

Instructions to holders of ordinary shares in the share capital of STMicroelectronics NV traded on NYSE Euronext Paris / Milan Stock Exchange holding their shares through a securities account with a financial intermediary

STMICROELECTRONICS N.V.
ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 3, 2011

Shareholders holding STMicroelectronics NV ordinary shares on the Record Date (April 5, 2011) are entitled to attend and cast votes at the Annual General Meeting of Shareholders on May 3, 2011.

As shareholder holding STMicroelectronics NV ordinary shares through a securities account with a financial intermediary, you may vote your shares by following one of the two procedures described below:

1) Voting in person

If you wish to attend the Annual General Meeting of Shareholders 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 I**, duly completed on April 26, 2011 at 17.00 hours at the latest. Do not complete Appendix II.

2) Voting by proxy

If you do not wish to attend the Annual General Meeting of Shareholders, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your intermediary is in possession of **Appendix II**, duly completed, on April 26, 2011 at 17.00 hours at the latest. Do not complete Appendix I.

In both cases you must hold your shares on April 5, 2011, but your shares do not need to be blocked until the Annual General Meeting of Shareholders.

Amsterdam, March 17, 2011

On behalf of
STMicroelectronics N.V.

Netherlands Management Company B.V.
Registrar

Appendix I REQUEST FOR POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V.

This form must be received by your intermediary on April 26, 2011 at 17.00 hours CET, at the latest

Mr./Mrs./Miss will attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands on Tuesday May 3, 2011 at 11.00 a.m. CET.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	
I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a power of attorney in order to vote on behalf of Euroclear France S.A., for the number of STMicroelectronics N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 5, 2011.

(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at _____ on _____ 2011

Signature

Item 4b: Resolution 2. Adoption of a dividend of US \$ 0.40 per common share for our 2010 financial year

In favour
No. of shares:

Against

Abstention

Item 4c: Resolution 3. Discharge of the sole member of our Managing Board for his management during the 2010 financial year

In favour
No. of shares:

Against

Abstention

Item 4d: Resolution 4. Discharge of the members of the Supervisory Board for their supervision during the 2010 financial year

In favour
No. of shares:

Against

Abstention

Item 5: Resolution 5. Reappointment of the sole member of our Managing Board

In favour
No. of shares:

Against

Abstention

Item 6: Resolution 6. Approval of the stock-based portion of the compensation of the President and CEO

In favour
No. of shares:

Against

Abstention

Item 7: (Re)appointment of members of our Supervisory Board

Resolution 7a. Reappointment of Mr. Didier Lombard

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Resolution 7b. Reappointment of Mr. Tom de Waard

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Resolution 7c. Reappointment of Mr. Bruno Steve

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Resolution 7d. Appointment of Mr. Jean d'Arthuys

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Resolution 7e. Appointment of Mr. Jean-Georges Malcor

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Resolution 7f. Appointment of Mr. Alessandro Rivera

In favour

Against

Abstention

No. of shares:

Item 8: Resolution 8. Reappointment of PricewaterhouseCoopers Accountants N.V. as our Auditors

In favour

Against

Abstention

No. of shares:

Item 9: Resolution 9. Approval of the new three-year Stock-Based Compensation Plan for the members and professionals of our Supervisory Board

In favour

Against

Abstention

No. of shares:

Item 10: Resolution 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' preemptive rights

In favour

Against

Abstention

No. of shares:

Item 11: Resolution 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

In favour

Against

Abstention

No. of shares:

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 5, 2011.

(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at on 2011

Signature

This form must be received by your intermediary on April 26, 2011 at 17.00 hours, at the latest