

**ATTENDANCE FORM (FOR REGISTERED SHAREHOLDERS ONLY)**

**YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V. ON WEDNESDAY, MAY 27, 2015 AND TO VOTE YOUR SHARES IN PERSON.**

This form must be received by TMF on May 20, 2015 at 17:00 hours CET, at the latest

**..... will attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands on Wednesday, May 27, 2015 at 11:00 a.m. CET.**

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	

The undersigned hereby confirms that he/she will hold his/her shares on April 29, 2015, the Record Date.  
***(Please note that your shares do not need to be blocked until the Annual General Meeting of Shareholders on May 27, 2015)***

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature

**POWER OF ATTORNEY (FOR REGISTERED SHAREHOLDERS ONLY)**

**YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V. ON WEDNESDAY, MAY 27, 2015, BUT WISH TO APPOINT A REPRESENTATIVE.**

This form must be received by TMF on May 20, 2015 at 17:00 hours CET, at the latest.

..... is not able to attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands on Friday May 27, 2015 at 11:00 a.m. CET, but wishes to appoint a representative to attend the Annual General Meeting of Shareholders and to vote his or her shares.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	

**(\* Please tick below as appropriate)**

\* TMF Netherlands B.V., the Company's registrar; or

\* Mr./Mrs./Ms.

Name .....

Company .....

Address .....

is hereby granted a power of attorney to act as his or her authorized representative at the AGM of STMicroelectronics N.V. on May 27, 2015 and to vote on behalf of the shareholder in respect of the shares mentioned above and as regards the following items on the agenda of the AGM:

Please note that the authorized representative will execute these voting instructions as directed. If no voting instructions are made, the authorized representative will consider your vote(s) an abstention with respect to each of the proposals listed below.

**Item 4b: Resolution 1. Adoption of our statutory annual accounts for our 2014 financial year**

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 4d: Resolution 2. Adoption of a dividend**

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 4e: Resolution 3. Discharge of the sole member of our Managing Board**

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 4f: Resolution 4. Discharge of the members of our Supervisory Board**

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 5: Resolution 5. Approval of the stock-based portion of the compensation of our President and CEO**

In favour No. of shares:	Against	Abstention
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 6: Resolution 6. Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board**

In favour No. of shares:	Against	Abstention
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 7: Resolution 7. Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board**

In favour No. of shares:	Against	Abstention
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 8: Resolution 8. Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years**

In favour No. of shares:	Against	Abstention
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Item 9: Resolution 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**

In favour  
No. of shares:

Against

Abstention

**Item 10: Resolution 10. Authorization to our Managing Board, for eighteen months following the AGM, to repurchase our shares, subject to the approval of our Supervisory Board**

In favour  
No. of shares:

Against

Abstention

The undersigned hereby confirms that he/she will hold his/her shares on the Record Date, which is April 29, 2015.

*(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)*

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature