



## Instructions for Euroclear France S.A. participants

Attn. Corporate Actions Department

**To be distributed by  
Euroclear France S.A.**

Date March 27, 2015

Subject Annual General Meeting of Shareholders of STMicroelectronics N.V.:  
Procedure to be followed by Euroclear France S.A. participants for clients holding  
shares in STMicroelectronics N.V.

Dear Sir/Madam,

The Annual General Meeting of Shareholders (the "AGM") of STMicroelectronics N.V. (the "Company") will be held on May 27, 2015 at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. The meeting will begin at 11:00 a.m. (CET) and all shareholders of the Company are invited to attend the AGM. The agenda for the AGM is as follows:

1. Opening
2. Report of the Managing Board on our 2014 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2014 financial year (*discussion item*)
4.
  - a. Discussion on the Remuneration in our statutory annual accounts for our 2014 financial year (*discussion item*)
  - b. Adoption of our statutory annual accounts for our 2014 financial year (*voting item*)
  - c. Dividend policy (*voting item*)
  - d. Adoption of a dividend (*voting item*)
  - e. Discharge of the sole member of our Managing Board (*voting item*)
  - f. 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. Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board (*voting item*)
7. Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board (*voting item*)
8. Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years (*voting item*)
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 (*voting item*)
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*)
11. Question time (*discussion item*)
12. Close

Copies of the convocation to the AGM, the agenda, the statutory annual accounts for the financial year 2014, which include the reports of the Managing Board and Supervisory Board, the explanatory notes and the personal data of Ms. Martine Verluyten (in connection with her proposed re-appointment as member 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 Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of March 27, 2015 up to and including the date of the AGM. These documents will also be available on the Company's website [www.st.com](http://www.st.com) as of the same date.



The Company's shares may be held either (i) as registered shares (the shareholders and other persons entitled to attend the AGM are then included in the Company's shareholders' register); or (ii) in an account with an account holder or intermediary through Euroclear France S.A. ("Euroclear France") or Cede & Co. as nominee of the Depository Trust Company ("Cede & Co.") (the corresponding registered shares are then included in the Company's shareholders' register in the name of Euroclear France or Cede & Co., as the case may be). The holders of both registered shares and of shares held in an account with an account holder or intermediary through Euroclear France or Cede & Co. are each hereinafter referred to as a "shareholder".

#### **Record date**

In accordance with Dutch law and article 30 paragraph 2 of the Company's articles of association, persons entitled to attend and, to the extent applicable, vote at the AGM will be those who were recorded as having those rights on April 29, 2015 (the "Record Date"), in a register designated by the Managing Board for that purpose, regardless of whether they are registered shareholders or other persons entitled to attend general meetings of shareholders of the Company at the time of the AGM. This means that registered shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

#### **Exercise of voting and meeting rights by shareholders holding through Euroclear France**

Shareholders holding their shares through Euroclear France S.A. are not registered in the shareholders' register of the Company. However, they may attend the AGM and vote their shares in person at the meeting by obtaining a power of attorney from Euroclear France. Such a power of attorney can be obtained by completing a form (**Appendix II / Request for power of attorney**) that will be made available to shareholders who hold their shares through Euroclear France by their intermediary upon request. In order to receive this form, shareholders holding their shares through Euroclear France should contact their intermediary.

Shareholders holding their shares through Euroclear France, who have received a power of attorney from Euroclear France, may attend the AGM and vote their shares in person.

If a shareholder holding his/her shares through Euroclear France wants to designate a third party to represent him at the AGM, he may do so by indicating the name and details of such party on **Appendix II (Request for power of attorney)**.

Shareholders holding their shares through Euroclear France who wish Euroclear France to vote on their behalf, should provide Euroclear France with voting instructions for the AGM and should therefore complete a voting form (**Appendix III / Voting instructions form**) that will be made available to them by their intermediary on their request. In order to receive this form, shareholders holding their shares through Euroclear France should contact their intermediary.

Shareholders holding their shares through Euroclear France, wishing to attend the AGM via the procedure as described above are allowed to vote themselves for the number of shares they are entitled to.

Shareholders holding their shares through Euroclear France wishing to attend the AGM or to issue voting instructions to Euroclear France should complete and sign the appropriate forms. These forms must be received by their intermediary on May 20, 2015 at 17:00 hours CET, at the latest.



Each shareholder holding his/her shares through Euroclear France and who wishes to attend the AGM and vote his/her shares in person or issue voting instructions to Euroclear France must complete and sign the appropriate appendix and return it to his/her intermediary in time, on May 20, 2015, 17:00 p.m. (CET), at the latest.

