

**Minutes of the Annual General Meeting of Shareholders of STMicroelectronics N.V.,
held on May 3, 2011 at 11:00 a.m. at the Sofitel The Grand Hotel in Amsterdam**

1. Opening

Mr. Antonino Turicchi, Chairman of the Supervisory Board and Chairman of the meeting, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**') and extended a welcome to all shareholders and other persons entitled to attend the meeting. He also welcomed his fellow members of the Supervisory Board, Mr. Bruno Steve, Mr. Tom de Waard, Mr. Doug Dunn, Mr. Raymond Bingham, Mr. Didier Lombard and Mr. Alessandro Ovi, and furthermore Mr. Carlo Bozotti, the Company's Chief Executive Officer and sole member of the Managing Board, Mr. Didier Lamouche, the Company's Chief Operating Officer, and Mr. Carlo Ferro, the Company's Chief Financial Officer, and finally the following guests:

- (a) Mr. Jean d'Arthuys and Mr. Alessandro Rivera, proposed members of the Supervisory Board;
- (b) Ms. Saskia Engel of Netherlands Management Company B.V., who acts as the Company's registrar in the Netherlands;
- (c) Mr. Remco Bosveld, the Company's legal counsel in the Netherlands; and
- (d) Mr. Paul Baart of PricewaterhouseCoopers Accountants N.V., the Company's independent external auditor.

The Chairman continued that, unfortunately, Mr. Gérald Arbola, Vice-Chairman of the Supervisory Board, and Mr. Jean-Georges Malcor, proposed member of the Supervisory Board, were unable to attend this meeting and had asked to be excused.

The Chairman stated for the record that the official language of the meeting was the English language.

The Chairman appointed Mr. Bosveld as the secretary of the meeting.

The Chairman informed the meeting that for the purpose of preparing the minutes of the meeting, the meeting would be recorded. Furthermore, he kindly requested the persons present to use the microphone available and to state their name and, if applicable, the shareholder they represented.

In connection with the orderly conduct of this meeting, the Chairman informed the meeting that during an agenda item only questions related to the specific agenda item could be asked.

The Chairman recorded that the meeting had been convened with due observance of all legal and statutory provisions as well as the provisions included in the articles of association of the Company. He continued that the notice to attend the meeting was published in NRC Handelsblad in the Netherlands, in Les Echos in France and in Il Sole 24 Ore in Italy on March 17, 2011.

The Chairman noted that all shareholders registered in the Company's shareholders' register were called by letters to their address as stated in the Company's shareholders' register.

The Chairman recorded that pursuant to Dutch law and in accordance with the articles of association of the Company, shareholders and other persons entitled to attend the Company's general meetings of shareholders who were registered as such on April 5, 2011, at the close of business were authorized to participate in and vote at the meeting without the obligation to have their shares blocked until the close of the meeting. He continued that registration for the meeting was possible until April 26, 2011.

For the record the Chairman stated that at the record date the total issued share capital of the Company amounted to EUR 946,837,117.20, divided into 910,420,305 common shares of EUR 1.04 each of which 28,710,803 were repurchased by the Company. He continued that each share entitled the holder thereof to cast one vote save for repurchased shares which did not entitle the Company to vote on those shares. In conclusion the Chairman noted that at the record date the number of voting rights amounted to 881,709,502.

The Chairman informed the meeting that the agenda, copies of the statutory annual accounts, which included the reports of the Managing and Supervisory Boards, the proposed resolutions, including shareholders' information and the personal data of Mr. Carlo Bozotti, proposed sole member of the Managing Board, the personal data of Mr. Didier Lombard, Mr. Tom De Waard, Mr. Bruno Steve, Mr. Jean d'Arthuys, Mr. Jean-Georges Malcor and Mr. Alessandro Rivera, proposed members of the Supervisory Board, as referred to in section 2:142 subsection 3 of the Dutch Civil Code, and the other information included pursuant to law were deposited for shareholders and other persons entitled to attend the meeting at the Company's offices at Schiphol Airport in the Netherlands as of March 17, 2011. The documents were also made available on the Company's website.

