

## 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 ("AGM") of STMicroelectronics N.V. (the "Company") will be held at the offices of the Company located at WTC, Tower H, 6th Floor, Schiphol Boulevard 265, 1118 BH Schiphol, the Netherlands at 11:00 a.m. CET on Wednesday, 17 June 2020

	dersigned shareholder,			
	ss)			
	icable: legally represented by)			
	nt number with the account holder or intermediary)			
	s of the account holder or intermediary)			
(phone number of the account holder or intermediary)				
	after referred to as the "Shareholder", acting in his/her capacity as holder of			ares in the
	of the Company, hereby authorises and instructs Euroclear France S.A. to vote the shares of the Share			
	enda for the AGM, in the manner set out below:			
No.	Agenda (Voting items)	For	Against	Abstain
4a.	Remuneration Report			
4b.	Adoption of the Remuneration Policy for the Supervisory Board			
4c.	Adoption of a new Remuneration Policy for the Managing Board			
4d.	Adoption of the Company's annual accounts for its 2019 financial year			
4e.	Adoption of a dividend			
4f.	Discharge of the sole member of the Managing Board			
4g.	Discharge of the members of the Supervisory Board			
4h.	Re-appointment of EY as external auditor for the 2020, 2021, 2022 and 2023 financial years			
5.	Approval of the stock-based portion of the compensation of the President & CEO			
6.	Appointment of Ms. Ana de Pro Gonzalo as member of the Supervisory Board			
7.	Appointment of Mr. Yann Delabrière as member of the Supervisory Board			
8.	Re-appointment of Ms. Heleen Kersten as member of the Supervisory Board			
9.	Re-appointment of Mr. Alessandro Rivera as member of the Supervisory Board			
10.	Re-appointment of Mr. Frédéric Sanchez as member of the Supervisory Board			
11.	Re-appointment of Mr. Maurizio Tamagnini as member of the Supervisory Board			
12.	Authorization to the Managing Board, until the conclusion of the 2021 AGM, to repurchase shares, subject to the approval of the Supervisory Board			
13a.	Regular delegation to the Supervisory Board of the authority to issue for general purposes 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, until the conclusion of the			
	2021 AGM			
13b.	Specific delegation for purposes of mergers and acquisitions to the Supervisory Board of the			
	authority, to issue new common shares, to grant rights to subscribe for such shares and to limit			
	and/or exclude existing shareholders' pre-emptive rights on common shares, until the conclusion of the 2021 AGM			
Dlease	note that if you do not record a vote in favour of or against one or more of the proposals listed above	a vour vot	a(s) will be	considered
	te in favour with respect to the relevant proposal(s).	e, your vot	e(s) will be	considered
	note that, to be entitled to attend and cast votes, you need to own your shares in the capital of the Co 120, the Record Date, <u>but you do not need to continue to hold your shares until the AGM on 17 June 20</u>		close of ma	rkets on 20
-	ire:			
Place:				
Date:				
inis fo	rm must be received by the bank or intermediary at the latest on 10 June 2020, 5:00 p.m. CET.			