



**STMicroelectronics N.V.**  
**(the 'Company')**

**Extraordinary General Meeting of Shareholders (the 'EGM')**  
**to be held on December 2, 2013 at the offices of the Company at Schiphol,**  
**the Netherlands**

**Proposed resolutions and shareholders' information**

The Supervisory Board proposes:

**Agenda item 2 - Resolution 1**

To distribute, in line with the Company's dividend policy, a quarter dividend in cash of US \$0.10 per common share in the fourth quarter of 2013 and a quarter dividend in cash of US \$0.10 per common share in the first quarter of 2014, to be charged to the retained earnings of the Company.

*Shareholders' information*

The dividend distribution will be resolved upon by the EGM and will be the third and fourth quarterly dividend payments. The first and second quarterly dividend payments have previously been resolved upon by the Annual General Meeting of Shareholders held on June 21, 2013 (the '**2013 AGM**').

Information on the ex-dividend dates, the record dates and the payment dates regarding the third and fourth dividend payments, if adopted by the EGM, is included in Annex A to these proposed resolutions.

The Company's dividend policy, as presented at our 2013 AGM, reads as follows:

- STMicroelectronics seeks to use its available cash in order to develop and enhance its position in a competitive semiconductor market while at the same time managing its cash resources to reward its shareholders for their investment and trust in STMicroelectronics;
- Based on its results, projected capital requirements as well as business conditions and prospects, the Managing Board proposes on a semi-annual basis to the Supervisory Board, whenever deemed possible and desirable in line with STMicroelectronics' objectives and financial situation, the distribution of a quarterly cash dividend, if any; and
- The Supervisory Board, upon the proposal of the Managing Board, decides or proposes on a semi-annual basis, in accordance with this policy, which portion of the profits or distributable reserves shall not be retained in reserves to fund future

growth or for other purposes and makes a proposal concerning the amount, if any, of the quarterly cash dividend.

**Agenda item 3 - Resolution 2**

To amend the Company's Articles of Association in conformity with the draft notarial deed of amendment, as published together with these proposed resolutions, whereby article 38.1 of the Company's Articles of Association is amended such that the Supervisory Board will, in addition to the Company's shareholders' meeting, be authorized to resolve upon distributions from the distributable reserves and (b) to authorize any and all (candidate) civil-law notaries and lawyers practicing with AKD N.V. to execute the notarial deed of amendment.

*Shareholders' information*

In accordance with the Company's dividend policy the Managing Board proposes on a semi-annual basis to the Supervisory Board the distribution of a quarterly cash dividend, if any. To prevent the need for an EGM in the future to resolve upon a quarterly cash dividend, the Supervisory Board proposes that it also be authorized to resolve upon distributions from our distributable reserves through the aforementioned amendment of the Company's Articles of Association.

**Annex A**

**The table below summarizes the schedule for the dividend distribution:**

| Quarter | Ex-dividend Date (globally) | Global Record Date | Payment Date in Europe | NYSE Payment Date: on or after | Transfer between New York and Dutch registered shares restricted: |                                  |
|---------|-----------------------------|--------------------|------------------------|--------------------------------|---|----------------------------------|
|         |                             |                    |                        |                                | From End of Business in Europe on:                                | Until Open of Business in NY on: |
| Q4 2013 | 09-Dec-13                   | 11-Dec-13          | 12-Dec-13              | 17-Dec-13                      | 09-Dec-13   | 12-Dec-13                        |
| Q1 2014 | 24-Mar-14                   | 26-Mar-14          | 27-Mar-14              | 01-Apr-14                      | 24-Mar-14   | 27-Mar-14                        |