The Chairman recorded that according to the attendance list 473,636,139 shares were represented at the meeting. The Chairman was pleased to establish that 53.71 percent of the issued and outstanding share capital was represented at the meeting and that, as a consequence, decisions could validly be taken. The Chairman informed the meeting that according to the Company's records no usufructuaries or pledgees were registered who were entitled to vote on the Company's shares. Furthermore, the Chairman recorded that no depositary receipts of shares were issued with the Company's co-operation.

2. Report of our Managing Board on the 2010 financial year

The Chairman proceeded to the second item on the agenda, being the report of the Managing Board on the 2010 financial year. The Chairman noted that the report of the Managing Board was prepared in accordance with the Company's articles of association. He continued that the report was included in its entirety in the Company's

statutory annual accounts which were made available at the Company's offices at Schiphol Airport in the Netherlands as well as on the Company's website.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the Company's 2010 results and answer any questions concerning the Managing Board report that would arise.

Mr. Bozotti subsequently presented the Company's results over the 2010 financial year¹.

The Chairman thanked Mr. Bozotti for his presentation and gave the persons present the opportunity to ask questions regarding the Managing Board report and Mr. Bozotti's presentation.

Since there were no questions, the Chairman concluded the agenda item.

3. Report of our Supervisory Board on the 2010 financial year

The Chairman proceeded to the third item on the agenda, being the report of the Supervisory Board, which also included the remuneration report of the Supervisory Board, on the 2010 financial year. The Chairman continued that the report was included in the statutory annual accounts, which were deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present the opportunity to ask questions regarding the Supervisory Board report.

Since there were no questions, the Chairman concluded the agenda item.

4a. Adoption of our statutory annual accounts for our 2010 financial year

The Chairman moved on to the next item on the agenda, being the adoption of the statutory annual accounts for the 2010 financial year.

The Chairman informed the meeting that the Managing Board with due observance of legal and statutory provisions had prepared the Company's statutory annual accounts for the 2010 financial year. He continued that the statutory annual accounts, which included the reports of the Managing and Supervisory Boards, were prepared in English, consistent with the Company's prior practice and in accordance with IFRS Accounting Standards, as IFRS constituted the Company's statutory reporting standards, and were submitted to the Company's shareholders for adoption pursuant to Dutch law. The Chairman noted that the statutory annual accounts were audited by the Company's independent external auditors, PricewaterhouseCoopers Accountants N.V., and were approved by the Supervisory Board.

¹ The speech of Mr. Bozotti is included in the Company's annual report on pages 8 through 10.

The Chairman gave the persons present the opportunity to ask questions regarding the statutory annual accounts. For the record the Chairman informed the meeting that Mr. Baart of PricewaterhouseCoopers Accountants N.V. was available to answer any questions the persons present would have regarding his opinion with respect to the Company's statutory annual accounts as well as his audit activities.

Since there were no questions relating to this item of the agenda the Chairman proposed to adopt the Company's statutory annual accounts for the 2010 financial year, drawn up in the English Language.

473,432,028 votes (99.99%) were cast in favor of the proposal and 12,383 votes (0.01%) were cast against the proposal. There were 191,728 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4b. Adoption of a dividend of US \$0.40 per common share for our 2010 financial year

The Chairman proceeded to the next item on the agenda, being the adoption of a dividend of US \$0.40 per common share in four installments. The Chairman informed the meeting that according to the articles of association of the Company, the Supervisory Board, upon the proposal of the Managing Board, had the authority to determine what portion of the profits would be retained by way of reserve. He continued that in line with the Company's dividend policy as presented and discussed at the Company's Annual General Meeting of Shareholders in 2005, the Supervisory Board resolved – upon the proposal of the Managing Board – only to retain a certain part of the profits and to propose to the Company's general meeting of shareholders to distribute a dividend of US \$0.40 per common share in four installments.

The Chairman noted that the various record dates and payment dates relating to the distribution of the dividend were included as annex A to the proposed resolutions of the meeting which had been deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present the opportunity to ask questions regarding the proposed distribution.

Since there were no questions relating to the proposed distribution, the Chairman proposed to vote on the proposal.

