



**Minutes of the Extraordinary General Meeting of Shareholders of
STMicroelectronics N.V., held on December 2, 2013 at the offices of the company
at Schiphol, the Netherlands**

1. Opening

Mr. Didier Lombard, Chairman of the Supervisory Board and Chairman of the meeting, opened the Extraordinary General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**') and welcomed the persons present at the meeting. He mentioned that his fellow members of the Supervisory Board were present, being Bruno Steve, Martine Verluyten, Jean-Georges Malcor, Alessandro Rivera and Tom de Waard, as well as Janet Davidson and Alessandro Ovi who attended the meeting by conference call. He also informed the meeting that Jean d'Arthuys was unfortunately not able to join the meeting.

Furthermore, the Chairman introduced Carlo Bozotti, President and Chief Executive Officer of STMicroelectronics, as well as Carlo Ferro, Chief Financial Officer of STMicroelectronics and the following guests:

- (a) Ms. Sandra Lombert of TMF Netherlands, who acted as the Company's registrar in the Netherlands; and
- (b) Mr. Remco Bosveld, the Company's legal counsel in the Netherlands and appointed him as the secretary of the meeting.

The Chairman stated that for the purpose of preparing the minutes of the meeting, the proceedings at the meeting would be recorded and that the official language of the meeting would be the English language.

The Chairman kindly requested the persons present to state their name and the shareholder they represented when addressing the meeting and noted that during an agenda item only questions related to that specific item could be asked.

The Chairman recorded that the meeting was duly convened on Friday the 27th of September 2013, through the publication of a convocation notice on the Company's website as well as in three newspapers: NRC Handelsblad in the Netherlands, Les Echos in France and Il Sole 24 Ore in Italy.

The Chairman noted that shareholders and other persons entitled to attend meetings who were registered in the Company's shareholders' register were 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 Monday, the 4th of November 2013, at the close of business were authorized to participate in and vote at the meeting without the obligation to have their shares blocked until the close of the meeting.



Registration for the meeting was possible until Monday, the 25th of November 2013.

The Chairman recorded that at the record date for the meeting the total issued share capital of the Company amounted to 910,695,805 common shares of EUR 1.04 each and the number of voting rights amounted to 890,586,025.

The Chairman informed the meeting that the agenda, the proposed resolutions, the draft deed of amendment to the articles of association, as well as the full text of the articles of association following the amendment, were deposited for inspection by shareholders at the Company's offices at Schiphol in the Netherlands as of Friday, the 27th of September 2013. The Chairman noted that the documents were also made available on the Company's website as of the same date.

The Chairman recorded that according to the attendance list in total 485,239,909 shares were represented at the meeting representing 54.49% of the issued and outstanding share capital so that, as a consequence, decisions could validly be taken.

2. Adoption of a dividend

The Chairman moved to the first voting item on the agenda, being the proposal to distribute, in line with the company's dividend policy, a quarter dividend in cash of US \$0.10 per common share in the fourth quarter of 2013 and a quarter dividend in cash of US \$0.10 per common share in the first quarter of 2014, to be charged to the retained earnings of the company.

The Chairman recorded that information on the ex-dividend dates, the record dates and the payment dates regarding the first and second dividend payments were included as annex A to the proposed resolutions to the agenda of the meeting.

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

Since there were no questions, the Chairman submitted the proposed dividend distribution to the votes.

482,848,638 votes (99.53%) were cast in favor of the proposal and 2,262,824 votes (0.47%) were cast against the proposal. There were 128,447 abstentions.

The Chairman recorded that the proposal was adopted.

3. Amendment to the Articles of Association

The Chairman moved to the second voting item on the agenda, being the resolution to amend the articles of association of the company and authorization to have the corresponding deed of amendment executed.

The Chairman explained that the amendment to the articles of association is



requested to authorize the Supervisory Board, in addition to the company's shareholders' meeting, to resolve upon distributions from the distributable reserves in line with the company's dividend policy as further explained in the proposed resolutions to the agenda of the current meeting.

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 submitted the proposed resolution to the votes.

484,059,395 votes (99.81%) were cast in favor of the proposal and 916,012 votes (0.19%) were cast against the proposal. There were 264,502 abstentions.

The Chairman recorded that the proposal was adopted.

4. Close

The Chairman noted that the agenda was completed and thanked everyone for their attendance. On behalf of the entire Supervisory Board and Mr. Bozotti, the Chairman expressed his hope to meet the persons present again at the next shareholders' meeting.

The Chairman closed the meeting and wished everyone a safe trip home.

Signed by D. Lombard (Chairman) and R. Bosveld (Secretary)