



2025 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 28 May 2025 at 11:00 a.m. CEST (the “AGM”) at the Hotel Sofitel Legend The Grand Amsterdam, the Netherlands (Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands), to discuss and vote on the following agenda:

1. Report of the Managing Board on the Company’s 2024 financial year (*discussion item*)
2. Report of the Supervisory Board on the Company’s 2024 financial year (*discussion item*)
3. Remuneration Report (*advisory vote*)
4. Adoption of the Company’s annual accounts for its 2024 financial year (*voting item*)
5. Adoption of a dividend (*voting item*)
6. Discharge of the members of the Managing Board (*voting item*)
7. Discharge of the members of the Supervisory Board (*voting item*)
8. Adoption of the remuneration for the members of the Supervisory Board (*voting item*)
9. Approval of the stock-based portion of the compensation of the President and CEO (*voting item*)
10. Approval of the stock-based portion of the compensation of the President and CFO (*voting item*)
11. Appointment of Mr. Werner Lieberherr as member of the Supervisory Board (*voting item*)
- [11.b Appointment of Ms. Simonetta Acri as member of the Supervisory Board \(*voting item*\)](#)
12. Re-appointment of Ms. Ana de Pro Gonzalo as member of the Supervisory Board (*voting item*)
13. Re-appointment of Ms. Hélène Vletter van Dort as member of the Supervisory Board (*voting item*)
14. Appointment of PricewaterhouseCoopers Accountants N.V. as the Company’s external auditor for the financial years 2026-2029 (*voting item*)
15. Appointment of PricewaterhouseCoopers Accountants N.V. to audit the Company’s sustainability reporting for the financial years 2026-2027, to the extent required by law (*voting item*)
16. Authorization to the Managing Board, until the conclusion of the Company’s 2026 Annual General Meeting, to repurchase shares, subject to the approval of the Supervisory Board (*voting item*)
17. Delegation 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 Company’s 2026 Annual General Meeting (*voting item*)

18. Question time (*discussion item*)

In accordance with Dutch law and article 30.2 of the Company's Articles of Association, 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 30 April 2025 at close of markets (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 general meetings of shareholders of the Company at the time of the AGM. This means that registered shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

Copies of this convocation, the agenda and the explanatory notes to the agenda for the AGM, the statutory annual accounts for the financial year 2024, the accompanying reports of the Managing Board and Supervisory Board, as well as the other information required by law are 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 2025 up to and including the date of the AGM. Copies of these documents are available for shareholders and other persons entitled to attend the AGM free of charge. These documents are also available on the Company's website www.st.com as of that same date.