



Instructions for Euroclear France S.A. participants

Attn. Corporate Actions Department

**To be distributed by
Euroclear France S.A.**

Date April 28, 2014
Subject 2014 Annual General Meeting of Shareholders of STMicroelectronics N.V.:
Procedure to be followed by Euroclear France S.A. participants for clients holding
shares in STMicroelectronics N.V.

Dear Sir/Madam,

The Annual General Meeting of Shareholders (the “**AGM**”) of STMicroelectronics N.V. will be held on June 13, 2014 at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. Registration will take place between 10:00 a.m. and 10:45 a.m. (CET) and the meeting will start at 11:00 a.m. (CET). The agenda for the meeting is as follows:

1. Opening
2. Report of the Managing Board on our 2013 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2013 financial year (*discussion item*)
4. a. Implementation of our Remuneration Policy in 2013, in accordance with article 2:135 paragraph 5a of the Dutch Civil Code (*discussion item*)
b. Adoption of our statutory annual accounts for our 2013 financial year (*voting item*)
c. Allocation of result (*voting item*)
d. Adoption of a dividend (*voting item*)
e. Discharge of the sole member of our Managing Board (*voting item*)
f. Discharge of the members of our Supervisory Board (*voting item*)
5. Appointment of member(s) of our Managing Board (*voting item*)
6. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
7. Appointment of members of our Supervisory Board (*voting item*)
8. Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 and 2015 financial years (*voting item*)
9. Delegation to our Supervisory Board of the authority to issue new shares, to grant rights to subscribe for shares and to limit and/or exclude existing shareholders’ pre-emptive rights for a period of eighteen months (*voting item*)
10. Authorization to our Managing Board, for eighteen months following our 2014 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
11. Question time (*discussion item*)
12. Close

Copies of 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 members of the Supervisory and Managing Boards 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 STMicroelectronics N.V.’s offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the



Netherlands) as of April 28, 2014 up to and including the date of the AGM. These documents will also be available on STMicroelectronics N.V.'s website www.st.com as of the same date.

The Articles of Association of STMicroelectronics N.V. state that only shareholders included in the shareholders' register of STMicroelectronics N.V., which is kept at STMicroelectronics N.V.'s offices at Schiphol, are permitted to attend the AGM, although they may have themselves represented by an attorney authorised in writing.

In accordance with article 30 paragraph 2 of the Articles of Association of STMicroelectronics N.V. and pursuant to Dutch law, persons entitled to attend and, to the extent applicable, to vote at the Annual General Meeting of Shareholders will be those who were recorded as having those rights on May 16, 2014 (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 STMicroelectronics N.V. shares on the Record Date, but they do not need to block the shares from the Record Date until the AGM.

STMicroelectronics N.V.'s shares can be held in two ways:

- As registered shares (the shareholders and other persons entitled to attend the AGM are included in STMicroelectronics N.V.'s shareholders' register); or
- Through an intermediary or a Euroclear France S.A. participant (*i.e.* these shares are included in STMicroelectronics N.V.'s shareholders' register in the name of Euroclear France S.A.).

Registered shareholders

Registered shareholders do not hold shares via the book-entry transfer system (*i.e.* they do not hold via participants of Euroclear France S.A. and therefore do not have any relation with Euroclear France S.A.). All registered shareholders will receive a letter from STMicroelectronics N.V. by post containing an invitation for the AGM, the agenda, including the explanatory notes, as well as the annexes thereto, and details of the procedures on how to attend or how to be represented by a written attorney at the AGM.

Shareholders holding their shares through Euroclear France S.A.

Shareholders holding their shares through Euroclear France S.A. are not registered in STMicroelectronics N.V.'s shareholders' register. However, they may attend the AGM and vote their shares in person at the meeting by obtaining a power of attorney from Euroclear France S.A. Such a power of attorney can be obtained by completing a form (**Appendix II / Request for power of attorney**) that will be made available to shareholders who hold their shares via Euroclear France S.A. by their intermediary upon request. In order to receive this form, shareholders holding their shares through Euroclear France S.A. should contact their intermediary.

Shareholders holding their shares through Euroclear France S.A., who have received a power of attorney from Euroclear France S.A., may attend the AGM and vote their shares in person.

