



STMicroelectronics N.V. (the "Company")
2020 Annual General Meeting of Shareholders (the "AGM")

EXPLANATORY NOTES

The Supervisory Board proposes:

Agenda item 2 - Discussion item

Shareholders are invited to discuss the report of the Managing Board on the 2019 financial year and the explanations regarding the deviations from the Dutch Corporate Governance Code. This agenda item is a non-voting item. In respect of this item reference is made to the Report of the Managing Board included in chapter 3 of the 2019 annual accounts and the deviations from the Dutch Corporate Governance Code included in chapter 5 of the 2019 annual accounts. The 2019 annual accounts are published on the Company's website.

Agenda item 3 - Discussion item

Shareholders are invited to discuss the report of the Supervisory Board on the 2019 financial year. This agenda item is a non-voting item. In respect of this item reference is made to the Report of the Supervisory Board included in the 2019 annual accounts in chapter 4. The 2019 annual accounts are published on the Company's website.

Agenda item 4-a - Voting item

In accordance with section 2:135b (2) of the Dutch Civil Code, the remuneration report for the Managing Board and the Supervisory Board will be discussed and be put to an advisory vote by the shareholders. In respect of this item reference is made to the Report of the Supervisory Board as well as other information on remuneration included in the 2019 annual accounts in paragraph 4.8.1 (with respect to the Supervisory Board) and 4.8.3 (with respect to the Managing Board). The 2019 annual accounts are published on the Company's website.

Agenda item 4-b - Voting item

The Supervisory Board proposes to adopt the Company's remuneration policy for the members of the Supervisory Board with effect from the 2020 financial year to comply with new legislation that was recently introduced into Dutch corporate law pursuant to the Dutch implementation of the revised shareholder rights directive. The policy contains the existing remuneration practices for the Supervisory Board.

Consistent with the recently introduced requirements of article 2:135a(2) of the Dutch Civil Code, the remuneration policy for the Supervisory Board shall be put to a vote at a General Meeting at least once every four (4) years.

Agenda item 4-c - Voting item

The Supervisory Board proposes to amend the Company's remuneration policy for the Managing Board. The existing remuneration policy and remuneration practices are not materially different from the amended remuneration policy for the Managing Board that is now being proposed for adoption. However, due to the Dutch implementation of the revised shareholder rights directive, certain refinements and additions to the current policy are proposed in order to comply with the new legislation.

The Supervisory Board requests to adopt the updated remuneration policy for the Management Board with effect from the 2020 financial year. Consistent with the recently introduced requirements of section 2:135a(2) of the Dutch Civil Code, the remuneration policy for the Management Board shall be put to a vote at a General Meeting at least once every four (4) years.

Agenda item 4-d - Voting item

To adopt the annual accounts for the 2019 financial year, as drawn up by the Managing Board, examined and audited by the Company's independent external auditors, Ernst and Young Accountants LLP, and approved by the Supervisory Board. The annual accounts, which include the reports of the Managing Board and the Supervisory Board, have been prepared in English consistent with prior practice, and in accordance with IFRS Accounting Standards as adopted by the European Union, as IFRS constitute the Company's statutory reporting standards.

Agenda item 4-e - Voting item⁽¹⁾

To distribute, in line with the Company's Dividend Policy, a quarter dividend in cash of:

- US\$ 0.042 per common share in the second quarter of 2020,
- US\$ 0.042 per common share in the third quarter of 2020,
- US\$ 0.042 per common share in the fourth quarter of 2020, and
- US\$ 0.042 per common share in the first quarter of 2021.

Furthermore, if this voting item is adopted, in September 2020, the Supervisory Board intends to decide (and is authorized by the AGM to decide) whether or not to distribute a dividend of (together with the aggregate of the quarter dividends per common share described above) up to US\$ 0.24 per common share in one or more instalments, to be charged against the 2019 net profits reserved by the Company. If the Supervisory Board indeed decides, in September 2020, to distribute such a dividend, the Company will announce such decision in due course,

⁽¹⁾ For practical purposes the agenda and the explanatory notes refer to dividend to reflect either dividend distributions or distributions out of the freely distributable reserves of the company.

together with the amount of the dividend as well as the ex-dividend date(s) and payment date(s).