Please ensure that all of your clients who are intermediaries are informed of this matter in order to enable them to provide the necessary information to shareholders holding their shares through Euroclear France. To do so, please submit to them Appendix I, Appendix II and Appendix III with the instruction for them to submit the appendices to the shareholders on their request.

The intermediary should collect the applicable form(s) and send it to you. You should then include the relevant Euroclear France account and details of the relevant contact person on the appendix before sending it to TMF.

Contact details of TMF are:

Visiting address: Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, the Netherlands

P.O. Box 23393, 1100 DW Amsterdam, the Netherlands

Tel: +31 20 57 55 600

Fax +31 20 673 00 16

Email: [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com)

The contact person at TMF is Ms. Sandra Lombert or Ms. Saskia Engel.

TMF will co-ordinate the process and will act as your contact for questions and assistance with regard to the content of this letter. If you have any questions please do not hesitate to contact TMF at the telephone number or e-mail address mentioned above.

All appendices that have been completed and signed by shareholders must be received by TMF on May 20, 2015 at 23:59 hours CET at the latest.

TMF will request a confirmation of shareholding of the Company's shares for shareholders holding shares through Euroclear France on the Record Date, which is April 29, 2015. You should send TMF this confirmation of shareholding on May 20, 2015 at 23:59 hours CET at the latest.

If the shareholder cancels its voting instructions or transfers its shares before the Record Date, the intermediary should inform TMF accordingly.

Thank you for your assistance in this matter. If you have any questions, please contact TMF by telephone or by e-mail.

Yours faithfully,

for STMicroelectronics N.V.

TMF Netherlands B.V.

Registrar

*Enclosures:*

*Appendix I Letter to shareholders holding their shares through Euroclear France S.A.*

*Appendix II Request for power of attorney (enabling shareholders to attend the Annual General Meeting of Shareholders on behalf of Euroclear France S.A.)*

*Appendix III Voting instructions form (enabling shareholders to issue voting instructions to Euroclear France S.A.)*



## Appendix I Letter to shareholders holding their shares through Euroclear France S.A.

To shareholders of STMicroelectronics N.V. holding their shares through Euroclear France S.A.

Date March 27, 2015  
Subject STMicroelectronics N.V. ("the Company") – Annual General Meeting of Shareholders  
Ref. Letter to shareholders

Dear Shareholder,  
Dear Sir/Madam,

The Annual General Meeting of Shareholders (the "AGM") of STMicroelectronics N.V. (the "Company") will be held on May 27, 2015 at the hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands. The meeting will begin at 11:00 a.m. local time and all shareholders of STMicroelectronics N.V. are invited to attend the AGM. The agenda for the AGM is as follows:

1. Opening
2. Report of the Managing Board on our 2014 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2014 financial year (*discussion item*)
4.
  - a. Discussion on the Remuneration in our statutory annual accounts for our 2014 financial year (*discussion item*)
  - b. Adoption of our statutory annual accounts for our 2014 financial year (*voting item*)
  - c. Dividend policy (*voting item*)
  - d. Adoption of a dividend (*voting item*)
  - e. Discharge of the sole member of our Managing Board (*voting item*)
  - f. 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. Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board (*voting item*)
7. Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board (*voting item*)
8. Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years (*voting item*)
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 (*voting item*)
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*)
11. Question time (*discussion item*)
12. Close

Copies of the convocation to the AGM, the agenda, the statutory annual accounts for the financial year 2014, which include the reports of the Managing Board and Supervisory Boards the explanatory notes and the personal data of Ms. Martine Verluyten (in connection with her proposed re-appointment as member 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 Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of March 27, 2015 up to and including the date of the AGM. These documents will also be available on the Company's website [www.st.com](http://www.st.com) as of the same date.



You hold your shares through Euroclear France S.A. ("Euroclear France"), and those shares are registered in the Company's shareholders' register, which is kept at the Company's offices at Schiphol, in the name of Euroclear France

It is noted that that the persons entitled to attend and, to the extent applicable, cast votes at the AGM will be those who were recorded as having those rights on April 29, 2015 (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 general meetings of shareholders of the Company at the time of the AGM. This means that registered shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

**Likewise, you as holder of shares through Euroclear France, also need to hold your shares on the Record Date, but you do not need to continue to hold your shares until the AGM.**

If you wish to attend the AGM and exercise your voting right(s), or if you wish to appoint a representative, you must complete and sign **Appendix II (Request for power of attorney)** in order to obtain a power of attorney issued by Euroclear France for the AGM. Using this power of attorney, you or your representative will be able to attend the AGM and exercise the voting right(s) attached to the shares you hold through Euroclear France.

