



APPENDIX III Voting instructions form, supplemented Agenda

You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.

The Annual General Meeting of Shareholders (“AGM”) of STMicroelectronics N.V. (the “Company”) will be held at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam the Netherlands at 11:00 a.m. CET on Thursday, 23 May 2019

The undersigned shareholder,
 (name)
 (address)
 (if applicable: legally represented by)
 (account number with the account holder or intermediary)
 (details of the account holder or intermediary)
 (phone number of the account holder or intermediary)
 hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of (number)
 shares in the capital of the Company, hereby authorises and instructs Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda (Voting items)	For	Against	Abstain
4b.	Adoption of the Company's annual accounts for its 2018 financial year			
4c.	Adoption of a dividend			
4d.	Discharge of the sole member of the Managing Board			
4e.	Discharge of the members of the Supervisory Board			
5a.	Approval of the stock-based portion of the compensation of the President and CEO			
5b.	Approval of the special bonus of the President and CEO			
6.	Re-Appointment of Ms. Martine Verluyten as member of the Supervisory Board			
7.	Re-appointment of Ms. Janet Davidson as member of the Supervisory Board			
8.	Appointment of Ms. Lucia Morselli as member of the Supervisory Board			
9.	Authorization to the Managing Board, until the conclusion of the 2020 AGM, to repurchase shares, subject to the approval of the Supervisory Board			
10a	Regular delegation to the Supervisory Board of the authority to issue for general purposes new common and preference shares up to a maximum of 10% of the Company's issued common share capital as per December 31, 2018, 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			
10b	Specific delegation for purposes of mergers and acquisitions to the Supervisory Board of the authority, to issue new common shares up to another 10% of the Company's issued common share capital as per December 31, 2018, 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			

Please note that if you do not record a vote in favour of or against one or more of the proposals listed above, your vote(s) will be considered as a vote in favour with respect to the relevant proposal(s).

Please note that, to be entitled to attend and cast votes, you need to own your shares in the capital of the Company at close of markets on 25 April 2019, the Record Date, but you do not need to continue to hold your shares until the AGM on 23 May 2019.

Signature:

Place:

Date:

This form must be received by the bank or intermediary at the latest on 16 May 2019, 5:00 p.m. CET.