

**Minutes of the Annual General Meeting of Shareholders
of STMicroelectronics N.V., held on May 27, 2015
at the hotel Sofitel Legend The Grand in Amsterdam, the Netherlands**

1. Opening

Mr. Maurizio Tamagnini, Chairman of the Supervisory Board and Chairman of the meeting, opened the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the '**Company**') and welcomed all shareholders and all other persons who were entitled to attend the meeting present. He also introduced his fellow members of the Supervisory Board, Mr. Didier Lombard, Ms. Martine Verluyten, Mr. Jean-Georges Malcor, Mr. Alessandro Rivera, Ms. Heleen Kersten, Ms. Janet Davidson and Mr. Alessandro Ovi. The Chairman also informed the meeting that Mr. Jean d'Arthuys was unfortunately not able to join the meeting.

Furthermore, the Chairman introduced Mr. Carlo Bozotti, President and CEO of STMicroelectronics, as well as Mr. Jean-Marc Chery, Chief operating Officer of STMicroelectronics, Mr. Carlo Ferro, Chief Financial Officer of STMicroelectronics and Georges Penalver, Chief Strategy Officer of STMicroelectronics, and the following guests:

- (a) Mr. Nicolas Dufourcq, proposed member of the Supervisory Board;
- (b) Ms. Sandra Lombert of TMF Netherlands, who acted as the Company's registrar in the Netherlands;
- (c) Mr. Wijnand Bossenbroek, of NautaDutilh, the Company's notary in the Netherlands, who the Chairman appointed as the secretary of the meeting; and
- (d) Mr. Ronald van Tongeren of PricewaterhouseCoopers, the Company's independent external auditor.

The Chairman stated that, for the purpose of preparing the minutes, the proceedings of the meeting would be recorded and the official language of the meeting would be the English language. He noted that the draft minutes of the meeting will be posted on the Company's website within three months following the AGM and that shareholders have the possibility to react in the following three months. Following this period the minutes of the meeting will be adopted and signed by the secretary and the Chairman himself. The Chairman noted that where he refers to the Company, he refers to STMicroelectronics N.V. He kindly requested the persons present to state their name and the shareholder they represented when addressing the meeting.

The Chairman recorded that the meeting was duly convened on March 27, 2015, through the publication of a convocation notice on the Company's website.

The Chairman noted that shareholders and other persons entitled to attend meetings who were registered in the Company's shareholders' register were also called by letters to their address as stated in the register.

The Chairman informed the meeting that shareholders and other persons entitled

to attend meetings who were registered as such on the record date, the 29th of April, 2015, were authorized to participate in and vote at the meeting. Registration for the meeting was possible until Wednesday, the 20th of May, 2015.

The Chairman recorded that on the record date, the total issued share capital of the Company consisted of 910,847,920 common shares and the number of voting rights amounted to 874,044,937.

The Chairman informed the meeting that the agenda, copies of the 2014 statutory annual accounts, which include the reports of the Managing Board and the Supervisory Board and the explanatory notes to the agenda, have been made available on the Company's website, as well as deposited for inspection by shareholders at the Company's offices at Schiphol, in the Netherlands, since the 27th of March 2015 and that a biography of Mr. Dufourcq and Ms. Verluyten, in connection with their proposed appointment and re-appointment as members of the Supervisory Board, is included in the explanatory notes to the agenda.

The Chairman recorded that according to the attendance list 506,290,248 shares were represented at the meeting representing 57.92% of the issued and outstanding share capital so that resolutions regarding the voting items on the agenda could validly be taken and that all resolutions can be taken by a simple majority.

2. Report of the Managing Board on our 2014 financial year

The Chairman moved to the second item on the agenda, the report of the Managing Board on the Company's 2014 financial year. The Chairman informed the meeting that the report of the Managing Board was prepared in accordance with the articles of association of the Company and Dutch law, and that the report was included in the Company's statutory annual accounts.

The Chairman thanked the Managing Board for the report and invited Mr. Bozotti to present the Company's results over 2014.

Mr. Bozotti subsequently presented the Company's results over 2014¹.

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

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

3. Report of the Supervisory Board on our 2014 financial year

The Chairman moved to the third item on the agenda, the report of the Supervisory Board, including the remuneration report of the Supervisory Board, on the 2014 financial year. The Chairman informed the meeting that the report was included in the statutory annual accounts of the Company.

¹ The presentation of Mr. Bozotti is included in the Company's statutory annual report on pages 4 and 5.

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Supervisory Board report.

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

4.a. Implementation of our Remuneration Policy in 2014

The Chairman moved to the next item on the agenda, the implementation of the Remuneration Policy in the 2014 statutory annual accounts.

