# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 20549**

# FORM 20-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2025**
**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report_____**
**For the transition period from to _____**
**Commission file number: 1-13546**

## STMicroelectronics N.V.

(Exact name of Registrant as specified in its charter)

## Not Applicable

(Translation of Registrant's name into English)

## The Netherlands

(Jurisdiction of incorporation or organization)

**WTC Schiphol Airport**
**Schiphol Boulevard 265**
**1118 BH Schiphol**
**The Netherlands**

(Address of principal executive offices)
**Jean-Marc Chery**
**39, Chemin du Champ des Filles**
**1228 Plan-Les-Ouates**
**Geneva**
**Switzerland**
**Tel: +41 22 929 29 29**
**Fax: +41 22 929 29 88**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)
Securities registered or to be registered pursuant to Section 12(b) of the Act.

| Title of Each Class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Common shares, nominal value €1.04 per share** | **STM** | **New York Stock Exchange** |

Securities registered or to be registered pursuant to Section 12(g) of the Act.

**None**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**None**

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**888,768,152 common shares outstanding as of December 31, 2025**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒Yes ☐No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐Yes ☒No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒Yes ☐No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒Yes ☐No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Emerging growth company | ☐ |

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

| U.S. GAAP ☒ | International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ | Other ☐ |
|---|---|---|

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☐ Yes ☐ No

**TABLE OF CONTENTS**


| | | Page |
|---|---|---|
| PART I | | 9 |
| Item 1. | Identity of Directors, Senior Management and Advisers | 9 |
| Item 2. | Offer Statistics and Expected Timetable | 9 |
| Item 3. | Key Information | 9 |
| Item 4. | Information on the Company | 33 |
| Item 5. | Operating and Financial Review and Prospects | 51 |
| Item 6. | Directors, Senior Management and Employees | 88 |
| Item 7. | Major Shareholders and Related Party Transactions | 134 |
| Item 8. | Financial Information | 135 |
| Item 9. | Listing | 136 |
| Item 10. | Additional Information | 136 |
| Item 11. | Quantitative and Qualitative Disclosures About Market Risk | 153 |
| Item 12. | Description of Securities Other than Equity Securities | 156 |
| PART II | | 158 |
| Item 13. | Defaults, Dividend Arrearages and Delinquencies | 158 |
| Item 14. | Material Modifications to the Rights of Security Holders and Use of Proceeds | 158 |
| Item 15. | Controls and Procedures | 158 |
| Item 16. | | |
| Item 16A. | Audit Committee Financial Expert | 160 |
| Item 16B. | Code of Ethics | 160 |
| Item 16C. | Principal Accountant Fees and Services | 161 |
| Item 16D. | Exemptions from the Listing Standards for Audit Committees | 162 |
| Item 16E. | Purchases of Equity Securities by the Issuer and Affiliated Purchasers | 162 |
| Item 16F. | Change in Registrant's Certifying Accountant. | 163 |
| Item 16G. | Corporate Governance | 164 |
| Item 16H. | Mine Safety Disclosure | 166 |
| Item 16I. | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | 166 |
| Item 16J. | Insider Trading Policies | 166 |
| Item 16K. | Cybersecurity | 167 |
| PART III | | 170 |
| Item 17. | Financial Statements | 170 |
| Item 18. | Financial Statements | 170 |
| Item 19. | Exhibits | 170 |

## CERTAIN TERMS

| | |
|---|---|
| **AC-DC** | alternating current - direct current |
| **ADAS** | advanced driver assistance systems |
| **AI** | artificial intelligence |
| **AM&S** | analog products, MEMS & sensors |
| **APMS** | analog, power & discrete, MEMS and sensors |
| **ASD** | application-specific discrete technology |
| **ASIC** | application-specific integrated circuit |
| **ASIL** | automotive safety integrity level |
| **ASSP** | application-specific standard product |
| **Automative ADAS** | Custom Processing Products |
| **AVAS** | acoustic vehicle alerting systems |
| **BCD** | bipolar, CMOS and DMOS process technology |
| **BGA** | ball grid array |
| **BiCMOS** | bipolar and CMOS process technology |
| **CMOS** | complementary metal-on silicon oxide semiconductor |
| **CSP** | chips scale package |
| **DC-DC** | direct current - direct current |
| **DMOS** | diffused metal-on silicon oxide semiconductor |
| **DRAMs** | dynamic random access memory |
| **ECUs** | electronic control unit |
| **EEPROM** | electrically erasable programmable read-only memory |
| **EMAS** | Eco-Management and Audit Scheme, the voluntary European Community scheme for companies performing industrial activities for the evaluation and improvement of environmental performance |
| **EMP** | Embedded Processing |
| **EMS** | electronics manufacturing services |
| **EWS** | electrical wafer sorting |
| **eSIM** | embedded SIM |
| **FD-SOI** | fully depleted silicon-on-insulator |
| **FinFET** | fin field-effect transistor |
| **GaN** | gallium nitride |
| **GNSS** | Global Navigation Satellite System |
| **GPS** | global positioning system |
| **GPU** | graphics processing unit |
| **GSMA SGP.32 IoT** | a next-generation eSIM standard specifically designed for IoT devices |
| **HID** | high-intensity discharge |
| **IC** | integrated circuit |
| **IGBT** | insulated gate bipolar transistors |
| **Industrial PE** | industrial power and energy |
| **Industrial SI** | industrial smart industrials |
| **I/O (or IO)** | input and output |
| **IP** | intellectual property |
| **IPAD** | integrated passive and active devices |
| **ISO** | International Organization for Standardization |
| **LED** | light-emitting diode |
| **LoRa** | long range low-power wide-area network modulation technique |
| **LPWANs** | low-power wide-area networks |

| | |
|---|---|
| **MASK WORK** | the two- or three-dimensional layout of an integrated circuit. |
| **MEMS** | micro-electro-mechanical system |
| **MIMO** | multiple-input, multiple-output |
| **MOS** | metal-on silicon oxide semiconductor process technology |
| **MOSFET** | metal-on silicon oxide semiconductor field effect transistor |
| **NFC** | near field communication |
| **OEM** | original equipment manufacturer |
| **P&D** | power and discrete products |
| **PCB** | printed circuit board |
| **PQC** | post-quantum cryptography |
| **QFN** | quad-flat package |
| **QFP** | quad-flat no-leads package |
| **RAM** | random access memory |
| **RF** | radio frequency |
| **RFOC** | RF Optical Communications |
| **RF COT** | RF optical communication technology |
| **SAM** | serviceable available market |
| **SiC** | silicon carbide |
| **SiPho** | silicon photonics |
| **SMDs** | surface-mounted devices |
| **SoC** | system on a chip |
| **SOI** | silicon on insulator |
| **SOIC** | small-outline integrated circuit |
| **TAM** | total available market |
| **Thyristor** | four-layer semiconductor device, consisting of alternating P-type and N-type materials |
| **Transil** | transient-voltage-suppression diode |
| **TRIAC** | triode for alternating current |
| **Trisil** | thyristor surge protection device |
| **VIPpower™** | vertical integration power |
| **QFN** | quad flat no-lead package |
| **QFP** | quad flat package |

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report on Form 20-F (the “Form 20-F”), references to “we”, “us” "our", the "Group", "ST", "STM" and “Company” are to STMicroelectronics N.V. together with its consolidated subsidiaries, references to “EU” are to the European Union, references to “€” and the “Euro” are to the Euro currency of the EU, references to the “United States” and the “U.S.” are to the United States of America and references to “$” and to “U.S. dollars” are to United States dollars. References to “mm” are to millimeters and references to “nm” are to nanometers.

We have compiled market size and our market share data in this Form 20-F using statistics and other information obtained from several third-party sources. Except as otherwise disclosed herein, all references to trade association data are references to World Semiconductor Trade Statistics (“WSTS”). Certain terms used in this Form 20-F are defined in “Certain Terms”.

We report our financial statements in U.S. dollars and prepare our audited consolidated financial statements (together with the notes therein, the "Consolidated Financial Statements") in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). We also report certain non-U.S. GAAP financial measures (free cash flow, net capex, net financial position and adjusted net financial position, operating income, net income, adjusted net earnings and adjusted earnings per share), which are derived from the amounts presented in the financial statements prepared under U.S. GAAP. Furthermore, we are required by Dutch law to report our statutory and consolidated financial statements, in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and adopted by the EU. The IFRS financial statements are reported separately and can differ materially from the statements reported in U.S. GAAP.

Various amounts and percentages used in this Form 20-F have been rounded and, accordingly, they may not total 100%.

We and our affiliates own or otherwise have rights to the trademarks and trade names, including those mentioned in this Form 20-F, used in conjunction with the marketing and sale of our products.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this Form 20-F that are not historical facts, particularly in “Item 3. Key Information — Risk Factors”, “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects” and “— Business Outlook” are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) that are based on management’s current views and assumptions, and are conditioned upon and also involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those anticipated by such statements due to, among other factors:

- changes in global trade policies, including the continuation, adoption and expansion of tariffs and trade barriers and sanctions, that are affecting and could further affect the macro-economic environment and are adversely impacting and could further adversely impact the demand for our products;
- uncertain macro-economic and industry trends (such as inflation and fluctuations in supply chains), which are impacting and may further impact production capacity and end-market demand for our products;
- customer demand that differs from projections, which may require us to undertake transformation measures that may not be successful in realizing the expected benefits in full or at all;
- the ability to design, manufacture and sell innovative products in a rapidly changing technological environment;

- changes in economic, social, public health, labor, political, or infrastructure conditions in the locations where we, our customers, or our suppliers operate, including as a result of macro-economic or regional events, geopolitical and military conflicts, social unrest, labor actions, or terrorist activities;

- unanticipated events or circumstances, which may impact our ability to execute our plans and/or meet the objectives of our research and development ("R&D") and manufacturing programs, which benefit from public funding;

- financial difficulties with any of our major distributors or significant curtailment of purchases by key customers;

- the loading, product mix, and manufacturing performance of our production facilities and/or our required volume to fulfill capacity reserved with suppliers or third-party manufacturing providers;

- availability and costs of equipment, raw materials, utilities, third-party manufacturing services and technology, or other supplies required by our operations (including increasing costs resulting from inflation);

- the functionalities and performance of our IT systems, which are subject to cybersecurity threats and which support our critical operational activities including manufacturing, finance and sales, and any breaches of our IT systems or those of our customers, suppliers, partners and providers of third-party licensed technology;

- theft, loss, or misuse of personal data about our employees, customers, or other third parties, and breaches of data privacy legislation;

- the impact of intellectual property (“IP”) claims by our competitors or other third parties, and our ability to obtain required licenses on reasonable terms and conditions;

- changes in our overall tax position as a result of changes in tax rules, new or revised legislation, the outcome of tax audits or changes in international tax treaties which may impact our results of operations as well as our ability to accurately estimate tax credits, benefits, deductions and provisions and to realize deferred tax assets;

- variations in the foreign exchange markets and, more particularly, the U.S. dollar exchange rate as compared to the Euro and the other major currencies we use for our operations;

- the outcome of ongoing litigation as well as the impact of any new litigation to which we may become a defendant;

- product liability or warranty claims, claims based on epidemic or delivery failure, or other claims relating to our products, or recalls by our customers for products containing our parts;

- natural events such as severe weather, earthquakes, tsunamis, volcano eruptions or other acts of nature, the effects of climate change, health risks and epidemics or pandemics in locations where we, our customers or our suppliers operate;

- increased regulation and initiatives in our industry, including those concerning climate change and sustainability matters and our goal to become carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027;

- epidemics or pandemics, which may negatively impact the global economy in a significant manner for an extended period of time, and could also materially adversely affect our business and operating results;

- industry changes resulting from vertical and horizontal consolidation among our suppliers, competitors, and customers;

- the ability to successfully ramp up new programs that could be impacted by factors beyond our control, including the availability of critical third-party components and performance of subcontractors in line with our expectations; and

- individual customer use of certain products, which may differ from the anticipated uses of such products and result in differences in performance, including energy consumption, may lead to a failure to achieve our disclosed emission-reduction goals, adverse legal action or additional research costs.

Such forward-looking statements are subject to various risks and uncertainties, which may cause actual results and performance of our business to differ materially and adversely from the forward-looking statements. Certain forward-looking statements can be identified by the use of forward-looking terminology, such as “believes”, “expects”, “may”, “are expected to”, “should”, “would be”, “seeks” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans or intentions. Some of these risk factors are set forth and are discussed in more detail in “Item 3. Key Information — Risk Factors”. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Form 20-F as anticipated, believed or expected. We do not intend, and do not assume any obligation, to update any industry information or forward-looking statements set forth in this Form 20-F to reflect subsequent events or circumstances.

Unfavorable changes in the above or other factors listed under “Item 3. Key Information — Risk Factors” from time to time in our Securities and Exchange Commission (“SEC”) filings, could have a material adverse effect on our business and/or financial condition.

## PART I

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information**

**Selected Financial Data**

The table below sets forth our selected consolidated financial data for each of the years in the five-year period ended December 31, 2025. Such data has been derived from our audited Consolidated Financial Statements. Audited Consolidated Financial Statements for each of the years in the three-year period ended December 31, 2025 are included elsewhere in this Form 20-F, while data for prior periods has been derived from our audited Consolidated Financial Statements used in such periods.

The following information should be read in conjunction with “Item 5. Operating and Financial Review and Prospects” and the audited Consolidated Financial Statements and the related notes thereto included in “Item 18. Financial Statements” in this Form 20-F.

| | Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2022 | 2021 |
| | (In millions except per share amounts and ratio data) | | | | |
| **Consolidated Statements of Income Data:** | | | | | |
| Net sales | $ 11,754 | $ 13,217 | $ 17,239 | $ 16,083 | $ 12,729 |
| Other revenues | 46 | 52 | 47 | 45 | 32 |
| Net revenues | 11,800 | 13,269 | 17,286 | 16,128 | 12,761 |
| Cost of sales | (7,801) | (8,049) | (8,999) | (8,493) | (7,435) |
| Gross profit | 3,999 | 5,220 | 8,287 | 7,635 | 5,326 |
| Operating expenses: | | | | | |
| Selling, general and administrative expenses | (1,632) | (1,649) | (1,631) | (1,454) | (1,323) |
| Research and development expenses | (2,044) | (2,077) | (2,100) | (1,901) | (1,723) |
| Other income and expenses, net | 228 | 182 | 55 | 159 | 141 |
| Impairment, restructuring charges and other related phase-out costs | (376) | — | — | — | (2) |
| Operating income | 175 | 1,676 | 4,611 | 4,439 | 2,419 |
| Interest income (expense), net[1] | 168 | 218 | 171 | 58 | (29) |
| Other components of pension benefit costs | (19) | (15) | (19) | (11) | (10) |
| Gain (loss) on financial instruments, net | 76 | (1) | — | — | (43) |
| Income before income taxes and noncontrolling interest[1] | 400 | 1,878 | 4,763 | 4,486 | 2,337 |
| Income tax expense | (220) | (313) | (541) | (520) | (331) |
| Net income[1] | 180 | 1,565 | 4,222 | 3,966 | 2,006 |
| Net income attributable to noncontrolling interest | (14) | (8) | (11) | (6) | (6) |
| Net income attributable to parent company[1] | 166 | 1,557 | 4,211 | 3,960 | 2,000 |
| Earnings per share (basic) attributable to parent company stockholders | 0.19 | 1.73 | 4.66 | 4.37 | 2.21 |
| Earnings per share (diluted) attributable to parent company stockholders[1] | 0.18 | 1.66 | 4.46 | 4.19 | 2.16 |
| Number of shares used in calculating earnings per share (basic) | 893.3 | 901.2 | 903.5 | 905.6 | 904.3 |
| Number of shares used in calculating earnings per share (diluted)[1] | 923.1 | 939.3 | 944.2 | 946.2 | 924.8 |
| **Consolidated Balance Sheets Data (end of period):** | | | | | |
| Cash and cash equivalents | 2,837 | 2,282 | 3,222 | 3,258 | 3,225 |
| Short-term deposits | 1,100 | 1,450 | 1,226 | 581 | 291 |
| Marketable securities | 985 | 2,452 | 1,635 | 679 | — |
| **Total assets** | **24,800** | **24,743** | **24,453** | **19,982** | **15,540** |
| Net assets[1] | 18,225 | 17,679 | 16,852 | 12,758 | 9,273 |
| Short-term debt | 298 | 990 | 217 | 175 | 143 |
| Long-term debt[1] | 1,835 | 1,963 | 2,710 | 2,542 | 2,396 |
| **Total parent company stockholders’ equity** | **17,828** | **17,449** | **16,729** | **12,693** | **9,209** |
| Common stock and Additional Paid-in Capital[1] | 4,438 | 4,245 | 4,023 | 3,788 | 3,690 |
| **Other Data:** | | | | | |
| Dividend per share | 0.360 | 0.360 | 0.240 | 0.240 | 0.240 |
| Capital expenditures, net of proceeds from sales and capital grants and other contributions | (1,844) | (2,642) | (4,111) | (3,524) | (1,828) |
| Net cash from operating activities | 2,152 | 2,965 | 5,992 | 5,202 | 3,060 |
| Depreciation and amortization | 1,854 | 1,760 | 1,561 | 1,216 | 1,045 |
| Debt-to-equity ratio[2] | 0.12 | 0.17 | 0.17 | 0.21 | 0.28 |

(1) On January 1, 2022, we adopted the new U.S. GAAP guidance applicable to the 2020 senior unsecured convertible bonds. Prior year comparative periods have not been restated.
(2) Debt-to-equity ratio is the ratio between our total financial debt (short-term debt and long-term debt) and our total parent company stockholder's equity.

## RISK FACTORS

### Summary of Risk Factors

**Risks Related to the Semiconductor Industry Which Impact Us**

- We, and the semiconductor industry as a whole, have been and may be further impacted by changes in, or uncertainty about, global, regional and local economic, political, legal, regulatory and social environments as well as climate change.
- We, and the semiconductor industry, operate at a global scale. Our global asset base and market footprint expose us to negative impacts of tariffs and /or trade barriers that may inhibit our ability to place products across regions.
- The semiconductor industry is cyclical and downturns in the semiconductor industry can negatively affect our results of operations and financial condition.
- Epidemics or pandemics may impact the global economy and could also adversely affect our business, financial condition and results of operations.
- We may not be able to match our production capacity to demand.
- Competition in the semiconductor industry is intense, and we may not be able to compete successfully if our product design technologies, process technologies and products do not meet market requirements. Furthermore, the competitive environment of the industry has resulted, and is expected to continue to result, in vertical and horizontal consolidation among our suppliers, competitors and customers, which may lead to erosion of our market share, impact our ability to compete and require us to restructure our operations.

**Risks Related to Our Operations**

- Our high fixed costs could adversely impact our results.
- Our capital needs are high compared to those competitors who do not manufacture their own products and we may need additional funding in the coming years to finance our investments, to purchase other companies or technologies developed by third parties or to refinance our maturing indebtedness.
- Our operating results depend on our ability to obtain quality supplies on commercially reasonable terms. As we depend on a limited number of suppliers for materials, equipment and technology, we may experience supply disruptions if suppliers interrupt supply, increase prices or experience material adverse changes in their financial condition.
- Our financial results can be affected by fluctuations in exchange rates, principally in the value of the U.S. dollar.
- Our operating results may vary significantly from quarter to quarter and annually and may also differ significantly from our expectations or guidance.
- If our external silicon foundries or back-end subcontractors fail to perform, this could adversely affect our business prospects, financial condition and results of operations.
- Our manufacturing processes are highly complex, costly and potentially vulnerable to impurities, disruptions or inefficient implementation of production changes or interruptions that can significantly increase our costs and delay product shipments to our customers.

- We may experience quality problems from time to time that can result in decreased sales and operating margin and product liability or warranty claims.
- Disruptions in our relationships with any one of our key customers or distributors, and/or material changes in their strategy or financial condition or business prospects, could adversely affect our results of operations.
- We may experience delays in delivering our product and technology roadmaps as well as transformation initiatives.
- Our computer systems, including hardware, software, information and cloud-based initiatives, are subject to attempted security breaches and other cybersecurity threats, which, if successful, could adversely impact our business.
- We may not be able to integrate or optimize the use of new technologies in a timely manner, which may place us at a competitive disadvantage against other industry players.
- We may be subject to theft, loss, or misuse of personal data about our employees, customers, or other third parties, which could increase our expenses, damage our reputation, or result in legal or regulatory proceedings.
- Our business is dependent in large part on continued growth in the industries and segments into which our products are sold and on our ability to retain existing customers and attract new ones. A market decline in any of these industries, our inability to retain and attract customers, or customer demand for our products which differs from our projections, could have a material adverse effect on our results of operations.
- Market dynamics have driven, and continue to drive us, to a strategic repositioning.
- We depend on collaboration with other semiconductor industry companies, research organizations, universities, customers and suppliers to further our R&D efforts, and our business and prospects could be materially adversely affected by the failure or termination of such alliances.
- We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others.
- We operate in many jurisdictions with highly complex and varied tax regimes. Changes in tax rules, new or revised legislation or the outcome of tax assessments and audits could cause a material adverse effect on our results.
- We receive public funding, and a reduction in the amount available to us or demands for repayment could increase our costs and impact our results of operations.
- Some of our production processes and materials are environmentally sensitive, which could expose us to liability and increase our costs due to environmental, health and safety laws and regulations or because of damage to the environment.
- Climate change, increased focus on social impact, and related sustainability regulations and initiatives, including our commitment to become carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027, could place additional burden on us and our operations.
- Individual customer use of certain products, which may differ from the anticipated uses of such products and result in differences in performance, including energy consumption, may lead to a failure to achieve our disclosed emission-reduction goals, adverse legal action or additional research costs.

- Loss of key employees and the inability to continuously recruit and retain qualified employees could hurt our competitive position.
- The interests of our controlling shareholder, which is in turn indirectly controlled by the French and Italian governments, may conflict with other investors' interests. In addition, our controlling shareholder may sell our existing common shares or issue financial instruments exchangeable into our common shares at any time.
- Our shareholder structure and our preference shares may deter a change of control.
- Any decision to reduce or discontinue paying cash dividends to our shareholders could adversely impact the market price of our common shares.
- We are required to prepare financial statements under IFRS and we also prepare Consolidated Financial Statements under U.S. GAAP, and such dual reporting may impair the clarity of our financial reporting.
- There are inherent limitations on the effectiveness of our risk management and internal control(s) systems.
- Because we are subject to the corporate law of The Netherlands, U.S. investors might have more difficulty protecting their interests in a court of law or otherwise than if we were a U.S. company.

**Risks Related to the Semiconductor Industry Which Impact Us**

***We, and the semiconductor industry as a whole, have been and may be further impacted by changes in, or uncertainty about, global, regional and local economic, political, legal, regulatory and social environments as well as climate change.***

Changes in, and uncertainty about, economic, political, legal, regulatory and social conditions pose a risk as consumers and businesses may postpone spending in response to factors such as curtailment of trade and other business restrictions, financial market volatility, interest rate fluctuations, recessions, shifts in inflationary and deflationary expectations, lower capital and productivity growth, unemployment, negative news, declines in income or asset values, natural catastrophes or weather events, and/or other factors. Such global, regional and local conditions are volatile, subject to frequent change and could have a material adverse effect on customer and end-market demand for our products, thus materially adversely affecting our business and financial condition.

We may also experience a shortage of certain semiconductor composites and delays in shipments due to supply chain disruptions caused by geopolitical conflicts, natural catastrophes, extreme weather events, or punctual power outages, and sales of our products may be negatively impacted by such events, both directly and indirectly through a reduction of sales or production by our customers in or to affected areas or otherwise.

Geopolitical conflicts have additionally resulted in certain countries imposing sanctions. Further consequences of such conflicts could include a risk of further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macro-economic conditions, currency exchange rates and financial markets. This could lead to disruption to international commerce and the global economy, and could have a negative effect on our ability to sell to, ship products to, collect payments from, and support customers in certain regions based on trade restrictions, embargoes, logistics restrictions and export control law restrictions.

We, and the semiconductor industry as a whole, face greater risks due to the international nature of the semiconductor business, including in the countries where we, our customers or our suppliers operate, such as:

- instability of foreign governments, including the threat of war, military conflict, civil unrest, regime changes, mass migration and terrorist attacks;
- natural events such as severe weather, earthquakes and tsunamis, or the effects of climate change;
- epidemics or pandemics such as disease outbreaks and other health related issues;
- changes in, or uncertainty about, laws, regulations (including executive orders) and policies affecting trade and investment, including through the imposition of trade and travel restrictions, government sanctions, local practices which favor local companies and constraints on investment;
- complex and varying government regulations and legal standards, particularly with respect to export control regulations and restrictions, customs and tax requirements, data privacy, IP, anti-corruption, bribery, fraud and sanctions (including potential third-party product diversion risks into sanctioned countries or use for unauthorized purposes);
- differing practices of regulatory, tax, judicial and administrative bodies, including with regards to the interpretation of laws, governmental approvals, permits and licenses;
- water availability and availability of appropriate local water infrastructure, usage and consumption levels, as well as recycling and discharge practices;
- constraints in the supply of electricity as a result of cost increases, reliability of infrastructure or due to extreme weather events, leading to power outages; and
- changes in, or uncertainty about, labor laws and human rights and our ability to ensure compliance across our international supply chains.

***We, and the semiconductor industry, operate at a global scale. Our global asset base and market footprint expose us to negative impacts of tariffs and /or trade barriers that may inhibit our ability to place products across regions.***

Our global asset base and diversified market footprint expose us to adverse impacts from tariffs, trade restrictions, and protectionist policies. These barriers can limit our ability to efficiently place products across key regions, disrupt established supply chains, increase input costs, and reduce market access particularly in jurisdictions where we operate manufacturing hubs or export our products. These risks may be particularly acute in the semiconductor industry, where cyclical demand patterns and rapid technological changes can amplify economic headwinds.

The institution of trade tariffs globally, including the institution of any sector-specific tariffs, as well as the threat thereof, could negatively impact economic conditions, which could have negative repercussions for our business. In particular, trade protection and national security policies of the U.S. and Chinese governments, including tariffs, trade restrictions, export restrictions and the placing of companies on restricted entity lists, have and may continue to limit or prevent us from transacting business with certain of our Chinese customers or suppliers; limit, prevent or discourage certain of our Chinese customers or suppliers from transacting business with us; or make it more expensive to do so. If disputes were to arise under any of our agreements with other parties conducting business in China, the resolution of such dispute may be subject to the exercise of discretion by the Chinese government, or agencies of the Chinese government, which may have a material adverse effect on our business. In addition, we could face increased competition as a result of China's programs to promote a domestic semiconductor industry and supply chains (such as its 5-year plans, the China Standards 2035 campaign and related large scale national and local public funding schemes). In the United States, the current administration is imposing and increasing tariffs on imports into the country, and may impose additional tariffs or further increase existing tariffs on imports into the country. Other

countries are also imposing or increasing tariffs and may impose or increase existing tariffs or impose other restrictions on imports in response to these measures.

In addition, we may be subject to the imposition of sector-specific tariffs, such as the 100% tariff on imported, foreign-produced semiconductor chips threatened by the current U.S. administration, or China's related export controls. Any or all of these measures or restrictions may limit our ability to sell products in certain markets or source components from specific suppliers, potentially disrupting our supply chain and manufacturing capabilities and limiting our ability to service our customer base in a cost-effective manner.

Further, throughout 2025 the current U.S. administration initiated numerous investigations into products and industries under section 232 of the Trade Expansion Act of 1962. For example, in April 2025, the Department of Commerce launched an investigation into the national security impacts of imported semiconductors and semiconductor manufacturing equipment. This investigation may result in additional tariffs and trade restrictions that may adversely impact the semiconductor industry and our business. Similar investigations on other industries or products, including automotive, copper, steel, aluminium, critical minerals and aircraft, may also adversely impact the semiconductor industry and our business.

Changes in trade policy might also provoke retaliatory measures from affected countries, which could limit our ability to conduct business in those markets or decrease the number of customers purchasing our products. Consequently, we may face higher costs for components used in our products, increased manufacturing expenses, currency exchange rate volatility, and elevated prices for our products in foreign markets. Additionally, protectionist policies and regulations could encourage our customers to shift their operations or supply chains to their own countries or others, or require their contractors, subcontractors, and agents to do the same, potentially undermining our current levels of productivity and manufacturing efficiency and increasing manufacturing expenses, and currency exchange challenges.

***The semiconductor industry is cyclical and downturns in the semiconductor industry can negatively affect our results of operations and financial condition.***

The semiconductor industry is cyclical and has been subject to significant downturns from time to time, as a result of global economic conditions, and industry-specific factors, such as built-in excess capacity, fluctuations in product supply, product obsolescence and changes in end-customer preferences. See "— We, and the semiconductor industry as a whole, have been and may be further impacted by changes in, or uncertainty about, global, regional and local economic, political, legal, regulatory and social environments as well as climate change."

Downturns are typically characterized by reduction in overall demand, accelerated erosion of selling prices, reduced revenues and high inventory levels, any of which could result in a significant deterioration of our results of operations. Such macro-economic trends typically relate to the semiconductor industry as a whole rather than to the individual semiconductor markets to which we sell our products. To the extent that industry downturns are concurrent with the timing of new increases in production capacity or introduction of new advanced technologies in our industry, the negative effects on our business from such industry downturns may also be more severe. We have experienced revenue volatility and market downturns in the past, and expect to experience them in the future, which could have a material adverse impact on our results of operations and financial condition.

The recent increase in inflation rates in the markets in which we operate may lead us to experience higher costs related to labor, energy, water, transportation, wafer and other raw materials costs from suppliers. Our suppliers may raise their prices, and in the competitive markets in which we operate we may not be able to make corresponding price increases to preserve our gross margins and profitability due to market conditions and competitive dynamics. Additionally, any such increase in prices may not be accepted by our customers.

***Epidemics or pandemics may impact the global economy and could also adversely affect our business, financial condition and results of operations.***

Epidemics or pandemics may result in authorities imposing, and businesses and individuals implementing, numerous measures to try to contain the disease, including travel bans and restrictions, shelter-in-place and stay-at-home orders, quarantines and social distancing guidelines. This may negatively impact the ability of our suppliers to deliver on their commitments to us, our ability to ship our products to our customers and general consumer demand for our products may be negatively impacted by the pandemic and/or government responses thereto.

In addition, our customers and suppliers may experience disruptions in their operations and supply chains, which could result in delayed, reduced, or cancelled orders or collection risks, and which may adversely affect our results of operations and financial condition.