If a shareholder holding his/her shares through Euroclear France S.A. wants to designate a third party to represent him at the AGM, he may do so by indicating the name and details of such party on **Appendix II (Request for power of attorney)**.



Shareholders holding their shares through Euroclear France S.A. who wish Euroclear France S.A. to vote on their behalf, should provide Euroclear France S.A. with voting instructions for the AGM and should therefore complete a voting form (**Appendix III / Voting instructions form**) that will be made available to them by their intermediary on their request. In order to receive this form, shareholders holding their shares via Euroclear France S.A. should contact their intermediary.

Shareholders holding their shares through Euroclear France S.A. wishing to attend the AGM via the procedure as described above are allowed to vote themselves for the amount of shares they are entitled to.

Shareholders holding their shares via Euroclear France S.A. wishing to attend the AGM or to issue voting instructions to Euroclear France S.A. should complete and sign the appropriate forms. These forms must be received by their intermediary on June 6, 2014 at 17:00 p.m. (CET), at the latest.

Shareholders holding their shares via Euroclear France S.A. may also transfer their shares in their own name in order to get registered directly in STMicroelectronics N.V.'s shareholders' register kept at STMicroelectronics N.V.'s offices at Schiphol. Shareholders wishing to do so should contact TMF Netherlands B.V. ("**TMF**"). Any forms to be filled in by the shareholder and any required documentation must be received by TMF on May 12, 2014 at 17:00 p.m. (CET), at the latest.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, the Netherlands

P.O. Box 23393, 1100 DW Amsterdam, the Netherlands

Tel: +31 20 57 55 600

Fax: +31 20 673 00 16

Email: registrar.and.shareholder.services@tmf-group.com

The contact person at TMF is Ms. Sandra Lombert or Ms. Saskia Engel.

TMF will co-ordinate the process and will act as your contact for questions and assistance with regard to the content of this letter. If you have any questions please do not hesitate to contact TMF at the telephone number or e-mail address mentioned above.

Each shareholder holding his/her shares through Euroclear France S.A. and who wishes to attend the AGM and vote his/her shares in person or issue voting instructions to Euroclear France S.A. must complete and sign the appropriate appendix and return it to his/her intermediary in time, on June 6, 2014, at the latest. Please ensure that all of your clients who are intermediaries are informed of this matter in order to enable them to provide the necessary information to shareholders holding their shares through Euroclear France S.A. To do so please submit to them Appendix I, Appendix II and Appendix III with the instruction for them to submit the appendices to the shareholders on their request.

The intermediary should collect the applicable form(s) and send it to you. You should then include the relevant Euroclear France S.A. account and details of the relevant contact person on the appendix before sending it to TMF. All appendices that have been completed and signed by shareholders must be received by TMF on June 6, 2014 at 23:59 p.m. (CET) at the latest.

TMF will request a confirmation of shareholding of STMicroelectronics N.V. shares for shareholders holding shares through Euroclear France S.A. on the Record Date, which is May 16, 2014. You should send TMF this confirmation of shareholding on June 6, 2014 at 23:59 p.m. (CET) at the latest. If the shareholder cancels its voting instructions or transfers its shares before the Record Date, the intermediary should inform TMF accordingly.



Thank you for your assistance in this matter. If you have any questions, please contact TMF by telephone or by e-mail.

Yours faithfully,

for STMicroelectronics N.V.

TMF Netherlands B.V.
Registrar

Enclosures:

- Appendix I Letter to shareholders holding their shares through Euroclear France S.A.*
- Appendix II Request for power of attorney (enabling shareholders to attend the Annual General Meeting of Shareholders on behalf of Euroclear France S.A.)*
- Appendix III Voting instructions form (enabling shareholders to issue voting instructions to Euroclear France S.A.)*



Appendix I Letter to shareholders holding their shares through Euroclear France S.A.

To shareholders of STMicroelectronics N.V. holding their shares through Euroclear France S.A.

Date April 28, 2014
Subject 2014 Annual General Meeting of Shareholders of STMicroelectronics N.V.