473,594,308 votes (99.99%) were cast in favor of the proposal and 23,993 votes (0.01%) were cast against the proposal. There were 17,838 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association

of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4c. Discharge of the sole member of our Managing Board

The Chairman proceeded to the next item on the agenda, being the proposed discharge of the sole member of the Managing Board for his management during the 2010 financial year.

Before he put the proposal up for voting, the Chairman gave the persons present the opportunity to discuss and ask questions regarding the proposal.

Since there were no questions, the Chairman proposed to adopt the proposal.

468,255,654 votes (98.91%) were cast in favor of the proposal and 5,171,608 votes (1.09%) were cast against the proposal. There were 208,877 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

4d. Discharge of the members of our Supervisory Board

The Chairman moved on to the next item on the agenda, being the proposed discharge of the members of the Supervisory Board for their supervision on the management of the Managing Board during the 2010 financial year.

Before he put the proposal up for voting, the Chairman gave the persons present the opportunity to discuss and ask questions regarding the proposal.

Since there were no questions, the Chairman proposed to adopt the proposal.

468,250,951 votes (98.91%) were cast in favor of the proposal and 5,175,450 votes (1.09%) were cast against the proposal. There were 209,738 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

5. Reappointment of the sole member of our Managing Board

The Chairman proceeded to the next item on the agenda, being the re-appointment of the sole member of the Managing Board.

The Chairman informed the meeting that it is proposed to re-appoint Mr. Carlo Bozotti for a three-year term effective as of the Company's 2011 Annual General Meeting of Shareholders to expire at the end of the Company's 2014 Annual General Meeting of

Shareholders as the sole member of the Managing Board.

For the record the Chairman informed the meeting that information regarding Mr. Bozotti was included in the proposed resolutions which were deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present the opportunity to ask questions regarding the proposed re-appointment.

Since there were no questions relating to the agenda item, the Chairman proposed to adopt the proposal.

473,137,856 votes (99.94%) were cast in favor of the proposal and 290,057 votes (0.06%) were cast against the proposal. There were 208,226 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

6. Approval of the stock-based portion of the compensation of our President and CEO

The Chairman proceeded to the next item on the agenda, being the approval of the delegation to the Supervisory Board to grant the stock-based portion of the compensation of the Company's President and CEO.

The Chairman noted that the Supervisory Board proposed to approve the delegation to it of the power to grant Mr. C. Bozotti up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2011 as the Company's President and CEO, whereby the vesting of such Unvested Stock Awards would 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 the Company's shareholders.

The Chairman informed the meeting that the Unvested Stock Awards were intended to provide an incentive to the Company's President and CEO to increase his efforts for the success of the Company by offering him an opportunity to obtain or increase his proprietary interest in the Company through the vesting of the up to 100,000 Unvested Stock Awards to be granted to him, provided the performance conditions attached to vesting of such Awards are met.

The Chairman gave the persons present the opportunity to ask questions regarding the agenda item.

Since there were no questions, the Chairman proposed to adopt the proposal.

315,100,485 votes (66.56%) were cast in favor of the proposal and 158,315,932 votes (33.44%) were cast against the proposal. There were 219,722 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

7. (Re)appointment of members of our Supervisory Board

The Chairman moved on to the next item on the agenda, being the appointment and re-appointment of six members of the Supervisory Board.

The Chairman informed the meeting that it is proposed to re-appoint Mr. Didier Lombard, Mr. Tom de Waard and Mr. Bruno Steve and appoint Mr. Jean d'Arthuys, Mr. Jean-Georges Malcor and Mr. Alessandro Rivera each for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders as members of the Supervisory Board.

The Chairman noted for the record that in accordance with the provisions of Dutch law the requisite information regarding the proposed members of the Supervisory Board had been deposited at the Company's offices at Schiphol Airport in the Netherlands as well as posted on the Company's website.

The Chairman gave the persons present the opportunity to ask questions regarding the proposed appointments.

Since there were no questions relating to the agenda items, the Chairman proposed to adopt the proposals.