During an epidemic or pandemic, governments may look to re-direct resources and implement austerity measures in the future to balance public finances, which could result in reduced economic activity. Any resulting economic downturn could reduce overall demand for our products, accelerate the erosion of selling prices, lead to reduced revenues and higher inventory levels, any of which could result in a significant deterioration of our results of operations and financial condition.

An epidemic or pandemic may also lead to increased disruption and volatility in capital markets and credit markets. Unanticipated consequences of an epidemic or pandemic and resulting economic uncertainty could adversely affect our liquidity and capital resources in the future.

***We may not be able to match our production capacity to demand.***

As a result of the cyclicality and volatility of the semiconductor industry, it is difficult to predict future developments in the markets we serve and, in turn, to estimate requirements for production capacity. If our markets, start-up or ramp-ups in manufacturing operations are not efficiently executed, major customers or certain product designs or technologies do not perform as well as we have anticipated, demand is impacted by factors outside of our or our customers' control, or if there is otherwise any future excess capacity by us or other semiconductor manufacturers, we risk unused capacity charges, price erosion, write-offs of inventories and losses on products that may adversely impact our operating results, and we could be required to undertake restructuring and transformation measures that may involve significant charges and losses to our earnings.

Furthermore, during certain periods, the global supply of semiconductor industry fabrication capacity may not be sufficient to meet the demand for semiconductor products. We may also experience increased demand in certain market segments and product technologies and any future shortage of our capacity and the capacity of our sub-contractors may lead to an increase in the lead times of our delivery to customers, us being required to enter into agreements with our suppliers with onerous terms such as take-or-pay arrangements, or us being unable to service some of our customers, which may detrimentally affect our customer relationships and result in liability claims. Further, as a result of this supply imbalance, the industry in general may at times experience a high level of profitability and gross margins which may not be sustainable over the long-term.

***Competition in the semiconductor industry is intense, and we may not be able to compete successfully if our product design technologies, process technologies and products do not meet market requirements. Furthermore, the competitive environment of the industry has resulted, and is expected to continue to result, in vertical and horizontal consolidation among our suppliers, competitors and customers, which may lead to erosion of our market share, impact our ability to compete and require us to restructure our operations.***

We compete in different product lines to various degrees on certain characteristics, for example, price, technical performance, product features, product design, product availability, process technology, manufacturing capabilities and sales and technical support. Given the intense competition in the semiconductor industry, if our products do not meet market requirements based on any of these characteristics, our business, financial condition and results of operations could be materially adversely affected. Our competitors may, among others, have a stronger presence in key markets and geographic regions, greater name recognition, larger customer bases, greater government support and greater financial, R&D, sales and marketing, manufacturing, distribution and technical resources

than us. These competitors may be able to adapt more quickly to changes in the business environment, to new or emerging technologies and to changes in customer requirements.

Our product portfolio and roadmap evolution may additionally subject us to increased pressure from competitors. Variations in customer consumption patterns and product development trends, as well as any misalignment between our product development roadmap and that of our competitors, may impact our projections for areas particularly sensitive to market shifts.

The semiconductor industry is intensely competitive and characterized by the high costs associated with developing marketable products and manufacturing technologies as well as high levels of investment in production capabilities. As a result, the semiconductor industry has experienced, and is expected to continue to experience, significant vertical and horizontal consolidation among our suppliers, competitors and customers. Market consolidation initiatives, planned restructurings, and any other such actions in the semiconductor industry may be subject to stricter regulations in the jurisdictions in which we operate, which could erode our market share, negatively impact our ability to compete and require us to increase our R&D effort, engage in mergers and acquisitions and/or restructure our operations.

**Risks Related to Our Operations**

***Our high fixed costs could adversely impact our results.***

Our operations are characterized by high fixed or other costs which are difficult to reduce, including costs related to manufacturing (particularly as we operate our own manufacturing facilities) and the employment of our highly skilled workforce. When demand for our products decreases, competition increases or we fail to forecast demand accurately, we may be driven to reduce prices and we may not always be able to reduce our total costs in line with resulting revenue declines. As a result, the costs associated with our operations may not be fully absorbed, leading to unused capacity charges, higher average unit costs and lower gross margins, adversely impacting our results.

***Our capital needs are high compared to those competitors who do not manufacture their own products and we may need additional funding in the coming years to finance our investments, to purchase other companies or technologies developed by third parties or to refinance our maturing indebtedness.***

As a result of our choice to maintain control of a large portion of our manufacturing technologies and capabilities, we may require significant capital expenditure to maintain or upgrade our facilities if our facilities become inadequate in terms of capacity, flexibility and location. We monitor our capital expenditures taking into consideration factors such as trends in the semiconductor market, customer requirements and capacity utilization. These capital expenditures may increase in the future if we decide to upgrade or expand the capacity of our manufacturing facilities, purchase or build new facilities or increase investments supporting key strategic initiatives. For instance, we may be unable to successfully develop, maintain and operate large infrastructure projects. Such increased capital expenditures associated with large infrastructure projects and strategic initiatives might not achieve profitability or we may be unable to utilize infrastructure projects to full capacity. There can also be no assurance that future market demand and products required by our customers will meet our expectations. We also may need to invest in other companies, in IP and/or in technology developed either by us or by third parties to maintain or improve our position in the market or to reinforce our existing business. Failure to invest appropriately and in a timely manner or to successfully integrate any recent or future business acquisitions may prevent us from achieving the anticipated benefits and could have a material adverse effect on our business and results of operations.

The foregoing may require us to secure additional financing, including through the issuance of debt, equity or both. The timing and the size of any new share or bond offering would depend upon market conditions as well as a variety of other factors. In addition, the capital markets may from time to time offer terms of financing that are particularly favorable. We cannot exclude that we may access the capital markets opportunistically to take advantage of market conditions. Any such transaction or any announcement concerning such a transaction could materially impact the market price of our

common shares. If we are unable to access capital on acceptable terms, this may adversely affect our business and results of operations.

***Our operating results depend on our ability to obtain quality supplies on commercially reasonable terms. As we depend on a limited number of suppliers for materials, equipment and technology, we may experience supply disruptions if suppliers interrupt supply, increase prices or experience material adverse changes in their financial condition.***

Our ability to meet our customers' demand to manufacture our products depends upon obtaining adequate supplies of quality materials on a timely basis and on commercially reasonable terms. Certain materials are available from a limited number of suppliers or only from a limited number of suppliers in a particular region. We purchase certain materials whose prices on the world markets have fluctuated significantly in the past and may fluctuate significantly in the future. Although supplies for most of the materials we currently use are adequate, shortages could occur in various essential materials due to interruption of supply or increased demand in the industry. For instance, geopolitical conflicts could disrupt supply chains and cause shortages of certain semiconductor components and corresponding delays in shipments. Any such shortage may impact different geographical markets disproportionately, leading to shortages or unavailability of supplies in specific areas and higher transportation costs. In addition, the costs of certain materials may increase due to inflationary rates and market pressures and we may not be able to pass on such cost increases to our customers.

We also purchase semiconductor manufacturing equipment and third-party licensed technology from a limited number of suppliers and providers and, because such equipment and technology are complex, it is difficult to replace any one supplier or provider with another or to substitute one piece of equipment or type of technology for another. In addition, suppliers and providers may extend lead times, limit our supply, increase prices or change contractual terms related to certain manufacturing equipment and third-party licensed technology, any of which could adversely affect our results. Furthermore, suppliers and technology providers tend to focus their investments on providing the most technologically advanced equipment, materials and technology and may not be able to address our requirements for equipment, materials or technology of older generations. Although we work closely with our suppliers and providers to avoid such shortages, there can be no assurance that we will not encounter these problems in the future.

Consolidation among our suppliers or vertical integration among our competitors may limit our ability to obtain sufficient quantities of materials, equipment and/or technology on commercially reasonable terms and restrict the terms under which we engage in mergers and acquisitions. In certain instances, we may be required to enter into agreements with our suppliers with onerous terms, such as take-or-pay arrangements. If we are unable to obtain supplies of materials, equipment or technology in a timely manner or at all, or if such materials, equipment or technology prove inadequate or too costly, our results of operations could be adversely affected.

***Our financial results can be affected by fluctuations in exchange rates, principally in the value of the U.S. dollar.***

The U.S. dollar is the currency of the primary economic environment in which we operate, and the currency we use in our consolidated financial statements. A large part of our transactions are denominated in U.S. dollars, and revenues from external sales in U.S. dollars largely exceed revenues in any other currency. However, we incur a limited portion of our revenue and a significantly higher portion of our costs in currencies other than the U.S. dollar. A significant variation of the value of the U.S. dollar against the principal currencies that may have a material impact on us (primarily the Euro) could result in a favorable impact, net of hedging, on our net income in the case of an appreciation of the U.S. dollar, or in a negative impact, net of hedging, on our net income if the U.S. dollar depreciates relative to the Euro or certain other currencies. Any fluctuation in currency exchange rates could affect, and has in the past affected, our results of operations.

In order to reduce the exposure of our financial results to the fluctuations in exchange rates, our principal strategy has been to balance as much as possible the proportion of sales to our customers denominated in U.S. dollars with the amount of purchases from our suppliers denominated

in U.S. dollars, thereby reducing the potential exchange rate impact of certain variable costs relative to revenues. In order to further reduce our exposure to U.S. dollar exchange rate fluctuations, we have hedged certain line items on our consolidated statements of income, in particular with respect to a portion of the cost of sales, the majority of the R&D expenses and certain selling, general & administrative ("SG&A") expenses located in the Euro zone. We may also hedge certain manufacturing costs, included within the cost of sales, denominated in Singapore dollars. There can be no assurance that our hedging transactions will prevent us from incurring higher Euro-denominated manufacturing costs and/or operating expenses when translated into our U.S. dollar-based accounts. See "Item 5. Operating and Financial Review and Prospects — Impact of Changes in Exchange Rates" and "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

***Our operating results may vary significantly from quarter to quarter and annually and may also differ significantly from our expectations or guidance.***

Our operating results are affected by a wide variety of factors that could materially and adversely affect revenues and profitability or lead to significant variability of our operating results from one period to the next. These factors include changes in demand from our key customers, capital requirements, inventory management, availability of funding and competition, new product developments, start of adoption of our new products by customers, technological changes, manufacturing or supplier issues and changes to effective tax rates. In addition, in periods of industry overcapacity or when our key customers encounter difficulties in their end-markets or product ramps, orders are more exposed to cancellations, reductions, price renegotiation or postponements, which in turn reduce our ability to forecast the next quarter or full year production levels, revenues and margins. Although backlog may provide an indication of future orders, quantities actually purchased by customers, as well as prices, are subject to variations between booking and delivery times and, in some cases, subject to cancellation due to changes in customer needs or industry conditions, as well as seasonality, among other things. As a result, we may not meet our financial targets, which could in turn have an impact on our reputation or brand. For these reasons and others that we may not yet have identified, our revenues and operating results may differ materially from our expectations or guidance as visibility is reduced. See "Item 4. Information on the Company — Backlog".

***If our external silicon foundries or back-end subcontractors fail to perform, this could adversely affect our business prospects, financial condition and results of operations.***

We currently use external silicon foundries and back-end subcontractors for a portion of our manufacturing activities. Any limitation on the ability of our external silicon foundries and back-end subcontractors to satisfy our demand may be detrimental to our results of operations and ability to satisfy the demand of our customers. Likewise, if we are unable to meet our commitments to silicon foundries and back-end subcontractors, our results of operations could suffer. Prices for these services also vary depending on capacity utilization rates at our external silicon foundries and back-end subcontractors, quantities demanded and product and process technology. Such outsourcing costs can vary materially and, in cases of industry shortages, can increase significantly, negatively impacting our business prospects, financial condition and results of operations.

***Our manufacturing processes are highly complex, costly and potentially vulnerable to impurities, disruptions or inefficient implementation of production changes or interruptions that can significantly increase our costs and delay product shipments to our customers.***

Our manufacturing processes are highly complex, require advanced and increasingly costly equipment and are continuously modified or maintained in an effort to improve yields and product performance and lower the cost of production.

Furthermore, impurities or other difficulties in the manufacturing process can lower yields, interrupt production or result in scrap. As system complexity and production changes have increased and sub-micron technology has become more advanced, manufacturing tolerances have been reduced and requirements for precision have become more demanding. We have from time to time experienced bottlenecks and production difficulties that have caused delivery delays and quality

control problems. There can be no assurance that we will not experience bottlenecks, production, transition or other related difficulties in the future.

In addition, we are exposed to risks related to interruptions of our manufacturing processes. If any of our property or equipment is damaged or otherwise rendered unusable or inoperable due to accident, cyberattack or otherwise, this could result in interruptions which could have a material adverse effect on our business, financial condition and results of operations.

***We may experience quality problems from time to time that can result in decreased sales and operating margin and product liability or warranty claims.***

We sell complex products that may not in each case comply with specifications or customer requirements, or which may contain design or manufacturing defects that could cause personal injury, property damage or security risks that could be exploited by unauthorized third parties hacking, corrupting or otherwise obtaining access to our products, including to the software loaded thereon by us, our suppliers or our customers. Although our general practice is to contractually limit our liability to the repair, replacement or refund of defective products, we occasionally agree to contractual terms with key customers in which we provide extended warranties and, accordingly, we may face product liability, warranty, delivery failure, and/or other claims relating to our products that could result in significant expenses relating to compensation payments, product recalls or other actions related to such extended warranties and/or to maintain good customer relationships, which could result in decreased sales and operating margin and other material adverse effects on our business. Costs or payments we may make in connection with warranty and other claims or product recalls may equally adversely affect our results of operations.

There can be no assurance that we will be successful in maintaining our relationships with customers with whom we incur quality problems. Furthermore, if litigation occurs we could incur significant costs and liabilities to defend ourselves against any such claims. The industry has experienced a rise in premiums and deductibles with regards to insurance policies. These may continue to increase and insurance coverage may also correspondingly decrease. If litigation occurs and damages are awarded against us, there can be no assurance that our insurance policies will be available or adequate to protect us against such claims.

***Disruptions in our relationships with any one of our key customers or distributors, and/or material changes in their strategy or financial condition or business prospects, could adversely affect our results of operations.***

A substantial portion of our sales is derived from a limited number of customers and distributors. The level of sales booked by our customers and distributors varies year to year and there can be no assurance that our customers or distributors will continue to book the same level of sales with us that they have in the past, will continue to succeed in the markets they serve and will not purchase competing products over our products. Many of our key customers and distributors operate in cyclical businesses that are also highly competitive, and their own market positions may vary considerably.

In recent years, some of our customers have vertically integrated their businesses. Such vertical integrations may impact our business. Our relationships with the newly formed entities could be either reinforced or jeopardized by the integration. If we are unable to maintain or increase our market share with our key customers or distributors, or if they were to increase product returns or fail to meet payment obligations, our results of operations could be materially adversely affected.

In addition, certain of our products are customized to our customers' specifications. If customers do not purchase products made specifically for them, we may not be able to recover a cancellation fee from our customers or resell such products to other customers. In addition, the occurrence of epidemic or pandemic outbreaks could affect our customers. The geographic spread of epidemics or pandemics may be difficult to predict and adverse public health impacts on our customers could negatively affect our results.

***We may experience delays in delivering our product and technology roadmaps as well as transformation initiatives.***

Our industry adapts to technological advancements and it is likely that new products, equipment, processes and service methods, including transformation initiatives related to digitalization, are in the process of being implemented. Any failure by us to manage our data governance processes could undermine our digitalization initiatives, and any failure by us to react to changes or advances in existing technologies and processes as we develop and invest in our product, technology and transformation roadmaps could materially delay the introduction of new solutions. If we are not able to execute on these roadmaps, including our digitalization strategies, on a timely basis or at an acceptable cost this could result in loss of competitiveness of our solutions, decreased revenue and a loss of market share.

***Our computer systems, including hardware, software, information and cloud-based initiatives, are subject to attempted security breaches and other cybersecurity threats, which, if successful, could adversely impact our business.***

We have, from time to time, detected and experienced attempts by others to gain unauthorized access to our computer systems and networks. The reliability and security of our information technology infrastructure and software, including our AI technology, and our ability to expand and continually update technologies, including to transition to cloud-based technologies, in response to our changing needs is critical to our business. In the current environment, there are numerous and evolving risks to cybersecurity, including criminal hackers, state-sponsored intrusions, terrorism, industrial espionage, employee malfeasance, vandalism and human or technological error. Computer hackers and others routinely attempt to breach the security of technology products, services, and systems, and those of our customers, suppliers, partners and providers of third-party licensed technology, and some of those attempts may be successful.

The attempts to breach our systems, including our cloud-based systems, and to gain unauthorized access to our information technology systems are becoming increasingly more sophisticated, are often well-financed, in some cases supported by state actors, and are designed to not only track, but also to evade detection. These attempts may include covertly introducing malware into our computers, including those in our manufacturing operations, and impersonating unauthorized users, among others. For instance, employees and former employees, in particular former employees who become employees of our competitors or customers, may misappropriate, use, publish or provide to our competitors or customers our IP and/or proprietary or confidential business information. Also, third parties may attempt to register domain names similar to our brands or website, which could cause confusion and divert online customers away from our products.

Since the techniques used by cyber attackers change frequently and are often not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Our use of AI technology may also increase vulnerability to cybersecurity risks, including through unauthorized use or misuse of AI tools and bad inputs or logic or the introduction of malicious code incorporated into AI generated code. AI and machine learning also may be used for certain cybersecurity attacks, improving or expanding the existing capabilities of threat actors in manners we cannot predict at this time, resulting in greater risks of security incidents and breaches.

Such security incidents and breaches could result in, for example, unauthorized access to, disclosure, modification, misuse, loss, or destruction of our, our customer, or other third-party data or systems, theft of our trade secrets and other sensitive or confidential data, including personal information and IP, system disruptions, and denial of service. In the event of such breaches, we, our customers or other third parties could be exposed to potential liability, litigation, and regulatory action, as well as the loss of existing or potential customers, damage to our reputation, and other financial loss and such breaches could also result in losing existing or potential customers in connection with any actual or perceived security vulnerabilities in our systems. In addition, the cost and operational consequences of responding to breaches and implementing remediation measures could be

significant. As these threats continue to develop and grow, we have been adapting and strengthening our security measures.

As a result of work-from-home policies that we have undertaken, there has been additional reliance placed on our IT systems and resources. The resulting reliance on these resources, and the added need to communicate by electronic means, could increase our risk of cybersecurity incidents.

Geopolitical instability has been associated with an increase in cybersecurity incidents. This may result in a higher likelihood that we may experience direct or collateral consequences from cybersecurity conflicts between nation-states or other politically motivated actors targeting critical technology infrastructure.

U.S. and foreign regulators have increased their focus on cybersecurity vulnerabilities and risks, and customers and service providers are increasingly demanding more rigorous contractual certification and audit provisions regarding cybersecurity and data governance. This may result in an increase of our overall compliance burden due to increasingly onerous obligations and leading to significant expense. There may also be shorter deadlines in which to notify the authorities of data breaches and ever-increasing fines and penalties for businesses that fail to respond swiftly and appropriately to cyberattacks. Any failure to comply could also result in proceedings against us by regulatory authorities or other third parties.

We continue to update and execute our security plans to protect data and infrastructure and to raise security awareness among those having access to our systems. However, these security measures cannot provide absolute security and there can be no assurance that our employee training, operational, and other technical security measures or other controls will detect, prevent or remediate security or data breaches in a timely manner or otherwise prevent unauthorized access to, damage to, or interruption of our systems and operations.

We regularly evaluate our IT systems and business continuity plan to make enhancements and periodically implement new or upgraded systems, including the transition and migration of our data systems to cloud-based platforms and critical system migration. Any delay in the implementation of, or disruption in the transition to different systems could adversely affect our ability to record and report financial and management information on a timely and accurate basis and could impact our operations and financial position. In addition, a miscalculation of the level of investment needed to ensure our technology solutions are current and up-to-date as technology advances and evolves could result in disruptions in our business should the software, hardware or maintenance of such items become out-of-date or obsolete and the costs of upgrading our cybersecurity systems and remediating damages could be substantial.

We may also be adversely affected by security breaches related to our equipment providers and providers of IT services or third-party licensed technology. As a global enterprise, we could also be impacted by existing and proposed laws and regulations, as well as government policies and practices related to cybersecurity, data privacy and data protection. Additionally, cyberattacks or other catastrophic events resulting in disruptions to or failures in power, information technology, communication systems or other critical infrastructure could result in interruptions or delays to us, our customers, or other third-party operations or services, financial loss, potential liability, damage to our reputation and could also affect our relationships with our customers, suppliers and partners. See “Item 16K. Cybersecurity”.

***We may not be able to integrate or optimize the use of new technologies in a timely manner, which may place us at a competitive disadvantage against other industry players.***

The semiconductor industry is highly competitive and characterized by constant and rapid technological change, short product lifecycles, significant price erosion and evolving standards. Accordingly, our financial performance and future prospects depend to a significant extent on our ability to develop and maximize the opportunities offered by new technologies available to our industry, such as AI or quantum.

At ST, AI is primarily focused on machine learning and deep learning technology. We leverage these technologies to interpret complex events, classify and segment data, and enable automated data flows. Such usages include automatic defect classification across front-end and back-end manufacturing lines, physical layout placement optimization, yield enhancements and automatic classification of expense notes, among others.

ST additionally relies on generative AI for content generation, conversational user experience and assisted reasoning. Some usages include AI-driven assistance for generating design rules checks in technology development, software development copilots that aid developers in code generation and maintenance, and knowledge-based assistants designed to improve efficiency by streamlining content retrieval, summarization, and content generation.

We have invested significant resources to the integration of AI capabilities to our operations. Should we be unable to successfully leverage the opportunities presented by AI and any other such new technological advances or should our governance processes prove to be insufficient to support the AI opportunities available to us, benefits of the implementation of any new such technologies may not materialize.

In addition, meeting evolving industry requirements, including the increasing use of AI and machine learning technologies, and introducing new products to the market in a timely manner and at prices that are acceptable to our customers are significant factors in determining our competitiveness and success. AI and machine learning are still in early stages, and the introduction and incorporation of AI technologies may result in unintended consequences or new or expanded risks and liabilities, including (i) adverse impact from deficient, inaccurate, or biased AI recommendations, (ii) AI technologies the company develops and adopts becoming obsolete earlier than planned, leading to there being no assurance that the company will realize the desired or anticipated benefits, (iii) use of AI applications increasing the risk of cybersecurity incidents, such as through unintended or inadvertent transmission of proprietary or sensitive information, or (iv) any laws, regulations or industry standards adopted in response to the emergence of AI, such as the EU's AI Act, becoming burdensome.

***We may be subject to theft, loss, or misuse of personal data about our employees, customers, or other third parties, which could increase our expenses, damage our reputation, or result in legal or regulatory proceedings.***

We have, from time to time, detected and experienced attempts by others to gain unauthorized access to our computer systems and networks, may experience successful breaches of our computer systems in the future, and may be adversely affected by security breaches related to our equipment providers and providers of IT services or third-party licensed technology. See "— Our computer systems, including hardware, software, information and cloud-based initiatives, are subject to attempted security breaches and other cybersecurity threats, which, if successful, could adversely impact our business." The theft, loss, or misuse of personal data processed by us or for us, as a result of any such breaches or otherwise, could result in significantly increased security costs or potential liability, litigation and regulatory action, as well as the loss of existing or potential customers.

Further, with increasing digitalization, data privacy-related legislations are rapidly evolving around the globe which may have a negative impact on our business if interpreted or implemented in a manner that is inconsistent from country to country and inconsistent with the current policies and practices of our customers or business partners. We may also have to change the manner in which we contract with our business partners, store and transfer information and otherwise conduct our business, which could increase our costs and reduce our revenues.

***Our business is dependent in large part on continued growth in the industries and segments into which our products are sold and on our ability to retain existing customers and attract new ones. A market decline in any of these industries, our inability to retain and attract customers, or customer demand for our products which differs from our projections, could have a material adverse effect on our results of operations.***

The demand for our products depends significantly on the demand for our customers' end products. Growth of demand in the industries and segments into which our products are sold fluctuates significantly and is driven by a variety of factors, including consumer spending, consumer preferences, the development and acceptance of new technologies and prevailing economic conditions. Changes in our customers' markets and in our customers' respective shares in such markets could result in slower growth and a decline in demand for our products. In addition, if projected industry growth rates do not materialize as forecasted, our spending on process and product development ahead of market acceptance could have a material adverse effect on our business, financial condition and results of operations.

Our business is dependent upon our ability to retain existing customers. In 2025 our largest customer, Apple, accounted for 17.7% of our total revenues. While we do not believe to be dependent on any one customer or group of customers, the loss of key customers or important sockets at key customers could have an adverse effect on our results of operations and financial condition.

Our existing customers' product strategy may change from time to time and/or product specifications may change on short-time product life cycles and we have no certainty that our business, financial position and results of operations will not be affected. Our business is also dependent upon our ability to attract new customers. There can be no assurance that we will be successful in attracting and retaining new customers, or in adequately projecting customer demand for our products. Our failure to do so could materially adversely affect our business, financial condition and results of operations.

***Market dynamics have driven, and continue to drive us, to a strategic repositioning.***

In recent years, we have undertaken several initiatives to reposition our business. Our strategies to improve our results of operations and financial condition have led us, and may in the future lead us, to acquire businesses that we believe to be complementary to our own, to divest ourselves of or wind down activities that we believe do not serve our longer term business plans, or to enter into partnerships or joint ventures to enter into or strengthen our position in certain markets and increase our scale of operations. Our potential acquisition strategies depend in part on our ability to identify suitable acquisition targets, finance their acquisition, obtain approval by our shareholders and obtain required regulatory and other approvals. Our potential divestiture strategies depend in part on our ability to compete and to identify the activities in which we should no longer engage, obtain the relevant approvals pursuant to our governance process and then determine and execute appropriate methods to divest of them. Our actual or potential partnerships and joint venture strategies depend in part on our ability to execute sales and operations plans alongside our partner or joint venture.

We are constantly monitoring our product portfolio and cannot exclude that additional steps in this repositioning process may be required. Furthermore, we cannot assure that any strategic repositioning of our business, including executed and possible future acquisitions, dispositions or partnerships and joint ventures, will be successful and will not result in impairment, restructuring charges and other related closure costs. The realization of our identified opportunities, including sustainability opportunities, may result in exposure to new risks. Should we not be able to anticipate these risks, or should the anticipated benefits not be realized from these opportunities, our business and strategy could be adversely affected.

Acquisitions, divestitures, partnerships and joint ventures involve a number of risks that could adversely affect our operating results and financial condition, including, in respect of acquisitions and divestitures, the inability for us to successfully integrate businesses or teams that we acquire with our culture and strategies on a timely basis or at all, and the potential requirement for us to record charges related to the goodwill or other long-term assets associated with the acquired businesses. There can be no assurance that we will be able to achieve the full scope of the benefits we expect from a particular acquisition, divestiture, partnership, joint venture or investment. Our business, financial condition and results of operations may suffer if we fail to coordinate our resources effectively to manage both our existing businesses and any acquired businesses. In addition, the financing of future acquisitions, divestitures, partnerships or joint ventures may negatively impact our financial position, including our ability to pay a dividend and/or repurchase our shares, and our credit rating and we could be required to raise additional funding.

We do not, and in the future may not, have a majority shareholding in all our joint ventures, and may have limited opportunity to intervene in the decision-making process of our joint ventures. The objectives of our associates and joint venture partners, their ability to meet their financial and/or contractual obligations, compliance with legal requirements, compliance to safety, health and environmental requirements and standards, behavior and ethical standards may result in disputes, litigation, sanctions and/or suspension of licenses which in turn may have a material adverse effect on our business, operating results, reputation, cash flows and financial condition, and may constrain the achievement of our objectives.

Other risks associated with acquisitions include the assumption of potential liabilities, disclosed or undisclosed, associated with the business acquired, which liabilities may exceed the amount of indemnification available from the seller, potential inaccuracies in the financials of the business acquired, and our ability to retain customers of an acquired entity, its business or industrialize an acquired process or technology. Identified risks associated with divestitures include loss of activities and technologies that may have complemented our remaining businesses or operations and loss of important services provided by key employees that are assigned to divested activities.

***We depend on collaboration with other semiconductor industry companies, research organizations, universities, customers and suppliers to further our R&D efforts, and our business and prospects could be materially adversely affected by the failure or termination of such alliances.***

Our success depends on our ability to introduce innovative new products and technologies to the marketplace on a timely basis. In light of the high levels of investment required for R&D activities, we depend in certain instances on collaborations with other semiconductor industry companies, research organizations, universities, customers and suppliers to develop or access new technologies.

Such collaboration provides us with a number of important benefits, including the sharing of costs, reductions in our own capital requirements, acquisitions of technical know-how and access to additional production capacities. However, there can be no assurance that our collaboration efforts will be successful and allow us to develop and access new technologies in due time, in a cost-effective manner and/or to meet customer demands. If a particular collaboration terminates before our intended goals are accomplished we may incur additional unforeseen costs, and our business and prospects could be adversely affected. Furthermore, if we are unable to develop or otherwise access new technologies, whether independently or in collaboration with another industry participant, we may fail to keep pace with the rapid technology advances in the semiconductor industry, our participation in the overall semiconductor industry may decrease and we may also lose market share.

***We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others.***

We depend on patents and other IP rights to protect our products and our manufacturing processes against misappropriation by others. The process of seeking patent protection can be long and expensive, and there can be no assurance that we will receive patents from currently pending or future applications. Even if patents are issued, they may not be of sufficient scope or strength to provide meaningful protection or any commercial advantage. In addition, effective IP protection may be unavailable or limited in some countries. Our ability to enforce one or more of our patents could be adversely affected by changes in patent laws, laws in certain foreign jurisdictions that may not effectively protect our IP rights or by ineffective enforcement of laws in such jurisdictions. Competitors may also develop technologies that are protected by patents and other IP and therefore either be unavailable to us or be made available to us subject to adverse terms and conditions. We have in the past used our patent portfolio to negotiate broad patent cross-licenses with many of our competitors enabling us to design, manufacture and sell semiconductor products, without concern of infringing patents held by such competitors. We may not in the future be able to obtain such licenses or other rights to protect necessary IP on favorable terms for the conduct of our business, and such failure may adversely impact our results of operations. Such cross-license agreements expire from time to time and there is no assurance that we can or we will extend them.