Ref. Letter to shareholders

Dear Shareholder,
Dear Sir/Madam,

The Annual General Meeting of Shareholders (the “**AGM**”) of STMicroelectronics N.V. will be held on June 13, 2014 at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. Registration will take place between 10:00 a.m. and 10:45 a.m. (CET) and the meeting will start at 11:00 a.m. (CET). The agenda for the meeting is as follows:

1. Opening
2. Report of the Managing Board on our 2013 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2013 financial year (*discussion item*)
4. a. Implementation of our Remuneration Policy in 2013, in accordance with article 2:135 paragraph 5a of the Dutch Civil Code (*discussion item*)
b. Adoption of our statutory annual accounts for our 2013 financial year (*voting item*)
c. Allocation of result (*voting item*)
d. Adoption of a dividend (*voting item*)
e. Discharge of the sole member of our Managing Board (*voting item*)
f. Discharge of the members of our Supervisory Board (*voting item*)
5. Appointment of member(s) of our Managing Board (*voting item*)
6. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
7. Appointment of members of our Supervisory Board (*voting item*)
8. Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 and 2015 financial years (*voting item*)
9. Delegation to our Supervisory Board of the authority to issue new shares, to grant rights to subscribe for shares and to limit and/or exclude existing shareholders’ pre-emptive rights for a period of eighteen months (*voting item*)
10. Authorization to our Managing Board, for eighteen months following our 2014 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
11. Question time (*discussion item*)
12. Close

Copies of 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 members of the Supervisory and Managing Boards 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 STMicroelectronics N.V.’s offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 28, 2014 up to and including the date of the AGM. These documents will also



be available on STMicroelectronics N.V.'s website www.st.com as of the same date.

You hold your shares through Euroclear France S.A., and those shares are included in the Company's shareholders' register, which is kept at the STMicroelectronics N.V.'s offices at Schiphol, in the name of Euroclear France S.A.

It is noted that that the persons entitled to attend and, to the extent applicable, cast votes at the AGM will be those who were recorded as having those rights on May 16, 2014 (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, and from which the STMicroelectronics N.V. has received written confirmation regarding their attendance at the meeting on the Record Date.

This means that you need to own your shares on the Record Date, but you do not need to block your shares from the Record Date until the Annual General Meeting of Shareholders.

If you wish to attend the AGM and exercise your voting right(s), or if you wish to appoint a representative, you must complete and sign **Appendix II (Request for power of attorney)** in order to obtain a power of attorney issued by Euroclear France S.A. for the AGM. Using this power of attorney, you or your representative will be able to attend the AGM and exercise the voting right(s) attached to your shares.

If you are unable to attend the AGM, you may give Euroclear France S.A. voting instructions for the Annual General Meeting of Shareholders. In this case, you must provide your voting instructions by completing and signing **Appendix III (Voting instructions form)**.

In all cases, your entitlement to attend and cast vote(s) at the AGM on June 13, 2014 will be conditional upon your ownership of shares on the Record Date, which is May 16, 2014.

Appendices II or III must be received by your intermediary (not by Euroclear France S.A.) on June 6, 2014 at 17:00 p.m. (CET), at the latest.

You may also transfer your shares in your own name in order to get registered directly in the STMicroelectronics N.V.'s shareholders' register kept at the STMicroelectronics N.V.'s offices at Schiphol. If you wish to do so, you should contact TMF Netherlands B.V. ("TMF"). Any forms to be filled in and any required documentation must be received by TMF on May 12, 2014 at 17:00 p.m. (CET), at the latest.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, the Netherlands

P.O. Box 23393, 1100 DW Amsterdam, the Netherlands

Tel: +31 20 57 55 600

Fax: +31 20 673 00 16

Email: registrar.and.shareholder.services@tmf-group.com

The contact persons at TMF are Ms Sandra Lombert and Ms Saskia Engel.

If you wish to attend the AGM and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your intermediary is in possession of Appendix II, duly completed, on June 6, 2014 at 17:00 p.m. (CET) at the latest. Do not complete **Appendix III**.

If you do not wish to attend the AGM, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your intermediary is in possession of Appendix III, duly completed, on June 6, 2014 at 17.00 p.m. (CET), at the latest. Do not complete **Appendix II**.

In both cases you must hold your shares on May 16, 2014, but your shares do not need to be blocked until the AGM.

Thank you for your attention in this matter.

Yours truly,

For STMicroelectronics N.V.

