



STMicroelectronics N.V.

Extraordinary General Meeting of Shareholders **CONVOCAATION**

An Extraordinary General Meeting of Shareholders (the 'EGM') of STMicroelectronics N.V. (the 'Company') will be held on December 2, 2013 at 11.00 a.m. CET, at the offices of the Company located at: WTC, Tower H, 6th Floor, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands.

Agenda:

1. Opening
2. Adoption of a dividend (*voting item*)
3. Amendment to the Articles of Association (*voting item*)
4. Close

The agenda, the proposed resolutions (including shareholders' information), the draft deed of amendment to the Articles of Association, as well as the consecutive text of the Articles of Association following the amendment, are deposited for inspection by shareholders and other persons entitled to attend the EGM at the offices of the Company at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands) as of September 27, 2013 up to and including the date of the meeting. The documents, as well as this advertisement, will also be available on the Company's website www.st.com as of the same date.

Copies of these documents are available for shareholders and other persons entitled to attend the EGM free of charge.

Company shares can be held in two ways:

- as registered shares (the shareholders and other persons entitled to attend the EGM are included in the Company's shareholders' register);
- in an account with an account holder or intermediary through Euroclear France S.A. ('Euroclear France') or Cede & Co. as nominee of the Depositary Trust Company ('Cede & Co.') (these shares are included in the Company's shareholders' register in the name of Euroclear France or Cede & Co., as the case may be).

In accordance with article 30.2 of the Company's articles of association and pursuant to Dutch law, persons entitled to attend and, to the extent applicable,

vote at the EGM will be those who were recorded as having those rights on November 4, 2013 (the 'Record Date') in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend the EGM at the time of the EGM. This means that shareholders and other persons entitled to attend the EGM need to own or derive their rights from the relevant Company shares on the Record Date, but they do not need to block the shares from the Record Date until the EGM.

All shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, will receive a letter from or on behalf of the Company by post containing an invitation for the EGM, including the agenda, and details of the procedure for registering for the EGM.

To be eligible to exercise voting rights in person at the EGM, shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, must complete and sign the attendance form, which they receive with the invitation and return it to the Company's registrar TMF Netherlands B.V. ('TMF') by post, fax or e-mail (Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands, fax +31(0)20 673 00 16, e-mail registrar.and.shareholder.services@tmf-group.com) no later than November 25, 2013. TMF's receipt of the completed and signed form on time will constitute notice to the Company of the registered shareholder's intention to exercise its voting and meeting rights.

Shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, who wish to be represented by a third party at the EGM must complete and sign the attendance form and power of attorney form, which they receive with the invitation and return it to TMF no later than November 25, 2013, 17.00 p.m. CET, by post, fax or e-mail. TMF's receipt of the completed and signed forms on time will constitute notice to the Company of the registered shareholder's intention to be represented by a third party.

Shareholders registered in the US part of the Company's shareholders' register will be contacted separately regarding their attendance, representation and/or voting at the EGM.

Beneficiaries holding shares via an account with an account holder or intermediary through Euroclear France should contact their account holder or intermediary to receive instructions on how to obtain a power of attorney from Euroclear France in order to attend the meeting.

Beneficiaries holding shares via an account with an account holder or intermediary through Euroclear France who will not attend the EGM, but who would like to give voting instructions to Euroclear France to vote on their behalf, should also contact their account holder or intermediary to receive instructions.

Furthermore, TMF, Amsterdam, the Netherlands (tel. +31(0)20 575 7124, fax

+31(0)20 673 00 16) e-mail registrar.and.shareholder.services@tmf-group.com, TMF France S.A.S., Paris, France (tel + 33(0)1 45 03 60 36, fax +33(0)1 45 03 63 77) or TMF Partners S.p.A., Milan, Italy (tel +39 02 861 914, fax +39 02 862 495) can be contacted.

The written (completed and signed) request for a power of attorney or voting instructions, as the case may be, must be received by the relevant account holder or intermediary by November 25, 2013, 17.00 p.m., Netherlands time.

Information on how to obtain a power of attorney from Euroclear France or to give voting instructions to Euroclear France will also be available on the Company's website mentioned above as of September 27, 2013.

Beneficiaries holding shares via an account with an account holder or intermediary through Cede & Co. will be contacted separately regarding their attendance and/or voting at the EGM.

Registration will take place at the offices of the Company located at WTC, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands, Tower H, 6th Floor, between 10:00 a.m. and 10:45 a.m. CET on December 2, 2013. Once the meeting has started, registration is no longer possible.

Shareholders and other persons entitled to attend the EGM will be required to present valid identity papers when registering and are required to sign the attendance list. Holders of a power of attorney are required to present a copy of their power of attorney.

The Supervisory Board
September 27, 2013