We have from time to time received, and may in the future receive, communications alleging possible infringement of third-party patents and other IP rights. Some of those claims are made by so-called non-practicing entities against which we are unable to assert our own patent portfolio to lever licensing terms and conditions. Competitors with whom we do not have patent cross-license agreements may also develop technologies that are protected by patents and other IP rights and which may be unavailable to us or only made available on unfavorable terms and conditions. We may therefore become involved in costly litigation brought against us regarding patents and other IP rights. See Note 26 to our Consolidated Financial Statements. IP litigation may also involve our customers who in turn may seek indemnification from us should we not prevail and/or who may decide to curtail their orders for those of our products over which claims have been asserted. Such lawsuits may therefore have a material adverse effect on our business. We may be forced to stop producing substantially all or some of our products or to license the underlying technology upon economically unfavorable terms and conditions or we may be required to pay damages for the prior use of third-party IP and/or face an injunction.

The outcome of IP litigation is inherently uncertain and may divert the efforts and attention of our management and other specialized technical personnel. Such litigation can result in significant costs and, if not resolved in our favor, could materially and adversely affect our business, financial condition and results of operations.

***We operate in many jurisdictions with highly complex and varied tax regimes. Changes in tax rules, new or revised legislation or the outcome of tax assessments and audits could cause a material adverse effect on our results.***

We operate in many jurisdictions with highly complex and varied tax regimes. Changes in tax rules, new or revised legislation or the outcome of tax assessments and audits could have a material adverse effect on our results.

In 2021, the Organization for Economic Cooperation and Development ("OECD") and the G20 Inclusive Framework on base erosion and profit shifting ("BEPS") agreed to a two-pillar solution to address the tax challenges arising from the digitalization of the economy. Pillar I is a set of rules revisiting tax allocation rules in a changed economy. The intention is that a portion of a multinationals' residual profit is taxed in the jurisdiction where revenue is sourced.

Pillar II enforces a global minimum corporate income tax at an effective rate of 15% for large multinationals. On December 20, 2021 the OECD published the Global Anti-Base Erosion Model Rules ("GloBe Rules") for Pillar II. On December 22, 2021, the European Commission published a legislative proposal for Pillar II (the "EU Pillar II Directive" or "Pillar II").

On December 15, 2022, the Council formally adopted the EU Pillar II Directive. The EU Pillar II Directive aims at consistently implementing among all 27 member states the GloBe Rules. The majority of the EU Member States transposed the EU Pillar II Directive into their national laws and started applying the Pillar II measures as from the fiscal years beginning on or after December 31, 2023. The Netherlands transposed the Pillar II into its national legislation with effect from December 31, 2023 pursuant to the Dutch Minimum Tax Act 2024 (*Wet minimumbelasting 2024*). Pillar II legislation has also been implemented in countries outside of the EU with an impact in certain jurisdictions where the Group operates. We are continuously monitoring the Pillar II legislation and related guidance, which are still evolving and may have an impact on our global Pillar II tax charge in future periods.

The tax impact of the Pillar I rules is being monitored to determine the potential effect on our results and to ensure compliance when the legislation is effective.

Our tax rate is variable and depends on changes in the level of operating results within various local jurisdictions and on changes in the applicable taxation rates of these jurisdictions, as well as changes in estimated tax provisions due to new events. We currently receive certain tax benefits or benefit from net operating losses cumulated in prior years in some countries, and these benefits may not be available in the future due to changes in the local jurisdictions or credits on net operating losses being no longer available due to either full utilization or expiration of the statute of limitations in

such jurisdictions. As a result, our effective tax rate could increase and/or our benefits from carrying forward net operating losses could affect our deferred tax assets in certain countries in the coming years. In addition, the acquisition or divestiture of businesses in certain jurisdictions could materially affect our effective tax rate.

We evaluate our deferred tax asset position and the need for a valuation allowance on a regular basis. The ultimate realization of deferred tax assets is dependent upon, among other things, our ability to generate future taxable income that is sufficient to utilize in certain jurisdictions loss carry-forwards or tax credits before their expiration. The recorded amount of total deferred tax assets could be reduced, which could have a material adverse effect on our results of operations and financial position, if our estimates of projected future taxable income and benefits from available tax strategies are reduced as a result of a change in business condition or in management's plans or due to other factors, such as changes in tax laws and regulations.

We are subject to the possibility of loss contingencies arising out of tax claims, assessment of uncertain tax positions and provisions for specifically identified income tax exposures. We are also subject to tax audits in certain jurisdictions. There can be no assurance that we will be successful in resolving potential tax claims that result from these audits, which could result in material adjustments in our tax positions. We record provisions on the basis of the best current understanding; however, we could be required to record additional provisions in future periods for amounts that cannot currently be assessed. Our failure to do so and/or the need to increase our provisions for such claims could have a material adverse effect on our results of operations and our financial position.

Our operating results can vary significantly due to impairment of goodwill, other intangible assets and equity investments booked pursuant to acquisitions and the timeframe required to foster and realize synergies thereof, joint venture agreements and the purchase of technologies and licenses from third parties, as well as to impairment of tangible assets due to changes in the business environment. Because the market for our products is characterized by rapidly changing technologies, significant changes in the semiconductor industry, and the potential failure of our business initiatives, our future cash flows may not support the value of goodwill, tangible assets and other intangibles registered in our consolidated balance sheets. See "Item 5. Operating and Financial Review and Prospects— Critical Accounting Policies Using Significant Estimates — Impairment of goodwill", "— Intangible assets subject to amortization" and "Item 4. Information on the Company — Property, Plants and Equipment".

***We receive public funding, and a reduction in the amount available to us or demands for repayment could increase our costs and impact our results of operations.***

We have in the past obtained public funding, primarily to support our proprietary R&D for technology investments and investments in cooperative R&D ventures, and expect to obtain public funding in the future, mainly from EU member states (including France, Italy and Malta) as well as from China. The public funding we receive is subject to periodic review by the relevant authorities and there can be no assurance that we will continue to benefit from such programs at current levels or that sufficient alternative funding will be available if we lose such support. If any of the public funding programs we participate in are curtailed or discontinued and we do not reduce the relevant R&D or other costs, this could have a material adverse effect on our business. Furthermore, to receive public funding we enter into agreements which require compliance with extensive regulatory requirements and set forth certain conditions relating to the funded programs. If we fail to meet the regulatory requirements or applicable conditions, we may, under certain circumstances, be required to refund previously received amounts, which could have a material adverse effect on our results of operations. If there are changes in the public funding we receive this could increase the net costs for us to, amongst others, continue investing in R&D at current levels and could result in a material adverse effect on our results of operations.

A change in the landscape in public funding may also affect our business. For example, the European Chips Act which entered into force on September 21, 2023, and is designed to bolster Europe's competitiveness and resilience in semiconductor technologies and applications and any similar proposals in other regions, may provide public funding towards manufacturing activities of semiconductors. It is yet to be seen whether this would impact the amount of public funding currently

available to us for our R&D or other investments and ventures, but any reduction in said funding will result in a material adverse effect on our results of operations. Further, this may result in new or existing competitors benefiting from such funding and could also have an impact on the competitive landscape in our industry. See “Item 4. Information on the Company — Public Funding”.

***Some of our production processes and materials are environmentally sensitive, which could expose us to liability and increase our costs due to environmental, health and safety laws and regulations or because of damage to the environment.***

We are subject to various laws and regulations, as well as increasing focus from our stakeholders regarding environmental, health and safety matters, including the use, storage, discharge and disposal of chemicals, gases and other hazardous substances used in our operations. Addressing such focus from stakeholders, as well as compliance with such laws and regulations could adversely affect our manufacturing costs or product sales by requiring us to acquire costly equipment, materials or greenhouse gas allowances, or to incur other significant expenses in adapting our manufacturing processes or waste and emission disposal processes. In addition, we are working towards transitioning into an increasingly circular economy model through which we aim to continue to reduce our waste, and increase the use of recycled raw materials in our manufacturing processes. Failure to successfully implement such a model, or a reduction in stakeholder interest in circular economy models, may result in increased costs and stakeholder dissatisfaction.

Separately, several jurisdictions have recently sought to restrict the use of certain substances found in process chemicals, parts, components and other materials used in semiconductor manufacturing and which have limited technically and commercially feasible alternatives. Any such restriction in our ability to access materials necessary for the manufacturing of our products may adversely affect our results of operations. Furthermore, environmental claims or our failure to comply with present or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of operations. Failure by us to control the use of, or adequately restrict the discharge of, chemicals or hazardous substances could subject us to future liabilities.

***Climate change, increased focus on social impact, and related sustainability regulations and initiatives, including our commitment to become carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027, could place additional burden on us and our operations.***

As climate change issues become more pronounced, we may correspondingly face increased regulation and also expectations from our stakeholders to take actions beyond existing regulatory requirements to minimize our impact on the environment and mitigate climate change related effects.

The semiconductor manufacturing process has historically contributed to direct greenhouse gas emissions by utilizing perfluorocarbons, which may lead to new or increased regulation of such compounds. In order to address such regulation, we may be required to adapt our production processes or purchase additional equipment or carbon offsets, leading to increased costs. We are on track to be carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027 (as further explained below in “Item 4. – Environmental, Health and Safety Matters”).

To meet these additional regulatory requirements, expectations, and goals, we will need to continue to deploy additional equipment, introduce process changes, utilize alternative suppliers and materials, and take other similar actions, some or all of which may require us to incur additional costs which could result in a material adverse effect on our results of operations and our financial condition. To address climate change mitigation of our own operations, we have purchased renewable energy and may from time to time purchase renewable energy and/or carbon credits. In addition, if we fail to meet these requirements, expectations, or goals, or foster additional sustainability initiatives, we may

experience reputational and/or litigation risk which could impact our ability to attract and retain customers, employees, and investors, as well as restrict our access to public funding.

Further, our sites, as well as those of our partners along the supply chain, may be exposed to changing and/or increasing physical risks resulting from climate change that are either chronic (induced by longer-term shifts in climate patterns, such as sea level rise or constraints in the availability of water, changing temperature, wind or precipitation patterns) or acute (event-driven such as cyclones, hurricanes or heat waves). In the context of the transition to a lower-carbon economy, we will likely be exposed to further policy, legal, technology, and market transition risks. We have already seen further policy developments in this area in the form of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020 on the establishment of a framework to facilitate sustainable investment and amending Regulation (EU) 2019/2088 (the "EU Taxonomy Regulation"), which entered into force on July 12, 2020. As a result of the EU Taxonomy Regulation, we must disclose information on how and to what extent our activities are associated with economic activities that qualify as environmentally sustainable.

Enhanced focus on issues concerning the protection of human rights, labor laws, environmental justice and climate change are resulting in a more complex regulatory environment, leading to potential additional legal risks, penalties or taxes. Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the "CSRD"), which entered into force on January 5, 2023, as well as the European Sustainability Reporting Standards ("ESRS") published on July 31, 2023, strengthen the rules regarding social and environmental information that is required to be reported. See "Item 4. Information on the Company — Environmental, Health and Safety Matters".

The CSRD seeks to provide investors and other stakeholders with access to the information they need to assess investment risks arising from climate change, social impact, and other sustainability topics, including mandatory supply chain due diligence requirements and new third-party assurance obligations. Should our partners not comply with current regulations, their performance may detrimentally impact our own results on climate change mitigation, social impact, energy efficiency, water use, chemicals and pollution management, or waste disposal. Moreover, if our partners are unable to meet our climate change, social impact and sustainability criteria, we may engage with alternative partners at a higher cost.

In addition, California's climate disclosure laws, such as AB 1305 (the "Voluntary Carbon Market Disclosures Act"), impose requirements to disclose scope 1, 2, and 3 GHG emissions, climate-related financial risks, information relating to any net-zero or carbon-neutral claims made and project-specific information upon purchase or use of certain voluntary carbon credits in California.

Any of the above requirements may in the future overlap in scope and diverge in content with each other and/or the rules of other jurisdictions to which we may be subject. If our disclosure metrics relating to climate change and other sustainability topics are lower than those of our peers in the industry, or are otherwise regarded as insufficient, this may lead to reputational risk which may lead to onward financial repercussions such as a decrease in share price or difficulty in raising capital.

In parallel, environmental, social and governance ("ESG") practices, especially regarding equal opportunity, have been increasingly subject to political controversy in the United States, most recently as a result of various executive orders signed by the current U.S. administration, aimed at limiting equal opportunities initiatives in the workplace. Our policies and practices regarding equal access and other ESG-related matters, including previously established goals and initiatives, or disclosures that may be required by non-U.S. laws, may expose us to legal, reputational and other risks, including ESG and equal opportunity-related orders, investigations, legislation, litigation, media coverage and scrutiny, boycotts and negative publicity from investors and other stakeholders.

This enhanced focus and increased regulations and initiatives, as well as related stakeholder expectations, have been and may continue to be subject to rapid and extensive change or reversal, and have resulted and may result in conflicts between regulatory regimes and stakeholders.

***Individual customer use of certain products, which may differ from the anticipated uses of such products and result in differences in performance, including energy consumption, may lead to a failure to achieve our disclosed emission-reduction goals, adverse legal action or additional research costs.***

Our standard terms and conditions of sale state that our products are not intended for certain uses. Our calculations for the anticipated GHG emissions reductions from the use of our products are based on certain common but significant assumptions, such as that all products are powered by grid electricity. Misuse of our products, or any deviation from our products' anticipated uses, could result in difference in performance, decrease in product lifespan, product malfunction and an increase in energy consumption. Any such instances of misuse may lead to a failure to achieve our disclosed emission-reduction goals, adverse publicity, and may lead to legal action.

***Loss of key employees and the inability to continuously recruit and retain qualified employees could hurt our competitive position.***

Our success depends to a significant extent upon our key executives and R&D, engineering, marketing, sales, manufacturing, support and other personnel. Our success also depends upon our ability to continue to identify, attract, retain and motivate highly trained and skilled engineering, technical and professional personnel in a competitive recruitment environment, as well our ability to ensure the smooth succession, including executive succession, and continuity of business with newly hired and promoted personnel. For instance, in highly specialized areas, it may become more difficult to retain employees.

Our employee hiring and retention also depend on our ability to build and maintain a workplace culture based on principles of equal treatment and opportunity and be viewed as an employer of choice. We intend to continue to devote significant resources to recruit, train and retain qualified employees, however, we may not be able to attract, obtain and retain these employees, which may affect our growth in future years and the loss of the services of any of these key personnel without adequate replacement or the inability to attract new qualified personnel could have a material adverse effect on us.

***The interests of our controlling shareholder, which is in turn indirectly controlled by the French and Italian governments, may conflict with other investors' interests. In addition, our controlling shareholder may sell our existing common shares or issue financial instruments exchangeable into our common shares at any time.***

We understand that as of December 31, 2025, STMicroelectronics Holding N.V. ("ST Holding"), owned 250,704,754 shares, or approximately 27.5%, of our issued common shares. ST Holding may therefore be in a position to effectively control the outcome of decisions submitted to the vote at our shareholders' meetings, including but not limited to the appointment of the members of our Managing and Supervisory Boards (the "Managing Board" and the "Supervisory Board", respectively).

We have been informed that ST Holding's shareholders, each of which is ultimately controlled by the French or Italian government, are party to a shareholders agreement (the "STH Shareholders Agreement"), which governs relations between them. We are not a party to the STH Shareholders Agreement. See "Item 7. Major Shareholders and Related Party Transactions — Major Shareholders". The STH Shareholders Agreement includes provisions requiring the unanimous approval by the shareholders of ST Holding before ST Holding can vote its shares in our share capital, which may give rise to a conflict of interest between our interests and investors' interests, on the one hand, and the (political) interests of ST Holding's shareholders, on the other hand. Our ability to issue new shares or other securities giving access to our shares may be limited by ST Holding's desire to maintain its shareholding at a certain level and our ability to buy back shares may be limited by ST Holding due to a Dutch law requiring one or more shareholders acquiring 30% or more of our voting rights to launch a tender offer for our outstanding shares.

The STH Shareholders Agreement also permits our respective French and Italian indirect shareholders to direct ST Holding to dispose of its stake in us at any time, thereby reducing the current level of their respective indirect interests in our common shares. Sales of our common shares

or the issuance of financial instruments exchangeable into our common shares or any announcements concerning a potential sale by ST Holding could materially impact the market price of our common shares depending on the timing and size of such sale, market conditions as well as a variety of other factors.

***Our shareholder structure and our preference shares may deter a change of control.***

We have an option agreement in place with an independent foundation, whereby the foundation can acquire preference shares in the event of actions which the board of the independent foundation determines would be contrary to our interests, our shareholders and our other stakeholders and which in the event of a creeping acquisition or offer for our common shares are not supported by our Supervisory and Managing Boards. In addition, our shareholders have authorized us to issue additional capital within the limits of the authorization by our annual general meeting of shareholders (our “AGM”), subject to the requirements of our articles of association (the "Articles of Association"), without the need to seek a specific shareholder resolution for each capital increase. Accordingly, an issue of preference shares or new shares may make it more difficult for a shareholder to obtain control over our general meeting of shareholders. These anti-takeover provisions could substantially impede the ability of our shareholders to benefit from a change in control and, as a result, may materially adversely affect the market price of our ordinary shares and our investors’ ability to realize any potential change of control premium. See “Item 7. Major Shareholders and Related Party Transactions — Major Shareholders — Preference Shares”.

***Any decision to reduce or discontinue paying cash dividends to our shareholders could adversely impact the market price of our common shares.***

On an annual basis, our Supervisory Board, upon the proposal of the Managing Board, may propose the distribution of a cash dividend to the general meeting of shareholders. See “Item 8. Dividend Policy”. Any reduction or discontinuance by us of the payment of cash dividends at historical levels could cause the market price of our common shares to decline.

***We are required to prepare financial statements under IFRS and we also prepare Consolidated Financial Statements under U.S. GAAP, and such dual reporting may impair the clarity of our financial reporting.***

We use U.S. GAAP as our primary set of reporting standards. Applying U.S. GAAP in our financial reporting is designed to ensure the comparability of our results to those of our competitors, as well as the continuity of our reporting, thereby providing our stakeholders and potential investors with a clear understanding of our financial performance. As we are incorporated in The Netherlands and our shares are listed in Europe on Euronext Paris and on Borsa Italiana, we are subject to EU regulations requiring us to also report our results of operations and financial statements using IFRS.

As a result of the obligation to report our financial statements under IFRS, we prepare our results of operations using both U.S. GAAP and IFRS, which are currently not consistent. Such dual reporting can materially increase the complexity of our financial communications. Our financial position and results of operations reported in accordance with IFRS will differ from our financial position and results of operations reported in accordance with U.S. GAAP, which could give rise to confusion in the marketplace.

***There are inherent limitations on the effectiveness of our risk management and internal control(s) systems***

There can be no assurance that a system of risk management and internal control over financial and non-financial reporting, including one determined to be effective, will prevent or detect all misstatements. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance regarding the preparation and presentation of the financial statements and non-financial disclosures. Projections of the results of any evaluation of the effectiveness of internal control over financial reporting and non-financial reporting into future periods are subject to inherent risk. The relevant controls may become inadequate due to changes in

circumstances or the degree of compliance with the underlying policies or procedures may deteriorate.

Similarly, the ST risk management framework cannot provide comprehensive assurance as to its effectiveness to prevent any failures to achieve operational objectives nor any losses, fraud, human error, misjudgments in decision-making or non-compliance with laws, regulations, permits and other authorizations or licenses.

Any such significant operational errors or delays could materially adversely affect on our ability to conduct our business, which could adversely affect results of operations due to potentially higher expenses and/or lower revenues, creating liability for ST and/or our customers and/or negatively impact our reputation.

If we fail to comply with laws, regulations, permits and other authorizations or licenses, we could be fined or otherwise sanctioned by regulators, which may include directives to cease operations, fines and penalties as well as prosecution, which could harm our reputation and relationships with stakeholders and, in turn, have a material adverse impact on our business.

***Because we are subject to the corporate law of The Netherlands, U.S. investors might have more difficulty protecting their interests in a court of law or otherwise than if we were a U.S. company.***

Our corporate affairs are governed by our Articles of Association and by the laws governing corporations incorporated in The Netherlands. The rights of our investors and the responsibilities of members of our Managing and Supervisory Boards under Dutch law are not as clearly established as under the rules of some U.S. jurisdictions. Therefore, U.S. investors may have more difficulty in protecting their interests in the face of actions by our management, members of our Managing and Supervisory Boards or our controlling shareholders than U.S. investors would have if we were incorporated in the United States.

Our executive offices and a substantial portion of our assets are located outside the United States. In addition, ST Holding and most members of our Managing and Supervisory Boards are residents of jurisdictions other than the United States. As a result, it may be difficult or impossible for shareholders to effect service within the United States upon us, ST Holding, or members of our Managing or Supervisory Boards. It may also be difficult or impossible for shareholders to enforce outside the United States judgments obtained against such persons in U.S. courts, or to enforce in U.S. courts judgments obtained against such persons in courts in jurisdictions outside the United States. This could be true in any legal action, including actions predicated upon the civil liability provisions of U.S. securities laws. In addition, it may be difficult or impossible for shareholders to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon U.S. securities laws.

We have been advised by Dutch counsel that the United States and The Netherlands do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. With respect to choice of court agreements in civil or commercial matters, it is noted that the Hague Convention on Choice of Court Agreements entered into force in The Netherlands, but has not entered into force in the United States. As a consequence, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws of the United States, will not be enforceable in The Netherlands. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in The Netherlands, such party may submit to The Netherlands court the final judgment that has been rendered in the United States. If The Netherlands court finds that the jurisdiction of the federal or state court in the United States has been based on grounds that are internationally acceptable and that proper legal procedures that are in accordance with the Dutch standards of proper administration of justice including sufficient safeguards (*behoorlijke rechtspleging*) have been observed, the court in The Netherlands would, under current practice, in principle give binding effect to the final judgment that has been rendered in the United States unless such judgment contradicts The Netherlands' public policy and provided that the

judgment by the foreign court is not incompatible with a decision rendered between the same parties by a Dutch court, or with a previous decision rendered between the same parties by a foreign court in a dispute that concerns the same subject and is based on the same cause, provided that the previous decision qualifies for acknowledgment in The Netherlands. Even if such a foreign judgment is given binding effect, a claim based thereon may, however, still be rejected if the foreign judgment is not or no longer formally enforceable.

## Item 4. Information on the Company

### *History and Development of the Company*

STMicroelectronics N.V. was formed and incorporated in 1987 as a result of the combination of the semiconductor business of SGS Microelettronica (then owned by Società Finanziaria Telefonica (S.T.E.T.), an Italian corporation) and the non-military business of Thomson Semiconducteurs (then owned by the former Thomson-CSF, now Thales, a French corporation). We completed our initial public offering in December 1994 with simultaneous listings on the Bourse de Paris (now known as Euronext Paris) and the New York Stock Exchange ("NYSE"). In 1998, we also listed our shares on the Borsa Italiana.

We operated as SGS-Thomson Microelectronics N.V. until May 1998, when we changed our name to STMicroelectronics N.V. We are organized under the laws of The Netherlands, with our corporate legal seat in Amsterdam, The Netherlands, and our head offices at WTC Schiphol Airport, Schiphol Boulevard 265, 1118 BH Schiphol, The Netherlands. Our telephone number there is +31-20-654-3210. Our headquarters and operational offices are managed through our wholly owned subsidiary, STMicroelectronics International N.V., and are located at 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates, Geneva, Switzerland. Our main telephone number there is +41-22-929-2929. Our agent for service of process in the United States related to our registration under the U.S. Securities Exchange Act of 1934, as amended, is Corporation Service Company (CSC), 80 State Street, Albany, New York, 12207. Our operations are also conducted through our various subsidiaries, which are organized and operated according to the laws of their country of incorporation, and consolidated by STMicroelectronics N.V.

### Business Overview

We are a global semiconductor company that designs, develops, manufactures and markets a broad range of products used in a wide variety of applications for the four end-markets we address: Automotive, Industrial, Personal Electronics and Communications Equipment, Computers and Peripherals (each as defined below). For the Automotive and Industrial markets we address a wide customer base, particularly in Industrial, with a broad and deep product portfolio. In Personal Electronics and in Communications Equipment, Computers and Peripherals we have a selective approach both in terms of the customers we serve, as well as in the technologies and products we offer, while leveraging our broad portfolio to address high-volume applications.

Our diverse product portfolio includes discrete and general purpose components, ASIC, full-custom devices and semi-custom devices and ASSPs for analog, digital and mixed-signal applications. It benefits from a unique, strong foundation of proprietary and differentiated leading-edge technologies, supported by a comprehensive software development ecosystem. We use all prevalent function-oriented process technologies, including CMOS, bipolar and non-volatile memory technologies. In addition, by combining basic processes, we have developed advanced systems-oriented technologies that enable us to produce differentiated and application-specific products, including FD-SOI technology offering superior performance and power efficiency compared to bulk CMOS, BiCMOS and RF-SOI for mixed-signal and high-frequency wireless and wired communications applications, SiPho technology using silicon-based materials to develop photonic circuits, as well as BCD, VIPpower, and intelligent integrated gallium-nitride ("STI$^2$GaN") technologies for smart power applications, power MOSFET, SiC and gallium-nitride GaN for high-efficiency systems, MEMS technologies for sensors and actuators, embedded non-volatile memory technologies for our microcontrollers and differentiated optical sensing technologies for our optical sensing solutions. For our 2025 results of operations, see "Item 5. Operating and Financial Review and Prospects — Results of Operations — Segment Information".

**Strategy**

We are 48,000 creators and makers of semiconductor technologies mastering the semiconductor supply chain with state-of-the-art manufacturing facilities. As an integrated device manufacturer, we work with more than 200,000 customers and thousands of partners to design and build products, solutions, and ecosystems that address their challenges and opportunities, and the need to enable and support a more sustainable world. Our technologies enable smarter mobility, more efficient power and energy management, and the wide-scale deployment of cloud-connected autonomous things.

Our strategy focuses on sustainable long-term value creation for the Company and its affiliated enterprises and takes into account the short-, medium- and longer-term evolution of the markets we serve and the environment and opportunities we see. It stems from key long-term trends in electronic systems. These key trends are: smart mobility, where we provide innovative solutions to help car manufacturers make driving safer, greener and more connected; power & energy: our technology and solutions enable industries to increase energy efficiency and support the use of renewable energy and cloud-connected autonomous things; which transform our lives and the objects we use with smart, connected devices for personal, business and industrial applications.

We are exposed to company-specific growth drivers including: (i) in Automotive: engaged customer programs in ADAS, silicon carbide power devices and sensors; (ii) in Industrial: general purpose MCUs; (iii) in Personal Electronics: engaged customer programs in sensors and analog; (iv) in Communication Equipment and Computer Peripherals: data centers, including cloud optical interconnect and Power and Analog for AI servers and data centers and low earth orbit ("LEO") satellites. We are also uniquely positioned to address humanoid robotics through our broad portfolio spanning MCUs, MEMS, optical sensors, global navigation satellite system ("GNSS") and power management.

Our global integrated device manufacturer operational model provides us with a wide range of capabilities in proprietary and innovative technology & IP design, product and solution development, and with advanced manufacturing – both in-house and with selected partners – providing us with a strong competitive advantage and supply chain resilience for our customers.

Our value proposition for stakeholders is focused on sustainable and profitable growth, providing differentiating enablers to customers and a strong commitment to sustainability. We are on track to be carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027.

**Product Information**

Semiconductor devices are electronic components that serve as the building blocks inside electronic systems and equipment. Semiconductor devices, generally known as “chips”, combine multiple transistors on a single piece of material to form a complete electronic circuit. With our portfolio of semiconductor products, we serve customers across the spectrum of electronics applications with innovative solutions.

We have a portfolio of power products and analog products, including sensors, signal channel devices and output power stages (discrete and/or integrated), as well as complete power management blocks. Our analog products, including both general purpose and application specific, can fulfill the needs of a wide range of designs and systems.

We also have digital products that are at the heart of electronics systems, including microcontrollers and microprocessors, ASICs and optical sensing solutions. Our full set of microcontrollers and microprocessors includes one of the industry’s broadest ranges of general-purpose microcontrollers serving all market segments, microprocessors addressing the industrial market, secure microcontrollers for mobile devices, wearables, banking, identification, industrial, automotive and Internet of Things (“IoT”) markets and a series of embedded processing solutions for

our addressed end-markets (Automotive, Industrial, Personal Electronics and Communications Equipment, Computers and Peripherals, each as defined below).

We are one of the leading suppliers and innovators in the domain of semiconductor devices dedicated to automotive applications. Our offering includes a wide range of products, covering systems and functions from powertrain, chassis and safety, to audio, infotainment and telematics, as well as body and convenience. We offer automotive microcontrollers as well as solutions for ADAS, and we provide automotive-grade MEMS as well as imaging solutions. Our portfolio also features a comprehensive range of analog and power solutions, including wide bandgap devices for hybrid and electric vehicles. The products are designed and manufactured specifically for automotive applications and complemented by a large range of “automotive grade” standard products, both tested and guaranteed to perform under stringent automotive environmental conditions.

On top of our product design R&D spending, our principal investment and resource allocation decisions in the semiconductor business area are for expenditures on technology R&D as well as capital investments in front-end and back-end manufacturing facilities, which are planned at the corporate level; therefore, our product groups share common R&D for process technology and manufacturing capacity for some of their products.

As of December 31, 2025, our reportable segments within each product group were as follows:

- In our Analog, Power & Discrete, MEMS and Sensors ("APMS") product group:
  - Analog Products, MEMS and Sensors ("AM&S") reportable segment, comprised of ST analog products, MEMS sensors and actuators, and optical sensing solutions.
  - Power and Discrete products ("P&D") reportable segment, comprised of discrete and power transistor products.

- In our Microcontrollers, Digital ICs and RF products ("MDRF") product group:
  - Embedded Processing ("EMP") reportable segment, comprised of general-purpose and automotive microcontrollers, connected security products and custom processing products (automotive ADAS).
  - RF Optical Communications ("RFOC") reportable segment, comprised of space, ranging & connectivity products, digital audio & signaling solutions and optical & RF COT.

Below is a description of our main categories of products as of December 31, 2025.

**Analog, Power & Discrete, MEMS and Sensors ("APMS") product group**

(i) Analog products, MEMS and Sensors ("AM&S") reportable segment

*Analog Integrated Circuits*

We develop a broad range of innovative smart power and analog ICs, comprising both application specific and general-purpose analog products. These serve a wide spectrum of markets and applications including automotive, smart grid, cloud computing, data servers, industrial automation, power conversion and personal electronics.