TMF Netherlands B.V.
Registrar



APPENDIX II Request for power of attorney

You should complete this form:

- if you wish to attend the Annual General Meeting of Shareholders (the “AGM”) of STMicroelectronics N.V. on June 13, 2014 and to vote in person, or
- if you wish to appoint a representative to attend the AGM of STMicroelectronics N.V. on June 13, 2014 and to vote on your behalf

The AGM of STMicroelectronics N.V. will be held at hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands at 11:00 a.m. CET on Friday, June 13, 2014.

The undersigned shareholder,

<i>(name)</i>
<i>(address)</i>
<i>(if applicable: legally represented by)</i>
<i>(account number with the account holder or intermediary)</i>
<i>(details of the account holder or intermediary)</i>
<i>(phone number of the account holder or intermediary)</i>

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of
(number) shares in STMicroelectronics N.V.,

(* Please tick below as appropriate)

will attend and vote in person at the AGM of STMicroelectronics N.V. on June 13, 2014.

authorizes:

<i>(name)</i>
<i>(address)</i>
<i>(country)</i>

to represent the Shareholder at the AGM of STMicroelectronics N.V. on June 13, 2014, to speak on behalf of the Shareholder, and to vote the shares on his/her behalf.

The Shareholder hereby requests Euroclear France S.A. to issue a power of attorney enabling the Shareholder or his/her representative to vote his/her shares at the AGM of STMicroelectronics N.V. on June 13, 2014.

Please note that you need to own your STMicroelectronics N.V. shares on May 16, 2014, the Record Date, to be entitled to attend and cast votes at the AGM of STMicroelectronics N.V. on June 13, 2014, but you do not need to block your shares from the Record Date until the AGM of the STMicroelectronics N.V. on June 13, 2014.



Signature:
Place:
Date:

This form must be received by the bank or intermediary at the latest on June 6, 2014 at 17:00 p.m. (CET)

APPENDIX III Voting instructions form

You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.

The Annual General Meeting of Shareholders (the “AGM”) of STMicroelectronics N.V. will be held at hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands at 11:00 a.m. (CET) on Friday, June 13, 2014

The undersigned shareholder,

<i>(name)</i>
<i>(address)</i>
<i>(if applicable: legally represented by)</i>
<i>(account number with the account holder or intermediary)</i>
<i>(details of the account holder or intermediary)</i>
<i>(phone number of the account holder or intermediary)</i>

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of
(number) shares in STMicroelectronics N.V. , hereby authorises Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda (<i>Voting items</i>)	For	Against	Abstain
4b.	Adoption of the 2013 Financial Statements			
4c.	Allocation of the loss for our 2013 financial year			
4d.	Adoption of a dividend of US \$0.10 per common share in the second quarter of 2014 and a dividend of US \$0.10per common share in the third quarter of 2014			
4e.	Discharge of the sole member of our Managing Board for his management during the 2013 financial year			
4f.	Discharge of the members of our Supervisory Board for their supervision during the 2013 financial year			
5.	Appointment of Mr. Carlo Bozotti as the sole member of our Managing Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
6.	Approval of the stock-based portion of the compensation of our President and CEO			
7a.	Appointment of Mr. Didier Lombard as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
7b.	Appointment of Mr. Maurizio Tamagnini as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
7c.	Appointment of Mr. Jean d’Arthuys as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our			



	2017 AGM			
7d.	Appointment of Mr. Alessandro Rivera as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
7e.	Appointment of Mr. Jean-Georges Malcor as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
7f.	Appointment of Ms. Heleen Kersten as member of our Supervisory Board for a three-year term effective as of our 2014 AGM to expire at the end of our 2017 AGM			
8.	Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 and 2015 financial years			
9.	Delegation to our Supervisory Board of the authority to issue new shares, to grant rights to subscribe for shares and to limit and/or exclude existing shareholders' pre-emptive rights for a period of eighteen months			
10.	Authorization to our Managing Board, for eighteen month as of our 2014 AGM, to repurchase our shares, subject to the approval of our Supervisory Board			

Please note that if you do not record a vote in favor of or against one or more of the proposals listed above, your vote(s) will be considered an abstention with respect to the relevant proposal(s).

Please note that, to be entitled to attend and cast votes, you need to own your STMicroelectronics N.V. shares on May 16, 2014, the Record Date, but you do not need to block your shares from the Record Date until the AGM of STMicroelectronics N.V. on June 13, 2014.

Signature:
Place:
Date:

This form must be received by the bank or intermediary at the latest on June 6, 2014 at 17:00 p.m. (CET).