



2019 Annual General Meeting of Shareholders STMicroelectronics N.V.

AGENDA

The Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “Company”) will be held on 23 May 2019 at 11:00 a.m. CET (the “AGM”) at the hotel Sofitel Legend The Grand Amsterdam, the Netherlands.

1. Opening
2. Report of the Managing Board on the Company’s 2018 financial year *(discussion item)*
3. Report of the Supervisory Board on the Company’s 2018 financial year *(discussion item)*
4. a) Implementation of the Remuneration Policy of the Managing Board *(discussion item)*
b) Adoption of the Company’s annual accounts for its 2018 financial year *(voting item)*
c) Adoption of a dividend *(voting item)*
d) Discharge of the sole member of the Managing Board *(voting item)*
e) Discharge of the members of the Supervisory Board *(voting item)*
5. a) Approval of the stock-based portion of the compensation of the President and CEO *(voting item)*
b) Approval of the special bonus of the President and CEO *(voting item)*
6. Re-appointment of Ms. Martine Verluyten as member of the Supervisory Board *(voting item)*
7. Re-appointment of Ms. Janet Davidson as member of the Supervisory Board *(voting item)*
8. Appointment of Ms. Claudia Bugno as member of the Supervisory Board *(voting item)*
9. Authorization to the Managing Board, until the conclusion of the 2020 AGM, to repurchase shares, subject to the approval of the Supervisory Board *(voting item)*
10. a) Regular delegation to the 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, until the conclusion of the 2020 AGM *(voting item)*
b) 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 2020 AGM *(voting item)*
11. Question time *(discussion item)*
12. Close

In accordance with article 30 paragraph 2 of the Company’s Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at the AGM will be those who were recorded as having those rights on 25 April, 2019 (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. This means that shareholders and other persons intending to attend the

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 the Company's annual accounts, which include the reports of the Managing Board and the Supervisory Board, the explanatory notes and the personal data of Ms. Verluyten, Ms. Davidson and Ms. Bugno (in connection with their proposed appointment as members of the Supervisory Board), as referred to in Section 2:142 subsection 3 of the Dutch Civil Code in respect of the candidates for the Supervisory Board, as well as the other information included pursuant to law, will be deposited for inspection by shareholders and other persons entitled to attend the AGM at the Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of 27 March, 2019 up to and including the date of the AGM. These documents will also be available on the Company's website www.st.com.