We are a leading supplier of analog semiconductors devices for automotive industry worldwide, enabling the electrification and digitalization of the car, and the pervasion of electronics in both traditional internal combustion engine vehicles as well as in electric cars, full or hybrid. Based on our proprietary BCD and VIPpower technologies, we provide solutions for a range of car systems, such as battery management, traction engine, braking systems, airbag, door zone, e-fuse, and power management for ECUs.

In Industrial (as defined below) our product families include ASICs and ASSPs, covering motion control, power and energy management and factory automation. We continuously introduce new devices in our MasterGaN® and VIPerGaN families integrating a silicon driver and GaN power

transistors in a single package. Our connectivity ICs range from wireline to wireless solutions. For wireline communication, we offer a complete family of transceivers compatible with different protocol standards used in the industry. Finally, we have a strong presence with our galvanic isolated gate drivers (also known as STGAP family) that are used both in industrial and automotive markets.

In Communications Equipment, Computers and Peripherals (as defined below) we serve our customers with power management solutions for data storage, as well as address the high power and high efficiency needs for servers and AI data centers.

In Personal Electronics (as defined below) we provide custom analog ICs, mainly power management ICs for battery powered devices. We deploy wireless charging solutions from low to high power across applications from smartphones to wearables, as well as display power management ICs and FingerTip touch screen controllers.

In General-Purpose Analog (as defined below) we have a wide product portfolio addressing all the market segments, spanning high-end analog front-end products, AC-DC and DC-DC converters, gate drivers for MOSFET , IGBT, SiC and GaN transistors, intelligent power switches, high & low side drivers, LED drivers, real-time clocks & timers, supervision and control ICs, as well as a comprehensive range of operational amplifiers (both low-voltage and high-voltage), comparators and current-sense amplifiers.

*MEMS Sensors and Actuators*

Our MEMS portfolio includes both sensors and actuators for a broad range of applications, including smartphones, personal devices, computers, automotive, industrial, healthcare and IoT.

MEMS sensors include motion MEMS (accelerometers, gyroscopes, magnetic sensors), environmental sensors (pressure, temperature and presence detection) and biosensors. We offer a unique sensor portfolio, from discrete to fully integrated solutions, high performance sensor fusion to improve the accuracy of multi-axis sensor systems in order to enable highly-demanding applications, such as navigation and location-based services, optical image stabilization and high-level quality products. Our latest range of smart sensors includes machine learning and edge AI processing capabilities built into the sensor enabling ultra-low power gesture recognition and tracking applications.

MEMS actuators include: (i) thermal and piezoelectric actuators for 2D and 3D printing in consumer, commercial and industrial market applications; and (ii) piezoelectric actuators for applications such as smartphone camera autofocus, MEMS loudspeakers and image projection.

*Optical Sensing Solutions*

We have a broad portfolio of optical sensing solutions based on our proprietary differentiated technologies such as FlightSense, BrightSense and SafeSense by ST. These address various markets, including 3D sensing for automotive applications such as in-cabin monitoring and occupant detection, as well as being used for industrial and consumer applications. Our optical sensing solutions are composed of both specialized components developed for dedicated customer systems and full optical sense and illumination system solutions targeting multiple customers.

(ii) Power and Discrete products ("P&D") reportable segment

*Discrete and Power Transistor*

Our discrete and power transistors families include both power products and protection devices serving our end markets (Automotive, Industrial, Personal Electronics and Communications Equipment, Computers and Peripherals, each as defined below).

Our leading-edge power technologies cater to both high-voltage and low-voltage applications. We combine a full range of packaging options with innovative die bonding technologies, utilizing both

silicon and wide bandgap materials Our portfolio includes silicon MOSFETs, SiC MOSFETs, IGBTs, thyristors, rectifiers, and power modules as well as a wide range of power bipolar transistors. We are expanding our offering based on wide bandgap materials with a full range of GaN-based power device solutions targeting a wide variety of applications.

Our portfolio of protection devices supports all industry requirements for electrical overstress and electrostatic surge protection, lightning surge protection and automotive protection. Our devices meet or exceed international protection standards for electrical hazards on electronics boards found in the demanding markets we serve.

**Microcontrollers, Digital ICs and RF products ("MDRF") product group**

(i) Embedded Processing ("EMP") reportable segment

*General-purpose and automotive microcontrollers*

Our general-purpose microcontroller product portfolio largely contains families of products based on 32-bit ARM®-based Cortex®-M0, -M0+, -M3, -M4, -M33, -M55, -M7 and -M85 with the ARM® TrustZone®. ST's most powerful microcontroller to date, the STM32N6, with embedded ST's proprietary neural processing unit, the neural-ART accelerator, was complemented in 2025 with another state-of-the-art high-performance microcontroller, STM32V8. The STM32V8, introduced in 2025, is the world's first microcontroller built on the most advanced 18nm FD-SOI process technology, featuring embedded Phase Change Memory (PCM) and a powerful Cortex®-M85 core. In 2025 we also introduced a new ultra-low-power product series, STM32U3, which leverage near-threshold technology, bringing the low power performance to an unprecedented level and expanding battery-powered applications' battery life.

For each product family, a broad selection of features is available with respect to microcontroller performance, ultra-low-power, memory size, peripherals, and packaging. Numerous dedicated families include features such as our TouchGFX advanced 3D graphics, dedicated peripherals for industrial motor controls and digital power, security and safety features, and low-power wireless connectivity.

Our microprocessors product line targeting the industrial market features 64-bit processing and edge AI acceleration. Based on the Arm Cortex®-A35, these microprocessors run up to 1.5GHz, enhancing the main processing capability compared to first-generation devices. Additionally, they come with a dedicated Linux distribution.

The STM32 family based on the ARM® Cortex®-M and -A processors are designed to offer significant degrees of freedom to microcontroller and microprocessors users. The product range combines very high performance, real-time capabilities, digital signal processing, and low-power, low-voltage operation, while maintaining full integration and ease of development. We offer an unparalleled range of STM32 devices, accompanied by a vast choice of tools and software including support for industrial safety standard IEC 61508 SIL2/3, human machine interface.

In 2025, we continued to strengthen our STM32 microcontroller ecosystem with various software releases and updates of STM32Cube, using new modular foundation for visual studio code, as well as STM32 for entry-level graphics and TouchGFX. We also expanded our STM32 AI model zoo, which now has over 140 ready-made models for vision, audio, and sensing AI applications at the edge. It is the largest MCU-optimized model zoo library of its kind. This comprehensive portfolio makes our STM32 an ideal choice for enabling ever smarter objects for an increasingly broad range of applications.

Our automotive microcontroller portfolio supports ongoing transformation of the industry through electrification and digitalization of the car. We offer a complete portfolio of MCU products able to address all the needs, from local actuation and smart sensing to high-performance real-time processing with cross functional integration across multiple application domains.

Our *Stellar* family is a scalable ARM-based hardware architecture supporting real-time virtualization and automotive level safety ("ASIL-D"). It features a rich set of IOs and peripherals. The

Stellar family is optimized for electrification, including x-in-1 vehicle motion control computer, zonal architectures and safety companion MCUs for safety critical subsystems, such as ADAS.

In 2025, we introduced Stellar MCUs with extensible memory, enhancing the flexibility of Stellar MCUs further, offering a unique value with more storage capacity for innovation while extending product lifetime with continuous over-the-air updates. This is made possible by leveraging our internally developed embedded non-volatile memory technology, phase-change memory, built on 28nm FD-SOI technology. ST is the first to launch automotive qualified MCU devices embedded with this new emerging memory technology, since eFlash is reaching its limit in today's process. This memory is the most mature and offers the smallest memory cell automotive-grade solution on the market, delivering more than twice the memory density and doubling the capacity in the same space. We also demonstrated our automotive ethernet support, delivering high-quality audio over the vehicle's ethernet backbone, which significantly reduces vehicle weight by eliminating cabling.

*Connected Security Products*

We offer cutting-edge solutions for secure and connected applications, due to our STSECURE and ST25 portfolios. Security is particularly critical to NFC, contactless and wired connectivity technologies that target payment, identification, access control and all secure transactions in mobile, industrial, consumer and automotive applications. Building upon our 30+ years' experience in security, we offer a highly ambitious and coherent security portfolio, with the right level of protection from a basic identification of objects (tags and secure tags) to the most advanced security with our certified secure microcontrollers.

Our well-defined system-level architecture enables us to match our security strategy with current and future needs, like post-quantum cryptography ("PQC"), accelerating our pervasion in the security ecosystem. We offer security solutions for everybody, creating the opportunity to address customers for whom security is a must.

In 2025, thanks to our strategic collaboration with wireless technologies makers for our NFC-controller and secure element portfolio and the launch of our latest secure microcontroller for payment and ID applications, we have strengthened our position in mobile, banking and governmental markets. We launched the industry's first secure ST25DA-C chip supporting new matter specification simplifying device commissioning through NFC tap-to-pair functionality. We also completed certification of our ST4SIM-300 embedded SIM ("eSIM") to GSMA SGP.32 IoT standard, supporting the deployment of billions of secure connected devices.

Our wide range of small density serial non-volatile memories has among the highest industry performance. The serial EEPROM family ranges from 1 Kbit to 32 Mbits and offers the most common serial interfaces to facilitate adoption: I²C, SPI and microwire. In 2025, we celebrated 20 years as the global leading supplier of EEPROMs and 40 billion units shipped worldwide. Since 2005, we have maintained our leadership position, fueled by innovation with, amongst others, the introduction this year of the EEPROM UID family.

*Custom Processing (Automotive ADAS)*

We are a leading innovator in ADAS, dedicated to enhancing the passenger experience and helping to prevent or reduce the severity of traffic accidents. We manufacture cutting-edge ADAS SoCs that comply with the most stringent automotive quality and functional safety standards, enabling a safer and more reliable driving experience.

(ii) RF Optical Communications ("RFOC") reportable segment

*Space*

We leverage differentiated technologies and integrated device manufacturer (IDM) model to deliver solutions across space-tech value chain. This comprises semiconductor solutions for geostationary satellites, low Earth orbit constellations, and ground infrastructure systems including user terminals. We have historically supported numerous European space initiatives, holding

European Space Agency ("ESA") qualifications since its inception, and later adding the American QML-V certification.

By owning the entire semiconductor process—from design and development to manufacturing and testing—ST guarantees the quality, reliability, and performance essential for space applications and the high-volume production LEO constellations require. For a decade, our BiCMOS chip technology has played a vital role in shaping the LEO connectivity landscape that is transforming global internet access.

*Optical & RF COT*

We offer RF, digital and mixed-signal ASICs, which are based on our proprietary FD-SOI, RF-SOI, and BiCMOS technologies, as well as foundry-based FinFET technologies, for satellite communications as well as networking infrastructure.

We also use our proprietary FD-SOI, RF-SOI, and BiCMOS technologies to provide RF and mmWave components for terrestrial communication, based on our know-how in analog and digital beamforming design techniques, to address massive MIMO antenna.

We also address the fast-growing market of cloud-optical interconnect in data centers based on our BiCMOS and SiPho technologies.

*Digital Audio & Signaling Solutions*

Our car infotainment portfolio includes comprehensive solutions for digital radios, audio amplification and positioning systems. We are a leader in the audio infotainment market, with a wide range of power amplifiers, from head units to premium audio, from telematics to AVAS.

The positioning portfolio includes families of SoC and RF solutions capable of receiving signals from different bands and multiple satellite constellations, enhancing the accuracy of the user's position even under poor satellite visibility conditions.

ST is also a leading provider of radio solutions for automotive infotainment systems and offers digital and analog terrestrial and satellite receivers, as well as multi-standard ICs designed to deliver world-class performance and functionality.

*Ranging & connectivity*

We are also developing new ranging and positioning products such as ultra-wide band and radar systems, as well as building connectivity products, including 60GHz contactless point-to-point communications over a short range. In 2025, we announced mass-production start for our ST67W module combining Wi-Fi 6, Bluetooth low energy 5.4 and matter. It is the first product of ST’s collaboration with Qualcomm Technologies, Inc. announced in 2024, to simplify implementing wireless connectivity in systems containing STM32 MCUs.

**Alliances with Customers and Industry Partnerships**

We believe that customer alliances and industry partnerships are critical to our success in the semiconductor market. Customer alliances provide us with valuable systems and application know-how, anticipate architecture trends and access to markets for key products, while enabling our customers to gain access to our technologies and manufacturing infrastructure. We are actively working to expand the number of our customer alliances, targeting key global OEMs as well as emerging, innovative customers and partners around the globe.

From time to time we collaborate with other semiconductor industry companies, research organizations, universities, customers, experts and suppliers to further our R&D efforts. Such collaboration provides us with a number of important benefits, including acquisition of technical know-how, access to additional production capacities, sharing of costs and reductions in our own capital requirements.

**Customers and Applications**

We design, develop, manufacture and market thousands of products which we sell to over 200,000 customers. We emphasize a broad and balanced product portfolio, in the applications and regional markets we serve, which helps foster closer, strategic relationships with customers. Our major customers include (in alphabetical order) Apple, Bosch, Continental, Denso, HP, Mobileye, Samsung, SpaceX, Tesla and Vitesco. This broad product breadth provides opportunities to enable application solutions and to supply such customers' requirements for all their product and technology needs. We also sell our products through our distribution channel.

In Automotive, we have identified a significant evolution of the relationship with customers. Historically, semiconductor companies addressed the needs of carmakers mostly through tier 1 and/or tier 2 automotive industry suppliers with whom we work closely. In recent years there has been an accelerated transformation of the automotive industry driven by the electrification and the digitalization of vehicles, significantly increasing the amount and complexity of semiconductor products in vehicles. As a result, and following further from the supply chain challenges which arose during and after the COVID-19 pandemic, carmakers are taking a more direct role in the decision making and control of both the semiconductor strategy and supply for their vehicles. Carmakers now have a more direct relationship with companies such as ours, notably playing a more active role in defining the specific solutions they require, as well as in certain instances engaging in direct co-operation agreements. We are committed to playing a major role in these new business models and we see multiple opportunities for co-operation with carmakers in this area, while also continuing to build on our co-operation with tier 1 and tier 2 automotive industry suppliers.

**Sales, Marketing and Distribution**

Our sales and marketing is organized by a combination of key accounts and regional sales units organized by market segment with the primary objective of accelerating sales growth and gaining market share. Emphasis is placed on strengthening the development of our global and major local accounts; boosting demand creation through an enhanced focus on geographical and key accounts coverage with strong technical and application expertise, supported application labs and competence centers. The mass market is covered through a joint effort with our distribution partners and local initiatives; establishing regional sales and marketing teams that are fully aligned with our end-markets and products strategies across our focused market segments: Automotive, Industrial Power and Energy, Industrial Smart industrials, Personal Electronics and Communications Equipment, Computers and Peripherals.

We have four regional sales organizations reporting to a global head of sales & marketing: Americas, Asia Pacific excluding China ("APeC"), China, and Europe, Middle-East and Africa ("EMEA"). Our regional sales organizations have a similar structure to enhance global coordination and go-to-market activities. The sales and marketing teams are strongly focused on profitable revenue growth and business performance as well as on fostering demand creation, expanding the customer base, expanding products usage in customer applications (cross selling) and maximizing market share, anticipating new products needs and providing the best technical and application support in the field for our customers. The sales and marketing activities are supported by sales engineers, system marketing, product and technical marketing, application labs, competence centers, field application engineers and quality engineers.

Following our announcement in the first quarter of 2024 that we would complement the existing sales & marketing organization (the "Sales & Marketing" organization) by implementing a new segment marketing and application ("SM&A") organization, offering customers end-to-end system solutions based on our product and technology portfolio, covering our end markets, in 2025 we begun implementing five segment strategic programs (one per market segment):

- automotive ("Automotive");
- industrial power and energy ("Industrial PE");
- industrial smart industrials ("Industrial SI" and together with Industrial PE hereinafter "Industrial");

- personal electronics ("Personal Electronics"); and
- communications equipment, computers and peripherals ("Communications Equipment, Computers and Peripherals").

The regional Sales & Marketing organization remained unchanged.

We engage distributors and sales representatives to distribute and promote our products around the world. Typically, distributors handle a wide variety of products, including those that compete with ours. Our distributors have a dual role, the major one being the business development through demand creation and customer base expansion, the other is to assist in fulfilling the demand of our customers by servicing their orders. Most of our sales to distributors are made under specific agreements allowing for price protection and stock rotation for unsold merchandise. Sales representatives, on the other hand, generally do not offer products that compete directly with our products, but may carry complementary items manufactured by others.

At the request of certain customers, we also sell and deliver our products to EMS companies, which, on a contractual basis with our customers, incorporate our products into the application specific products they manufacture for our customers. We also sell products to original design manufacturers (“ODM”). ODMs manufacture products for our customers much like EMS companies do, but they also design applications for our customers, and in doing so themselves select the products and suppliers that they wish to purchase from. In furtherance of our strong commitment to quality, our sales organizations include personnel dedicated to close monitoring and resolution of quality-related issues. For a breakdown of net revenues by segment and geographic region for the last three fiscal years, see “Item 5. Operating and Financial Review and Prospects”.

**Research and Development**

We believe that market driven R&D based on leading-edge products and technologies is critical to our success. We devote significant effort to R&D because we believe such investment can be leveraged into competitive advantages: about 19.25% of our employees work in R&D on product design/development and technology and, in 2025, we spent approximately 17.3% of our net revenues on R&D.

New developments in semiconductor technology can make end products significantly cheaper, smaller, faster, more reliable and embedded than their predecessors, with differentiated functionalities. They can enable significant value creation opportunities with their timely appearance on the market. Our innovations in semiconductor technology as well as in hardware and software contribute to the creation of successful products that generate value for us and our customers. Our complete design platforms, including a large selection of IP and silicon-proven models and design rules, enable the fast development of products designed to meet customer expectations in terms of reliability, quality, competitiveness in price and time-to-market. Through our R&D efforts, we contribute to making our customers’ products more efficient, more appealing, more reliable and safer.

Our technology R&D strategy is based on the development of differentiated technologies, allowing for a unique offer in terms of new products and enabling new applications opportunities. We draw on a rich pool of fabrication technologies for chips and products, including advanced digital CMOS on FD-SOI, embedded non-volatile memories, analog and mixed-signal, optical sensing, integrated photonics, MEMS, BCD for smart power, power transistors and diodes, power SiC and GaN processes, BiCMOS, and SiPho. This is well embedded in our strong packaging technologies portfolio such as high pin count BGA, wafer level packaging, panel-level packaging, highly integrated sensor packages and leadframe package power products. We combine both front-end and back-end manufacturing and technology R&D under the same organization to ensure a smooth flow of information between our R&D and manufacturing organizations. We leverage significant synergies and shared activities between our product groups to cross-fertilize them. We also use silicon foundries and test and packaging suppliers ("OSATs").

We have advanced R&D and innovation centers which offer us a significant advantage in quickly and cost effectively introducing products. Furthermore, we have established a strong culture of partnerships and through the years have created a network of strategic collaborations with key customers, suppliers, competitors, and leading universities and research institutes around the world. See “Item 4. Information on the Company — Alliances with Customers and Industry Partnerships”. We also play leadership roles in numerous projects running under the Information Society Technologies programs of the EU. We also participate in certain collaborative R&D and innovation programs established by the EU Commission, individual countries and local authorities in Europe (primarily in France and Italy) and in Singapore. We currently own over 21,000 active and pending patents worldwide. See “Item 4. Information on the Company — Public Funding”.

The total amount of our R&D expenses in the past three fiscal years was $2,044 million, $2,077 million and $2,100 million in 2025, 2024 and 2023, respectively. For more information on our R&D expenses, see “Item 5. Operating and Financial Review and Prospects — Results of Operations — Research and Development Expenses”.

**Property, Plants and Equipment**

We are an integrated device manufacturer with the ability to control and optimize the value chain, from semiconductor process development, chip design, testing and validation, wafer fabrication, to assembly, testing, and delivery to our customers. At ST, manufacturing is based on our owned and operated facilities in EMEA and in Asia, complemented by outsourcing in both front-end and back-end processes. This enables us to provide customers with an independent, flexible and robust manufacturing and supply chain, which aids in our success. In addition, our proprietary semiconductor process technologies highlighted above enable product differentiation. We believe that the combination of these two aspects represent a differentiating factor for our company as compared to fabless semiconductor companies and semiconductor foundries.

We currently operate 14 main manufacturing sites around the world. The table below sets forth certain information with respect to our current manufacturing facilities, products and technologies.

| **Location**[1] [6] | **Products** | **Technologies** |
|---|---|---|
| **Front-end facilities**[2] | | |
| Agrate, Italy[3] | Application-specific, MEMS, smart power and analog ICs | Fab 1: 200mm, BCD and MEMS<br>Fab 2: 200mm, advanced BCD and integrated GaN power ICs<br>Fab 3: 300mm, analog CMOS, BCD, and embedded non-volatile memories |
| Ang Mo Kio, Singapore | Application-specific, analog, commodity, MEMS, microcontrollers, non-volatile memories and power transistors | Fab 1: 150mm, BCD, Bi-CMOS, Bipolar, CMOS logic, EEPROM, MEMS, microfluidics, power MOS and SiC power devices<br>Fab 2: 200mm, advanced BCD, BCD, EEPROM, embedded non-volatile memories, power MOS and VIPpower™ |
| Catania, Italy | Application-specific, power transistors and smart power and analog ICs | Site 1<br>Fab 1: 150mm, SiC power devices<br>Fab 2: 200mm, advanced BCD, power MOS, SiC power devices, VIPpower™ and power GaN<br><br>Site 2 (SiC)<br>Substrate manufacturing facility for the production in volume of 200mm SiC epitaxial substrate and SiC power devices |

| | | |
|---|---|---|
| Crolles, France[4] | Application-specific, optical sensors, leading edge logic and non-volatile memories and microcontrollers | Fab 1: 200mm, analog/RF, CMOS, Bi-CMOS and optical sensing<br>Fab 2: 300mm, analog/RF, Bi-CMOS, bulk CMOS, embedded non-volatile memories, FD-SOI advanced CMOS and optical sensing |
| Norrköping, Sweden | Industrialization, research and development and SiC substrate | SiC 150mm and 200mm wafers; N+ doped and semi insulated |
| Rousset, France | Application-specific and standard and secure microcontrollers | Fab: 200mm, analog/RF, Bi-CMOS EEPROM, embedded non-volatile memories and CMOS and VIPpowerTM |
| Tours, France | ASD™ power transistors, diodes, IPAD™ and protection thyristors | Fab 1: 150mm, Transil, Trisil, Schottky diodes and Thyristor/TRIACs<br>Fab 2: 200mm IPD, power GaN and rectifiers |
| **Back-end facilities[2]** | | |
| Bouskoura, Morocco | Discrete and standard, micro modules, power and power module, RF and subsystems | Micromodules, power discrete, power automotive SMD, die packaging and SOIC (SSHD Flex manufacturing lines) |
| Calamba, Philippines | Application-specific and standard, MEMS | Wire bond BGA , optical sensors module, MEMS sensors module, Automotive MEMS, wafer level packaging and QFN, LV SiP QFN |
| Kirkop, Malta | Application-specific, MEMS, microcontrollers | MEMS sensors module, wire bond BGA flip chip BGA and QFP (SSHD). Fully automated, automation and robotization. |
| Marcianise, Italy | Secure microcontrollers and smartcards | Reel-to-reel secure device provisioning and smartcards |
| Muar, Malaysia | Application-specific and standard, microcontrollers, space products | Wire bond BGA, power automotive SMDs, QFP and SOIC and panel level packaging, QFP families, NEAP plating |
| Rennes, France | Application specific | Rad-hard technologies, Ceramics hermetic wire bonding, flip chip ceramic, organic substrate, space and defense |
| Shenzhen, China[5] | Application-specific and standard, discrete, non-volatile memories, optical packages, power and power module, SiC, IGBT, Plasma dicing | Optical sensors modules, power discrete, power automotive SMDs, power modules, flip chip CSP, power QFN, die packaging, and SOIC, KGD |

(1) This table does not include (i) the new 200mm SiC device manufacturing joint venture with Sanan Optoelectronics in Chongqing, China, as we announced on June 7 2023; and (ii) the new high-volume 200mm SiC manufacturing facility for power devices and modules, as well as test and packaging, in Catania, Italy, as we announced on May 31, 2024. See "Item 5. Operating and Financial Review and Prospects — Financial outlook: Capital Investment" and Notes 7, 10 and 12 of the Consolidated Financial Statements.

(2) Front-end manufacturing facilities are fabs and back-end facilities are assembly, packaging and final testing plants.

(3) Fab 3 is currently shared between the Company and Tower Semiconductor.

(4) The joint 300mm semiconductor manufacturing facility with GlobalFoundries Inc in Crolles, France, which has received European Commission approval, has a projected cost of €7.5 billion of capital expenditure, maintenance and ancillary costs and will benefit from financial support of up to roughly €2.9 billion from the State of France in line with the European Chips Act.

(5) Jointly owned with Shenzhen SEG Hi-Tech Industrial Company Limited, a subsidiary of Shenzhen Electronics Group.

(6) This list does not include our sites which have ancillary manufacturing activities, such as testing at our site in Toa Payoh, Singapore, and R&D activities at our sites in Castelletto, Italy and Grenoble, France.

As of December 31, 2025, our front-end facilities had a total maximum capacity of approximately 140,000 wafer starts per week (200mm equivalent). The number of wafer starts per week varies from facility to facility and from period to period as a result of changes in product mix.

We own all of our manufacturing facilities, but certain facilities (Muar, Malaysia; Shenzhen, China; Kirkop, Malta; and Toa Payoh and Ang Mo Kio, Singapore) are built on land subject to long-term leases.

We have historically subcontracted a portion of total manufacturing volumes to external suppliers. In 2025, we subcontracted approximately 25% of the value of our total silicon production to external foundries. Our plan is to continue sourcing silicon from external foundries and OSATs to give us flexibility in supporting our growth.

As of December 31, 2025, we had approximately $1.3 billion in outstanding orders for purchases of equipment (certain of which are subject to cancellation or amendment in accordance with their terms) and other assets for delivery in 2026. In 2025, our capital expenditure payments (defined as payments for purchases of tangible assets), net of proceeds from sales, capital grants and other contributions, was $1,844 million compared to $2,642 million in 2024. In the 2023-2025 period the ratio of capital expenditure payments, net of proceeds from sales, capital grants and other contributions to total revenues was about 20%. For more information, see “Item 5. Operating and Financial Review and Prospects — Financial Outlook: Capital Investment”.

**Intellectual Property**

Our success depends in part on our ability to obtain patents, licenses and other IP rights to protect our proprietary technologies and processes. IP rights that apply to our various products include patents, copyrights, trade secrets, trademarks and mask work rights. We currently own over 21,000 active and pending patents worldwide.

We believe that our IP represents valuable assets. We rely on various IP laws, confidentiality procedures and contractual provisions to protect our IP assets and enforce our IP rights. To optimize the value of our IP assets, we have engaged in licensing our design technology and other IP, including patents, when consistent with our competitive position and our customers’ interests. We have also entered into broad-scope cross-licenses and other agreements which enable us to design, manufacture and sell semiconductor products using the IP rights of third parties and/or operating within the scope of IP rights owned by third parties.

From time to time, we are involved in IP litigation and infringement claims. See Note 26 to our Consolidated Financial Statements and “Item 3. Key Information — Risk Factors”. Regardless of the validity or the successful assertion of such claims, we may incur significant costs with respect to the defense thereof, which could have a material adverse effect on our results of operations, cash flow or financial condition.

**Backlog**

Our sales are made primarily pursuant to standard purchase orders that are generally booked from one to twelve months in advance of delivery. Quantities actually purchased by customers, as well as prices, are subject to variations between booking and delivery and, in some cases, to cancellation due to changes in customer needs or industry conditions. During periods of economic slowdown and/or industry overcapacity and/or declining selling prices, customer orders are not generally made far in advance of the scheduled shipment date. Such reduced lead time can diminish management’s ability to forecast production levels and revenues. When the economy rebounds, our customers may strongly increase their demands, which can result in capacity constraints due to a time lag when matching manufacturing capacity with such demand.

In addition, our sales are affected by seasonality, with the first quarter generally showing lowest revenue levels in the year, and the third or fourth quarter historically generating higher amounts of revenues partly as a result of the seasonal dynamics for smartphone applications dynamics.

We also sell certain products to key customers pursuant to frame contracts. Frame contracts are annual contracts with customers setting forth quantities and prices on specific products that may be ordered in the future. These contracts allow us to schedule production capacity in advance and allow customers to manage their inventory levels consistent with just-in-time principles while shortening the cycle times required to produce ordered products. Orders under frame contracts are also subject to a high degree of volatility, because they reflect expected market conditions which may or may not materialize. Thus, they are subject to risks of price reduction, order cancellation and modifications as to quantities actually ordered resulting in inventory build-ups.

Furthermore, developing industry trends, including customers' use of outsourcing and their deployment of new and revised supply chain models, may reduce our ability to forecast changes in customer demand and may increase our financial requirements in terms of capital expenditures and inventory levels.

We entered 2025 with a backlog lower than we had entering 2024. For 2026, we entered the year with a backlog higher than what we had entering 2025.

**Competition**

Markets for our products are intensely competitive. We compete with major international semiconductor companies and while only a few companies compete with us in all of our product lines, we face significant competition from each of them. Smaller niche companies are also increasing their participation in the semiconductor market, and semiconductor foundry companies have expanded significantly, particularly in Asia. Competitors include manufacturers of standard semiconductor devices, ASICs and fully customized ICs, including both chip and board-level products, as well as customers who develop their own IC products and foundry operations. Some of our competitors are also our customers or suppliers. We compete in different product lines to various degrees on the basis of price, technical performance, product features, product system compatibility, customized design, availability, quality and sales and technical support. In particular, standard products may involve greater risk of competitive pricing, inventory imbalances and severe market fluctuations than differentiated products. Our ability to compete successfully depends on factors both within and outside our control, including successful and timely development of new products and manufacturing processes, product performance and quality, manufacturing yields and product availability, customer service, pricing, industry trends and general economic trends.

The semiconductor industry is characterized by the high costs associated with developing marketable products and manufacturing technologies as well as high levels of investment in production capabilities. As a result, the semiconductor industry has experienced, and is expected to continue to experience, significant vertical and horizontal consolidation among our suppliers, competitors and customers, which could lead to erosion of our market share, impact our capacity to compete and require us to restructure our operations. See "Item 3. Key Information — Risk Factors".

