



Supplement to the Agenda for the 2019 Annual General Meeting of Shareholders

STMicroelectronics N.V.

On 27 March 2019, STMicroelectronics N.V. (the "Company") convened its Annual General Meeting of Shareholders (the "2019 AGM"), to be held on 23 May 2019 at 11:00 a.m. (CET) at the hotel Sofitel Legend The Grand, Amsterdam, the Netherlands. This is a supplement to the agenda for the 2019 AGM (the "Agenda") and includes explanatory notes relating to such supplement.

The Agenda contained, as item 8, a voting item for the appointment of Ms. Claudia Bugno as member of the Company's Supervisory Board (the "Supervisory Board"). As indicated by the Company in its press release of 3 April 2019, Ms. Bugno informed the Company, after the AGM was already convened, that she would no longer be available for appointment to the Supervisory Board as initially contemplated by the Agenda.

Since 3 April 2019, the Company considered various alternatives, including whether or not to propose a different candidate for appointment as a new member of the Supervisory Board, in order to serve instead of Ms. Bugno. This process has led to a nomination by the Supervisory Board of Ms. Lucia Morselli for appointment to the Supervisory Board at the 2019 AGM, for a three-year term to expire at the end of the 2022 Annual General Meeting of Shareholders, replacing Mr. Salvatore Manzi.

Ms. Lucia Morselli (62 years old | Italian nationality)

Lucia Morselli is a member of the board of directors and President of the Related Party Committee and member of the Audit Committee of Telecom Italia. She is a member of the board of directors of EssilorLuxottica (Paris), of Sisal S.p.A., and member of the advisory board of Veneranda Fabbrica del Duomo di Milano. She is also in charge of the degree course in Economics of the Link Campus University (Rome). Ms. Morselli graduated with the highest grades in Mathematics at the University of Pisa. She completed a PhD in Mathematical Physics at the University of Rome and she holds two master degrees, the first one in Business Administration at the University of Turin and the second one in European Public Administration at the University of Milan. She started her career at Olivetti as an assistant to the CFO; from 1985 to 1990 she was senior manager Strategic and Manufacturing Service with Accenture; from 1990 to 1995 she was CFO of the Aircraft Division at Finmeccanica S.p.A. Subsequently she was CEO of Telepiù Group (1995-1998), of News Corporate Europe and Stream (Sky) S.p.A. (1998-2003), of Tecnosistemi S.p.A. (2004), of Mikado S.p.A. and Compagnia Finanziaria S.p.A. (2009), of Bioera S.p.A. (2010-2011), of Berco Group (2013-2014), of Acciai Speciali Terni (2014-2016) and of Acciaitalia spa (2016). She also served as chairman of the board and CEO of Magiste International SA (2006), and of Scorpio Shipping Group Ltd (2011-2013). She was a member of the board of directors of NDS

(2004-2005) and IPI S.p.A. (2007-2008). In 2003 she funded the consulting firm Franco Tatò & Partner. Since 2009 she has been a member of the advisory board (restructuring fund) of DGPA & TATO' Investment Fund. Ms. Morselli does not own any common shares in the Company's share capital.

The appointment of Ms. Lucia Morselli 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.

The Agenda is supplemented and, as necessary, deemed amended by virtue of this supplement, such that (i) Ms. Bugno's appointment shall not be put to a vote at the 2019 AGM and (ii) instead, the appointment of Ms. Morselli shall be put to a vote as a voting item at the 2019 AGM as part of the (supplemented and updated) Agenda.

The Supervisory Board
9 April 2019