

## Instructions for Euroclear France S.A. participants

Attn. Corporate Actions Department

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

Date April 26, 2013

Subject 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 of STMicroelectronics N.V. will be held on June 21, 2013 at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. The meeting will begin at 11.00 AM local time and all shareholders of STMicroelectronics N.V. are invited to attend the meeting. The agenda for the meeting is as follows.

1. Opening
2. Report of the Managing Board on our 2012 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2012 financial year (*discussion item*)
4.
  - a. Adoption of our statutory annual accounts for our 2012 financial year (*voting item*)
  - b. Dividend policy (*discussion item*)
  - c.
    - (i) Allocation of result (*voting item*)
    - (ii) 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. Amendment of the compensation of the members of our Supervisory Board (*voting item*)
7. Appointment of members of our Supervisory Board:
  - a. Appointment of Janet G. Davidson as member of our Supervisory Board (*voting item*)
  - b. Appointment of Alessandro Ovi as member of our Supervisory Board (*voting item*)
8. Approval of our new four-year Unvested Stock Award Plan for the Management and Key Employees (*voting item*)
9. Authorization to our Managing Board, for eighteen months as of our 2013 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
10. Question time (*discussion item*)
11. 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 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 are deposited for inspection by shareholders and other persons entitled to attend the Annual General Meeting of Shareholders at STMicroelectronics N.V.'s offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 26, 2013 up to and including the date of the Annual General Meeting of Shareholders. These documents will also be available on STMicroelectronics N.V.'s website [www.st.com](http://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 Annual General Meeting of Shareholders, 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 24, 2013 (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 Annual General Meeting of Shareholders at the time of the Annual General Meeting of Shareholders.

This means that shareholders and other persons entitled to attend the Annual General Meeting of Shareholders need to own or derive their rights from the relevant Company shares on the Record Date, but they do not need to block the shares from the Record Date until the Annual General Meeting of Shareholders.

STMicroelectronics shares can be held in two ways:

- As registered shares (the shareholders are included in STMicroelectronics' 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 by post containing an invitation for the Annual General Meeting of Shareholders, 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 Annual General Meeting of Shareholders.

### **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 Annual General Meeting of Shareholder 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 Annual General Meeting of Shareholders 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 Annual General Meeting of Shareholders, 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 Annual General Meeting of Shareholders 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 Annual General Meeting of Shareholders 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 Annual General Meeting of Shareholders 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 14, 2013 at 17:00 hrs 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' 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 20, 2013 at 17:00 CET hours, at the latest.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost , 1100 DW Amsterdam Zuidoost, 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](mailto: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 Annual General Meeting of Shareholders 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 14, 2013, 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 14, 2013 at 23:59 hours CET at the latest.

TMF will request a confirmation of shareholding of the STMicroelectronics shares for shareholders holding shares through Euroclear France S.A. on the Record Date, which is May 24, 2013. You should send TMF this confirmation of shareholding on June 14, 2013 at 23:59 hrs 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 26, 2013  
Subject STMicroelectronics N.V. ("the Company") – Annual General Meeting of Shareholders  
Ref. Letter to shareholders

Dear Shareholder,  
Dear Sir/Madam,

The Annual General Meeting of Shareholders of STMicroelectronics N.V. will be held on June 21, 2013 at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. The meeting will begin at 11.00 AM local time and all shareholders of STMicroelectronics N.V. are invited to attend the meeting. The agenda for the meeting is as follows.

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  - b. Dividend policy (*discussion item*)
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    - (i) Allocation of result (*voting item*)
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  - 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. Amendment of the compensation of the members of our Supervisory Board (*voting item*)
7. Appointment of members of our Supervisory Board:
  - a. Appointment of Janet G. Davidson as member of our Supervisory Board (*voting item*)
  - b. Appointment of Alessandro Ovi as member of our Supervisory Board (*voting item*)
8. Approval of our new four-year Unvested Stock Award Plan for the Management and Key Employees (*voting item*)
9. Authorization to our Managing Board, for eighteen months as of our 2013 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
10. Question time (*discussion item*)
11. Close

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 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 are deposited for inspection by shareholders and other persons entitled to attend the Annual General Meeting of Shareholders at the Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 26, 2013 up to and including the date of the Annual General Meeting of Shareholders. These documents will also be available on the Company's website [www.st.com](http://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 Company's offices at Schiphol, in the name of Euroclear France S.A.

It is noted that the persons entitled to attend and, to the extent applicable, cast votes at the Annual General Meeting of Shareholders will be those who were recorded as having those rights on May 24, 2013 (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 Annual General Meeting of Shareholders at the time of the Annual General Meeting of Shareholders, and from which the Company 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 Annual General Meeting of Shareholders 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 Annual General Meeting of Shareholders. Using this power of attorney, you or your representative will be able to attend the Annual General Meeting of Shareholders and exercise the voting right(s) attached to your shares.

If you are unable to attend the Annual General Meeting of Shareholders, 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 Annual General Meeting of Shareholders on June 21, 2013 will be conditional upon your ownership of shares on the Record Date, which is May 24, 2013.

Appendices II or III must be received by your intermediary (not by Euroclear France S.A.) on June 14, 2013 at 17.00 hours CET, at the latest.

You may also transfer your shares in your own name in order to get registered directly in the Company's shareholders' register kept at the Company'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 20, 2013 at 17.00 CET hours, at the latest.

Contact details of TMF are:

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

P.O. Box 23393, 1100 DW Amsterdam Zuidoost, 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.

### **SUMMARY**

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 II, duly completed, on June 14, 2013 at 17.00 hours CET at the latest. Do not complete Appendix III.

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 III, duly completed, on June 14, 2013 at 17.00 CET hours at the latest. Do not complete Appendix II.

**In both cases you must hold your shares on May 24, 2013, but your shares do not need to be blocked until the Annual General Meeting of Shareholders.**

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 OF STMICROELECTRONICS N.V.**

This form must be received by your intermediary on June 14, 2013 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 Friday, June 21, 2013 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 May 24, 2013.  
*(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)*

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2013

\_\_\_\_\_  
Signature







**Item 6: Resolution 7. Amendment of the compensation of the members of our Supervisory Board**

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

**Item 7a: Resolution 8. Appointment of Ms. Janet Davidson as member of our Supervisory Board**

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

**Item 7b: Resolution 9. Appointment of Mr. Alessandro Ovi as member of our Supervisory Board**

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

**Item 8: Resolution 10. Approval of our new four-year unvested stock award plan for the Management and Key Employees**

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

**Item 9: Resolution 11. Authorization to our Managing Board, for eighteen months as of our 2013 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 May 24, 2013.

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

Executed at

on

2013

\_\_\_\_\_  
Signature