**Organizational Structure and History**

We are organized in a matrix structure with geographic regions interacting with product lines, both supported by shared technology and manufacturing operations and by central functions, designed to enable us to be closer to our customers and to facilitate communication among the R&D, production, marketing and sales organizations.

While STMicroelectronics N.V. is the parent company, we conduct our global business through STMicroelectronics International N.V. and also conduct our operations through service activities from our subsidiaries. We provide certain administrative, human resources, legal, treasury, strategy, manufacturing, marketing, insurance and other overhead services to our consolidated subsidiaries pursuant to service agreements for which we recover the cost.

The following table lists our consolidated subsidiaries and our percentage of ownership as of December 31, 2025:

| Legal Seat | Name | Percentage of Ownership (direct or indirect) |
|---|---|---|
| Australia, Sydney | STMicroelectronics PTY Ltd | 100 |
| Austria, Graz | STMicroelectronics Austria GmbH | 100 |
| Belgium, Diegem | STMicroelectronics Belgium N.V. | 100 |
| Brazil, Sao Paulo | STMicroelectronics Ltda | 100 |
| Canada, Ottawa | STMicroelectronics (Canada), Inc. | 100 |
| China, Beijing | STMicroelectronics (Beijing) R&D Co. Ltd | 100 |
| China, Chongqing[(1)] | SANAN, STMicroelectronics Co., Ltd. | 49 |
| China, Shanghai | STMicroelectronics (China) Investment Co. Ltd | 100 |
| China, Shenzhen | Shenzhen STS Microelectronics Co. Ltd | 60 |
| China, Shenzhen | STMicroelectronics (Shenzhen) R&D Co. Ltd | 100 |
| Czech Republic, Prague | STMicroelectronics Design and Application s.r.o. | 100 |
| Denmark, Aarhus | STMicroelectronics A/S | 100 |
| Egypt, Cairo | STMicroelectronics Egypt SSC | 100 |
| Finland, Nummela | STMicroelectronics Finland Oy | 100 |
| France, Crolles | STMicroelectronics (Crolles 2) SAS | 100 |
| France, Grenoble | STMicroelectronics (Alps) SAS | 100 |
| France, Grenoble | STMicroelectronics (Grenoble 2) SAS | 100 |
| France, Le Mans | STMicroelectronics (Grand Ouest) SAS | 100 |
| France, Montrouge | STMicroelectronics France SAS. | 100 |
| France, Rousset | STMicroelectronics (Rousset) SAS | 100 |
| France, Tours | STMicroelectronics (Tours) SAS | 100 |
| Germany, Aschheim-Dornach | STMicroelectronics GmbH | 100 |
| Germany, Aschheim-Dornach | STMicroelectronics Application GmbH | 100 |
| Hong Kong, Kowloon | STMicroelectronics Ltd | 100 |
| India, Noida | STMicroelectronics Pvt Ltd | 100 |
| Israel, Netanya | STMicroelectronics Limited | 100 |
| Italy, Agrate Brianza | STMicroelectronics S.r.l. | 100 |
| Italy, Naples | STMicroelectronics Services S.r.l. | 100 |
| Japan, Tokyo | STMicroelectronics KK | 100 |
| Malaysia, Kuala Lumpur | STMicroelectronics Marketing SDN BHD | 100 |
| Malaysia, Muar | STMicroelectronics SDN BHD | 100 |
| Malaysia, Muar | STMicroelectronics Services Sdn.Bhd. | 100 |
| Malta, Kirkop | STMicroelectronics (Malta) Ltd | 100 |
| Mexico, Guadalajara | STMicroelectronics Marketing, S. de R.L. de C.V. | 100 |
| Morocco, Casablanca | STMicroelectronics (MAROC) SAS, a associé unique | 100 |
| The Netherlands, Amsterdam | STMicroelectronics Finance B.V. | 100 |
| The Netherlands, Amsterdam | STMicroelectronics Finance II N.V. | 100 |
| The Netherlands, Amsterdam | STMicroelectronics International N.V. | 100 |
| Philippines, Calamba | STMicroelectronics, Inc. | 100 |
| Philippines, Calamba | Mountain Drive Property, Inc. | 40 |
| Singapore, Ang Mo Kio | STMicroelectronics Asia Pacific Pte Ltd | 100 |
| Singapore, Ang Mo Kio | STMicroelectronics Pte Ltd | 100 |
| Slovenia, Ljubljana | STMicroelectronics d.o.o. | 100 |
| Spain, Barcelona | STMicroelectronics Iberia S.A. | 100 |
| Sweden, Jönköping | STMicroelectronics Software AB | 100 |
| Sweden, Kista | STMicroelectronics AB | 100 |
| Sweden, Norrköping | STMicroelectronics Silicon Carbide AB | 100 |
| Switzerland, Geneva | STMicroelectronics S.A. | 100 |

| | | |
|---|---|---|
| Switzerland, Geneva | STMicroelectronics Re S.A. | 100 |
| Thailand, Bangkok | STMicroelectronics (Thailand) Ltd | 100 |
| Tunisia, Ariana | STMicroelectronics Tunisie | 100 |
| United Kingdom, Marlow | STMicroelectronics (Research & Development) Limited | 100 |
| United Kingdom, Marlow | STMicroelectronics Limited | 100 |
| United States, Coppell | STMicroelectronics Inc. | 100 |
| United States, Coppell | STMicroelectronics (North America) Holding, Inc. | 100 |

(1) SANAN, STMicroelectronics Co., Ltd has been identified as a variable interest entity for which the Company is the primary beneficiary, and is consequently fully consolidated.

**Public Funding**

We receive public funding mainly from EU member states (including France, Italy and Malta) and China. Such funding is generally provided to encourage R&D and innovation activities, enhance industrialization, and contribute to Capex for certain strategic programs, as well as national, regional and local economic development. Our funding programs are classified under four general categories: funding for research, development and innovation ("RDI") activities, funding for first industrial deployment ("FID") activities and capital investment for pilot lines, and tax credits. We benefit from tax credits for R&D activities in several countries which are generally available to all companies. See “Item 5. Operating and Financial Review and Prospects — Results of Operations” and the Notes to our Consolidated Financial Statements.

The main R&D, RDI and FID programs in which we are involved include: (i) Important Projects of Common European Interest ("IPCEI") which combines R&D, RDI as well as FID activities; (ii) Chips JU/ECS program, which combines all electronics related R&D activities and is operated by a joint undertaking formed by the EU, certain member states and industry; (iii) EU R&D projects within Horizon Europe (the EU's research and innovation framework); and (iv) national or regional programs for R&D and for industrialization in the electronics industries involving many companies and laboratories.

In December 2018, the European Commission announced the approval of the IPCEI on Microelectronics ("IPCEI ME"), a pan-European project initiated to foster research and innovation in microelectronics to be funded by Germany, France, Italy, the U.K. and Austria.

In our combined role as beneficiary of the IPCEI ME, we have recognized grants of €266.1 million for the period 2018-2022 in France (locally referenced as Nano2022) which was linked to technical objectives and associated achievements, and were allocated approximately €789 million for the period 2018-2024 in Italy. The IPCEI ME program significantly strengthened our leadership in key technologies. It has contributed to anticipating, accelerating, and securing our technological developments. The IPCEI ME program also has wide ranging, pan-European benefits on the microelectronics ecosystem from education to downstream industries.

In December 2021, we took part in a new IPCEI program, titled IPCEI on Microelectronics and Communication Technologies ("IPCEI ME/CT"). This new pan-European project, approved by the European Commission in June 2023, was initiated to foster research and innovation and kick-start the first industrialization of microelectronics. It involves ST in France (2022-2026), Italy (2023-2027) and Malta (2021-2026), as well as around 56 other companies across 14 European countries. In 2025 we recognized grants of €24.8 million and €163.7 million related to our respective participations in IPCEI ME and IPCEI ME/CT in Italy, €117 million related to our participation in IPCEI ME/CT, Chips JU/ECS and other national and European programs in France and $39.7 million related to our participation in IPCEI ME/CT in Malta.

On October 4, 2022, the European Commission approved, under EU State Aid rules, a support up to €292.5 million through the Italian Recovery and Resilience Plan for the construction of a new integrated SiC substrate manufacturing facility in Catania, Italy. In 2025 we recognized grants of €9.2 million related to this project.

On April 28, 2023, the European Commission approved, under EU State Aid rules, a French aid measure to support the Company and GlobalFoundries in the construction and operation of a front-end semiconductor production facility in Crolles, France. This project represents an overall projected cost of €7.5 billion for capital expenditure, maintenance and ancillary costs. The new facility will benefit from significant financial support of up to around €2.9 billion from France for GlobalFoundries and ST. In 2025 we received around €126 million in cash and recognized grants of €72 million from this program in Crolles, France, as a result of our program execution.

On May 31, 2024, the European Commission approved, under the EU State Aid rules, an Italian aid measure to support the Company in the construction and operation of an integrated chip manufacturing plant for SiC power devices in Catania, Italy. The aid will take the form of a €2 billion direct grant to ST to support its planned investment of €5 billion in capital expenditure. The measure will strengthen Europe's security of supply, resilience and digital sovereignty in semiconductor technologies. The measure will also contribute to achieving the digital and green transitions. On October 13, 2025, the European Commission formally granted ST the status of Integrated Production Facility ("IPF") as referenced in the European Chips Act.

These projects are “first-of-a-kind” facilities in Europe in line with the ambitions and objectives of the European Chips Act.

On June 7, 2023, the Company and Sanan Optoelectronics jointly created SANAN, STMicroelectronics Co. Ltd. (“Sanan ST JV”), for high-volume 200mm SiC device manufacturing in China. This joint venture will make SiC devices exclusively for us, using our proprietary SiC manufacturing process technology, and will serve as a dedicated foundry to support the demand of our Chinese customers. The total amount for the full buildout of the joint venture’s future operations is expected to be about $3.2 billion, including capital expenditures of about $2.4 billion over a 5 year period as of 2023, for which Sanan ST JV receives local government support through a funding program with Chinese regional authorities.

For more information on our public funding, see Note 7 to our Consolidated Financial Statements.

**Suppliers**

We use three primary critical types of suppliers in our business: (i) equipment suppliers, (ii) material suppliers and (iii) external silicon foundries and test & packaging subcontractors. We also purchase third-party licensed technology from a limited number of providers.

In the front-end process, we use steppers, scanners, tracking equipment, strippers, chemo-mechanical polishing equipment, cleaners, inspection equipment, etchers, physical and chemical vapor-deposition equipment, implanters, furnaces, testers, probers and other specialized equipment. The manufacturing tools that we use in the back-end process include bonders, burn-in ovens, testers and other specialized equipment. The quality and technology of equipment used in the IC manufacturing process defines the limits of our technology. Demand for increasingly smaller chip structures means that semiconductor producers must quickly incorporate the latest advances in process technology to remain competitive. Advances in process technology cannot occur without commensurate advances in equipment technology, and equipment costs tend to increase as the equipment becomes more sophisticated.

Our manufacturing processes consume significant amounts of energy and use many materials, including silicon and SiC, GaN and glass wafers, lead frames, mold compound, ceramic packages and chemicals, gases and water. The prices of energy, such as electricity and natural gas, and many of these materials are volatile due to the specificity of the market, and other factors including geopolitics. We have therefore adopted a “multiple sourcing strategy” designed to protect us from the risk of price increases. The same strategy applies to energy and to supplies for the materials used by us to avoid potential material disruption of essential materials and to ensure the continuity of energy supply. Our “multiple sourcing strategy”, our financial risk monitoring as well as the robustness of our supply chain and strong partnership with suppliers are intended to mitigate these risks. See “Item 3. Key Information — Risk Factors”.

Finally, we also use external subcontractors to outsource wafer manufacturing and assembly and testing of finished products. See "— Property, Plants and Equipment" above.

**Environmental, Health and Safety Matters**

We adopt a rigorous and pro-active approach to managing our business operations in an environmentally responsible way and are subject to a variety of environmental, health and safety laws and regulations in the jurisdictions where we operate. Such laws and regulations govern, among other things, the use, storage, discharge and disposal of chemicals and other hazardous substances, emissions and waste, as well as the investigation and remediation of soil and ground water contamination. We are also required to obtain environmental permits, licenses and other forms of authorization, or give prior notification, in order to operate.

Consistent with our sustainability strategy, we have established proactive environmental policies with respect to the handling of chemicals, emissions, waste disposals and other substances of concern from our manufacturing operations. We are certified to be in compliance with quality standard ISO 9001 on a company-wide basis. We implement high standards across our manufacturing activities and supply chain. Our major manufacturing sites are ISO 14001 (environment), ISO 14064 (greenhouse gas emissions), and ISO 50001 (energy) certified.

We believe that in 2025 our activities complied with then-applicable environmental regulations in all material respects. We have engaged outside consultants to audit all of our environmental activities and have created environmental management teams, information systems and training. We have also instituted environmental control procedures for processes used by us as well as our suppliers. In 2025, there were no material environmental claims made against us.

We are on track to be carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027.

We also adopt a rigorous approach to protect the health and safety of our employees and contractors by preventing work-related injuries and illnesses and providing a safe working environment.

We have implemented a robust health and safety management system throughout our Company. Our main manufacturing sites are ISO 45001 certified. Our performance and management systems are evaluated annually through third-party surveillance audits and certifications are renewed every three years.

On July 12, 2020, the EU Taxonomy Regulation entered into force. The EU Taxonomy Regulation provides the basis for the EU taxonomy: a classification system, on the basis of which a list of environmentally sustainable economic activities has been drawn up. The EU Taxonomy Regulation defines overarching conditions that an economic activity must meet to be considered environmentally sustainable, and focuses on six environmental objectives. On January 1, 2022 the delegated acts on the technical screening criteria for two environmental objectives, being (i) climate change mitigation and (ii) adaption to climate change, entered into force, in which technical screening criteria have been laid down which specify environmental performance requirements for the economic activities to be classified as environmentally sustainable. The delegated acts on the technical screening criteria for the remaining four environmental objectives entered into force January 1, 2024. As we are subject for our reporting over financial year 2025 to an obligation to publish non-financial information pursuant to Directive 2014/95/EU of the European Parliament and of the Council of October 22, 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups (the "Non-Financial Reporting Directive"), the EU Taxonomy Regulation is applicable to us, and subsequently, we must disclose information on how and to what extent our activities are associated with economic activities that qualify as environmentally sustainable. This information will be disclosed in our Dutch Annual Report for financial year 2025, which is expected to be filed in March 2026.

On January 5, 2023, the CSRD entered into force, introducing obligations for companies to report on material sustainability topics and in connection herewith the European Sustainability Reporting Standards as introduced in 2023 ("ESRS") set forth the required disclosures on environmental protection, social responsibility and treatment of employees, respect for human rights, anti-corruption, bribery and equal treatment and equal opportunities. The CSRD is still under development and its interpretation and application is evolving. Notably, on February 26, 2025, the European Commission adopted the omnibus simplification package (“Omnibus”) to reduce reporting burdens under, amongst others, the CSRD and EU Taxonomy Regulation, as it introduces reduced reporting requirements. The provisional agreement on the text of the Omnibus was agreed on December 16, 2025. After publication in the Official Journal of the European Union the amendments will become effective.

Being a directive, all EU Member States and EEA countries are required to implement the CSRD into domestic law. The deadline for such implementation was July 6, 2024. While certain EU member states have implemented the CSRD into domestic law, the Netherlands, has not done so yet. The legislative proposal to implement the CSRD into Dutch law was submitted to the Second Chamber of the Dutch Parliament, for further parliamentary proceedings. This process is put on hold due to the developments around the Omnibus which will amend the CSRD during the course of 2026. At the date hereof, there is no certainty on the effective date of the implementation of the CSRD into Dutch law. As we are a company incorporated and governed under Dutch law, this means that we are not legally required to report in accordance with the CSRD with respect to 2025. However, considering the current status of the CSRD implementation in the Netherlands and the potential retroactive effect thereof, we are currently preparing our sustainability reporting based on the general principles of the CSRD and ESRS, to be integrated into our Dutch annual report over 2025, which is expected to be filed in March 2026. Whilst the sustainability reporting regulations are still under development, our sustainability reporting approach may change in the coming years.

## Item 5. Operating and Financial Review and Prospects

### Overview

*The following discussion should be read in conjunction with our Consolidated Financial Statements and Notes thereto included elsewhere in this Form 20-F. The following discussion contains statements of future expectations and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, or Section 21E of the Securities Exchange Act of 1934, each as amended, particularly in the sections "— Critical Accounting Policies Using Significant Estimates", "— Business Outlook", "— Liquidity and Capital Resources" and "— Financial Outlook: Capital Investment". Our actual results may differ significantly from those projected in the forward-looking statements. For a discussion of factors that might cause future actual results to differ materially from our recent results or those projected in the forward-looking statements in addition to the factors set forth below, see "Cautionary Note Regarding Forward-Looking Statements" and "Item 3. Key Information — Risk Factors". We assume no obligation to update the forward-looking statements or such risk factors.*

### Critical Accounting Policies Using Significant Estimates

The preparation of our Consolidated Financial Statements in accordance with U.S. GAAP requires us to make estimates and assumptions. The primary areas that require significant estimates and judgments by us include, but are not limited to:

- sales allowances for discounts, price protection, product returns and other rebates;
- inventory obsolescence reserves and assessment of normal manufacturing capacity to determine costs capitalized in inventory;
- annual and trigger-based impairment review of goodwill and intangible assets, as well as the assessment of events, which could trigger impairment testing on tangible assets, and the assessment of our long-lived assets economic useful lives;
- recognition and measurement of loss contingencies;
- valuation at fair value of assets acquired and liabilities assumed on business acquisitions, and measurement of any significant contingent consideration;
- assumptions used in measuring expected credit losses and impairment charges on financial assets;
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans;
- assumptions used in calculating net defined benefit pension obligations and other long-term employee benefits; and
- determination of the amount of tax expected to be paid and tax benefit expected to be received, including deferred income tax assets, valuation allowance and provisions for uncertain tax positions and claims.

We base the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While we regularly evaluate our estimates and assumptions, the actual results we experience could differ materially and adversely from our estimates.

We believe the following critical accounting policies require us to make significant judgments and estimates in the preparation of our Consolidated Financial Statements:

*Revenue recognition.* Arrangements with customers are considered contracts if all the following criteria are met: (a) parties have approved the contract and are committed to perform their respective obligations; (b) each party's rights regarding the goods or services to be transferred can be identified; (c) payment terms for the goods or services to be transferred can be identified; (d) the contract has commercial substance and (e) collectability of substantially all of the consideration is probable. We recognize revenue from products sold to a customer, including distributors, when we satisfy a performance obligation by transferring control over a product to the customer. In certain circumstances, we may enter into agreements that concern principally revenues from services, where the performance obligation is satisfied over time. The objective when allocating the transaction price is to allocate the transaction price to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which we expect to be entitled in exchange for transferring the promised goods or services to the customer. The payment terms typically range between 30 to 90 days. Certain of our customers require us to hold inventory as consignment in their hubs and only purchase inventory when they require it. Revenue for sales of such inventory is recognized when, at the customer's option, the products are withdrawn from the consignment and we satisfy a performance obligation by transferring control over a product to the customer. We may also enter into several multi-annual capacity reservation and volume commitment arrangements with certain of our customers. These agreements constitute a binding commitment for our customers to purchase and for us to supply allocated commitment volumes in exchange for additional consideration. The consideration related to commitment fees is reported as revenues from sale of products as it is usually based on delivered quantities.

Consistent with standard business practice in the semiconductor industry, price protection is granted to distribution customers on their existing inventory of our products to compensate them for changes in market prices. We accrue a provision for price protection based on a rolling historical price trend computed monthly as a percentage of gross distributor sales. This historical price trend represents differences in recent months between the invoiced price and the final price to the distributor, adjusted to accommodate a significant change in the selling price. The short outstanding inventory time, visibility into the inventory product pricing and long distributor pricing history have enabled us to reliably estimate price protection provisions at period-end. We record the accrued amounts as a deduction of "Net sales" in the consolidated statements of income at the time of the sale.

Our customers occasionally return our products for technical reasons. Our standard terms and conditions of sale provide that if we determine that products do not conform, we will repair or replace the non-conforming products, or issue a credit note or rebate of the purchase price. Quality returns are identified shortly after sale in customer quality control testing. We record the accrued amounts as a deduction of "Net sales" in the consolidated statements of income, using contractual and historical information.

We record a provision for warranty costs as a charge on the line "Cost of sales" in the consolidated statements of income, based on historical trends of warranty costs incurred as a percentage of sales, which we had determined to be a reasonable estimate of the probable losses to be incurred for warranty claims in a period. Any potential warranty claims are subject to our determination that we are at fault for damages, and such claims must usually be submitted within a short period of time following the date of sale. This warranty is given in lieu of all other warranties, conditions or terms expressed or implied by statute or common law. Our contractual terms and conditions typically limit our liability to the sales value of the products that gave rise to the claims.

Our insurance policy relating to product liability covers third-party physical damages and bodily injury, indirect financial damages as well as immaterial non-consequential damages caused by defective products.

In addition to product sales, we enter into arrangements with customers consisting in transferring licenses or related to license services. The revenue generated from these arrangements is reported on the line "Other revenues" of the consolidated statements of income.

*Trade accounts receivable*. We use a lifetime expected credit losses allowance for all trade receivables. The allowance includes reasonable assumptions about future credit trends. The historical

credit loss rates are adjusted to reflect current and forward-looking information on macro-economic factors affecting the ability of our customers to settle the receivables. Adjustments to the expected credit losses allowance are reported in the line “Selling, general and administrative expenses” in the consolidated statements of income.

*Business combinations and goodwill.* The acquisition method of accounting applied to business combinations requires extensive use of estimates and judgments to allocate the purchase price to the fair value of acquired assets less assumed liabilities, including any contingent consideration, net of related deferred tax impacts. If the assumptions and estimates used to allocate the purchase price are not correct or if business conditions change, purchase price adjustments or future asset impairment charges could be required. As of December 31, 2025, the value of goodwill in our consolidated balance sheet amounted to $315 million.

*Impairment of goodwill.* Goodwill recognized in business combinations is not amortized but is tested for impairment annually, or more frequently if a triggering event indicating a possible impairment exists. Goodwill subject to potential impairment is tested at the reporting unit level. This impairment test determines whether the fair value of each reporting unit under which goodwill is allocated is lower than the total carrying amount of relevant net assets allocated to such reporting unit, including its allocated goodwill. We record an impairment loss on goodwill when a reporting unit’s carrying value exceeds its fair value. Significant management judgments and estimates are used in forecasting the future discounted cash flows associated with the reporting unit, including: the applicable industry’s sales volume forecast and selling price evolution, the reporting unit’s market penetration and its revenues evolution, the market acceptance of certain new technologies and products, the relevant cost structure, the discount rates applied using a weighted average cost of capital and the perpetuity rates used in calculating cash flow terminal values. Our evaluations are based on financial plans updated with the latest available projections of the semiconductor market, our sales expectations and our costs evolution, and are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may prove to be incorrect, and future adverse changes in market conditions, changes in strategies, lack of performance of major customers or operating results of acquired businesses that are not in line with our estimates may require the recognition of impairment losses.

We performed our annual impairment test of goodwill during the fourth quarter of 2025 and concluded that there was no goodwill impairment loss. Impairment charges could result from new valuations triggered by changes in our product portfolio or strategic alternatives, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the current carrying value.

*Intangible assets subject to amortization*. Intangible assets subject to amortization include intangible assets purchased from third parties recorded at cost and intangible assets acquired in business combinations initially recorded at fair value. Intangible assets are comprised mainly of technologies and licenses, and computer software. Intangible assets with finite useful lives are reflected net of any impairment losses and are amortized over their estimated useful lives. Amortization begins when the intangible asset is available for its intended use. Amortization reflects the pattern in which the asset’s economic benefits are consumed, which usually consists in applying the straight-line method to allocate the cost of the intangible assets over the estimated useful lives. The carrying value of intangible assets with finite useful lives is evaluated whenever changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its fair value. We evaluate the remaining useful life of an intangible asset at each reporting date to determine whether events and circumstances warrant a revision to the remaining period of amortization. Our evaluations are based on financial plans updated with the latest available projections of growth in the semiconductor market and our sales expectations. They are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may be incorrect and that future adverse changes in market conditions or operating results of businesses acquired may not be in line with our estimates and may therefore require us to recognize impairment charges on certain intangible assets.

In 2025 we recorded a $20 million impairment charge on a license under joint development with a third party, for which future use is no longer expected. In 2024 and 2023, we impaired $9 million and $42 million respectively of certain technologies acquired as part of recent business combinations with no alternative future use.

We will continue to monitor the carrying value of our assets. If market conditions deteriorate, this could result in future impairment losses. Further impairment charges could also result from new valuations triggered by changes in our product portfolio or by strategic transactions, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the one underlying the carrying amount.

As of December 31, 2025, the value of intangible assets subject to amortization in our consolidated balance sheet amounted to $324 million.

*Property, plant and equipment*. Our business requires substantial investments in technologically advanced manufacturing facilities, which may become significantly underutilized or obsolete as a result of rapid changes in demand and ongoing technological evolution. The largest component of our long-lived assets is our manufacturing equipment primarily in our front-end activities, for which the useful life is estimated to be six years, except for our 300mm manufacturing equipment and certain back-end equipment whose useful life is estimated to be ten years. This estimate is based on our experience using the equipment over time. Depreciation expense is an important element of our manufacturing cost structure. We begin to depreciate property, plant and equipment when it is ready for its intended use.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of tangible assets or groups of assets held for use might not be recoverable. Several impairment indicators exist for making this assessment, such as: restructuring plans, significant changes in the technology, market, economic or legal environment in which we operate, available evidence of obsolescence of the asset, or indication that its economic performance is, or will be, worse than expected. In determining the recoverability of assets to be held and used, we initially assess whether the carrying value of the tangible assets or group of assets exceeds the undiscounted cash flows associated with these assets. If exceeded, we then evaluate whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. We normally estimate this fair value based on independent market appraisals or the sum of discounted future cash flows, using market participants assumptions such as the utilization of our fabrication facilities and the ability to upgrade such facilities, change in the selling price and the adoption of new technologies. We also evaluate and adjust, if appropriate, the assets' useful lives at each reporting date. In 2025, we recorded a total $169 million impairment charge on buildings ($30 million), facilities ($86 million) and machinery and equipment ($53 million), following the launch and subsequent execution of our company-wide program aimed to reshape our manufacturing footprint and resizing our cost base. In 2024 and 2023, no significant impairment charge was recorded on property, plant and equipment.

Our evaluations are based on financial plans updated with the latest projections of growth in the semiconductor market and our sales expectations, from which we derive the future production needs and loading of our manufacturing facilities, and which are consistent with the plans and estimates that we use to manage our business. These plans are highly variable due to the high volatility of the semiconductor business and therefore are subject to continuous modifications. If future growth differs from the estimates used in our plans, in terms of both market growth and production allocation to our manufacturing plants, this could require a further review of the carrying amount of our tangible assets and result in a potential impairment loss.

As of December 31, 2025, we did not hold any significant assets held for sale.

*Inventories*. Inventories are stated at the lower of cost or net realizable value. Actual cost is based on an adjusted standard cost, which approximates cost on a first-in first-out basis for all categories of inventory (raw materials, work-in-process, finished products). Actual cost is therefore dependent on our manufacturing performance and is based on the normal utilization of our production

capacity. In case of underutilization of our manufacturing facilities, we estimate the costs associated with unused capacity. These costs are not included in the valuation of inventories but are charged directly to cost of sales in the consolidated statements of income. Net realizable value is based upon the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation.

Inventory reserve is estimated for excess uncommitted inventories based on historical sales data, order backlog and production plans. We perform, on a continuous basis, write-offs of inventories, which have the characteristics of slow-moving, old production dates and technical obsolescence. We evaluate inventory to identify obsolete or slow-selling items, as well as inventory that is not of saleable quality and we record a specific reserve if we estimate the inventory will eventually be written off. To the extent that future negative market conditions generate order backlog cancellations and declining sales, or if future conditions are less favorable than the projected revenue assumptions, we could record additional inventory reserve, which would have a negative impact on our gross margin.

*Share-based compensation*. Share-based awards are granted to senior executives and selected employees. We measure the cost of share-based service awards based on the fair value of the awards as of the grant date reflecting the market price of the underlying shares at the date of the grant, reduced by the present value of the dividends expected to be paid on the shares during the requisite service period. While the awards granted to selected employees are subject to a three-year service period, the majority of the awards granted to senior executives are subject to a three-year cliff vesting period and the fulfillment of certain performance conditions. The expense is recognized over the requisite service period. In 2025, approximately one-half of the total amount of shares awarded were contingent on the achievement of performance conditions. In order to determine share-based compensation to be recorded for the period, we use estimates on the number of awards expected to vest, including the probability of achieving the performance conditions including those relating to our financial results compared to industry performance. Our assumptions related to industry performance are generally taken with a one quarter lag in line with the availability of market information. In 2025, 2024 and 2023, we recorded a total charge of approximately $193 million, $222 million and $236 million relating to our outstanding stock award plans, respectively.

*Financial assets.* The financial assets held at reporting date are primarily receivables, debt securities and equity securities. Receivables are measured at amortized cost less any currently expected credit loss allowance. Investments in equity securities that have readily determinable fair values and for which we do not have the ability to exercise significant influence are classified as financial assets measured at fair value through earnings. For investments in equity securities without readily determinable fair values and for which we do not have the ability to exercise significant influence, we have elected to apply the cost-method as a measurement alternative. We determine the classification of our financial assets at initial recognition.

The fair values of publicly traded securities are based on current market prices. If the market for a financial asset is not active and if no observable market price is obtainable, we measure fair value by using assumptions and estimates. In measuring fair value, we make maximum use of market inputs and minimize the use of unobservable inputs.

Debt securities are classified as-available-for-sale financial assets, with changes in fair value recognized as a component of other comprehensive income in our consolidated statements of comprehensive income. Debt securities classified as available-for-sale totaled $985 million and were reported as marketable securities in the consolidated balance sheet as of December 31, 2025.

As of December 31, 2025, we hold equity securities with a total carrying amount of $190 million, of which $25 million corresponding to cost-method investments and $165 million to equity securities measured at fair value through earnings, including $127 million carrying amount for our interest stake in InnoScience (Suzhou), a publicly traded entity on the main segment of Hong Kong Stock Exchange. This investment generated in 2025 a $76 million unrealized gain reported as a non-operating income in our consolidated statement of income.

