

**Minutes of the Annual General Meeting of Shareholders
of STMicroelectronics N.V., held on June 20, 2017
at the hotel Sofitel Legend The Grand in Amsterdam, the Netherlands**

1. Opening

Mr. Maurizio Tamagnini, Chairman of the Supervisory Board and Chairman of the meeting, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**') and welcomed all shareholders and all other persons who were entitled to attend the meeting present. He also introduced his fellow members of the Supervisory Board, Mr. Didier Lombard, Ms. Martine Verluyten, Mr. Nicolas Dufourcq, Mr. Jean-Georges Malcor, Ms. Heleen Kersten, Ms. Janet Davidson and Mr. Salvatore Manzi. The Chairman also informed the meeting that Mr. Alessandro Rivera was unfortunately not able to join the meeting.

Furthermore, the Chairman introduced Mr. Carlo Bozotti, President and CEO of STMicroelectronics, as well as Mr. Jean-Marc Chery, Chief Operating Officer of STMicroelectronics, Mr. Carlo Ferro, Chief Financial Officer of STMicroelectronics and Georges Penalver, Chief Strategy Officer of STMicroelectronics, and the following guests:

- (a) Mr. Frédéric Sanchez, proposed member of the Supervisory Board;
- (b) Ms. Sandra Lombert of TMF Netherlands, who acted as the Company's registrar in the Netherlands;
- (c) Mr. Wijnand Bossenbroek, of NautaDutilh, the Company's notary in the Netherlands, who the Chairman appointed as the secretary of the meeting;
- (d) Mr. Mark-Jan Moolenaar of Ernst & Young, the Company's independent external auditor.

The Chairman stated that, for the purpose of preparing the minutes, the proceedings of the meeting would be recorded and the official language of the meeting would be the English language. He noted that the draft minutes of the meeting will be posted on the Company's website within three months following the AGM and that shareholders have the possibility to react in the following three months. Following this period the minutes of the meeting will be adopted and signed by the secretary and the Chairman himself. The Chairman noted that where he refers to the Company, he refers to STMicroelectronics N.V. He kindly requested the persons present to state their name and the shareholder they represented when addressing the meeting. Furthermore, the Chairman noted that proposed resolutions would be submitted for adoption as set forth in and in accordance with the explanatory notes to the agenda, and would be displayed on the screen behind the Chairman.

The Chairman recorded that the meeting was duly convened on April 27, 2017, through the publication of a convocation notice on the Company's website.

The Chairman noted that shareholders and other persons entitled to attend meetings who were registered in the Company's shareholders' register were also called by letters to their address as stated in the register.

The Chairman informed the meeting that shareholders and other persons entitled to attend meetings who were registered as such on the record date, the 23rd of May, 2017, were authorized to participate in and vote at the meeting. Registration for the meeting was possible until Wednesday, the 13th of June, 2017.

The Chairman recorded that on the record date, the total issued share capital of the Company consisted of 911,110,420 common shares and the number of voting rights amounted to 883,581,941.

The Chairman informed the meeting that the agenda, copies of the 2016 statutory annual accounts, which include the reports of the Managing Board and the Supervisory Board and the explanatory notes to the agenda, have been made available on the Company's website, as well as deposited for inspection by shareholders at the Company's offices at Schiphol, in the Netherlands, since the 27th of April 2017 and that a biography of Messrs. Sanchez, Bozotti, Malcor and Tamagnini and Ms. Kersten, in connection with their proposed appointment and re-appointment as members of the Supervisory Board or Managing Board, as applicable, is included in the explanatory notes to the agenda.

The Chairman recorded that according to the attendance list 492,791,288 shares were represented at the meeting representing 55.77% of the issued and outstanding share capital so that resolutions regarding the voting items on the agenda could validly be taken and that all resolutions can be taken by a simple majority.

2. Report of the Managing Board on the Company's 2016 financial year

The Chairman moved to the second item on the agenda, the report of the Managing Board on the Company's 2016 financial year. The Chairman informed the meeting that the report of the Managing Board was prepared in accordance with the articles of association of the Company and Dutch law, and that the report was included in the Company's statutory annual accounts.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the Company's results over 2016.

Mr. Bozotti subsequently presented the Company's results over 2016¹.

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

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

¹ The presentation of Mr. Bozotti is included in the Company's statutory annual report on pages 4 and 5.

3. Report of the Supervisory Board on the Company's 2016 financial year

The Chairman moved to the third item on the agenda, the report of the Supervisory Board, including the remuneration report of the Supervisory Board, on the 2016 financial year. The Chairman informed the meeting that the report was included in the statutory annual accounts of the Company.