- 7a.** The Chairman proposed to re-appoint Mr. Didier Lombard as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

337,523,529 votes (71.27%) were cast in favor of the proposal and 136,041,094 votes (28.73%) were cast against the proposal. There were 71,516 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

- 7b.** The Chairman proposed to re-appoint Mr. Tom de Waard as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

316,738,676 votes (67.04%) were cast in favor of the proposal and 155,734,266 votes (32.96%) were cast against the proposal. There were 1,163,197 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

- 7c.** The Chairman proposed to re-appoint Mr. Bruno Steve as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

325,801,304 votes (68.96%) were cast in favor of the proposal and 146,679,500 votes (31.04%) were cast against the proposal. There were 1,155,335 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

- 7d.** The Chairman proposed to appoint Mr. Jean d'Arthuys as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

353,100,439 votes (74.56%) were cast in favor of the proposal and 120,458,272 votes (25.44%) were cast against the proposal. There were 77,428 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

- 7e.** The Chairman proposed to appoint Mr. Jean-Georges Malcor as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

469,916,335 votes (99.23%) were cast in favor of the proposal and 3,642,787 votes (0.77%) were cast against the proposal. There were 77,017 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

- 7f.** The Chairman proposed to appoint Mr. Alessandro Rivera as member of the Supervisory Board for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

352,878,292 votes (74.52%) were cast in favor of the proposal and 120,685,762 votes (25.48%) were cast against the proposal. There were 72,085 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

8. Appointment of PricewaterhouseCoopers Accountants N.V. as our Auditors

The Chairman proceeded to the next item on the agenda, being the re-appointment of PricewaterhouseCoopers Accountants N.V. as the Company's external auditors for a three-year term effective as of the 2011 Annual General Meeting of Shareholders to expire at the end of the 2014 Annual General Meeting of Shareholders.

Before he put the proposal up for voting, the Chairman gave the persons present the opportunity to ask questions regarding the proposal.

473,306,799 votes (99.94%) were cast in favor of the proposal and 293,679 votes (0.06%) were cast against the proposal. There were 35,661 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

9. Approval of the new three-year Stock-Based Compensation Plan for the members and professionals of our Supervisory Board

The Chairman proceeded to the next item on the agenda, being the approval of the new three-year Stock-Based Compensation Plan for the members and professionals of the Supervisory Board.

The Chairman informed the meeting that the Supervisory Board proposed to approve the new three-year Stock-Based Compensation Plan for the members and professionals of the Supervisory Board, which provided for the grant of up to 15,000 stock awards at a strike price of EUR 1.04 per stock award, corresponding to the par value of a common share, to each member of the Supervisory Board and of up to 7,500 stock awards at a strike price of EUR 1.04 per stock award to each professional of the Supervisory Board, and to delegate the authority to the Supervisory Board to issue and/or grant these stock awards to the members and professionals of the Supervisory Board as part of their compensation.

The Chairman continued that the new three-year Stock-Based Compensation Plan was intended to attract and retain suitable candidates for this demanding position in an international environment. He noted that the company strongly believed that the granting of Stock-Based Compensation to members of the Supervisory Board enabled better identification with shareholder interests and that Stock-Based Compensation

was conducive to attracting, incentivizing and retaining the most suitable candidates to accept service as members of the Supervisory Board, in light of worldwide practices in the semiconductor and technology industries.

The Chairman noted that the total compensation of the members of the Supervisory board is aimed at the (international) markets in which the Company operates.

For the record the Chairman informed the meeting that the Stock-Based Compensation for the members of the Supervisory Board did not fully comply with the Dutch Corporate Governance Code, however, this deviation was explained in the corporate governance chapter of the Company's annual report and that the deviation was approved by the Annual General Meeting of Shareholders in 2004 when approving the Corporate Governance Policy of the Company.

The Chairman gave the persons present the opportunity to ask questions regarding the proposal.

Since there were no questions, the Chairman proposed to adopt the proposal.

292,243,981 votes (61.73%) were cast in favor of the proposal and 181,170,972 votes (38.27%) were cast against the proposal. There were 221,186 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

10. Delegation to our Supervisory Board, for 3 years as of April 25, 2012, of the authority to issue new shares, to grant rights to subscribe for new shares and to limit and/or exclude existing shareholders' pre-emptive rights

The Chairman moved on to the next item on the agenda being the delegation to the Supervisory Board, for 3 years as of April 25, 2012, of the authority to issue new shares, to grant rights to subscribe for new shares and to limit and/or exclude existing shareholders' pre-emptive rights.