*Income taxes*. We make estimates and judgments in determining income tax for the period, comprising current and deferred income tax. We assess the income tax expected to be paid related to the current year taxable profit in each tax jurisdiction and recognize deferred income tax for all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the Consolidated Financial Statements. We also assess the Pillar II income tax charges expected to be paid applying the legislation enacted as of December 31, 2025. We also recognize deferred tax assets on temporary differences arising from tax losses carried forward and tax credits. Furthermore, at each reporting date, we assess all material uncertain tax positions in all jurisdictions to determine the amount of income tax benefits that we do not expect to reasonably sustain. As of December 31, 2025, we had uncertain tax positions estimated at $142 million.

We also assess the likelihood of realization of our deferred tax assets. Their ultimate realization is dependent upon, among other things, our ability to generate future taxable profit available, or tax credits before their expiration, or our ability to implement prudent and feasible tax planning, or the possibility to settle uncertain tax positions against available net operating loss carry forwards, or similar tax losses and credits. We record a valuation allowance against the deferred tax assets when we consider it is more likely than not that the deferred tax assets will not be realized.

As of December 31, 2025, we had deferred tax assets of $408 million, net of valuation allowance.

We could be required to record further valuation allowances thereby reducing the amount of total deferred tax assets, resulting in an increase in our income tax charge, if our estimates of projected future taxable income and benefits from available tax strategies are reduced as a result of a change in business conditions or in management's plans or due to other factors, or if changes in current tax regulations are enacted that impose restrictions on the timing or extent of our ability to utilize net operating losses and tax credit carry-forwards in the future. Likewise, a change in the tax rates applicable in the various jurisdictions or unfavorable outcomes of any ongoing tax audits could have a material impact on our future tax provisions in the periods in which these changes could occur.

*Pension and post-employment benefits.* Our consolidated statements of income and our consolidated balance sheets include amounts for pension obligations and other long-term employee benefits that are measured using actuarial valuations. As of December 31, 2025, our pension and other long-term employee benefit obligations net of plan assets amounted to $516 million. These valuations are based on key assumptions, including discount rates, expected long-term rates of return on plan assets, turnover rates and salary increase rates. The assumptions used in the determination of the net periodic benefit cost are updated on an annual basis at the beginning of each fiscal year or more frequently upon the occurrence of significant events. Any changes in the pension schemes or in the above assumptions can have an impact on our valuations. The measurement date we use for our plans is December 31.

*Patent and other IP litigation or claims.* We record a provision when we believe that it is probable that a liability has been incurred at the date of the Consolidated Financial Statements and the amount of the loss can be reasonably estimated. We regularly evaluate losses and claims to determine whether they need to be adjusted based on current information available to us. Such estimates are difficult to the extent that they are largely dependent on the status of ongoing litigation that may vary based on positions taken by the court with respect to issues submitted, demands of opposing parties, changing laws, discovery of new facts or other matters of fact or law. As of December 31, 2025, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to either probable or possible risks. In the event of litigation that is adversely determined with respect to our interests, or in the event that we need to change our evaluation of a potential third-party claim based on new evidence, facts or communications, unexpected rulings or changes in the law, this could have a material adverse effect on our results of operations or financial condition at the time it were to materialize. We are in discussion with several parties with respect to claims against us relating to possible infringement of IP rights. We are also involved in certain legal proceedings concerning such issues. See "Item 8. Financial Information — Legal Proceedings" and Note 26 to our Consolidated Financial Statements.

*Other claims*. We are subject to the possibility of loss contingencies arising in the ordinary course of business. These include but are not limited to: product liability claims and/or warranty costs on our products, contractual disputes, indemnification claims, employee grievances, tax claims beyond assessed uncertain tax positions as well as claims for environmental damages. We are also exposed to numerous legal risks which until now have not resulted in legal disputes and proceedings. These include risks related to product recalls, environment, shareholder rights, tariffs and export control regulations, anti-trust, anti-corruption, competition as well as other compliance regulations. We may also face claims in the event of breaches of law committed by individual employees or third parties. In determining loss contingencies, we consider the likelihood of a loss of an asset or the occurrence of a liability, as well as our ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when we believe that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly re-evaluate any potential losses and claims and determine whether our provisions need to be adjusted based on the current information available to us. As of December 31, 2025, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to either probable or possible risks. In the event we are unable to accurately estimate the amount of such loss in a correct and timely manner, this could have a material adverse effect on our results of operations or financial condition at the time such loss was to materialize. For further details of our legal proceedings refer to “Item 8. Financial Information — Legal Proceedings” and Note 26 to our Consolidated Financial Statements.

***Fiscal Year 2025***

Under Article 35 of our Articles of Association, our financial year extends from January 1 to December 31, which is the period end of each fiscal year. In 2025, the first quarter ended on March 29, the second quarter ended on June 28, the third quarter ended on September 27 and the fourth quarter ended on December 31. In 2026, the first quarter will end on March 28, the second quarter will end on June 27, the third quarter will end on September 26 and the fourth quarter will end on December 31. Based on our fiscal calendar, the distribution of our revenues and expenses by quarter may be unbalanced due to a different number of days in the various quarters of the fiscal year and can also differ from equivalent prior years’ periods, as illustrated in the below table for the years 2024, 2025 and 2026.

| | Q1 | Q2 | Q3 | Q4 |
|---|---|---|---|---|
| | | Days | | |
| 2024 | 90 | 91 | 91 | 94 |
| 2025 | 88 | 91 | 91 | 95 |
| 2026 | 87 | 91 | 91 | 96 |

***2025 Business Overview***

Our results of operations for each period were as follows:

| | Year ended December 31, | | Three Months Ended | | |
|---|---|---|---|---|---|
| | 2025 | 2024 | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (In millions, except per share amounts) | | (Unaudited, in millions, except per share amounts) | | |
| Net revenues | $ 11,800 | $ 13,269 | $ 3,329 | $ 3,187 | $ 3,321 |
| Gross profit | 3,999 | 5,220 | 1,172 | 1,059 | 1,253 |
| Gross margin as percentage of net revenues | 33.9 % | 39.3 % | 35.2 % | 33.2 % | 37.7 % |
| Operating income | 175 | 1,676 | 125 | 180 | 369 |
| Operating margin | 1.5 % | 12.6 % | 3.8 % | 5.6 % | 11.1 % |
| Net income (loss) attributable to parent company | 166 | 1,557 | (30) | 237 | 341 |
| Diluted earnings per share | 0.18 | 1.66 | (0.03) | 0.26 | 0.37 |

***Non-U.S. GAAP measures on earnings***

Operating income before impairment and restructuring charges and one-time items is used by management to help enhance an understanding of ongoing operations and to communicate the impact of the excluded items, such as impairment, restructuring charges and other related phase-out costs. Adjusted net earnings and earnings per share ("EPS") are used by management to help enhance an understanding of ongoing operations and to communicate the impact of the excluded items like impairment, restructuring charges and other related phase-out costs attributable to ST and other one-time items, net of the relevant tax impact.

| **Year ended December 31, 2025** (in millions of U.S. dollars, except per share amount) | Gross profit | Operating income | Net income | EPS basic | Diluted EPS |
|---|---|---|---|---|---|
| **US GAAP figures, as reported** | **3,999** | **175** | **166** | **0.19** | **0.18** |
| Impairment, restructuring charges and other related phase-out costs | — | 376 | 376 | | |
| Estimated income tax effect | — | — | (56) | | |
| Non-US GAAP | 3,999 | 551 | 486 | 0.54 | 0.53 |

| **Three Months ended December 31, 2025** (in millions of U.S. dollars, except per share amount) | Gross profit | Operating income | Net income | Diluted EPS |
|---|---|---|---|---|
| **US GAAP figures, as reported** | **1,172** | **125** | **(30)** | **(0.03)** |
| Impairment, restructuring charges and other related phase-out costs | — | 141 | 141 | |
| Estimated income tax effect | — | — | (11) | |
| Non-US GAAP | 1,172 | 266 | 100 | 0.11 |

| **Three Months ended September 27, 2025** (in millions of U.S. dollars, except per share amount) | Gross profit | Operating income | Net income | Diluted EPS |
|---|---|---|---|---|
| **US GAAP figures, as reported** | **1,059** | **180** | **237** | **0.26** |
| Impairment, restructuring charges and other related phase-out costs | — | 37 | 37 | |
| Estimated income tax effect | — | — | (7) | |
| Non-US GAAP | 1,059 | 217 | 267 | 0.29 |

| | Year ended December 31, | | Three Months Ended | | |
|---|---|---|---|---|---|
| | 2025 | 2024 | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| **Non-U.S. GAAP measures on earnings** | (In millions, except per share amounts) | | (Unaudited, in millions, except per share amounts) | | |
| Operating Income (non-U.S. GAAP) | $ 551 | $ 1,676 | $ 266 | $ 217 | $ 369 |
| Operating Margin (non-U.S. GAAP) | 4.7 % | 12.6 % | 8.0 % | 6.8 % | 11.1 % |
| Net Income (non-U.S. GAAP) | 486 | 1,557 | 100 | 267 | 341 |
| Diluted Earnings Per Share (non-U.S. GAAP) | 0.53 | 1.66 | 0.11 | 0.29 | 0.37 |

Our total available market is defined as “TAM”, while our serviceable available market is defined as “SAM” and represents the market for products sold by us (i.e., TAM excluding major devices such as microprocessors, GPU/AI accelerators, DRAM and flash-memories, optoelectronics devices other than optical sensors, video processing and wireless application specific market products, such as baseband and application processors).

Based on industry data published by WSTS, semiconductor industry revenues in 2025 increased on a year-over-year basis by approximately 26% for the TAM and by approximately 15% for the SAM, to reach approximately $792 billion and $279 billion, respectively. In the fourth quarter of 2025, on a year-over-year basis, the TAM increased by approximately 37% and the SAM increased by approximately 22%. Sequentially, the TAM increased by approximately 14% while the SAM remained substantially flat.

Full year 2025 net revenues decreased by 11.1% to $11.80 billion; gross margin was 33.9% and operating margin was 1.5%.

Our fourth quarter net revenues amounted to $3,329 million, representing a year-over-year increase of 0.2%, gross margin was 35.2%, and operating margin was 3.8%. On a sequential basis, fourth quarter net revenues increased 4.5%, above the mid-point of our guidance, driven by higher revenues in Personal Electronics and, to a lesser extent, in Communications, Equipment, Computers and Peripherals, and Industrial, while Automotive was below expectations. On a sequential basis, AM&S segment revenues increased 1.1%, P&D segment revenues decreased 3.9%, EMP segment revenues increased 3.9% and RF OC segment revenues increased 30.5%.

Our quarterly performance was above the SAM on a sequential basis and below the SAM on a year-over-year basis.

Our effective average exchange rate was $1.11 for €1.00 for the full year 2025, compared to $1.08 for €1.00 for full year 2024. Our effective average exchange rate for the fourth quarter of 2025 was $1.14 for €1.00, compared to $1.14 for €1.00 for the third quarter of 2025 and $1.09 for €1.00 for the fourth quarter of 2024. For a more detailed discussion of our hedging arrangements and the impact of fluctuations in exchange rates, see “Impact of Changes in Exchange Rates”.

Our 2025 gross margin decreased 540 basis points to 33.9% from 39.3% in 2024, mainly due to lower manufacturing efficiencies and, to a lesser extent, sales price and mix, lower level of capacity reservations fees, negative currency effect and higher unused capacity charges.

Our fourth quarter 2025 gross profit was $1,172 million and gross margin was 35.2%, 20 basis points above the mid-point of our guidance mainly due to better product mix. On a sequential basis, gross margin increased by 200 basis points mainly due to higher manufacturing efficiencies, lower front-end unloading charges and more favorable product mix, partially offset by sales price impact. On a year-over-year basis, gross margin decreased 250 basis points, mainly due to lower manufacturing efficiencies and, to a lesser extent, negative currency effect, and lower level of capacity reservation fees.

Our operating expenses, comprised of aggregated SG&A and R&D expenses, amounted to $3,676 million in 2025, decreasing by 1.3%, from $3,726 million in the prior year mainly due to lower

cost of labor and discretionary expenses, partially offset by negative currency effects. On aggregate, R&D and SG&A expenses were $965 million for the fourth quarter of 2025, compared to $897 million and $943 million in the prior and year-ago quarters, respectively. The sequential increase was mainly due to calendar impact, net of vacation. The year-over-year increase of operating expenses was mainly due to negative currency effect, partially offset by lower discretionary spending.

Other income and expenses, net, were $228 million in 2025 compared to $182 million in 2024, increasing mainly due to lower start-up costs. Fourth quarter other income and expenses, net, were $59 million, compared to $55 million in the prior quarter and $59 million in the year-ago quarter. The sequential increase was mainly due to higher income from public funding.

Starting 2025, we engaged in a company-wide program aimed to reshape our manufacturing footprint by accelerating the wafer fab capacity to 300mm silicon (Agrate, Italy and Crolles, France) and 200mm silicon carbide (Catania, Italy) and resizing our global cost base. This program is expected to result in strengthening our capability to grow revenues with an improved operating efficiency. Impairment, restructuring charges and other related phase-out costs, totaled $376 million in 2025, of which $189 million of impairment charges, reflecting the comprehensive impairment test carried out during the year, which accounted for the majority of impairment charges recorded and relate to the company-wide program aimed at reshaping our manufacturing footprint and resizing our global cost base. In 2025, we also recorded $176 million of restructuring charges, of which $97 million for labor-related costs and $79 million for non-labor related costs. We also recorded $11 million of phase out costs. No impairment and restructuring charges related to the launch of the company-wide program were recorded in 2024.

Impairment, restructuring charges and other related phase-out costs, totaled $141 million in the fourth quarter of 2025, increasing by $104 million compared to $37 million in the third quarter, primarily due to restructuring charges related to employee voluntary termination benefits, non-labor related costs, including contract termination costs, and phase-out costs.

Operating income in 2025 was $175 million, decreasing by $1,501 million compared to 2024.

Operating income in the fourth quarter was $125 million compared to $180 million and $369 million in the prior and year-ago quarter, respectively.

Operating income in 2025 included $376 million impairment, restructuring charges and other related phase-out costs. Excluding these items, non-U.S. GAAP Operating income in 2025 amounted to $551 million compared to $1,676 million in 2024. Non-U.S. GAAP Operating income decreased by $1,125 million due to lower gross profit.

Non-U.S. GAAP Operating income in the fourth quarter of 2025 amounted to $266 million compared to $217 million and $369 million in the prior and year-ago quarters, respectively. On a sequential basis, non-U.S. GAAP operating income increased by $49 million mainly due to higher gross profit, partially offset by higher operating expenses. On a year-over-year basis, non-U.S. GAAP operating income decreased by $103 million, primarily due to lower gross margin profitability and negative currency effects.

Full year 2025 net income was $166 million, or $0.18 diluted earnings per share, compared to net income of $1,557 million, or $1.66 diluted earnings per share for the full year 2024. Fourth quarter net earnings decreased on a sequential and year-over-year basis to a net loss of $30 million and a -$0.03 diluted earnings per share, compared to a net income of $237 million, or $0.26 diluted earnings per share, in the prior quarter, and a net income of $341 million, or $0.37 diluted earnings per share, in the year-ago quarter.

During 2025, our net cash from operating activities was at $2,152 million. Our net cash used in investing activities was at $43 million compared to $3,742 in 2024. Net Capex (non-U.S. GAAP measure) amounted to $1,792 million and $2,531 million in 2025 and 2024 respectively.

Our free cash flow (non-U.S. GAAP measure), amounted to $265 million in 2025 compared to $288 million in 2024. Refer to “Liquidity and Capital Resources” for the reconciliation of the free cash flow, a non-U.S. GAAP measure, to our consolidated statements of cash flows.

During 2025, we received $156 million of proceeds from noncontrolling interest and used $750 million for the repayment of issued convertible bonds, $367 million for the repurchase of common stock, $321 million of dividends paid to our shareholders and $239 million for long-term debt repayment.

***Business Outlook***

Our first quarter 2026 outlook reflects revenues of approximately $3.04 billion at the mid-point decreasing on a sequential basis by 8.7%, plus or minus 350 basis points. Gross margin is expected to be at approximately 33.7%, plus or minus 200 basis points.

*This outlook is based on an assumed effective currency exchange rate of approximately $1.16 = €1.00 for the 2026 first quarter and includes the impact of existing hedging contracts. The first quarter will close on March 28, 2026. This business outlook does not include any impact from potential further changes to global trade tariffs compared to the current situation, as well as any impact related to the acquisition of NXP's MEMS business, which was completed on February 2, 2026.*

*These are forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially; in particular, refer to those known risks and uncertainties described in "Cautionary Note Regarding Forward-Looking Statements" and "Item 3. Key Information — Risk Factors" herein.*

***Other Developments***

On February 9, 2026, we announced an expanded strategic collaboration with Amazon Web Services (AWS) through a multi-year, multi-billion USD commercial engagement serving several product categories, to enable new high performance compute infrastructure for cloud and AI data centers.

On February 2, 2026, we announced the closing of the acquisition of NXP Semiconductors' MEMS sensor business, first announced on July 24, 2025. This transaction, focused on automotive safety and non-safety products and sensors for industrial applications, expands ST's global sensors capabilities and strengthens our global sensors capabilities, unlocking new opportunities for development across automotive, industrial and consumer applications. The transaction was subject to customary closing conditions, including regulatory approvals, which have now been satisfied or waived, and closed on February 2, 2026.

On December 18, we held an Extraordinary General Meeting of Shareholders ("EGM"), in Amsterdam, the Netherlands. The proposed resolutions, all approved by our Shareholders were:

- the appointment of Mr. Armando Varricchio, as member of the Supervisory Board, for a term expiring at the end of the 2028 AGM; and
- the appointment of Mr. Orio Bellezza, as member of the Supervisory Board, for a term expiring at the end of the 2028 AGM.

On December 11, we announced that ST and the European Investment Bank ("EIB") have signed a €500 million financing agreement to boost Europe's competitiveness and strategic autonomy. This represented the first tranche of a broader €1 billion credit line approved by the EIB in favor of ST.

On November 20, we announced that ST and TSE, a leading player in solar energy and agrivoltaics in France, have signed a 15-year Power Purchase Agreement ("PPA") to supply renewable electricity from solar parks to STMicroelectronics' sites in France.

On November 18, we announced the introduction by ST of the industry's first 18nm microcontroller for high-performance applications.

On October 21, we announced that ST and SP Group, a leading utilities group in the Asia Pacific and Singapore's national grid operator, have commenced operations for Singapore's largest industrial district cooling system at our Ang Mo Kio TechnoPark, reducing carbon emissions by up to 120,000 tons annually and cutting cooling electricity use by 20%. This energy-efficient system supports our goal of carbon neutrality by 2027 and earned Green Mark Platinum certification for sustainability and design excellence.

On September 17, we announced that we are advancing our next-generation panel-level packaging technology with a new pilot line at our Tours, France site, operational by Q3 2026. This $60 million investment aims to boost our manufacturing efficiency and innovation for automotive, industrial, and consumer applications, reinforcing ST's leadership in chip packaging and heterogeneous integration in Europe.

On August 20, we published our IFRS 2025 semi annual accounts for the six-month period ended June 28, 2025 on our website and filed them with the Netherlands Authority for the Financial Markets (*Authoriteit Financiële Markten*).

On May 28, we held our AGM (the "2025 AGM"), in Amsterdam, the Netherlands. The proposed resolutions, all of which were approved by our Shareholders, were:

- The adoption of the Company's Statutory Annual Accounts for the year ended December 31, 2024, prepared in accordance with IFRS and filed with the Netherlands Authority for the Financial Markets on March 27, 2025;
- The distribution of a cash dividend of $0.36 per outstanding share of the Company's common stock to be distributed in quarterly installments of $0.09 in each of the second, third and fourth quarters of 2025 and first quarter of 2026 to shareholders of record in the month of each quarterly payment;
- The adoption of the remuneration for the members of the Supervisory Board;
- The appointment of Mr. Werner Lieberherr, as member of the Supervisory Board, for a three-year term expiring at the end of the 2028 AGM, in replacement of Ms. Janet Davidson whose mandate has expired at the end of the 2025 AGM;
- The appointment of Ms. Simonetta Acri, as member of the Supervisory Board, for a three-year term expiring at the end of the 2028 AGM in replacement of Ms. Donatella Sciuto whose mandate has expired at the end of the 2025 AGM;
- The reappointment of Ms. Ana de Pro Gonzalo, as member of the Supervisory Board, for a three-year term to expire at the end of the 2028 AGM;
- The reappointment of Ms. Hélène Vletter-van Dort, as member of the Supervisory Board, for a three-year term to expire at the end of the 2028 AGM;
- The appointment of PricewaterhouseCoopers Accountants N.V. as the Company's external auditor for the financial years 2026-2029;
- The appointment of PricewaterhouseCoopers Accountants N.V. to audit the Company's sustainability reporting for the financial years 2026-2027, to the extent required by law;
- The approval of the stock-based portion of the compensation of the President and Chief Executive Officer;
- The approval of the stock-based portion of the compensation of the President and Chief Financial Officer;
- The authorization to the Managing Board, until the conclusion of the 2026 AGM, to repurchase shares, subject to the approval of the Supervisory Board;

- The delegation to the Supervisory Board of the authority to issue new common shares, to grant rights to subscribe for such shares, and to limit and/or exclude existing shareholders' pre-emptive rights on common shares, until the end of the 2026 AGM;

- The discharge of the member of the Managing Board; and

- The discharge of the members of the Supervisory Board.

On April 10, we detailed our Company-wide program to reshape our manufacturing footprint and resize our global cost base and confirmed the annual cost savings target in the high triple-digit million-dollar range exiting 2027. Specifically, we disclosed further elements of our program to reshape our global manufacturing footprint.

On April 10, our Supervisory Board commented on statements made in the Italian press on April 9:

- Accusations on the personal transactions made by the two members of our Managing Board on the eve of earnings releases are false. Stock sales done during our blackout period were made by our stock plan administrator, through an automatic procedure, to abide by Swiss tax rules for the Managing Board members and were legal and compliant with Company policy. On the class action under way, the Supervisory Board reviewed the processes and believes that ST has good defense against the allegations.

- The Supervisory Board unanimously approved the details of a Company-wide program to reshape our manufacturing footprint, accelerating ST's wafer-fab capacity to 300mm silicon and 200mm silicon carbide, announced to the markets last year on October 31 and this year on January 30. This plan allows for a major improvement of the competitiveness of the Company.

- The Supervisory Board expressed its renewed support to Jean-Marc Chery, Lorenzo Grandi, and the management team, notably in their capacity to execute the transformation during challenging times for the semiconductor industry.

On March 31, we announced the signature of an agreement on GaN technology development and manufacturing with Innoscience, the world leader in 8" GaN-on-Si (gallium nitride on silicon) high-performance low-cost manufacturing.

***Results of Operations***

**Segment Information**

We design, develop, manufacture and market a broad range of products, including discrete and standard commodity components, ASICs, full-custom devices and semi-custom devices and ASSPs for analog, digital and mixed-signal applications. In addition, we further participate in the manufacturing value chain of smartcard products, which includes the production and sale of both silicon chips and smartcards.

Following our reorganization announced in January 2024 into four reportable segments, in the first quarter of 2025 we made further progress in analyzing our global product portfolio, resulting in the following adjustments to our segments effective starting January 1, 2025. Prior-year comparative information has been adjusted accordingly.

- In the APMS product group:

  - the transfer of VIPpower products from the P&D reportable segment to the AM&S reportable segment.

- In the MDRP product group:
  - the newly created ‘Embedded Processing’ reportable segment includes the former ‘MCU’ segment (excluding the RF ASICs mentioned below) as well as custom processing products (automotive ADAS products).
  - the newly created ‘RF Optical Communications’ reportable segment includes the former ‘D&RF’ segment (excluding Automotive ADAS products) as well as some RF ASICs which were previously part of the former ‘EMP’ segment.

As of December 31, 2025, our reportable segments, were as follows:

- *Analog products, MEMS and Sensors Group (“AM&S”)*, comprised of ST analog products, MEMS sensors and actuators, and optical sensing solutions.
- *Power and Discrete products (“P&D”)*, comprised of discrete and power transistor products.
- *Embedded Processing (“EMP”),* comprised of general-purpose and automotive microcontrollers, connected security products and custom processing products (automotive ADAS).
- *RF Optical Communications (“RFOC”)*, comprised of space, ranging & connectivity products, digital audio & signaling solutions and optical & RF COT. Net revenues of “Others” include revenues from sales assembly services and other revenues. For the computation of the segments’ internal financial measurements, the Company uses certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, SG&A expenses and a part of R&D expenses. In compliance with the Company’s internal policies, certain costs are not allocated to the segments, but reported in “Others”. Those comprise unused capacity charges, including incidents leading to power outage, certain unallocated impairment, restructuring charges and other related phase-out costs, management reorganization costs, start-up costs, and other unallocated income (expenses) such as: strategic or special R&D programs, certain corporate-level operating expenses, patent claims and litigations, and other costs that are not allocated to reportable segments, as well as operating earnings of other products.

Wafer costs are allocated to the reportable segments based on actual cost. From time to time, with respect to specific technologies, wafer costs are allocated to reportable segments based on market price.

**Annual Results of Operations**

The following table sets forth certain financial data from our consolidated statements of income:

| | 2025 | | 2024 | | 2023 | |
|---|---|---|---|---|---|---|
| | in $ million except per share amounts | % of net revenues | in $ million except per share amounts | % of net revenues | in $ million except per share amounts | % of net revenues |
| Net sales | $ 11,754 | 99.6 % | $ 13,217 | 99.6 % | $ 17,239 | 99.7 % |
| Other revenues | $ 46 | 0.4 | $ 52 | 0.4 | $ 47 | 0.3 |
| **Net revenues** | **$ 11,800** | **100.0** | **$ 13,269** | **100.0** | **$ 17,286** | **100.0** |
| Cost of sales | $ (7,801) | (66.1) | $ (8,049) | (60.7) | $ (8,999) | (52.1) |
| **Gross profit** | **$ 3,999** | **33.9** | **$ 5,220** | **39.3** | **$ 8,287** | **47.9** |
| Selling, general and administrative expenses | $ (1,632) | (13.8) | $ (1,649) | (12.4) | $ (1,631) | (9.4) |
| Research and development expenses | $ (2,044) | (17.3) | $ (2,077) | (15.7) | $ (2,100) | (12.2) |
| Other income and expenses, net | $ 228 | 1.9 | $ 182 | 1.4 | $ 55 | 0.4 |
| Impairment, restructuring charges and other related phase-out costs | $ (376) | (3.2) | $ — | — | $ — | — |
| **Operating income** | **$ 175** | **1.5** | **$ 1,676** | **12.6** | **$ 4,611** | **26.7** |
| Interest income (expense), net | $ 168 | 1.4 | $ 218 | 1.6 | $ 171 | 0.8 |
| Other components of pension benefit costs | $ (19) | (0.1) | $ (15) | — | $ (19) | 0.1 |
| Gain (loss) on financial instruments, net | $ 76 | 0.6 | $ (1) | — | $ — | — |
| **Income before income taxes and noncontrolling interest** | **$ 400** | **3.4** | **$ 1,878** | **14.2** | **$ 4,763** | **27.6** |
| Income tax expense | $ (220) | (1.9) | $ (313) | (2.4) | $ (541) | (3.2) |
| **Net income** | **$ 180** | **1.5** | **$ 1,565** | **11.8** | **$ 4,222** | **24.4** |
| Net income attributable to noncontrolling interest | $ (14) | (0.1) | $ (8) | (0.1) | $ (11) | — |
| **Net income attributable to parent company stockholders** | **$ 166** | **1.4 %** | **$ 1,557** | **11.7 %** | **$ 4,211** | **24.4 %** |
| **Basic earnings per share (Basic EPS)** | **$ 0.19** | **—** | **$ 1.73** | **—** | **$ 4.66** | **—** |
| **Diluted earnings per share (Diluted EPS)** | **$ 0.18** | **—** | **$ 1.66** | **—** | **$ 4.46** | **—** |
| **Non-U.S. GAAP[1]** | | | | | | |
| Operating Income (Non-U.S. GAAP) | $ 551 | 4.7 | $ 1,676 | 12.6 | $ 4,611 | 26.7 |
| Net Income (Non-U.S. GAAP) | $ 486 | 4.1 | $ 1,565 | 11.8 | $ 4,222 | 24.4 |
| Diluted Earnings Per Share (Non-U.S. GAAP) | **$ 0.53** | **—** | **$ 1.66** | **—** | **$ 4.46** | **—** |

(1) Non-U.S. GAAP. For reconciliation to U.S. GAAP and information explaining why we believe these measures are important, see "Item 5. Operating and Financial Review and Prospects - 2025 Business Overview".

***Net revenues***

| | Year Ended December 31, | | | % Variation | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2025 vs 2024 | 2024 vs 2023 |
| | (in millions) | | | | |
| Net sales | $ 11,754 | $ 13,217 | $ 17,239 | (11.1)% | (23.3)% |
| Other revenues | $ 46 | $ 52 | $ 47 | (12.1) | 11.3 |
| **Net revenues** | **$ 11,800** | **$ 13,269** | **$ 17,286** | **(11.1)%** | **(23.2)%** |

Our 2025 net revenues decreased 11.1% compared to the prior year, as a result of an approximate 6% decrease in average selling prices, due to product mix and lower selling prices, and a 5% decrease in volumes.

Our 2024 net revenues decreased 23.2% compared to the prior year, as a result of an approximate 15% decrease in average selling prices, due to product mix and lower selling prices, and a 8% decrease in volumes.

In 2025, 2024 and 2023, our largest customer, Apple, accounted for 17.7%, 14.5% and 12.3% of our net revenues, respectively, reported within our four reportable segments.

