



STMICROELECTRONICS N.V. 2014 Annual General Meeting of Shareholders

AGENDA

The Annual General Meeting of Shareholders (the “AGM”) of STMicroelectronics N.V. will be held on Friday, June 13, 2014 at 11:00 a.m. CET at the hotel Sofitel Legend The Grand Amsterdam, the Netherlands. Registration will take place between 10:00 a.m. and 10:45 a.m. CET.

1. Opening
2. Report of the Managing Board on our 2013 financial year *(discussion item)*
3. Report of the Supervisory Board on our 2013 financial year *(discussion item)*
4. a. Implementation of our Remuneration Policy in 2013, in accordance with article 2:135 paragraph 5a of the Dutch Civil Code *(discussion item)*
b. Adoption of our statutory annual accounts for our 2013 financial year *(voting item)*
c. Allocation of result *(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. Appointment of member(s) of our Managing Board *(voting item)*
6. Approval of the stock-based portion of the compensation of our President and CEO *(voting item)*
7. Appointment of members of our Supervisory Board *(voting item)*
8. Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 and 2015 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 our 2014 AGM, to repurchase our shares, subject to the approval of our Supervisory Board *(voting item)*
11. Question time *(discussion item)*
12. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on May 16, 2014 (the ‘**Record Date**’), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM do not need to block the relevant shares from the Record Date until the date of our AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the proposed resolutions (including shareholders' information) and the personal data of the proposed members of our Supervisory and Managing Boards, as referred to in Section 2:142 subsection 3 of the Dutch Civil Code, as well as the other information included pursuant to law, will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 28, 2014 up to and including the date of our AGM. These documents will also be available on our website www.st.com.