Shareholders' information:

Information on the ex-dividend dates, the record dates and the payment dates regarding the quarter dividend distributions referred to above, if adopted by the General Meeting of Shareholders, is included in Annex A to these explanatory notes.

Agenda item 4-f - Voting item

To discharge the sole member of the Managing Board for his management during the 2019 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the sole member of the Managing Board is separately adopted as agenda item.

Agenda item 4-g - Voting item

To discharge the members of the Supervisory Board for their supervision during the 2019 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the members of the Supervisory Board is separately adopted as agenda item.

Agenda item 4-h – Voting item

To re-appoint EY as external auditor for the 2020, 2021, 2022 and 2023 financial years.

Shareholders' information:

It is proposed to re-appoint EY as the Company's external auditor for the 2020, 2021, 2022 and 2023 financial years. The proposal to re-appoint EY is made by the Supervisory Board following the recommendation of the Audit Committee of the Supervisory Board. The decisive factors to recommend EY include continuity in the Company's external audit, the strong track record of the EY team, and the audit approach of EY.

Agenda item 5 - Voting item

To approve that the Supervisory Board grants to Mr. Jean-Marc Chery up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2020 as the President and CEO, whereby the vesting of such Unvested Stock Awards will be tied

to company performance, according to predetermined and quantifiable criteria to be fixed by the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders and other stakeholders.

Shareholders' information:

The granting of Unvested Stock Awards is in accordance with the proposed remuneration policy for the managing Board and are intended to provide an incentive to the President and CEO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 100,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable criteria as determined by the Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are usually based on business and financial results of the Company as compared to a benchmark of selected semiconductor companies over a 12-month period and/or the predetermined annual budget. The stock awards (if any) will vest over a three-year period as follows: 32% one year, a further 32% two years and the remaining 36% three years, respectively, after the date of the grant as defined by the plan, subject to Mr. Chery's continued service at the Company (subject to the acceleration provisions in the event of a change of control).

In respect of this item reference is made to the Report of the Supervisory Board and more specifically to the Remuneration report, included in the 2019 annual accounts in paragraph 4.8.3, where past performance under this plan can be viewed. The 2019 annual accounts are published on the Company's website.

Agenda item 6 - Voting item

To appoint Ms. Ana de Pro Gonzalo as a member of the Supervisory Board for a three-year term effective as of the 2020 AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Ms. Ana de Pro Gonzalo (51 years old | Spanish nationality)

Ana de pro Gonzalo is chief financial officer of Amadeus IT Holding (a world leading technology provider and transaction processor for the global travel and tourism industry), with global responsibility for financial management and control for the Amadeus group. She was appointed in this role in February 2010 and is also a member of the Amadeus executive management team. From 2002 to 2010, Ms. De Pro Gonzalo was corporate general manager at Sacyr Vallehermoso and was instrumental in leading the international expansion of one of the major construction groups in the world. Reporting directly to the chairman, she was responsible for the areas of corporate development, investor relations, marketing, e-business and communication. From 1994 to 2020, Ms. de pro Gonzalo was deputy general manager and finance director at Metrovacesa, and from 1990 to 1994 she was a senior auditor at Arthur Andersen. Since June 2019, Ms. de Pro Gonzalo is an independent member of the Global Steering Group for Impact Assessment (Consejo Aesor Nacional Español) and, since October 2019, she is also an independent non-executive director for National Express Group PLC. Ms. de Pro Gonzalo holds a BSc in Business Studies, specializing in Auditing, from Universidad Complutense de Madrid, and completed IESE

Business School' general management executive program. Ms. De Pro Gonzalo does not own any common shares in the Company's share capital.

The appointment of Ms. Ana de Pro Gonzalo as member of the Supervisory Board is being proposed on the basis of her specific *financial and technical expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required* to adequately perform the activities as member of the Supervisory Board.