***Net revenues by reportable segment***

| | Year Ended | | | % Variation | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2025 vs 2024 | 2024 vs 2023 |
| | (In millions) | | | | |
| AM&S segment | $ 5,085 | $ 5,429 | $ 6,232 | (6.3)% | (12.9)% |
| P&D segment | 1,685 | 2,461 | 3,098 | (31.5) | (20.6) |
| **Analog, Power & Discrete, MEMS and Sensors Group ("APMS")** | **6,770** | **7,890** | **9,330** | **(14.2)** | **(15.4)** |
| EMP segment | 3,580 | 3,853 | 6,353 | (7.1) | (39.4) |
| RFOC segment | 1,436 | 1,511 | 1,587 | (4.9) | (4.8) |
| **Microcontrollers, Digital ICs and RF products Group ("MDRF")** | **5,016** | **5,364** | **7,940** | **(6.5)** | **(32.4)** |
| Others | 14 | 15 | 16 | — | — |
| **Total consolidated net revenues** | **$ 11,800** | **$ 13,269** | **$ 17,286** | **(11.1)%** | **(23.2)%** |

For the full year 2025, AM&S revenues decreased 6.3%, driven by lower volumes of approximately 11%, partially offset by higher average selling prices of approximately 5% due to a more favorable product mix. P&D revenues decreased 31.5%, driven by lower average selling prices of approximately 29% due to a less favorable product mix and lower selling prices, and lower volumes of approximately 3%. EMP revenues decreased 7.1% due to lower volumes of approximately 4% and lower average selling prices of approximately 3% mainly driven by a less favorable product mix. RF OC revenues decreased by 4.9%, driven by lower average selling prices of approximately 19%, due to less favorable product mix, partially offset by higher volumes of approximately 14%.

***Net revenues by Market Channel*** [1]

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (As percentage of net revenues) | | |
| OEM | 72 % | 73 % | 66 % |
| Distribution | 28 | 27 | 34 |
| **Total** | **100 %** | **100 %** | **100 %** |

(1) OEMs are the end-customers to which we provide direct marketing application engineering support, while Distribution refers to the distributors and representatives that we engage to distribute our products around the world.

By market channel, our 2025 net revenues in Distribution amounted to 28% of our total consolidated revenues, increasing from 27% in 2024. When comparing 2024 with 2023 figures, net revenues in Distribution had decreased by 7%, from 34% to 27%.

***Net Revenues by Location of Shipment*** [1]

| | Year Ended December 31, | | | % Variation | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2025 vs 2024 | 2024 vs 2023 |
| | (In millions) | | | | |
| Europe, Middle-East and Africa ("EMEA") | $ 2,449 | $ 3,329 | $ 4,836 | (26.4)% | (31.2)% |
| Americas | $ 1,896 | $ 2,106 | $ 2,724 | (10.0) | (22.7) |
| Asia Pacific | $ 7,455 | $ 7,834 | $ 9,726 | (4.8) | (19.5) |
| **Total consolidated net revenues** | **$ 11,800** | **$ 13,269** | **$ 17,286** | **(11.1)%** | **(23.2)%** |

(1) Net revenues by location of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S.-based companies to be invoiced to Asia Pacific affiliates are classified as Asia Pacific revenues. Furthermore, the comparison among the different periods may be affected by shifts in shipments from one location to another, as requested by our customers.

By location of shipment, EMEA revenues decreased by 26.4%, mainly driven by lower sales in Analog, General-Purpose & Automotive microcontrollers and P&D. Americas revenues decreased 10.0%, mainly due to lower sales in P&D and Analog, partially offset by higher sales in RF Optical Communications. Asia Pacific revenues decreased 4.8% mainly driven by lower sales in P&D.

***Gross profit***

| | Year Ended December 31, | | | Variation | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2025 vs 2024 | 2024 vs 2023 |
| | (In millions) | | | | |
| Cost of sales | $ (7,801) | $ (8,049) | $ (8,999) | (3.1)% | 10.6 % |
| Gross profit | $ 3,999 | $ 5,220 | $ 8,287 | (23.4)% | (37.0)% |
| Gross margin (as percentage of net revenues) | 33.9 % | 39.3 % | 47.9 % | -540 bps | -860 bps |

In 2025, gross margin decreased 540 basis points to 33.9% from 39.3% in 2024, mainly due to lower manufacturing efficiencies and, to a lesser extent, sales price and mix, lower level of capacity reservations fees, negative currency effect and higher unused capacity charges.

In 2024, gross margin decreased by 860 basis points to 39.3% from 47.9% in 2023, mainly due to product mix and, to a lesser extent, to sales price and higher unused capacity charges.

***Operating expenses***

| | Year Ended December 31, | | | Variation | |
|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2025 vs 2024 | 2024 vs 2023 |
| | (In millions) | | | | |
| Selling, general and administrative expenses | $ (1,632) | $ (1,649) | $ (1,631) | (1.0)% | (1.1)% |
| Research and development expenses | $ (2,044) | $ (2,077) | $ (2,100) | (1.6) | 1.1 |
| **Total operating expenses** | **$ (3,676)** | **$ (3,726)** | **$ (3,731)** | **(1.3)%** | **0.1 %** |
| As percentage of net revenues | 31.2 % | 28.1 % | 21.6 % | 310bps | 650bps |

The 2025 operating expenses decreased by 1.3% to $3,676 from $3,726 million in the prior year, mainly due to lower cost of labor and discretionary expenses, partially offset by negative currency effects.

The 2024 operating expenses amounted to $3,726 million, substantially flat, decreasing by 0.1% from $3,731 million in the prior year.

The R&D expenses were net of research tax credits, which amounted to $122 million in 2025, $140 million in 2024 and $126 million in 2023.

***Other income and expenses, net***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Public funding | $ 219 | $ 266 | $ 201 |
| Start-up costs | $ (7) | $ (69) | $ (134) |
| Exchange gains (losses), net | $ 24 | $ 6 | $ 5 |
| Patent costs | $ (5) | $ (5) | $ (12) |
| Gain on sale of non-current assets | $ 6 | $ 5 | $ 6 |
| Cancellation and postponement fees | $ (6) | $ (18) | $ — |
| Other, net | $ (3) | $ (3) | $ (11) |
| **Other income and expenses, net** | **$ 228** | **$ 182** | **$ 55** |
| As percentage of net revenues | 1.9 % | 1.4 % | 0.3 % |

In 2025 we recognized other income, net, of $228 million, increasing compared to $182 million in 2024. The increase was mainly due to lower start-up costs.

In 2024 we recognized other income, net, of $182 million, decreasing compared to $55 million in 2023. The increase was mainly due to lower start-up costs and higher income from public funding.

***Impairment, restructuring charges and other related phase-out costs***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Impairment, restructuring charges and other related phase-out costs | $ (376) | $ — | $ — |
| As percentage of net revenues | 3.2 % | — % | — % |

Impairment, restructuring charges and other related phase-out costs, totaled $376 million in 2025, of which $189 million of impairment charges, reflecting the comprehensive impairment test carried out during the year, which accounted for the majority of impairment charges recorded and relate to the company-wide program aimed at reshaping our manufacturing footprint and resizing our global cost base. In 2025, we also recorded $176 million of restructuring charges, of which $97 million for labor-related costs and $79 million for non-labor related costs. We also recorded $11 million of phase out costs. No impairment and restructuring charges related to the launch of the company-wide program were recorded in 2024.

***Operating income***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| **Operating income, as reported** | **$ 175** | **$ 1,676** | **$ 4,611** |
| As percentage of net revenues | 1.5 % | 12.6 % | 26.7 % |
| Non-U.S. GAAP Operating income [1] | $ 551 | $ 1,676 | $ 4,611 |
| As percentage of net revenues | 4.7 % | 12.6 % | 26.7 % |

(1) Non-U.S. GAAP. For reconciliation to U.S. GAAP and information explaining why we believe these measures are important, see "Item 5. Operating and Financial Review and Prospects - 2025 Business Overview".

Operating income in 2025 was $175 million, decreasing by $1,501 million compared to 2024. Operating income in 2025 included $376 million impairment, restructuring charges and other related phase-out costs. Excluding these items, non-U.S. GAAP Operating income in 2025 amounted to $551 million compared to $1,676 million in 2024. Non-U.S. GAAP Operating income decreased by $1,125 million due to lower gross profit.

Operating income in 2024 was $1,676 million, decreasing by $2,935 million compared to 2023, mainly driven by the combining effect of lower revenues and gross margin profitability.

***Operating income by reportable segment***

| | Year Ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | 2024 | | 2023 | |
| | $ million | % of net revenues | $ million | % of net revenues | $ million | % of net revenues |
| AM&S segment | $ 623 | 14.3 % | $ 875 | 16.2 | $ 1,491 | 8.6 % |
| P&D segment | $ (275) | 14.7 | $ 263 | 10.7 | $ 706 | 4.1 |
| **Analog, Power & Discrete, MEMS and Sensors Group (APMS)** | **$ 348** | **14.4** | **$ 1,138** | **14.4** | **$ 2,197** | **12.7** |
| EMP segment | $ 536 | 14.4 | $ 684 | 17.9 | $ 2,307 | 13.3 |
| RFOC segment | $ 265 | 29.7 | $ 379 | 25.1 | $ 521 | 3.0 |
| **Microcontrollers, Digital ICs and RF products Group (MDRF)** | **$ 801** | **19.8** | **$ 1,063** | **19.8** | **$ 2,828** | **16.4** |
| **Total operating income of product groups** | **$ 1,149** | **9.7** | **$ 2,201** | **16.6** | **$ 5,025** | **29.1** |
| Others[1] | $ (974) | — | $ (525) | — | $ (414) | — |
| **Total consolidated operating income** | **$ 175** | **12.6 %** | **$ 1,676** | **12.6 %** | **$ 4,611** | **26.7 %** |

(1) Operating income (loss) of “Others” includes items such as unused capacity charges, incidents leading to power outage, impairment, restructuring charges and other related phase-out costs, management reorganization costs, start-up costs, and other unallocated income (expenses) such as: strategic or special research and development programs, certain corporate-level operating expenses, patent claims and litigations, and other costs that are not allocated to reportable segments (e.g. urgent freight costs, changes in fair value measurement on contingent consideration liabilities), as well as operating earnings of other products.

In 2025, AM&S operating income was $623 million, decreasing by $252 million compared to 2024, driven by lower profitability in Analog partially, partially offset by higher profitability in imaging. P&D operating loss was $275 million, decreasing by $538 million from an operative income of $263 million. EMP operating income decreased by $148 million to $536 million with all subgroups decreasing. RF OC operating income decreased by $114 million.

***Reconciliation to consolidated operating income***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | | | (In millions) |
| **Total operating income of reportable segments** | **$ 1,149** | **$ 2,201** | **$ 5,025** |
| Impairment, restructuring charges and other related phase-out costs | $ (376) | $ — | $ — |
| Impairment loss on intangible assets acquired through business combinations | $ — | $ — | $ (36) |
| Start-up costs | $ (7) | $ (69) | $ (134) |
| Unused capacity charges | $ (416) | $ (370) | $ (120) |
| Other unallocated manufacturing results | $ (169) | $ (63) | $ (94) |
| Gain on sale of non-current assets | $ 5 | $ 2 | $ 4 |
| Cancellation and postponement fees | $ — | $ (18) | $ — |
| Strategic and other research and development programs and other non-allocated provisions[1] | $ (11) | $ (7) | $ (34) |
| **Total operating loss Others** | **$ (974)** | **$ (525)** | **$ (414)** |
| **Total consolidated operating income** | **$ 175** | **$ 1,676** | **$ 4,611** |

(1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other income (costs) that are not allocated to the reportable segments.

***Interest income (expense), net***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | | (In millions) | |
| Interest income (expense), net | $ 168 | $ 218 | $ 171 |
| As percentage of net revenues | 1.4 % | 1.6 % | 1.0 % |

In 2025, we recorded a net interest income of $168 million, compared to net interest income of $218 million and a net interest income of $171 million in 2024 and 2023, respectively. In 2025, net interest income was composed of $223 million of interest income, offset by interest expense on borrowings and banking fees of $55 million. In 2024, net interest income was composed of $303 million of interest income, offset by interest expense on borrowings and banking fees of $85 million.

***Gain (loss) on financial instruments, net***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Gain (loss) on financial instruments, net | $ 76 | $ (1) | $ — |
| As percentage of net revenues | 0.6 % | — % | — % |

During 2025, we recognized a $76 million unrealized gain on financial instruments due to the increase in fair value of our equity stake in InnoScience (Suzhou) Technology Holding Co., Ltd., which is measured at fair value through earnings.

***Income tax expense***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Income tax expense | $ (220) | $ (313) | $ (541) |
| As percentage of net revenues | (1.9)% | (2.4)% | (3.1)% |

In 2025, we registered an income tax expense of $220 million, compared to $313 million in 2024 and $541 million in 2023. These amounts reflect the actual taxes calculated on our income before income taxes in each of our jurisdictions and tax benefits, net of valuation allowances, associated with our estimates of the net operating loss realization, in certain jurisdictions, against future taxable profits, Pillar II taxes, one-time tax benefits related to previous year positions and our best estimate of additional tax charges related to potential uncertain tax positions and claims.

In 2025, the effective tax rate was 19%, before $143 million of income tax expenses resulting from discrete items, which include a non-cash income tax expense of $80 million from an increase in valuation allowance in one of our tax jurisdiction and a non-cash income tax expense of $66 million related to uncertain tax positions.

In 2024, the effective tax rate was 17%, before $6 million of tax benefit from discrete items.

In 2023, the effective tax rate was 15%, before $174 million of tax benefit from discrete items, which included a one-time non-cash income tax benefit of $191 million.

Our tax rate is variable and depends on changes in the level of operating results within various local jurisdictions and on changes in the taxation rates applicable in these jurisdictions, as well as changes in estimates and assumptions used when assessing our tax positions. Our income tax amounts and rates depend also on our loss carry-forwards and their relevant valuation allowances, which are based on estimated projected plans and available tax planning; in the case of material changes to these plans, the valuation allowances could be adjusted accordingly with an impact on our income tax expense (benefit). We currently enjoy certain tax benefits in some countries. Such benefits may not be available in the future due to changes in the local jurisdictions; our effective tax rate could be different in future periods and may increase in the coming years. In addition, our yearly income tax expense includes the estimated impact of provisions related to income tax positions which have been considered as uncertain.

***Net income attributable to noncontrolling interest***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Net income attributable to noncontrolling interest | $ (14) | $ (8) | $ (11) |
| As percentage of net revenues | 0.1 % | 0.1 % | 0.1 % |

Net income attributable to noncontrolling interest amounted to $14 million in 2025, $8 million in 2024 and $11 million in 2023.

***Net income attributable to parent company***

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| **Net income attributable to parent company, as reported** | **$ 166** | **$ 1,557** | **$ 4,211** |
| As percentage of net revenues | 1.4 % | 11.7 % | 24.4 % |
| Non-U.S. GAAP Net income attributable to parent company [(1)] | $ 486 | $ 1,557 | $ 4,211 |
| As percentage of net revenues | 4.1 % | 11.7 % | 24.4 % |

(1) Non-U.S. GAAP. For reconciliation to U.S. GAAP and information explaining why we believe these measures are important, see "Item 5. Operating and Financial Review and Prospects — 2025 Business Overview".

For 2025, we reported a net income attributable to parent company of $166 million, compared to $1,557 million and $4,211 million for 2024 and 2023, respectively.

The 2025 net income attributable to parent company represented diluted earnings per share of $0.18 compared to $1.66 and $4.46 for 2024 and 2023, respectively.

Non-U.S. GAAP Net income and diluted Earnings Per Share, stood at $486 million and $0.53 respectively in 2025 compared to a net income of $1,557 million in the prior year, representing diluted earnings per share of $1.66.

**Quarterly Results of Operations**

Certain quarterly financial information for the years 2025 and 2024 are set forth below. Such information is derived from our unaudited Consolidated Financial Statements, prepared on a basis consistent with the audited Consolidated Financial Statements that include, in our opinion, all normal adjustments necessary for a fair statement of the interim information set forth therein. Operating results for any quarter are not necessarily indicative of results for any future period. In addition, in view of the significant volatility we have experienced in recent years, the increasingly competitive nature of the markets in which we operate, the changes in products mix and the currency effects of changes in the composition of sales and production among different geographic regions, we believe that period-to-period comparisons of our operating results should not be relied upon as an indication of future performance.

Our quarterly and annual operating results are also affected by a wide variety of other factors that could materially and adversely affect revenues and profitability or lead to significant variability of operating results, please see “Item 3. Key Information — Risk Factors — Risks Related to Our Operations”. As only a portion of our expenses varies with our revenues, there can be no assurance that we will be able to reduce costs promptly or adequately in relation to revenue declines to compensate for the effect of any such factors. As a result, unfavorable changes in the above or other factors have in the past and may in the future adversely affect our operating results. Quarterly results have also been and may be expected to continue to be substantially affected by the cyclical nature of the semiconductor and electronic systems industries, the speed of some process and manufacturing

technology developments, market demand for existing products, the timing and success of new product introductions and the levels of provisions and other unusual charges incurred. Certain additions of our quarterly results will not total our annual results due to rounding.

***Net revenues***

| | Three Months Ended | | | % Variation | |
|---|---|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 | Sequential | Year-Over-Year |
| | (Unaudited, in millions) | | | | |
| Net sales | $ 3,313 | $ 3,183 | $ 3,301 | 4.1 % | 0.4 % |
| Other revenues | $ 16 | $ 4 | $ 20 | 265.1 | (21.9) |
| **Net revenues** | **$ 3,329** | **$ 3,187** | **$ 3,321** | 4.5 % | 0.2 % |

Our fourth quarter 2025 net revenues amounted to $3,329 million, registering a sequential increase of 4.5%, above the mid-point of the released guidance driven by higher revenues in Personal Electronics and, to a lesser extent, in CECP and Industrial, while Automotive was below expectations. The sequential increase resulted from higher average selling prices of approximately 5%.

On a year-over-year basis, our net revenues increased by 0.2%.

***Net revenues by reportable segment***

| | Three Months Ended | | | % Variation | |
|---|---|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 | Sequential | Year-Over-Year |
| | (Unaudited, in millions) | | | | |
| AM&S segment | $ 1,449 | $ 1,434 | $ 1,348 | 1.1 % | 7.5 % |
| P&D segment | $ 412 | $ 429 | $ 602 | (3.9) | (31.6) |
| **Analog, Power & Discrete, MEMS and Sensors Group ("APMS")** | **$ 1,861** | **$ 1,863** | **$ 1,950** | **(0.1)** | **(4.6)** |
| EMP segment | $ 1,015 | $ 976 | $ 1,002 | 3.9 | 1.2 |
| RFOC segment | $ 449 | $ 345 | $ 366 | 30.5 | 22.9 |
| **Microcontrollers, Digital ICs and RF products Group ("MDRF")** | **$ 1,464** | **$ 1,321** | **$ 1,368** | **10.8** | **7.0** |
| Others | $ 4 | $ 3 | $ 3 | 11.1 | 14.3 |
| **Total consolidated net revenues** | **$ 3,329** | **$ 3,187** | **$ 3,321** | **4.5 %** | **0.2 %** |

On a sequential basis, AM&S revenues increased 1.1%, driven by higher average selling prices of approximately 3% mainly due to product mix, partially offset by lower volumes of approximately 2%. P&D revenues decreased 3.9%, due to lower volumes of approximately 3% and lower average selling prices of approximately 1% mainly driven by lower selling prices. EMP revenues increased 3.9% due to higher average selling prices of approximately 3% mainly due to product mix, and higher volumes of approximately 1%. RF OC revenues increased by 31%, driven by higher average selling prices of approximately 17% mainly due to a more favorable product mix, and higher volumes of approximately 14%.

On a year-over-year basis, fourth quarter net revenues increased 0.2%. AM&S revenues increased 7.5%, driven by higher average selling prices of approximately 15% mainly due to product mix, partially offset by lower volumes of approximately 7%. P&D revenues decreased 31.6% compared to the year-ago quarter, driven by lower average selling prices of approximately 31% due to product mix and lower selling prices, and lower volumes of approximately 1%. EMP revenues increased 1.2%, driven by higher volumes of approximately 2%, partially offset by lower average selling prices of 1%. RF OC revenues increased by 22.9% mainly due to higher volumes of

approximately 43%, partially offset by lower average selling prices of 20% linked to a less favorable product mix.

***Net Revenues by Market Channel*** [(1)]

| | Three Months Ended | | |
|---|---|---|---|
| | **December 31, 2025** | **September 27, 2025** | **December 31, 2024** |
| | **(Unaudited, in %)** | | |
| OEM | 73 % | 73 % | 73 % |
| Distribution | 27 | 27 | 27 |
| **Total** | **100 %** | **100 %** | **100 %** |

(1) OEMs are the end-customers to which we provide direct marketing application engineering support, while Distribution refers to the distributors and representatives that we engage to distribute our products around the world.

By market channel, our fourth quarter revenues in Distribution amounted to 27% of our total net revenues, consistent to the previous and year-ago quarters, respectively.

***Net Revenues by Location of Shipment*** [(1)]

| | Three Months Ended | | | % Variation | |
|---|---|---|---|---|---|
| | **December 31, 2025** | **September 27, 2025** | **December 31, 2024** | **Sequential** | **Year-Over-Year** |
| | **(Unaudited, in millions)** | | | | |
| EMEA | $ 665 | $ 661 | $ 789 | 0.6 % | (15.8)% |
| Americas | $ 545 | $ 446 | $ 541 | 22.3 | 0.7 |
| Asia Pacific | $ 2,119 | $ 2,080 | $ 1,991 | 1.9 | 6.4 |
| **Total consolidated net revenues** | **$ 3,329** | **$ 3,187** | **$ 3,321** | **4.5 %** | **0.2 %** |

(1) Net revenues by location of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S. based companies to be invoiced to Asia Pacific affiliates are classified as Asia Pacific revenues. Furthermore, the comparison among the different periods may be affected by shifts in shipments from one location to another, as requested by our customers.

By region of shipment, in the 2025 fourth quarter, EMEA revenues increased sequentially 0.6%. Americas revenues increased by 22.3% mainly due to higher sales in RF Optical Communications. Asia Pacific revenues increased by 1.9% mainly due to higher sales in General-Purpose & Automotive microcontrollers.

On a year-over-year basis, EMEA revenues decreased 15.8%, mainly driven by lower sales in Analog, P&D and General-Purpose & Automotive microcontrollers. Americas revenues increased 0.7%. Asia Pacific revenues increased 6.4%, mainly due to higher sales in imaging and General-Purpose & Automotive microcontrollers subgroups.

***Gross Profit***

| | Three Months Ended | | | Variation | |
|---|---|---|---|---|---|
| | **December 31, 2025** | **September 27, 2025** | **December 31, 2024** | **Sequential** | **Year-Over-Year** |
| | **(Unaudited, in millions)** | | | | |
| Cost of sales | $ (2,157) | $ (2,128) | $ (2,068) | 1.4 % | 4.3 % |
| Gross profit | $ 1,172 | $ 1,059 | $ 1,253 | 10.7 % | (6.5)% |
| Gross margin (as percentage of net revenues) | 35.2 % | 33.2 % | 37.7 % | 200bps | -250bps |

Fourth quarter gross profit was $1,172 million and gross margin was 35.2%, 20 basis points above the mid-point of our guidance mainly due to better product mix. On a sequential basis, gross margin increased by 200 basis points mainly due to higher manufacturing efficiencies, lower front-end unloading charges and more favorable product mix, partially offset by sales price impact. On a year-over-year basis, gross margin decreased 250 basis points, mainly due to lower manufacturing efficiencies and, to a lesser extent, negative currency effect, and lower level of capacity reservation fees.

***Operating expenses***

| | Three Months Ended | | | % Variation | |
|---|---|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 | Sequential | Year-Over-Year |
| | (Unaudited, in millions) | | | | |
| Selling, general and administrative expenses | $ (427) | $ (395) | $ (420) | (8.1)% | (1.7)% |
| Research and development expenses | $ (538) | $ (502) | $ (523) | (7.3)% | (2.9)% |
| **Total operating expenses** | **$ (965)** | **$ (897)** | **$ (943)** | **(7.7)%** | **(2.4)%** |
| As percentage of net revenues | 29.0 % | 28.1 % | 28.4 % | 90 bps | 60 bps |

On a sequential basis, operating expenses increased by $68 million, mainly due to calendar impact, net of vacation.

On a year-over-year basis, operating expenses increased by $22 million, mainly due to negative currency effect, partially offset by lower discretionary spending.

R&D expenses were net of research tax credits, which amounted to $32 million in the fourth quarter of 2025, compared to $30 million and $40 million in the prior and year-ago quarters, respectively.

***Other income and expenses, net***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| Public funding | 63 | 53 | 69 |
| Start-up costs | — | (1) | (7) |
| Exchange gains (losses), net | 5 | 3 | — |
| Patent costs | (3) | (1) | (1) |
| Gain on sale of non-current assets | 1 | — | — |
| Cancellation and postponement fees | (4) | 1 | (2) |
| Other, net | (3) | — | — |
| **Other income and expenses, net** | 59 | 55 | 59 |
| As percentage of net revenues | 1.8 % | 1.7 % | 1.8 % |

Fourth quarter other income and expenses, net, amounted to $59 million, compared to $55 million in the prior quarter and $59 million in the year-ago quarter. The sequential increase was mainly due to higher income from public funding.

***Impairment, restructuring charges and other related phase-out costs***

| | Three Months Ended | | |
|---|---|---|---|
| | **December 31, 2025** | **September 27, 2025** | **December 31, 2024** |
| | (Unaudited, in millions) | | |
| Impairment, restructuring charges and other related phase-out costs | $ (141) | $ (37) | $ — |
| As percentage of net revenues | 4.2 % | 1.2 % | — % |

In the fourth quarter of 2025, impairment, restructuring charges and other related phase-out costs amounted to $141 million of which $33 million of impairment charges, $97 million of restructuring charges, including $44 million of labor-related charges, $53 million of non-labor related charges and $11 million phase-out costs, compared to $37 million in the prior quarter. No impairment and restructuring charges related to the launch of the company-wide program were recorded in the year-ago quarter.

***Operating income***

| | **Three Months Ended** | | |
|---|---|---|---|
| | **December 31, 2025** | **September 27, 2025** | **December 31, 2024** |
| | **(Unaudited, in millions)** | | |
| **Operating income, as reported** | **$ 125** | **$ 180** | **$ 369** |
| As percentage of net revenues | 3.8 % | 5.6 % | 11.1 % |
| Non-U.S. GAAP Operating income[(1)] | $ 266 | $ 217 | $ 369 |
| As percentage of net revenues | 8.0 % | 6.8 % | 11.1 % |

(1) Non-U.S. GAAP. For reconciliation to U.S. GAAP and information explaining why we believe these measures are important, see "Item 5. Operating and Financial Review and Prospects —2025 Business Overview".

In the fourth quarter of 2025, operating income was $125 million, compared to an operating income of $180 million and $369 million in the prior and year-ago quarters, respectively. Operating income included $141 million impairment, restructuring charges and other related phase-out costs for the quarter compared to $37 million in the prior quarter. No such charges were recorded in the year-ago quarter.

Excluding these items, Non-U.S. GAAP Operating income in the fourth quarter of 2025 amounted to $266 million compared to $217 million and $369 million in the prior and year-ago quarters, respectively. On a sequential basis, non-U.S. GAAP operating income increased by $49 million mainly due to higher gross profit, partially offset by higher operating expenses. On a year-over-year basis, non-U.S. GAAP operating income decreased by $103 million, primarily due to lower gross margin profitability and negative currency effects.

***Operating income by reportable segment***

| | Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | December 31, 2025 | | September 27, 2025 | | December 31, 2024 | |
| | $ million | % of net revenues | $ million | % of net revenues | $ million | % of net revenues |
| | (Unaudited) | | | | | |
| AM&S segment | $ 235 | 16.2 % | $ 221 | 15.4 % | $ 220 | 16.3 % |
| P&D segment | $ (124) | (30.2)% | $ (67) | (15.6)% | $ 45 | 7.5 % |
| **Analog, Power & Discrete, MEMS and Sensors Group (APMS)** | **$ 111** | **5.9 %** | **$ 154** | **8.3 %** | **$ 265** | **13.6 %** |
| EMP segment | $ 195 | 19.2 % | $ 161 | 16.5 % | $ 181 | 18.1 % |
| RFOC segment | $ 105 | 23.4 % | $ 57 | 16.6 % | $ 95 | 25.9 % |
| **Microcontrollers, Digital ICs and RF products Group (MDRF)** | **$ 300** | **20.5 %** | **$ 218** | **16.5 %** | **$ 276** | **20.2 %** |
| **Total operating income of operating segments** | **$ 411** | **12.3 %** | **$ 372** | **11.7 %** | **$ 541** | **16.3 %** |
| Others[(1)] | $ (286) | — | $ (192) | — | $ (172) | — |
| **Total consolidated operating income** | **$ 125** | **3.8 %** | **$ 180** | **5.6 %** | **$ 369** | **11.1 %** |

(1) Operating income (loss) of "Others" includes items such as unused capacity charges, incidents leading to power outage, impairment, restructuring charges and other related phase-out costs, management reorganization costs, start-up costs, and other unallocated income (expenses) such as: strategic or special research and development programs, certain corporate-level operating expenses, patent claims and litigations, and other costs that are not allocated to reportable segments (e.g. urgent freight costs, changes in fair value measurement on contingent consideration liabilities), as well as operating earnings of other products.

On a sequential basis, AM&S operating income was $235 million, increasing by $14 million mainly driven by Analog. P&D reported an operating loss of $124 million, worsening sequentially by $57 million. EMP operating income increased by $34 million sequentially, mainly driven by General-Purpose & Automotive Microcontrollers. RF OC operating income increased by $48 million.

On a year-over-year basis, AM&S operating income increased by $15 million reflecting higher profitability in Imaging, partially offset by lower profitability in Analog. P&D reported an operating loss of $124 million from an operating income of $45 million in the year-ago quarter. EMP operating income increased by $14 million mainly driven by General-Purpose & Automotive Microcontrollers. RF OC operating income increased by $10 million.

***Reconciliation to consolidated operating income***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| **Total operating income of reportable segments** | **$ 411** | **$ 372** | **$ 541** |
| Impairment, restructuring charges and other related phase-out costs | $ (141) | $ (37) | $ — |
| Start-up costs | $ — | $ (1) | $ (7) |
| Unused capacity charges | $ (88) | $ (102) | $ (118) |
| Cancellation and postponement fees | $ — | $ — | $ (2) |
| Other unallocated manufacturing results | $ (52) | $ (46) | $ (51) |
| Gain on sale of non-current assets | $ 1 | $ — | $ — |
| Strategic and other R&D programs and other non-allocated provisions [(1)] | $ (6) | $ (6) | $ 6 |
| **Total operating income (loss) Others** | **$ (286)** | **$ (192)** | **$ (172)** |
| **Total consolidated operating income** | **$ 125** | **$ 180** | **$ 369** |

(1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other income (costs) that are not allocated to the reportable segments.

***Interest income (expense), net***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| Interest income (expense), net | $ 37 | $ 38 | $ 52 |
| As percentage of net revenues | 1.1 % | 1.2 % | 1.6 % |

In the fourth quarter of 2025, we recorded net interest income of $37 million, compared to $38 million in the prior quarter and $52 million in the year-ago quarter. The fourth quarter net interest income was composed of $49 million of interest income, partially offset by $12 million of interest expenses on our borrowings and banking fees.