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Supervisory Board report.

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

4.a. Implementation of the Remuneration Policy of the Managing Board

The Chairman moved to the next item on the agenda, the implementation of the Remuneration Policy of the Managing Board in the 2016 statutory annual accounts.

The Chairman informed the meeting that the Remuneration Policy is described in paragraph 4.8 of the report of the Supervisory Board, included in the statutory annual accounts of the Company and gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Company's Remuneration Policy.

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

4.b. Adoption of the Company's statutory annual accounts for its 2016 financial year (voting item)

The Chairman moved to the next item on the agenda, the adoption of the statutory annual accounts for the 2016 financial year.

The Chairman informed the meeting that the statutory annual accounts had been audited by the Company's independent external auditor, Ernst & Young, and approved by the Supervisory Board.

The Chairman also informed the meeting that the statutory annual accounts, which include the reports of the Managing Board and Supervisory Board, had been prepared in accordance with IFRS Accounting Standards, the statutory reporting standards.

The Chairman invited Mr. Mark-Jan Moolenaar from Ernst & Young (EY) to give an explanation on the audit procedures and the audit opinion issued by EY.

Following the presentation of Mr. Moolenaar, the following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To adopt the annual accounts for our 2016 financial year, as drawn up by our Managing Board, examined and audited by the Company's independent external auditors, Ernst & Young Accountants LLP, and approved by the Supervisory Board.

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the statutory annual accounts, thereby specifically noting that Mr. Mark-Jan Moolenaar from EY was available to answer any questions regarding the audit opinion or audit procedures with respect to the statutory annual accounts.

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

491,982,440 votes (99.94%) were cast in favor of the proposal and 302,711 votes (0.06%) were cast against the proposal. There were 506,137 abstentions.

The Chairman recorded that the proposal was adopted.

4.c. Adoption of a dividend (*voting item*)

The Chairman moved to the next item, the proposal to distribute, a quarter dividend in cash of US \$0.06 per common share in the second quarter of 2017, a quarter dividend in cash of US \$0.06 per common share in the third quarter of 2017, a quarter dividend in cash of US \$0.06 per common share in the fourth quarter of 2017 and a quarter dividend in cash of US \$0.06 per common share in the first quarter of 2018, in line with the Company's dividend policy.

The Chairman recorded that information concerning the ex-dividend dates, the record dates and the payment dates were included in annex A to the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

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

- *US\$ 0.06 per common share in the second quarter of 2017,*
- *US\$ 0.06 per common share in the third quarter of 2017,*
- *US\$ 0.06 per common share in the fourth quarter of 2017, and*
- *US\$ 0.06 per common share in the first quarter of 2018.*

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed dividend distribution.

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

492,158,779 votes (99.94%) were cast in favor of the proposal and 280,860 votes (0.06%) were cast against the proposal. There were 351,647 abstentions.

The Chairman recorded that the proposal was adopted.

4.d. Discharge of the sole member of the Managing Board (*voting item*)

The Chairman moved to the next item on the agenda, the discharge of the sole

member of the Managing Board for his management during the 2016 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To discharge the sole member of the Managing Board for his management during our 2016 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

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

490,743,266 votes (99.73%) were cast in favor of the proposal and 1,335,935 votes (0.27%) were cast against the proposal. There were 712,087 abstentions.

The Chairman recorded that the proposal was adopted.

4.e. Discharge of the members of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the discharge of the members of the Supervisory Board for their supervision during the 2016 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To discharge the members of our Supervisory Board for their supervision during our 2016 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

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

490,729,259 votes (99.73%) were cast in favor of the proposal and 1,342,690 votes (0.27%) were cast against the proposal. There were 719,339 abstentions.

The Chairman recorded that the proposal was adopted.

5. Amendment of the Company's Articles of Association (voting item)

The Chairman moved to the next item on the agenda, the proposal to amend the Company's articles of association, and notes that a copy of the draft deed of amendment has been deposited at the office of the Company and published on the website of the Company.

The Chairman notes that the proposed amendment is a technical change. Article 12.1 of the current articles of association of the Company provides that members of the Managing Board are appointed for a period of three years. For clarification

purposes the proposed amendment purports to also allow the general meeting of shareholders to appoint Managing Board members for a period shorter than that.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To amend the Company's articles of association, in accordance with the draft deed of amendment of which a copy (in Dutch, with English translation) is deposited at the offices of the Company and published on the website of the Company, and to authorize any and all (candidate) civil-law notary and lawyers practicing with NautaDutilh N.V. to execute the deed of amendment.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed amendment.