Agenda item 7 - Voting item

To appoint Mr. Yann Delabrière as a member of the Supervisory Board for a three-year term effective as of the 2020 AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Mr. Yann Delabrière (69 years old | French nationality)

Yann Delabrière is the chief executive officer and president of Idemia, a global leader in augmented identity, after having joined the company in May 2017 as non-executive director and then chairman of the board from January 2018 until his appointment as CEO in October 2018. Mr. Delabrière began his career with the French Court of Auditors before working in the French Foreign Trade Ministry from 1981 to 1983. He served as chief financial officer for COFACE, from 1983 to 1987, and for Printemps (a retail group, now Kering) as group CFO from 1987 to 1990. In 1990, he joined PSA Peugeot Citroën as chief finance officer and, in 1998, he joined the newly created executive committee of the group and, in parallel of his position as CFO, became chairman and chief executive officer of PSA's consumer finance unit, Banque PSA Finance. From February 2007 until July 2016, Mr Delabrière was the chief executive officer of Faurecia, and the chairman of its board of directors until May 2017. He was appointed in April 2017 advisor to the board and then in June 2017 chief executive officer of Zodiac Aerospace and oversaw the sale to Safran group in February 2018. Mr. Delabrière has been the lead independent director of Alstom since March 2017 and served as non-executive director and chairman of the audit committee of Cap Gemini from 2004 to May 2018, and as non-executive director of Société Générale from 2012 to 2016. Mr. Delabrière holds a PhD in Mathematics having graduated from the École Normale Supérieure and the École Nationale d'Administration. He is also a Chevalier de la Légion d'Honneur (Knight of the Legion of Honor) and Officier de l'Ordre National du Mérite (Officer of the National Order of Merit). Mr. Delabrière does not own any common shares in the Company's share capital.

The appointment of Mr. Yann Delabrière as member of the Supervisory Board is being proposed on the basis of his specific *expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required* to adequately perform the activities as member of the Supervisory Board.

Agenda item 8 - Voting item

To appoint Ms. Heleen Kersten as a member of the Supervisory Board, for a three-year term effective as of the AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Ms. Heleen Kersten (54 years old | Dutch nationality)

Ms. Heleen Kersten has been a member of our Supervisory Board since June 2014. She serves on our Supervisory Board's Audit Committee and Compensation Committee and chairs its Nominating and Corporate Governance Committee. Ms. Kersten is a partner at Stibbe in Amsterdam, where she held the position of managing partner from 2008 to 2013. Stibbe is a Benelux law firm with offices in Amsterdam, Brussels, Luxembourg, London, New York and Dubai. She began her career in 1989 with Stibbe before joining Davis Polk in New York and London (1992-1993). After her return to Stibbe Amsterdam, she rose through the ranks to become a partner in 1997. As a member of the Bar of Amsterdam since 1989, Ms. Kersten specializes in mergers and acquisitions, equity capital markets, corporate law and corporate governance. Ms. Kersten was a supervisory board member of the Dutch listed bank Van Lanschot N.V. until May 2015 and the Chairman of the supervisory board of Egeria Investment B.V. until April 2016. She is currently Chairman of the board of the Dutch Red Cross (*Vereniging Het Nederlandse Rode Kruis*), since January 2020, and a supervisory board member of the Rijksmuseum (Stichting Het Rijksmuseum), since 2015. She is also a board member of the Foundation Donors of the Royal Concertgebouw Orchestra (Stichting *Donateurs Koninklijk Concertgebouworkest*), since 2010. Ms. Kersten holds master's degrees in Dutch law and tax law, both from Leiden University in the Netherlands.

The re-appointment of Ms. Kersten as member of the Supervisory Board is being proposed on the basis of her specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 9 - Voting item

To appoint Mr. Alessandro Rivera as a member of the Supervisory Board for a three-year term effective as of the AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Mr. Alessandro Rivera (49 years old | Italian nationality)

Mr. Alessandro Rivera has been a member of our Supervisory Board since May 2011. Mr. Rivera serves on our Supervisory Board's Strategic Committee and Nominating and Corporate Governance Committee. Prior to his appointment as Director General of the Treasury in August 2018, Mr. Rivera was the Head of Directorate IV "Financial Sector Policy and Regulation Legal Affairs" at the Department of the Treasury, Ministry of Economy and Finance, from 2008 to 2018. He served as Head of Unit in the Department of the Treasury from 2000 to 2008 and was responsible for a variety of policy matters: financial services and markets, banking foundations, accounting, finance, corporate governance and auditing. Since 2008, Mr. Rivera has been the Government representative in the "Consiglio Superiore" of the Bank of Italy, and in the Financial Services Committee. Since 2013 he has been a member of the board of

