



STMicroelectronics N.V.

# STMICROELECTRONICS N.V. CONVOCAZIONE

to the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the 'AGM' and the 'Company'), established in Amsterdam, the Netherlands, to be held on May 3, 2011, at 11.00 hours, Netherlands time, at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands.

## Agenda:

1. Call to order and opening
2. Report of the Managing Board on our 2010 financial year (discussion item)
3. Report of the Supervisory Board on our 2010 financial year (discussion item)
4. a. Adoption of our statutory annual accounts for our 2010 financial year (voting item)  
b. Adoption of a dividend of US \$0.40 per common share for our 2010 financial year (voting item)  
c. Discharge of the sole member of our Managing Board (voting item)  
d. Discharge of the members of our Supervisory Board (voting item)
5. Reappointment of the sole member of our Managing Board (voting item)
6. Approval of the stock-based portion of the compensation of our President and CEO (voting item)
7. (Re)appointment of members of our Supervisory Board
  - a. re-appointment of Mr. Didier Lombard (voting item)
  - b. re-appointment of Mr. Tom de Waard (voting item)
  - c. re-appointment of Mr. Bruno Steve (voting item)
  - d. appointment of Mr. Jean d'Arthuys (voting item)
  - e. appointment of Mr. Jean-Georges Malcor (voting item)
  - f. appointment of Mr. Alessandro Rivera (voting item)
8. Reappointment of PricewaterhouseCoopers Accountants N.V. as our Auditors (voting item)
9. Approval of the new three-year Stock-Based Compensation Plan for the members and professionals of our Supervisory Board (voting item)
10. Delegation to our Supervisory Board, for 3 years as of April 25, 2012, of the authority to issue new shares, to grant rights to subscribe for new shares and to limit and/or exclude existing shareholders' pre-emptive rights (voting item)
11. Authorization to our Managing Board, for eighteen months as of our 2011 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (voting item)
12. Question time
13. Close

The agenda, the statutory annual accounts, which include the reports of the Managing and Supervisory Boards, the proposed resolutions including shareholders' information and the personal data of the proposed sole member of our Managing Board and the proposed members of our Supervisory Board as referred to in section 2:142 subsection 3 of the Dutch Civil Code as well as the other information included pursuant to law are deposited for inspection by shareholders and other persons entitled to attend the AGM at the offices of the Company at Schiphol Airport (Schiphol Boulevard 265, 1118 BH Schiphol Airport) as of March 17, 2011 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](http://www.st.com) as of the same date.

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

## Company shares can be held in two ways:

- as registered shares (the shareholders and other persons entitled to attend the AGM 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 Depository 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 paragraph 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 AGM will be those who were recorded as having those rights on April 5, 2011 (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 AGM at the time of the AGM. This means that shareholders and other persons entitled to attend the AGM 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 AGM.

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

To be eligible to exercise voting rights in person at the AGM, shareholders registered in the (European part of the) Company's shareholders' register must complete and sign the attendance form, which they receive with the invitation and return it to the Company's registrar Netherlands Management Company B.V. by post, fax or e-mail (Locatellikade 1, 1076 AZ Amsterdam, the Netherlands, fax +31(0)20 673 00 16, e-mail [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com)) ('NMC') no later than April 26, 2011. NMC'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 (European part of the) Company's shareholders' register who wish to be represented by a third party at the AGM must complete and sign the attendance form and power of attorney form, which they receive with the invitation and return it to NMC no later than April 26, 2011 by post, fax or e-mail. NMC'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 AGM.

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 AGM, 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, NMC, 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](mailto: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, Garlati & Gentili 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 April 26, 2011.

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 March 17, 2011.

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 AGM.

**The Supervisory Board  
March 17, 2011**