



## **2016 Annual General Meeting of Shareholders STMicroelectronics N.V.**

### **AGENDA**

The Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “AGM”) will be held on Wednesday, 25 May 2016 at 11:00 a.m. CET at the hotel Sofitel Legend The Grand Amsterdam, the Netherlands.

1. Opening
2. Report of the Managing Board on our 2015 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2015 financial year (*discussion item*)
4. a) Implementation of the Remuneration Policy of the Managing Board (*discussion item*)  
b) Adoption of our statutory annual accounts for our 2015 financial year (*voting item*)  
c) Adoption of a dividend (*voting item*)  
d) Discharge of the sole member of our Managing Board (*voting item*)  
e) Discharge of the members of our Supervisory Board (*voting item*)
5. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
6. Re-appointment of Ms. Janet Davidson as member of our Supervisory Board (*voting item*)
7. Appointment of Mr. Salvatore Manzi as member of our Supervisory Board (*voting item*)
8. Delegation to our Supervisory Board of the authority to issue new common 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*)
9. Authorization to our Managing Board, for eighteen months following the AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
10. Question time (*discussion item*)
11. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on April 27, 2016 (the “**Record Date**”), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM need to hold their shares in the capital of the Company on the Record Date, but they do not need to continue to hold their shares until the AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the explanatory notes and the personal data of Ms. Janet Davidson and Mr. Salvatore Manzi (in connection with their proposed (re)appointment as 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, will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 1<sup>st</sup>, 2016 up to and including the date of our AGM. These documents will also be available on our website [www.st.com](http://www.st.com).