directors and compensation committee of Cassa Depositi e Prestiti. Since 2017, he is also the chairman of SGA S.p.A. From 2011 to 2014 he was a member of the board of directors and compensation committee of Poste Italiane S.p.A. From 2008 to 2011 he was a member of the European Securities Committee. He was a member of the Accounting Regulatory Committee from 2002 to 2008 and a member of the Audit Regulatory Committee from 2005 to 2008. He served on the board of Italia Lavoro S.p.A. from 2005 to 2008 and was a member of the audit committee and the compensation committee. Mr. Rivera was also the chairman of the audit committee of the “Fondo nazionale di garanzia degli intermediari finanziari” (Italian investor compensation scheme) from 2003 to 2008. From 2001 to 2010, he was the Project Leader and Deputy Project Leader in several twinning projects with Eastern European Countries (the Russian Federation, the Czech Republic, Lithuania, and Bulgaria). He also served on the board of Mediocredito del Friuli — Venezia Giulia S.p.A from 2001 to 2003.

The re-appointment of [Mr. Rivera] as member of the Supervisory Board is being proposed on the basis of his specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 10 - Voting item

To appoint Mr. Frédéric Sanchez as a member of the Supervisory Board for a three-year term effective as of the AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Mr. Frédéric Sanchez (59 years old | French nationality)

Mr. Frédéric Sanchez has been a member of our Supervisory Board since June 2017. He serves on our Supervisory Board's Compensation Committee, Strategic Committee and Nominating and Corporate Governance Committee. Mr. Sanchez is the chairman of the executive board of Fives, an industrial engineering group with heritage of over 200 years of engineering excellence and expertise. Fives designs and supplies machines, process equipment and production lines for the world's largest industrial groups in various sectors such as aluminum, steel, glass, automotive, logistics, aerospace, cement and energy, in both developing and developed countries. Mr. Sanchez started his career in 1985 with Renault in Mexico, then in the USA. In 1987 he became a mission manager at Ernst & Young. In 1990 he joined Fives-Lille group, in which he held various positions before being appointed chief financial officer in 1994 and becoming chief operating officer in 1997. In 2002, the “Compagnie de Fives-Lille” (renamed Fives in 2007) became a company with a management board and supervisory board chaired by Mr. Sanchez. In 2018, Fives became a French simplified joint stock company (*société par actions simplifiée*) and Mr. Sanchez its chairman and CEO. Within MEDEF (French Business Confederation), Mr. Sanchez is President of MEDEF International and President of the Council of Entrepreneurs France-Vietnam, France-Cambodia and France-Saudi Arabia and UAE. Mr. Sanchez is also a member of the Supervisory Board of Mirion, an administrator of Thea, Primagaz and Bureau Veritas and honorary co-president of the Alliance Industrie du

Futur. Mr. Sanchez graduated from HEC Business School (1983) and Sciences-Po Paris (1985) and he also holds a Master Degree in Economics from Université Paris-Dauphine (1984).

The appointment of Mr. Sanchez as member of the Supervisory Board is being proposed on the basis of his specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 11 - Voting item

To appoint Mr. Maurizio Tamagnini as a member of the Supervisory Board for a three-year term effective as of the AGM to expire at the end of the 2023 AGM.

Shareholders' information:

Mr. Maurizio Tamagnini (54 years old | Italian nationality)

Mr. Maurizio Tamagnini has been a member of our Supervisory Board since June 2014 and has been its Vice Chairman since June 2017. He was the Supervisory Board's Chairman from 2014 until June 2017. Mr. Tamagnini serves on our Supervisory Board's Nominating and Corporate Governance Committee, Compensation Committee and Strategic Committee. Mr. Tamagnini is currently Chief Executive Officer of FSI Sgr Spa, an asset management company participated, with a significant stake, among others, by Cassa depositi e prestiti Spa (CDP), which is 82.7% controlled by the Italian Government. FSI Sgr Spa manages "FSI I", a private equity closed-end fund with approximately €1.4 billion capital endowment, specialized on growth equity investments in Italian midmarket companies with development potential. Until April 2019, he was non-executive Chairman of FSI Investimenti Spa, which is controlled 77% by CDP. Until March 2016, Mr. Tamagnini was Chief Executive Officer and Chairman of the Investment Committee of Fondo Strategico Italiano Spa (now CDP Equity Spa), an investment company controlled by CDP. Until 21 April 2016, he was Chairman of the Joint Venture between CDP Equity and Qatar Holding (IQ Made in Italy Investment Company Spa) with capital endowment of up to €2 billion in total for investments in the food, brands, furniture & design and tourism sectors. He was previously Southern European Manager of the Corporate & Investments Banking division of Bank of America Merrill Lynch and a member of the Executive Committee of Bank of America Merrill Lynch for the EMEA region. Mr. Tamagnini has gained over 25 years of experience in the financial sector specializing in the areas of Corporate Finance, Private Equity, Debt and Equity. Mr. Tamagnini is also a member of the International Advisory Board of BIDMC Harvard Medical School. He holds a degree in International Monetary Economics from Bocconi University in Milan and has also studied at the Rensselaer Polytechnic Institute — Troy in New York, USA.

