



STMicroelectronics N.V.

SUSTAINABILITY COMMITTEE CHARTER

Sustainability Committee Charter

This Sustainability Committee Charter (the “**Charter**”) sets forth the internal regulations of the Sustainability Committee (“**Sustainability Committee**”) of STMicroelectronics N.V. (the “**Company**”).

1. PURPOSE

The Sustainability Committee advises and supports the Supervisory Board in relation to its responsibilities in supervising, monitoring and advising on the Company's sustainability strategy, targets, goals and overall sustainability performance.

2. COMPOSITION

1. Members. The Sustainability Committee shall consist of as many members as the Supervisory Board shall determine from time to time but shall at least consist of three with a maximum of five members of the Supervisory Board. The members of the Sustainability Committee shall be (re)appointed and/or dismissed annually by the Supervisory Board.

2. Qualifications. A majority of the members of the Sustainability Committee must be independent according to the Independence Criteria defined by the Supervisory Board and attached to the Supervisory Board Charter as Annex A.

3. Chair. The Chair of the Sustainability Committee should not be the Chair of the Supervisory Board. The Chair shall be primarily responsible for the proper functioning of the Sustainability Committee. The Chair shall act as the spokesperson of the Sustainability Committee and shall be the main contact for the Supervisory Board.

3. MEETING

1. Meetings. The Chair of the Sustainability Committee, in consultation with Sustainability Committee members, shall determine the schedule and frequency of the Sustainability Committee meetings, provided that the Sustainability Committee shall meet at least twice per year.

2. Agenda. The Chair of the Sustainability Committee shall set the Sustainability Committee's agenda in consultation with the other members of the Sustainability Committee and the Managing Board. Each member of the Sustainability Committee may request the Chair of the Sustainability Committee to put items on the agenda.

3. Convocation. Meetings of the Sustainability Committee shall be convened by the Chair of the Sustainability Committee. Two or more Sustainability Committee members may request the Chair of the Sustainability Committee to convene a meeting. A notice convening a meeting, the agenda and the meeting documents shall be dispatched at least seven (7) days before each such meeting and sent to members of the Sustainability Committee, unless (i) the Chair of the Sustainability Committee

determines that a shorter period for the notice, agenda and/or meeting documents is reasonably required in view of the circumstances at hand or (ii) all Sustainability Committee members consent to a shorter period.

4. Minutes. Minutes of the meeting shall be prepared by the Chair, as supported by the Secretariat. These minutes shall generally be adopted at the next meeting of the Sustainability Committee. If all members of the Sustainability Committee agree on the contents of the minutes, they may be adopted earlier.

5. Access to consultants and advisers. The Sustainability Committee has the power to retain outside consultants to assist in its mission, if deemed necessary. The Sustainability Committee will inform the Managing Board in advance if it retains or terminates outside consultants, unless the Sustainability Committee decides otherwise. The Sustainability Committee will furthermore inform the Chair of the Supervisory Board in advance if it retains or terminates outside consultants.

6. Report to Supervisory Board. The Chair shall report to the Supervisory Board meeting following the Sustainability Committee meeting and shall submit to the Supervisory Board the minutes of Sustainability Committee meetings.

7. Assessment of Charter. The Sustainability Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Supervisory Board.

4. AUTHORITY AND DUTIES

1. The Sustainability Committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare related resolutions of the Supervisory Board.

2. The responsibilities of the Sustainability Committee shall include:

- a. Monitoring and advising on sustainability policies and practices, including, but not limited to, social and environmental;
- b. Monitoring and assessing sustainability developments and emerging trends in the semiconductor industry;
- c. Reviewing stakeholders' feedback relating to sustainability;
- d. Monitoring the sustainability performance of the Company;
- e. Reviewing and advising on the Company's Sustainability Report;
- f. Monitoring and advising on the Company's sustainability strategy, targets, goals and overall sustainability performance; and

- g. Monitoring that the sustainability strategy is aligned with the corporate strategy of the Company and vice versa.

3. The foregoing list of duties is not intended to be exhaustive, and the Sustainability Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties, its oversight function and the preparation of any decision making by the Supervisory Board in this respect. The Sustainability Committee has the power to delegate its authority and duties to subcommittees or to individual members of the Sustainability Committee, as it deems appropriate in accordance with the delegations given by the Supervisory Board, applicable laws and regulations.