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

491,791,218 votes (99.94%) were cast in favor of the proposal and 287,608 votes (0.06%) were cast against the proposal. There were 712,462 abstentions.

The Chairman recorded that the proposal was adopted, following which Mr. Wijnand Bossenbroek, of NautaDutilh, the Company's notary in the Netherlands, confirmed that he executed the notarial deed of amendment.

6. Re-appointment of Mr. Carlo Bozotti as member of the Managing Board (voting item)

The Chairman moved to the next item on the agenda, the re-appointment of Mr. Carlo Bozotti as a member of the Managing Board for a one-year term effective as of the AGM, to expire at the end of the 2018 AGM.

The Chairman recorded that the biography of Mr. Bozotti is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Mr. Carlo Bozotti as sole member of the Managing Board for a one-year term effective as of the 2017 AGM to expire at the end of the 2018 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed amendment.

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

490,375,839 votes (99.63%) were cast in favor of the proposal and 1,829,372 votes (0.37%) were cast against the proposal. There were 586,077 abstentions.

The Chairman recorded that the proposal was adopted.

7. Approval of the stock-based portion of the compensation of the President and CEO (voting item)

The Chairman moved to the next item on the agenda, the proposal to approve that the Supervisory Board grants the stock-based portion of the compensation of the President and CEO of the Company.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To approve that the Supervisory Board grants to Mr. Carlo Bozotti up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2017 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 Chairman gave the persons present at the meeting the opportunity to ask questions regarding the approval of the stock-based portion of the compensation of the President and CEO.

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

312,235,395 votes (63.45%) were cast in favor of the proposal and 179,899,722 votes (36.55%) were cast against the proposal. There were 656,171 abstentions.

The Chairman recorded that the proposal was adopted.

8. Re-appointment of Ms. Heleen Kersten as member of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the re-appointment of Ms. Heleen Kersten as a member of the Supervisory Board for a three-year term effective as of the 2017 AGM to expire at the end of the 2020 AGM.

The Chairman recorded that the biography of Ms. Kersten is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Ms. Heleen Kersten as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2020 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Ms. Heleen Kersten.

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

454,056,884 votes (92.25%) were cast in favor of the proposal and 38,133,456 votes (7.75%) were cast against the proposal. There were 600,948 abstentions.

The Chairman recorded that the proposal was adopted.

9. Re-appointment of Mr. Jean-Georges Malcor as member of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the re-appointment of Mr. Jean-Georges Malcor as a member of the Supervisory Board for a three-year term effective as of the 2017 AGM to expire at the end of the 2020 AGM.

The Chairman recorded that the biography of Mr. Malcor is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Mr. Jean-Georges Malcor as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2020 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Mr. Jean-Georges Malcor.

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

490,352,404 votes (99.63%) were cast in favor of the proposal and 1,834,970 votes (0.37%) were cast against the proposal. There were 603,914 abstentions.

The Chairman recorded that the proposal was adopted.

10. Re-appointment of Mr. Alessandro Rivera as member of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the re-appointment of Mr. Alessandro Rivera as a member of the Supervisory Board for a three-year term effective as of the 2017 AGM to expire at the end of the 2020 AGM.

The Chairman recorded that the biography of Mr. Rivera is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Mr. Alessandro Rivera as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2020 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Mr. Alessandro Rivera.

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

441,363,173 votes (89.67%) were cast in favor of the proposal and 50,819,799 votes (10.33%) were cast against the proposal. There were 608,316 abstentions.

The Chairman recorded that the proposal was adopted.

11. Appointment of Mr. Frédéric Sanchez as member of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the appointment of Mr. Salvatore Manzi as a member of the Supervisory Board for a three-year term effective as of the 2017 AGM to expire at the end of the 2020 AGM.

The Chairman recorded that the biography of Mr. Sanchez is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To appoint Mr. Frédéric Sanchez as a member of the Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2020 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed appointment of Mr. Salvatore Manzi.

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

489,375,119 votes (99.44%) were cast in favor of the proposal and 2,776,792 votes (0.56%) were cast against the proposal. There were 639,376 abstentions.

The Chairman recorded that the proposal was adopted and welcomed Mr. Frédéric Sanchez to the Supervisory Board.

12. Re-appointment of Mr. Maurizio Tamagnini as member of the Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the re-appointment of himself, Maurizio Tamagnini as a member of the Supervisory Board for a three-year term effective as of the 2017 AGM to expire at the end of the 2020 AGM.