The re-appointment of Mr. Tamagnini as member of the Supervisory Board is being proposed on the basis of his specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 12 - Voting item

To authorize the Managing Board to acquire for a consideration on a stock exchange or otherwise up to such a number of fully paid-up common shares and/or preference shares in the Company's share capital as is permitted by law and the Articles of Association as per the moment of such acquisition for a price:

- (i) per common share which at such moment is within a range between the par value of a common share and 110% of the average of the highest share price per common share on each of the five trading days prior to the purchase date on respectively Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever average at such moment is the highest; and
- (ii) per preference share which is equal to the par value of a preference share increased with an amount equal to the accrued but unpaid dividend on such preference share per the relevant repurchase date calculated in accordance with article 37 paragraph 2 sub e of the Company's Articles of Association;

all subject to the approval of the Supervisory Board, until the conclusion of the 2021 AGM.

Shareholders' information:

During the 2019 AGM, the Managing Board, subject to the approval of the Supervisory Board, was authorized to repurchase shares for a period until the 2020 AGM. We propose to renew this authorization through the conclusion of the 2021 AGM. This authorization is requested to offer the Managing Board with the approval of the Supervisory Board the possibility to repurchase, when it is in the best interest of the Company's shareholders and other stakeholders for creating long term value, a number of fully paid-up ordinary and/or preference shares, within the limit of the Articles of Association (which is set at 10% of the Company's issued share capital).

Agenda item 13a - Voting item

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 2021 AGM.

Shareholders' information:

To delegate to the Supervisory Board the authority to resolve: (i) upon the issuance of common and preference shares in the Company's share capital or to grant rights to subscribe for common and preference shares in the Company's share capital, up to a maximum of 10% of the Company's issued common share capital, as per 31 December 2019, but not exceeding the limits of the authorized share capital, and without limitation for preference shares; (ii) upon the terms and conditions of an issuance of common and preference shares; and (iii) upon

limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares or rights to subscribe for such shares, until the conclusion of the 2021 AGM.

Agenda item 13b - Voting item

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 2021 AGM.

Shareholders' information:

In addition to the delegation proposed under agenda item 13-a, to delegate to the Supervisory Board the authority to resolve: (i) upon the issuance of common shares in the Company's share capital or to grant rights to subscribe for common shares in the Company's share capital, up to an additional 10% of the Company's issued common share capital, as per 31 December 2019, in case of mergers and acquisitions, but not exceeding the limits of the authorized share capital; (ii) upon the terms and conditions of an issuance of common shares; and (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares or rights to subscribe for such shares, all through the conclusion of the 2021 AGM.

Annex A

The table below summarizes the full schedule for the quarter dividends:

Quarter	Ex-dividend Date	Global Record Date	Payment Date in Europe	NYSE Payment Date: on or after	Transfer between New York and Dutch registered shares restricted:	
					From End of Business in Europe on:	Until Open of Business in NY on:
Q2 2020	22-Jun-20	23-Jun-20	24-Jun-20	30-Jun-20	22-Jun-20	24-Jun-20
Q3 2020	21-Sep-20	22-Sep-20	23-Sep-20	29-Sep-20	21-Sep-20	23-Sep-20
Q4 2020	14-Dec-20	15-Dec-20	16-Dec-20	22-Dec-20	14-Dec-20	16-Dec-20
Q1 2021	22-Mar-21	23-Mar-21	24-Mar-21	30-Mar-21	22-Mar-21	24-Mar-21