The Chairman informed the meeting that the Remuneration Policy is described in paragraph 4.8 of the report of the Supervisory Board, included in the statutory annual accounts of the Company and gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Company's Remuneration Policy.

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

4.b. Adoption of our statutory annual accounts for our 2014 financial year (voting item)

The Chairman moved to the next item on the agenda, the adoption of the statutory annual accounts for the 2014 financial year.

The Chairman informed the meeting that the statutory annual accounts had been audited by the Company's independent external auditor, PwC and had been approved by the Supervisory Board.

The Chairman also informed the meeting that the statutory annual accounts, which include the reports of the Managing Board and Supervisory Board, had been prepared in accordance with IFRS Accounting Standards, the statutory reporting standards.

The Chairman invited Mr. Ronald van Tongeren from PwC to give an explanation on the audit procedures and the audit opinion issued by PwC.

Following the presentation of Mr. Van Tongeren, the following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To adopt our statutory annual accounts for our 2014 financial year, as drawn up by our Managing Board, examined and audited by our independent external auditors, PricewaterhouseCoopers Accountants N.V., and approved by our Supervisory Board.

The Chairman gave the persons present at the meeting the opportunity to discuss and ask questions regarding the statutory annual accounts, thereby specifically noting that Mr. Ronald van Tongeren from PwC was available to answer any questions regarding the audit opinion or audit procedures with respect to the statutory annual accounts.

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

505,267,954 votes (99.90%) were cast in favor of the proposal and 485,308 votes (0.10%) were cast against the proposal. There were 536,986 abstentions.

The Chairman recorded that the proposal was adopted.

4.c. Dividend policy

The Chairman moved to the next item on the agenda, the dividend policy.

The Chairman informed the meeting that the company's dividend policy is described in the explanatory notes to the agenda and gave the persons present at the meeting the opportunity to discuss and ask questions regarding the Company's dividend policy.

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

4.d. Adoption of a dividend (*voting item*)

The Chairman moved to the next item, the proposal to distribute, a quarter dividend in cash of US \$0.10 per common share in the second quarter of 2015, a quarter dividend in cash of US \$0.10 per common share in the third quarter of 2015, a quarter dividend in cash of US \$0.10 per common share in the fourth quarter of 2015 and a quarter dividend in cash of US \$0.10 per common share in the first quarter of 2016.

The Chairman recorded that information concerning the ex-dividend dates, the record dates and the payment dates were included in annex A to the explanatory notes to the agenda.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To distribute, in line with our Dividend Policy, a quarter dividend in cash of:

- *US\$ 0.10 per common share in the second quarter of 2015,*
- *US\$ 0.10 per common share in the third quarter of 2015,*
- *US\$ 0.10 per common share in the fourth quarter of 2015, and*
- *US\$ 0.10 per common share in the first quarter of 2016.*

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

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

500,719,467 votes (98.99%) were cast in favor of the proposal and 5,100,992 votes (1.01%) were cast against the proposal. There were 469,789 abstentions.

The Chairman recorded that the proposal was adopted.

4.e. Discharge of the sole member of our Managing Board (voting item)

The Chairman moved to the next item on the agenda, the discharge of the sole member of the Managing Board for his management during the 2014 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To discharge the sole member of our Managing Board for his management during our 2014 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

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

499,517,369 votes (98.85%) were cast in favor of the proposal and 5,815,895 votes (1.15%) were cast against the proposal. There were 956,984 abstentions.

The Chairman recorded that the proposal was adopted.

4.f. Discharge of the members of our Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the discharge of the members of the Supervisory Board for their supervision during the 2014 financial year.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To discharge the members of our Supervisory Board for their supervision during our 2014 financial year.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed discharge.

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

499,533,976 votes (98.85%) were cast in favor of the proposal and 5,798,076 votes (1.15%) were cast against the proposal. There were 958,196 abstentions.

The Chairman recorded that the proposal was adopted.

5. Approval of the stock-based portion of the compensation of our President and CEO (voting item)

The Chairman moved to the next item on the agenda, the proposal to approve that the Supervisory Board grants the stock-based portion of the compensation of the President and CEO of the Company.

The following text of the proposed resolution, which was also set forth in the

explanatory notes to the agenda, was displayed on a screen:

To approve that the Supervisory Board grants to Mr. Carlo Bozotti up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2015 as our 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 our Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the approval of the stock-based portion of the compensation of the President and CEO.

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

374,351,483 votes (74.28%) were cast in favor of the proposal and 129,631,916 votes (25.72%) were cast against the proposal. There were 2,306,849 abstentions.

The Chairman recorded that the proposal was adopted.

6. Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board (voting item)

The Chairman moved to the next item on the agenda, the appointment of Mr. Nicolas Dufourcq as a member of the Supervisory Board for a three-year term effective as of the 2015 AGM to expire at the end of the 2018 AGM.

The Chairman introduced Mr. Nicolas Dufourcq to the meeting and noted that the biography of Mr. Dufourcq is included in the explanatory notes to the agenda and that in addition to the affiliations of Mr. Dufourcq included in the explanatory notes, he also holds a position as member of the Supervisory Board of Euler Hermes Group.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To appoint Mr. Nicolas Dufourcq as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2018 AGM, in replacement of Mr. Jean d'Arthuys whose mandate will terminate as of the AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed appointment of Mr. Nicolas Dufourcq.

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

505,029,091 votes (99.84%) were cast in favor of the proposal and 815,321 votes (0.16%) were cast against the proposal. There were 445,836 abstentions.

The Chairman recorded that the proposal was adopted and welcomed Mr. Nicolas Dufourcq to the Supervisory Board.

7. Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board (*voting item*)

The Chairman moved to the next item on the agenda, the re-appointment of Ms. Martine Verluyten as a member of the Supervisory Board for a three-year term effective as of the 2015 AGM to expire at the end of the 2018 AGM.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To re-appoint Ms. Martine Verluyten as a member of our Supervisory Board for a three-year term effective as of the AGM to expire at the end of our 2018 AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed re-appointment of Ms. Martine Verluyten.

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

502,966,352 votes (99.43%) were cast in favor of the proposal and 2,861,691 votes (0.57%) were cast against the proposal. There were 462,205 abstentions.

The Chairman recorded that the proposal was adopted.

8. Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years (*voting item*)

The Chairman moved to the next item on the agenda, the appointment of EY as the external auditor for the 2016, 2017, 2018 and 2019 financial years.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To appoint EY as our external auditor for the 2016, 2017, 2018 and 2019 financial years.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the proposed appointment.

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

504,999,586 votes (99.86%) were cast in favor of the proposal and 686,051 votes (0.14%) were cast against the proposal. There were 604,611 abstentions.

The Chairman recorded that the proposal was adopted.

9. Delegation to our Supervisory Board of the authority to issue new shares, to grant rights to subscribe for shares and to limit and/or exclude existing shareholders' pre-emptive rights for a period of eighteen months

The Chairman stated that the next item on the agenda is the proposed delegation

to the Supervisory Board of the authority to resolve upon the issuance of common shares, the grant of options for common shares and the limitation or exclusion of pre-emptive rights for a period of eighteen months following the 2015 AGM.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To delegate to our Supervisory Board the authority to resolve:

- (i) upon the issuance of shares in the Company's share capital or to 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 31 December 2014, increased with another 10% of the Company's issued common share capital, as per 31 December 2014, in case of mergers and acquisitions, but not exceeding the limits of our 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, all for a period of eighteen months effective as of our 2015 AGM.*

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

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

432,841,842 votes (85.56%) were cast in favour of the proposal and 73,028,339 votes (14.44%) were cast against the proposal. There were 420,067 abstentions.

The Chairman recorded that the proposal was adopted.

10. Authorization to our Managing Board, for eighteen months following the AGM, to repurchase our shares, subject to the approval of our Supervisory Board (voting item)

The Chairman moved to the final voting item on the agenda, the proposal to authorize the Managing Board, to repurchase fully paid-up common shares and/or preference shares, as permitted by law and our Articles of Association, subject to the approval of the Supervisory Board, for a period of eighteen months following the 2015 AGM.

The following text of the proposed resolution, which was also set forth in the explanatory notes to the agenda, was displayed on a screen:

To authorize our 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 our share capital as is permitted by law and our 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 acquisition 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 our Articles of Association; all subject to the approval of our Supervisory Board, for a period of eighteen months following the AGM.

The Chairman gave the persons present at the meeting the opportunity to ask questions regarding the authorization to the Managing Board to repurchase shares in the capital of the Company.

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

505,076,640 votes (99.84%) were cast in favor of the proposal and 814,697 votes (0.16%) were cast against the proposal. There were 398,911 abstentions.

The Chairman recorded that the proposal was adopted.

11. Question time

The Chairman recorded that the meeting had voted on all proposals on the agenda.

The Chairman gave the persons present at the meeting the opportunity to ask any other questions which they had regarding the Company.

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

12. Close

The Chairman thanked all persons present at the meeting for their participation to the meeting. On behalf of the entire Supervisory Board and Mr. Bozotti, the Chairman expressed his hope that the persons present would also attend the following shareholders' meeting and wished everyone a good day. Subsequently, the Chairman closed the meeting.

Signed by: M. Tamagnini (Chairman) and W. Bossenbroek (Secretary)