from 2001 to 2010, Project Leader and Deputy Project Leader in several twinning projects with Eastern Europe Countries (Russian Federation, Czech Republic, Lithuania, Bulgaria); from 2001 to 2003, Member of the board of Mediocredito del Friuli – Venezia Giulia S.p.A.

Mr. Rivera does not hold any shares and does not have any rights to acquire shares in our share capital.

The candidacy of Messrs. Lombard, De Waard, Steve, d’Arthuys, Malcor and Rivera as members of our Supervisory Board is being proposed on the basis of their specific financial and technical 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 our Supervisory Board.

Agenda item 8 Resolution 8 and shareholders’ information

To re-appoint PricewaterhouseCoopers Accountants N.V. as our external auditors for a three-year term effective as of our 2011 AGM to expire at the end of our 2014 AGM.



Agenda item 9 - Resolution 9 and shareholders' information

To approve and adopt the new three-year Stock-Based Compensation Plan for the members and professionals of our Supervisory Board. This plan provides for the grant of up to 15,000 stock awards at a strike price of EUR 1.04 per stock award, being the nominal value a common share in the capital of our Company, to members of our Supervisory Board, and of up to 7,500 stock awards at a strike price of EUR 1.04 per stock award, being the nominal value a common share in the capital of our Company, to professionals of our Supervisory Board, and to delegate the authority to our Supervisory Board to issue and/or grant these stock awards to the members and professionals of our Supervisory Board as part of their compensation.

This new three-year Stock-Based Compensation Plan is intended to attract and retain suitable candidates for this demanding position in an international environment. The total compensation of the members of our Supervisory board is aimed at the (international) markets in which the Company operates.

The Stock-Based Compensation for the members of our Supervisory Board does not fully comply with the Dutch Corporate Governance Code, however, this deviation is explained in the corporate governance chapter of our annual report and this deviation was approved by our 2004 AGM when approving our Corporate Governance Policy.

Agenda item 10 - Resolution 10 and shareholders' information

To designate our Supervisory Board as the corporate body authorized to resolve upon (i) issuance of shares in the Company's share capital or 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 December 31, 2011, increased with another 15% of the Company's issued common share capital, as per December 31, 2011 in case of mergers and acquisitions, (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 up on issuance of common shares, all for a three-year period as of April 25, 2012.

During our 2007 AGM our Supervisory Board was designated for a five-year period as the authority empowered to decide upon the issue of new shares within the limits of our authorized capital referred to in article 3 of our Articles of Association. This decision was taken upon the recommendation of our Managing and Supervisory Boards in line with past Company practice with a view to allowing us to benefit from the best available conditions for our financing requirements as may be offered by international capital markets so as to best serve our interest and that of all of our shareholders and other stakeholders in the most efficient manner as well as to issue of shares or the grants to subscribe for shares in respect of share based compensation for employees. We propose to renew such designation in favor of our Supervisory Board in the manner and for the period as referred to above.

Agenda item 11 - Resolution 11 and shareholders' information

To authorize our 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 our share capital as is permitted by law and our Articles of Association as per the moment of such acquisition – other than acquisition of shares pursuant to article 5 paragraph 2 of our Articles of



Association – 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 share price per common share on Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever 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, *mutatis mutandis* calculated in accordance with article 37 paragraph 2 sub e of our Articles of Association, all subject to the approval of our Supervisory Board, for a period of eighteen months as of the date of our 2011 AGM.

During our 2010 AGM, our Managing Board, subject to the approval of our Supervisory Board was authorized to repurchase shares for a period of eighteen months as of our 2010 AGM. We propose to renew this authorization. This authorization is requested to offer our Managing Board with the approval of our 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 our Articles of Association (which is set at 10% of our issued share capital).



Annex A

The table below summarizes the full schedule for the four installments:

Quarter	Ex-dividend Date (globally)	Global Record Date	Payment Date in Europe	NYSE Payment Date: on or after	Transfer between New York and Dutch registered shares restricted:	
					From End of Business in Europe on:	Until Open of Business in NY on:
Q2 2011	23-May-11	25-May-11	26-May-11	31-May-11	20-May-11	26-May-11
Q3 2011	22-Aug-11	24-Aug-11	25-Aug-11	30-Aug-11	19-Aug-11	25-Aug-11
Q4 2011	28-Nov-11	30-Nov-11	1-Dec-11	6-Dec-11	25-Nov-11	1-Dec-11
Q1 2012	20-Feb-12 (17-Feb-12 in NY)*	22-Feb-12	23-Feb-12	28-Feb-12	17-Feb-12	23-Feb-12

**20 Feb 2012 is not a trading day on the New York Stock Exchange.*