The Chairman noted that the Supervisory Board proposed to designate the Supervisory Board as the corporate body authorized to resolve upon (i) issuance of shares in the Company's share capital or grant rights to subscribe for common shares in the Company's share capital, up to a maximum of 10% of the Company's issued common share capital, as per December 31, 2011, increased with another 15% of the Company's issued common share capital, as per December 31, 2011 in case of mergers and acquisitions, (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 up on issuance of common shares, all for a three-year period as of April 25, 2012.

For clarity purposes the Chairman noted that the Supervisory Board's authority based

upon this delegation would not exceed the limits of the authorized share capital of the Company.

As background information the Chairman informed the meeting that during the Annual General Meeting of Shareholders in 2007 the Supervisory Board was designated for a five-year period as the authority empowered to decide upon the issue of new shares within the limits of our authorized capital referred to in article 3 of the articles of association of the Company. He continued that this decision was taken upon the recommendation of the Managing and Supervisory Boards in line with past Company practice with a view to allowing the Company to benefit from the best available conditions for its financing requirements as may be offered by international capital markets so as to best serve the Company's interest and that of all of its shareholders and other stakeholders in the most efficient manner as well as to issue of shares or the grants to subscribe for shares in respect of share based compensation for employees. The Chairman noted that it is proposed to renew such designation in favor of the Supervisory Board in the manner and for the period referred to above.

Before he put this proposal up for voting, the Chairman gave the persons present the opportunity to ask questions regarding the proposal.

Since there were no questions, the Chairman proposed to adopt the proposal.

321,774,185 votes (67.95%) were cast in favor of the proposal and 151,805,267 votes (32.05%) were cast against the proposal. There were 56,687 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

11. Authorization to our Managing Board, for eighteen months as of our 2011 AGM, to repurchase our shares, subject to the approval of our Supervisory Board

The Chairman proceeded to the next item on the agenda, being the authorization to 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 of the Company as per the moment of such acquisition – other than acquisition of shares pursuant to article 5 paragraph 2 of the Company's articles of association – 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 share price per common share on Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever 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, *mutatis mutandis* calculated in accordance with article 37 paragraph 2 sub e of the articles of association of the Company, all subject to the approval of the Supervisory Board, for

a period of eighteen months as of the date of the 2011 Annual General Meeting of Shareholders.

The Chairman informed the meeting that the authorization was requested to offer our Managing Board with the approval of the Supervisory Board the possibility to repurchase, when it is in the best interest of the Company, its shareholders and other stakeholders for creating long term value, a number of fully paid-up common and/or preference shares, within the limit of the articles of association of the Company (which is set at 10% of the issued share capital of the Company).

The Chairman gave the persons present the opportunity to ask questions regarding the proposal.

Since there were no questions, the Chairman proposed to adopt the proposal.

473,333,431 votes (99.95%) were cast in favor of the proposal and 249,207 votes (0.05%) were cast against the proposal. There were 53,501 abstentions.

The Chairman recorded that in accordance with article 32 of the articles of association of the Company the majority of the votes had been cast in favor of the proposal, so that the proposal was adopted.

12. Question time

The Chairman recorded that the meeting enabled the Managing Board to implement, in as far as necessary, the issues dealt with at the meeting.

The Chairman informed the meeting that all proposals on the agenda were dealt with and, to the extent applicable, voted on, and gave the persons present at the meeting the opportunity to ask any other question which they had regarding the Company.

Since there were no questions, the Chairman proceeded to the last item on the agenda, being the close of the meeting.

13. Close

The Chairman thanked all persons present at the meeting for their attendance. On behalf of the entire Supervisory Board and Mr. Bozotti, the Chairman expressed his hope that the persons present would attend the meeting next year. The Chairman wished everyone a safe trip home.

Chairman

A Turicchi

Secretary

R. Bosveld