



# STMICROELECTRONICS N.V. CONVOCAATION

to the Annual General Meeting of Shareholders of STMicroelectronics N.V. (the 'AGM' and the 'Company'), established in Amsterdam, the Netherlands, to be held on June 21, 2013, at 11.00 a.m., Netherlands time, at the Hotel Sofitel The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX, Amsterdam, the Netherlands.

## Agenda:

1. Opening
2. Report of the Managing Board on our 2012 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2012 financial year (*discussion item*)
4. a. Adoption of our statutory annual accounts for our 2012 financial year (*voting item*)  
b. Dividend policy (*discussion item*)  
c. (i) Allocation of result (*voting item*)  
(ii) Adoption of a dividend (*voting item*)  
d. Discharge of the sole member of our Managing Board (*voting item*)  
e. Discharge of the members of our Supervisory Board (*voting item*)
5. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
6. Amendment of the compensation of the members of our Supervisory Board (*voting item*)
7. Appointment of members of our Supervisory Board:
  - a. Appointment of Janet G. Davidson as member of our Supervisory Board (*voting item*)
  - b. Appointment of Alessandro Ovi as member of our Supervisory Board (*voting item*)
8. Approval of our new four-year Unvested Stock Award Plan for the Management and Key Employees (*voting item*)
9. Authorization to our Managing Board, for eighteen months as of our 2013 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
10. Question time (*discussion item*)
11. Close

The agenda, the statutory annual accounts, which include the reports of the Managing and Supervisory Boards, the proposed resolutions (including shareholders' information) and the personal data of the proposed members of our Supervisory Board as referred to in Section 2:142 (3) of the Dutch Civil Code as well as the other information included pursuant to law are deposited for inspection by shareholders and other persons entitled to attend the AGM at the offices of the Company at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 26, 2013 up to and including the date of the meeting. The documents, as well as this advertisement, will also be available on the Company's website [www.st.com](http://www.st.com) as of the same date.

Copies of these documents are available for shareholders and other persons entitled to attend the AGM free of charge.

Company shares can be held in two ways:

- as registered shares (the shareholders and other persons entitled to attend the AGM are included in the Company's shareholders' register);
- in an account with an account holder or intermediary through Euroclear France S.A. ('Euroclear France') or Cede & Co. as nominee of the Depositary Trust Company ('Cede & Co.') (these shares are included in the Company's shareholders' register in the name of Euroclear France or Cede & Co., as the case may be).

In accordance with article 30.2 of the Company's articles of association and pursuant to Dutch law persons entitled to attend and, to the extent applicable, vote at the AGM will be those who were recorded as having those rights on May 24, 2013 (the 'Record Date') in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend the AGM at the time of the AGM. This means that shareholders and other persons entitled to attend the AGM need to own or derive their rights from the relevant Company shares on the Record Date, but they do not need to block the shares from the Record Date until the AGM.

All shareholders registered in the Company's shareholders' register kept at the Company's

office at Schiphol, the Netherlands, will receive a letter from or on behalf of the Company by post containing an invitation for the AGM, including the agenda, and details of the procedure for registering for the AGM.

To be eligible to exercise voting rights in person at the AGM, shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, must complete and sign the attendance form, which they receive with the invitation and return it to the Company's registrar TMF Netherlands B.V. ('TMF') by post, fax or e-mail (Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands, fax +31(0)20 673 00 16, e-mail [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com)) no later than June 14, 2013. TMF's receipt of the completed and signed form on time will constitute notice to the Company of the registered shareholder's intention to exercise its voting and meeting rights.

Shareholders registered in the Company's shareholders' register kept at the Company's office at Schiphol, the Netherlands, who wish to be represented by a third party at the AGM must complete and sign the attendance form and power of attorney form, which they receive with the invitation and return it to TMF no later than June 14, 2013, 17.00 p.m., Netherlands time, by post, fax or e-mail. TMF's receipt of the completed and signed forms on time will constitute notice to the Company of the registered shareholder's intention to be represented by a third party.

Shareholders registered in the US part of the Company's shareholders' register will be contacted separately regarding their attendance, representation and/or voting at the AGM.

Beneficiaries holding shares via an account with an account holder or intermediary through Euroclear France should contact their account holder or intermediary to receive instructions on how to obtain a power of attorney from Euroclear France in order to attend the meeting.

Beneficiaries holding shares via an account with an account holder or intermediary through Euroclear France who will not attend the AGM, but who would like to give voting instructions to Euroclear France to vote on their behalf, should also contact their account holder or intermediary to receive instructions.

Furthermore, TMF, Amsterdam, the Netherlands (tel. +31(0)20 575 7124, fax +31(0)20 673 00 16) e-mail [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com), TMF France S.A.S., Paris, France (tel + 33(0)1 45 03 60 36, fax +33(0)1 45 03 63 77) or TMF Partners S.p.A., Milan, Italy (tel +39 02 861 914, fax +39 02 862 495) can be contacted.

The written (completed and signed) request for a power of attorney or voting instructions, as the case may be, must be received by the relevant account holder or intermediary by June 14, 2013, 17.00 p.m., Netherlands time.

Information on how to obtain a power of attorney from Euroclear France or to give voting instructions to Euroclear France will also be available on the Company's website mentioned above as of April 26, 2013.

Beneficiaries holding shares via an account with an account holder or intermediary through Cede & Co. will be contacted separately regarding their attendance and/or voting at the AGM.

Registration will take place at the Hotel Sofitel The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX, Amsterdam, the Netherlands, between 10:00 a.m. and 10:45 a.m., Netherlands time, on Friday, June 21, 2013. Once the meeting has started, registration is no longer possible.

Shareholders and other persons entitled to attend the AGM will be required to present valid identity papers when registering and are required to sign the attendance list. Holders of a power of attorney are required to present a copy of their power of attorney.

**The Supervisory Board  
April 26, 2013**