

Instructions to holders of ordinary shares in the share capital of STMicroelectronics NV traded on NYSE Euronext Paris / Milan Stock Exchange holding their shares through a securities account with a financial intermediary

**STMICROELECTRONICS N.V.
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO BE HELD ON MAY 25, 2010

Shareholders holding STMicroelectronics NV ordinary shares on the Record Date (April 28, 2010) are entitled to attend and cast votes at the Annual General Meeting of Shareholders on May 25, 2010.

As shareholder holding STMicroelectronics NV ordinary shares through a securities account with a financial intermediary, you may vote your shares by following one of the two procedures described below:

1) Voting in person

If you wish to attend the Annual General Meeting of Shareholders and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your intermediary is in possession of **Appendix I**, duly completed on May 19, 2010 at 17.00 hours at the latest. Do not complete Appendix II.

2) Voting by proxy

If you do not wish to attend the Annual General Meeting of Shareholders, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your intermediary is in possession of **Appendix II**, duly completed, on May 19, 2010 at 17.00 hours at the latest. Do not complete Appendix I.

In both cases you must hold your shares on April 28, 2010, but your shares do not need to be blocked until the Annual General Meeting of Shareholders.

Amsterdam, April 20, 2010

On behalf of
STMicroelectronics N.V.

Netherlands Management Company B.V.
Registrar

Appendix I REQUEST FOR POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V.

This form must be received by your intermediary on May 19, 2010 at 17.00 hours CET, at the latest

Mr./Mrs./Miss will attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands on Tuesday May 25, 2010 at 11.00 a.m. CET.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	
I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a power of attorney in order to vote on behalf of Euroclear France S.A., for the number of STMicroelectronics N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 28, 2010 .

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

Executed at _____ on _____ 2010

Signature

Appendix II VOTING INSTRUCTIONS FORM

YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your intermediary on May 19, 2010 at 17.00 hours CET, at the latest

EUROCLEAR FRANCE S.A. WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED. IF NO DIRECTION IS MADE, EUROCLEAR FRANCE S.A. WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE MANAGING BOARD AND BOARD OF SUPERVISORY DIRECTORS OF STMICROELECTRONICS N.V., WHICH RECOMMENDS A VOTE **IN FAVOUR OF** EACH OF THE PROPOSALS LISTED BELOW

Mr./Mrs./Miss will not attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the Sofitel The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands on Tuesday May 25, 2010 at 11.00 a.m. CET.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	

The undersigned hereby authorises Euroclear France S.A. to exercise the voting instructions on behalf of the undersigned in respect of the shares mentioned above and as regards the following items on the agenda of the Annual General Meeting of Shareholders ("AGM"):

Item 4b: Resolution 1. Adoption of the statutory annual accounts for our 2009 financial year

In favour

Against

Abstention

No. of shares:

Item 4c: Resolution 2. Adoption of a dividend of \$ ** per common share for our 2009 financial year

In favour Against Abstention
No. of shares:

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Item 4d: Resolution 3. Discharge of the sole member of our Managing Board for his management during the 2009 financial year

In favour Against Abstention
No. of shares:

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Item 4e: Resolution 4. Discharge of the members of the Supervisory Board for their supervision during the 2009 financial year

In favour Against Abstention
No. of shares:

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Item 5: Reappointment of members of the Supervisory Board

Resolution 5a. Re-appointment of Mr. Raymond Bingham as member of our Supervisory Board for a three year term effective as of our 2010 AGM to expire ath the end of our 2013 AGM

In favour Against Abstention
No. of shares:

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Resolution 5b. Re-appointment of Mr. Alessandro Ovi as member of our Supervisory Board for a three year term effective as of our 2010 AGM to expire ath the end of our 2013 AGM

In favour Against Abstention
No. of shares:

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Item 6: Resolution 6. Appointment of PricewaterhouseCoopers Accountants N.V. as our Auditors

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

Item 7: Resolution 7. Approval of the stock-based portion of the compensation of the President and CEO

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

Item 8: Resolution 8. Authorization to our Managing Board, for eighteen months as of our 2010 AGM to repurchase our shares, subject to the approval of our Supervisory Board

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

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 28, 2010.

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

Executed at on 2010

Signature

This form must be received by your intermediary on May 19, 2010 at 17.00 hours, at the latest