The Chairman recorded that his biography is included in the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Mr. Maurizio Tamagnini as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2020 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Mr. Maurizio Tamagnini.

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

428,688,091 votes (87.10%) were cast in favor of the proposal and 63,478,194 votes (12.90%) were cast against the proposal. There were 625,003 abstentions.

The Chairman recorded that the proposal was adopted.

13. Approval of a new four-year Unvested Stock Award Plan for Management and Key Employees (voting item)

The Chairman moved to the next item on the agenda, the proposal to approve the new four-year Unvested Stock Award Plan for Management and Key Employees.

The Chairman recorded that the plan will provide that stock awards may be granted under restricted criteria to selected employees and authorizes the Supervisory Board to approve the grants under the plan.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To approve the new four-year Unvested Stock Award Plan for the Management and Key Employees which will provide that stock awards may be granted under restricted criteria to selected employees. To authorize the Supervisory Board to approve the following grant of stock-based compensation to selected employees of us: (i) the grant of stock-based compensation will be in the form of a right to acquire common shares out of the Company's treasury shares; (ii) employees will receive stock-based compensation at no consideration; (iii) the vesting conditions will be determined by the Supervisory Board or its Compensation Committee (on behalf of the Supervisory Board) and, as applicable, will relate to Company performance and continued service at STMicroelectronics; (iv) the Supervisory Board has the authority to determine all other terms and conditions of the stock-based compensation grant including the right to authorize details of the stock-based compensation for specific groups of employees; (v) the maximum number of stock awards under this new four-year Unvested Stock Award Plan for the Management and Key Employees shall be thirty two million (thirty two million common shares) for the four-year period, which number includes any Unvested Stock Awards granted to the President and CEO as part of his compensation during this period.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed resolution.

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

320,133,790 votes (65.04%) were cast in favor of the proposal and 172,059,397 votes (34.96%) were cast against the proposal. There were 598,101 abstentions.

The Chairman recorded that the proposal was adopted.

14. Authorization to the Managing Board, for eighteen months following the AGM, to repurchase shares, subject to the approval of the Supervisory Board (voting item)

The Chairman moved to the next voting item on the agenda, the proposal to authorize the Managing Board, to repurchase 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, for a period of eighteen months following the AGM 2017.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

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 our 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 acquisition 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, for a period of eighteen months following the AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the authorization to the Managing Board to repurchase shares in the capital of the Company.

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

490,781,429 votes (99.83%) were cast in favor of the proposal and 827,455 votes (0.17%) were cast against the proposal. There were 1,182,404 abstentions.

The Chairman recorded that the proposal was adopted.

15. Delegation to the Supervisory Board of the authority to issue new common shares and preference shares, to grant rights to subscribe for such shares and to limit and/or exclude existing shareholders' pre-emptive rights on common shares for a period of eighteen months (voting item)

The Chairman stated that the last voting item on the agenda is the proposed

delegation to the Supervisory Board of the authority to resolve upon the issuance of new common shares and preference shares, the granting of rights to subscribe for such shares and the limitation or exclusion of pre-emptive rights on common shares for a period of eighteen months following the 2017 AGM.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To delegate to the Supervisory Board the authority to resolve:

- (i) upon the issuance of common and preference shares in the Company's share capital or to grant rights to subscribe for common and preference 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 2016, increased with another 10% of the Company's issued common share capital, as per 31 December 2016, in case of mergers and acquisitions, but not exceeding the limits of our authorized share capital, and without limitation for preference shares;*
- (ii) upon the terms and conditions of an issuance of common and preference shares; and*
- (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares or rights to subscribe for such shares,*

all for a period of eighteen months effective as of the 2017 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposal.

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

302,423,943 votes (61.45%) were cast in favour of the proposal and 189,737,640 votes (38.55%) were cast against the proposal. There were 629,705 abstentions.

The Chairman recorded that the proposal was adopted.

16. Question time

The Chairman recorded that the meeting had voted on all proposals on the agenda.

The Chairman gave the persons present at the meeting the opportunity to ask any other questions which they had regarding the Company.

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

12. Close



The Chairman thanked all persons present at the meeting for their participation to the meeting. On behalf of the entire Supervisory Board and Mr. Bozotti, the Chairman expressed his hope that the persons present would also attend the following shareholders' meeting and wished everyone a good day. Subsequently, the Chairman closed the meeting.

Chairman

Secretary

Maurizio Tamagnini

Wijnand Bossenbroek