If you are unable to attend the AGM, you may give Euroclear France voting instructions for the AGM. In this case, you must provide your voting instructions by completing and signing **Appendix III (Voting instructions form)**.

In all cases, your entitlement to attend and cast vote(s) at the AGM on May 27, 2015 will be conditional upon your ownership of the relevant shares held through Euroclear France on the Record Date, which is April 29, 2015.

Appendices II or III must be received by your intermediary (not by Euroclear France S.A.) on May 20, 2015, 17:00 hours CET, at the latest.

### **SUMMARY**

If you wish to attend the AGM and vote the shares you hold through Euroclear France in person at the meeting, or if you wish to appoint your representative, you must ensure that your intermediary is in possession of **Appendix II**, duly completed, on May 20, 2015, 17:00 hours CET at the latest. Do not complete **Appendix III**.

If you do not wish to attend the AGM, but do wish to notify Euroclear France of your voting instructions, please ensure that your intermediary is in possession of **Appendix III**, duly completed, on May 20, 2015, 17.00 hours CET at the latest. Do not complete **Appendix II**.

**In both cases you must hold your shares on April 29, 2015, but you do not need to continue to hold your shares until the AGM.**

Thank you for your attention in this matter.

Yours truly,  
For STMicroelectronics N.V.  
TMF Netherlands B.V.  
Registrar



**APPENDIX II Request for power of attorney**

You should complete this form:

- if you wish to attend the AGM of STMicroelectronics N.V. on May 27, 2015 and to vote in person, or
- if you wish to appoint a representative to attend the AGM of STMicroelectronics N.V. on May 27, 2015 and to vote on your behalf

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

The undersigned shareholder,

(name).....

(address) .....

(if applicable: legally represented by) .....

(account number with the account holder or intermediary).....

(details of the account holder or intermediary).....

(phone number of the account holder or intermediary) .....

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of .....  
(number) shares in the Company,

(\* Please tick below as appropriate)

will attend and vote in person at the AGM on May 27, 2015.

authorizes:

(name).....

(address).....

(country).....

to represent the Shareholder at the AGM on May 27, 2015, to speak on behalf of the Shareholder, and to vote the shares on his/her behalf.

The Shareholder hereby requests Euroclear France S.A. to issue a power of attorney enabling the Shareholder or his/her representative to vote his/her shares at the AGM on May 27, 2015.

Please note that you need to own your shares in the capital of the Company on April 29, 2015, the Record Date, to be entitled to attend and cast votes at the AGM on May 27, 2015, but you do not need to continue to hold your shares until the AGM of ST on May 27, 2015.

Signature:.....

Place:.....

Date:.....

**This form must be received by the bank or intermediary at the latest on May 20, 2015, 17:00 p.m. CET.**



**APPENDIX III Voting instructions form**

**You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.**

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

The undersigned shareholder,

(name) .....

(address) .....

(if applicable: legally represented by) .....

(account number with the account holder or intermediary) .....

(details of the account holder or intermediary) .....

(phone number of the account holder or intermediary) .....

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of ..... (number) shares in the capital of the Company, hereby authorises and instructs Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda (Voting items)	For	Against	Abstain
4b.	Adoption of our statutory annual accounts for our 2014 financial year			
4d.	Adoption of a dividend			
4e.	Discharge of the sole member of our Managing Board			
4f.	Discharge of the members of our Supervisory Board			
5.	Approval of the stock-based portion of the compensation of our President and CEO			
6.	Appointment of Mr. Nicolas Dufourcq as member of our Supervisory Board			
7.	Re-appointment of Ms. Martine Verluyten as member of our Supervisory Board			
8.	Appointment of EY as external auditor for the 2016, 2017, 2018 and 2019 financial years			
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			
10.	Authorization to our Managing Board, for eighteen months following the AGM to repurchase our shares, subject to the approval of our Supervisory Board			



Please note that if you do not record a vote in favor of or against one or more of the proposals listed above, your vote(s) will be considered an abstention with respect to the relevant proposal(s).

Please note that, to be entitled to attend and cast votes, you need to own your shares in the capital of the Company on April 29, 2015, the Record Date, but you do not need to continue to hold your shares until the AGM on May 27, 2015.

Signature: .....

Place: .....

Date: .....

**This form must be received by the bank or intermediary at the latest on May 20, 2015, 17:00 p.m. CET.**