***Gain (loss) on financial instruments, net***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| Gain (loss) on financial instruments, net | $ (9) | $ 79 | $ — |
| As percentage of net revenues | (0.3)% | 2.5 % | — % |

During the fourth quarter of 2025, we recognized a $9 million unrealized loss on financial instruments due to the decrease in fair value of our equity stake in InnoScience (Suzhou) Technology Holding Co., Ltd., which is measured at fair value through earnings.

***Income tax expense***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| Income tax expense | (171) | (54) | (82) |
| As percentage of net revenues | (5.1)% | (1.7)% | (2.5)% |

During the fourth quarter of 2025 we recorded an income tax expense of $171 million while for the third quarter of 2025 and the fourth quarter of 2024, we recorded an income tax expense of $54 million and $82 million, respectively.

The fourth quarter of 2025 income tax expense included a one-time tax expense of $142 million resulting from discrete items, which include a non-cash income tax expense of $80 million from an increase in valuation allowance in one of our tax jurisdiction and a non-cash income tax expense of $66 million related to uncertain tax positions.

***Net income attributable to parent company***

| | Three Months Ended | | |
|---|---|---|---|
| | December 31, 2025 | September 27, 2025 | December 31, 2024 |
| | (Unaudited, in millions) | | |
| **Net income (loss) attributable to parent company, as reported** | **$ (30)** | **$ 237** | **$ 341** |
| As percentage of net revenues | (0.9)% | 7.4 % | 10.3 % |
| Non-U.S. GAAP Net income attributable to parent company [(1)] | $ 100 | $ 267 | $ 341 |
| As percentage of net revenues | 3.0 % | 8.4 % | 10.3 % |

(1) Non-U.S. GAAP. For reconciliation to U.S. GAAP and information explaining why we believe these measures are important, see "Item 5. Operating and Financial Review and Prospects - 2025 Business Overview.

For the fourth quarter of 2025, we reported a net loss of $30 million, compared to a net income of $237 million and $341 million in the prior and year-ago quarters, respectively. For the fourth quarter 2025, net earnings represented diluted earnings per share of -$0.03 compared to $0.26 in the prior quarter and $0.37 in the prior-year quarter.

In the fourth quarter of 2025, non-U.S. GAAP Net income stood at $100 million and non-U.S. GAAP diluted Earnings Per Share stood at $0.11, including certain negative one-time tax expenses impact of $0.18 per share.

**Impact of Changes in Exchange Rates**

Our results of operations and financial condition can be significantly affected by material changes in the exchange rates between the U.S. dollar and other currencies, particularly the Euro.

As a market practice, the reference currency for the semiconductor industry is the U.S. dollar and the market prices of semiconductor products are mainly denominated in U.S. dollars. However, revenues for some of our products are quoted in currencies other than the U.S. dollar, such as Euro-denominated sales, and consequently are directly affected by fluctuations in the value of the U.S. dollar. As a result of currency variations, the appreciation of the Euro compared to the U.S. dollar could increase our level of revenues when translated into U.S. dollars or the depreciation of the Euro compared to the U.S. dollar could decrease our level of revenues when reported in U.S. dollars. Over time and depending on market conditions, the prices in the industry could align to the equivalent amount in U.S. dollars, except that there is a lag between the changes in the currency rate and the adjustment in the price paid in local currency, which is proportional to the amplitude of the currency swing, and such adjustment could be only partial and/or delayed, depending on market demand. Furthermore, certain significant costs incurred by us, such as manufacturing costs, SG&A expenses, and R&D expenses, are largely incurred in the currency of the jurisdictions in which our operations are located. Given that most of our operations are located in the Eurozone and other non-U.S. dollar currency areas, our costs tend to increase when translated into U.S. dollars when the U.S. dollar weakens or to decrease when the U.S. dollar strengthens.

Our principal strategy to reduce the risks associated with exchange rate fluctuations is to balance as much as possible the proportion of sales to our customers denominated in U.S. dollars with the amount of materials, purchases and services from our suppliers denominated in U.S. dollars, thereby reducing the potential exchange rate impact of certain variable costs relative to revenues. Moreover, in order to further reduce the exposure to U.S. dollar exchange fluctuations, we hedge certain line items on our consolidated statements of income, in particular with respect to a portion of cost of sales, most of R&D expenses and certain SG&A expenses, located in the Eurozone, which we designate as cash flow hedge transactions. We use two different types of hedging instruments: forward contracts and currency options (including collars).

Our consolidated statements of income included income and expense items translated at the average U.S. dollar exchange rate for the period, plus the impact of the hedging contracts expiring during the period. Our effective average exchange rate was $1.11 for €1.00 for the full year 2025 and

$1.08 for €1.00 for the full year 2024. Our effective exchange rate was $1.14 for €1.00 for the fourth quarter of 2025, $1.14 for €1.00 for the third quarter of 2025 and $1.09 for €1.00 for the fourth quarter of 2024. These effective exchange rates reflect the actual exchange rates combined with the effect of cash flow hedge transactions impacting earnings in the period.

The time horizon of our cash flow hedging for manufacturing costs and operating expenses may run up to 24 months, for a limited percentage of our exposure to the Euro, depending on currency market circumstances. As of December 31, 2025, the outstanding hedged amounts were €1,356 million to cover manufacturing costs and €733 million to cover operating expenses, at an average exchange rate of approximately $1.16 for €1.00 (considering the collars at upper strike), maturing from January 7, 2026 to December 2, 2026. As of December 31, 2025, measured in respect to the exchange rate at period closing of about $1.18 to €1.00, these outstanding hedging contracts and certain settled contracts covering manufacturing expenses capitalized in inventory resulted in a deferred gain of approximately $80 million before tax, recorded in “Accumulated other comprehensive income” in the consolidated statements of equity, compared to a deferred loss of approximately $96 million before tax as of December 31, 2024.

During 2025, we also hedged manufacturing costs denominated in Singapore dollars ("SGD"). As of December 31, 2025, no deferred gain or loss of hedging contracts was recorded, compared to a deferred loss of approximately $3 million before tax as of December 31, 2024.

Our cash flow hedging policy is not intended to cover our full exposure and is based on hedging a declining portion of our exposure in the next four quarters. In 2025, as a result of our cash flow hedging, we recycled to earnings a gain of $54 million, composed of a $35 million gain impacting cost of sales, a $15 million gain impacting R&D and a $4 million gain impacting SG&A expenses. In 2024, as a result of our cash flow hedging, we recycled to earnings a gain of $16 million, composed of a $13 million gain impacting cost of sales, a $2 million gain impacting R&D and $1 million gain impacting SG&A expenses.

In addition to our cash flow hedging, in order to mitigate potential exchange rate risks on our commercial transactions, we purchase and enter into foreign exchange forward contracts and currency options to cover foreign currency exposure in payables or receivables at our affiliates, which we do not designate for hedge accounting. We may in the future purchase or sell similar types of instruments. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk”. Furthermore, we may not predict on a timely basis the amount of future transactions in the volatile industry environment. No assurance may be given that our hedging activities will sufficiently protect us against fluctuations in the value of the U.S. dollar. Consequently, our results of operations have been and may continue to be impacted by fluctuations in exchange rates. The net effect of our consolidated foreign exchange exposure in payables and receivables at our affiliates resulted in a net gain of $24 million recorded in “Other income and expenses, net” in our 2025 consolidated statement of income compared to a net gain of $6 million and $5 million in 2024 and 2023, respectively.

The assets and liabilities of subsidiaries whose functional currency is different from the U.S. dollar reporting currency are, for consolidation purposes, translated into U.S. dollars at the period-end exchange rate. Income and expenses, as well as cash flows, are translated at the average exchange rate for the period. The balance sheet impact, as well as the income statement and cash flow impact, of these currency translations have been, and may be, significant from period to period since a large part of our assets and liabilities and activities are accounted for in Euros as they are located in jurisdictions where the Euro is the functional currency. Adjustments resulting from the currency translation are recorded directly in equity and are reported as “Accumulated other comprehensive income” in the consolidated statements of equity. As of December 31, 2025, our outstanding indebtedness was denominated mainly in U.S. dollars and in Euros.

For a more detailed discussion, see “Item 3. Key Information — Risk Factors — Risks Related to Our Operations”.

**Impact of Changes in Interest Rates**

Interest rates may fluctuate upon changes in financial market conditions and material changes can affect our results of operations and financial condition, since these changes can impact the total interest income received on our cash and cash equivalents, short-term deposits and marketable securities, as well as the total interest expense paid on our financial debt.

Our interest income (expense), net, as reported in our consolidated statements of income, is the balance between interest income received from our cash and cash equivalents, short-term deposits and marketable securities and interest expense recorded on our financial liabilities, including bank fees (including fees on committed credit lines or on the sale without recourse of receivables, if any). Our interest income is dependent upon fluctuations in interest rates, mainly in U.S. dollars and Euros, since we invest primarily on a short-term basis; any increase or decrease in the market interest rates would mean a proportional increase or decrease in our interest income. Our interest expenses are also dependent upon fluctuations in interest rates since our financial liabilities include European Investment Bank ("EIB") and Cassa Depositi e Prestiti SpA ("CDP SpA") floating rate loans at primarily Euribor plus variable spreads. See Note 15 to our Consolidated Financial Statements.

As of December 31, 2025, our total financial resources, including cash and cash equivalents, short-term deposits and marketable securities, generated an average annual interest rate of 3.64%. At the same date, the average annual interest rate on our outstanding debt was 2.02%.

A rise in interest rates to address inflation or otherwise will also impact the base rates applicable in our credit arrangements and will result in borrowed funds becoming more expensive to us over time. These financing and inflationary pressures may also reduce disposable income on a macro-economic basis, eroding the values of savings, and could have a negative impact on our customers' ability to purchase our products in the same volumes.

**Impact of Changes in Equity Prices**

In December 2024, we participated to the IPO of InnoScience (Suzhou) which became public on the main segment of Hong Kong Stock Exchange. We acquired a 1.4% equity stake for a total amount of $51 million. As of December 31, 2025, the carrying amount of this financial asset was $127 million. As a publicly traded equity instrument, the InnoScience investment is measured at fair value through earnings. See Note 12 and Note 13 to our Consolidated Financial Statements.

**Liquidity and Capital Resources**

Treasury activities are regulated by our policies, which define procedures, objectives and controls. Our policies focus on the management of our financial risk in terms of exposure to currency rates and interest rates. Most treasury activities are centralized, with any local treasury activities subject to oversight from our head treasury office. The majority of our cash and cash equivalents are held in U.S. dollars and Euros and are placed with financial institutions rated at least as single A long-term rating from two of the major rating agencies, meaning at least A3 from Moody's Investors Service ("Moody's") and A- from Standard & Poor's ("S&P") or Fitch Ratings ("Fitch"). Marginal amounts are held in other currencies. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

Our total liquidity was $4,922 million as of December 31, 2025, decreasing compared to $6,184 million as of December 31, 2024. As of December 31, 2025, our total liquidity was comprised of $2,837 million in cash and cash equivalents, $1,100 million in short-term deposits and $985 million in marketable securities, all classified as current assets.

As of December 31, 2025, marketable securities were $985 million invested in U.S. Treasury Bonds, with a rating of Aaa/AA+/AA+ from Moody's, S&P and Fitch, respectively, and a weighted average maturity of 2.31 years. The securities are classified as available-for-sale and measured at fair value. This fair value measurement corresponds to a Level 1 fair value hierarchy measurement. To optimize the return yield on our short-term investments, we also held $1,100 million of available cash in short-term deposits as of December 31, 2025. These short-term deposits represent liquidity with maturity beyond three months and below one year with no significant risk of changes in fair value.

**Cash flow**

We maintain an adequate cash position and a low debt-to-equity ratio to provide us with adequate financial flexibility. As in the past, our cash management policy is to finance our investment needs mainly with net cash from operating activities.

During 2025, our cash and cash equivalents increased by $555 million. The components of the net cash increase for 2025 and the comparable periods are set forth below:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Net cash from operating activities | $ 2,152 | $ 2,965 | $ 5,992 |
| Net cash used in investing activities | $ (43) | $ (3,742) | $ (5,766) |
| Net cash used in financing activities | $ (1,560) | $ (155) | $ (267) |
| Effect of changes in exchange rates | $ 6 | $ (8) | $ 5 |
| **Net cash increase (decrease)** | **$ 555** | **$ (940)** | **$ (36)** |

*Net cash from operating activities.* Net cash from operating activities is the sum of (i) net income adjusted for non-cash items and (ii) changes in net working capital. The net cash from operating activities in 2025 was $2,152 million compared to $2,965 million in the prior year, decreasing mainly due to lower net income.

*Net cash used in investing activities.* Investing activities used net cash of $43 million in 2025, decreasing from $3,742 million in the prior year, mainly due to lower capital expenditures, net of capital grants and other contributions, and higher net proceeds from marketable securities and short-term deposits.

*Net cash used in financing activities.* Net cash used in financing activities was $1,560 million in 2025, compared to net cash used in financing activities of $155 million in 2024, and consisted mainly of $750 million repayment of issued convertible bonds, $367 million repurchase of common stock, $321 million of dividends paid to our stockholders and $239 million repayment of financial debt, partially offset primarily by $156 million proceeds from noncontrolling interest.

*Net Capex and Free Cash Flow (non-U.S. GAAP measures)*

We present Net Capex as a non-U.S. GAAP measure, to take into consideration the effect of advances from capital grants received on prior periods allocated to property, plant and equipment in the reporting period. Net Capex is reported as part of our Free Cash Flow (non-U.S. GAAP measure).

Net Capex, a non-U.S. GAAP measure, is defined as (i) payment for purchase of tangible assets, as reported plus (ii) proceeds from sale of tangible assets, as reported plus (iii) proceeds from capital grants and other contributions, as reported plus (iv) advances from capital grants allocated to property, plant and equipment in the reporting period.

We believe Net Capex provides useful information for investors and management because annual capital expenditures budget includes the effect of capital grants. Our definition of Net Capex may differ from definitions used by other companies.

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Payment for purchase of tangible assets, as reported | $ (2,111) | $ (3,088) | $ (4,439) |
| Proceeds from sale of tangible assets, as reported | $ 9 | $ 5 | $ 8 |
| Proceeds from capital grants and other contributions, as reported | $ 258 | $ 441 | $ 320 |
| Advances from capital grants allocated to property, plant and equipment | $ 52 | $ 111 | $ — |
| **Net Capex (non-U.S. GAAP measure)** | **$ (1,792)** | **$ (2,531)** | **$ (4,111)** |

We also present Free Cash Flow, which is a non-U.S. GAAP measure, defined as (i) net cash from operating activities plus (ii) net Capex plus (iii) payment for purchase (and proceeds from sale) of intangible and financial assets and (iv) net cash paid for business acquisitions, if any.

We believe Free Cash Flow provides useful information for investors and management because it measures our capacity to generate cash from our operating and investing activities to sustain our operations.

Free Cash Flow (non U.S. GAAP measure) reconciles with the total cash flow and the net cash increase (decrease) by including the payment for purchases of (and proceeds from matured) marketable securities and net investment in (and proceeds from) short-term deposits, the net cash from (used in) financing activities and the effect of changes in exchange rates while excluding the advances from capital grants received in prior periods allocated to property, plant and equipment in the reporting period. Our definition of Free Cash Flow may differ from definitions used by other companies.

Free Cash Flow is determined from our consolidated statements of cash flows as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| **Net cash from operating activities** | **$ 2,152** | **$ 2,965** | **$ 5,992** |
| Net Capex | $ (1,792) | $ (2,531) | $ (4,111) |
| Payment for purchase of intangible assets, net of proceeds from sale | $ (93) | $ (93) | $ (97) |
| Payment for purchase of financial assets, net of proceeds from sale | $ (2) | $ (53) | $ (10) |
| **Free Cash Flow (non-U.S. GAAP measure)** | **$ 265** | **$ 288** | **$ 1,774** |

In 2025, we had a positive Free Cash Flow of $265 million, compared to positive $288 million and positive $1,774 million in 2024 and 2023, respectively.

**Capital Resources**

*Net Financial Position and Adjusted Net Financial Position (non-U.S. GAAP measures).* Our Net Financial Position represents the difference between our total liquidity and our total financial debt. Our total liquidity includes cash and cash equivalents, short-term deposits and marketable securities, and our total financial debt includes short-term debt and long-term debt, as reported in our consolidated balance sheets. Adjusted Net Financial Position represents net financial position less advances received from capital grants, to present the effect on total liquidity of advances received on capital grants for which capital expenditures have not been incurred yet. Net Financial Position and Adjusted Net Financial Position are not U.S. GAAP measures, but we believe they provide useful information for investors and management because they give evidence of our global position either in terms of net indebtedness or net cash by measuring our capital resources based on cash and cash equivalents, restricted cash, if any, short-term deposits and marketable securities and the total level of our financial debt. Our definition of Net Financial Position may differ from definitions used by other companies and

therefore comparability may be limited. Our Net Financial Position and Adjusted Net Financial Position for each period have been determined from our consolidated balance sheets as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| | (In millions) | | |
| Cash and cash equivalents | $ 2,837 | $ 2,282 | $ 3,222 |
| Short-term deposits | $ 1,100 | $ 1,450 | $ 1,226 |
| Marketable securities | $ 985 | $ 2,452 | $ 1,635 |
| **Total liquidity** | **$ 4,922** | **$ 6,184** | **$ 6,083** |
| Current portion of long-term debt | $ (298) | $ (990) | $ (217) |
| Long-term debt | $ (1,835) | $ (1,963) | $ (2,710) |
| **Total financial debt** | **$ (2,133)** | **$ (2,953)** | **$ (2,927)** |
| **Net Financial Position (non-U.S. GAAP measure)** | **$ 2,789** | **$ 3,231** | **$ 3,156** |
| Advances from capital grants | $ (333) | $ (385) | $ (152) |
| **Adjusted Net Financial Position (non-U.S. GAAP measure)** | **$ 2,456** | **$ 2,846** | **$ 3,004** |

Our Net Financial Position as of December 31, 2025 was a net cash position of $2,789 million, increasing compared to a net cash position of $3,231 million as of December 31, 2024.

Cash and cash equivalents amounted to $2,837 million as of December 31, 2025.

Short-term deposits amounted to $1,100 million as of December 31, 2025 and consisted of available liquidity with maturity over three months and below one year.

Marketable securities amounted to $985 million as of December 31, 2025 and consisted of U.S. Treasury Bonds classified as available-for-sale.

Financial debt was $2,133 million, as of December 31, 2025 and was composed of (i) $298 million of short-term debt and (ii) $1,835 million of long-term debt. The breakdown of our total financial debt included (i) $1,109 million in EIB loans, (ii) $170 million in CDP SpA loans, (iii) $749 million in our 2020 Senior Unsecured Convertible Bonds, (iii) $103 million in finance leases and, (iv) $2 million in loans from other funding programs.

The EIB loans are comprised of three long-term amortizing credit facilities as part of R&D funding programs. The first one, signed in August 2017, is a €500 million loan in relation to R&D and capital expenditures in the European Union. The entire amount was fully drawn in Euros corresponding to $205 million outstanding as of December 31, 2025. The second one, signed in 2020, is a €500 million credit facility agreement with EIB to support R&D and capital expenditure programs in Italy and France. The amount was fully drawn in Euros representing $352 million outstanding as of December 31, 2025. In 2022, we signed a third long-term amortizing credit facility with EIB of €600 million. Of this amount, €300 million was withdrawn in Euros in 2022, and $300 million was withdrawn in U.S Dollars during 2024, representing a total outstanding balance of $552 million on December 31, 2025. In December 2025, we entered into a €500 million financing agreement with EIB to support the acceleration of R&D and high-volume chip manufacturing in Italy and France. This agreement represents the first tranche of a broader €1 billion credit line approved by EIB in our favor.

The CDP SpA loans are comprised of two long-term credit facilities. The first, signed in 2021, is a €150 million loan, fully drawn in Euros, of which $44 million were outstanding as of December 31, 2025. The second one, signed in 2022, is a €200 million loan, fully drawn in Euros, of which $126 million was outstanding as of December 31, 2025.

On August 4, 2020, we issued a $1.5 billion principal amount of dual tranche senior unsecured convertible bonds (Tranche A and Tranche B for $750 million each tranche, each, "Tranche A" and "Tranche B", respectively), due 2025 and 2027, respectively. Tranche A bonds were issued at 105.8%

as zero-coupon bonds while Tranche B bonds were issued at 104.5% as zero-coupon bonds. The conversion price at issuance was $43.62 for Tranche A equivalent to a 47.5% conversion premium and $45.10 for Tranche B, equivalent to a 52.5% conversion premium. These conversion features correspond to an equivalent of 4,585 shares per each Tranche A bond $200,000 par value and an equivalent of 4,435 shares per each Tranche B bond $200,000 par value. The bonds are convertible by the bondholders or are callable by the issuer upon certain conditions, on a net-share settlement basis, except if the issuer elects a full-cash or full-share conversion as an alternative settlement. The net proceeds from the bond offering were $1,567 million, after deducting issuance costs paid by the Company. On August 4, 2025, we completed the full redemption of our Tranche A convertible bond.

As of December 31, 2025, the Company's stock price did not exceed the conversion price of the senior unsecured convertible bonds.

Our long-term debt contains standard conditions but does not impose minimum financial ratios. We had unutilized committed medium-term credit facilities with core relationship banks totaling $640 million as of December 31, 2025.

As of December 31, 2025, debt payments at principal amount by period were as follows:

| | Payments Due by Period | | | | | | |
|---|---|---|---|---|---|---|---|
| | Total | 2026 | 2027 | 2028 | 2029 | 2030 | Thereafter |
| | (In millions) | | | | | | |
| Long-term debt (including current portion) | $ 2,134 | $ 298 | $ 989 | $ 248 | $ 171 | $ 125 | $ 303 |

In the above table, our 2020 senior unsecured convertible bonds are presented at their principal amount with original maturity date in 2027 for Tranche B, in line with contractual terms.

Our current ratings with the two major rating agencies that report on us on a solicited basis, are as follows: S&P: “BBB+” with negative outlook; Moody’s: “Baa1” with stable outlook.

*Contractual Obligations, Commercial Commitments and Contingencies*

Our contractual obligations, commercial commitments and contingencies as of December 31, 2025, and for each of the five years to come and thereafter, were as follows:

| | Total | 2026 | 2027 | 2028 | 2029 | 2030 | Thereafter |
|---|---|---|---|---|---|---|---|
| | (In millions) | | | | | | |
| Foundry purchases[1] | $ 774 | $ 555 | $ 82 | $ 68 | $ 69 | $ — | $ — |
| Other obligations[1] | $ 1,576 | $ 221 | $ 209 | $ 198 | $ 220 | $ 88 | $ 640 |
| Operating Lease obligations (including current portion)[2] | $ 221 | $ 52 | $ 41 | $ 31 | $ 23 | $ 15 | $ 59 |
| Long-term debt obligations (including current portion)[2][3] | $ 2,134 | $ 298 | $ 989 | $ 248 | $ 171 | $ 125 | $ 303 |
| of which: | | | | | | | |
| Finance Lease obligations | $ 103 | $ 49 | $ 5 | $ 24 | $ 1 | $ 1 | $ 23 |
| Pension obligations (including current portion)[2] | $ 403 | $ 82 | $ 80 | $ 66 | $ 72 | $ 78 | $ 25 |
| Other long-term liabilities[2][4] | $ 757 | $ 70 | $ 135 | $ 71 | $ 90 | $ 72 | $ 319 |
| **Total** | **$ 5,968** | **$ 1,327** | **$ 1,541** | **$ 706** | **$ 646** | **$ 379** | **$ 1,369** |

(1) Items not reflected on the consolidated balance sheet as of December 31, 2025.
(2) Items reflected on the consolidated balance sheet as of December 31, 2025.
(3) For long-term debt obligations the difference between the total obligations and the total carrying amount of long-term debt is due to the unamortized debt issuance costs on the dual tranche senior unsecured convertible bonds. See Note 15 to our Consolidated Financial Statements as of December 31, 2025 for additional information related to long-term debt.
(4) For other long-term liabilities, the difference with the amount reported on the consolidated balance sheet as of December 31, 2025 is related to the long-term portion of the operating lease obligation of $169 million reported under the “Lease obligations” line. See Note 11 and Note 17 to our Consolidated Financial Statements as of December 31, 2025 for additional information related to leases and other long-term liabilities.

Purchase and other obligations are primarily comprised of purchase commitments for outsourced foundry wafers and firm contractual commitments related to power purchase and minimum energy efficiency, as part of our actions to become carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus).

Long-term debt obligations mainly consist of bank loans and senior unsecured convertible bonds. In the table above, our 2020 senior unsecured convertible bonds reflect only Tranche B bonds as Tranche A bonds were settled during 2025, and are presented at their principal amount with original maturity date of 2027, in line with contractual terms. In 2026, we expect to repay with available cash and cash equivalents an amount of $249 million related to our loans with the European Investment Bank and CDP SpA through annual and semi-annual installments respectively and $49 million related to our finance leases. See "— Net financial position (non-U.S. GAAP measure)" above.

Pension obligations amounting to $403 million consist of our best estimates of the amounts projected to be payable by us for the pension and post-employment plans. The final actual amount to be paid and related timing of such payments may vary significantly due to early retirements, terminations and changes in assumptions rates. See Note 16 to our Consolidated Financial Statements.

Other long-term liabilities mainly include future obligations related to other long-term employees benefits, contingent consideration on business combinations and other contractual obligations. In accordance with the authoritative guidance for accounting for uncertainty in income taxes, as of December 31, 2025, liabilities related to uncertain tax positions totaled $142 million, of which $90 million is reported on the line other long-term liabilities in the above table. See Note 17 of our Consolidated Financial Statements.

**Financial Outlook: Capital Investment**

Our policy is to modulate our capital spending according to the evolution of the semiconductor market. For 2026, we plan to invest between $2.0 to $2.2 billion in Net Capex (non-U.S. GAAP).

Our Net Capex (non-U.S. GAAP) will support capacity additions for selected growth drivers and our manufacturing reshaping plan.

In particular:

- In Catania, Italy, the new high-volume fully vertically integrated 200mm silicon carbide manufacturing facility for power devices and modules, as well as test and packaging;
- in Chongqing, China, the new 200mm silicon carbide device manufacturing joint venture with Sanan Optoelectronics;
- in Crolles, France, 300mm wafer fab evolution for digital and Cloud Optical Interconnect;
- in Agrate, Italy, the ramp-up of the 300mm wafer fab to support analog mixed signal and smart power HCMOS;
- Capital investments in back-end facilities, which in 2026 will be largely focused on: (i) capacity growth on certain package families, (ii) the next generation of Panel-Level Packaging (PLP) technology through a pilot line in Tours, France, and (iii) selected investments for the modernization and expansion assembly and test operations.

The remaining part of our Net Capex (non-U.S. GAAP) covers the overall maintenance and efficiency improvements of our manufacturing operations and infrastructure, R&D activities, laboratories as well as the execution of our carbon neutrality programs.

We will continue to invest to support revenues growth and new products introduction, taking into consideration factors such as trends in the semiconductor industry, capacity utilization and our goal to

become carbon neutral in all direct and indirect emissions (scopes 1 and 2), product transportation, business travel, and employee commuting emissions (our scope 3 focus), and to achieve our 100% renewable electricity sourcing goal by the end of 2027. We expect to need significant financial resources in the coming years for capital expenditures and for our investments in manufacturing and R&D. We plan to fund our capital requirements with cash provided by operating activities, available funds and support from third parties, and may have recourse to borrowings under available credit lines and, to the extent necessary or attractive based on market conditions prevailing at the time, the issuance of debt, convertible bonds or additional equity securities. A substantial deterioration of our economic results, and consequently of our profitability, could generate a deterioration of the cash generated by our operating activities. Therefore, there can be no assurance that, in future periods, we will generate the same level of cash as in prior years to fund our capital expenditure plans for expanding/upgrading our production facilities, our working capital requirements, our R&D and manufacturing costs.

We believe that we have the financial resources needed to meet our currently projected business requirements for the next twelve months, including capital expenditures for our manufacturing activities, working capital requirements, approved dividend payments, share buy-backs as part of our current repurchase program and the repayment of our debt in line with maturity dates.

**Impact of Recently Issued U.S. Accounting Standards**

See Note 2 to our Consolidated Financial Statements.

**Backlog and Customers**

See “Item 4. Information on the Company — Backlog”.

## Item 6. Directors, Senior Management and Employees

### Directors and Senior Management

The management of our Company is entrusted to the Managing Board under the supervision of the Supervisory Board.

The term "Directors" refers to the non-executive members of the Supervisory Board of the Company and the term "Senior Management" refers to:

- The members of our Managing Board;
- The members of the Executive Committee (including the members of our Managing Board) of the Company; and
- The Executive Vice Presidents of the Company.

### *A. Supervisory Board*

#### *i. Role of the Supervisory Board*

Our Supervisory Board advises our Managing Board and is responsible for supervising the policies pursued by our Managing Board, the manner in which the Managing Board implements the sustainable long-term value creation strategy and the general course of our affairs and business. In performing its duties, the Supervisory Board shall be guided by the interests of our Company and its business; it shall take into account the relevant interests of all stakeholders (including our shareholders). The Supervisory Board is responsible for the quality of its own performance.

Our Supervisory Board consists of such number of members as is resolved by our AGM upon a non-binding proposal of our Supervisory Board, with a minimum of six members. Decisions by our AGM concerning the number and the identity of our Supervisory Board members are taken by a simple majority of the votes cast at a meeting, provided quorum conditions are met.

Our Supervisory Board was composed of the following nine members as of December 31, 2025:

| Name [1] | Position | Year First Appointed | Term Expires | Age |
|---|---|---|---|---|
| Nicolas Dufourcq | Chairman | 2015 | 2027 | 62 |
| Armando Varricchio [2] | Vice Chairman | 2025 | 2028 | 64 |
| Simonetta Acri [3] | Member | 2025 | 2028 | 60 |
| Orio Bellezza [2] | Member | 2025 | 2028 | 66 |
| Pascal Daloz | Member | 2024 | 2027 | 60 |
| Ana de Pro Gonzalo | Member | 2020 | 2028 | 58 |
| Werner Lieberherr [3] | Member | 2025 | 2028 | 65 |
| Frédéric Sanchez | Member | 2017 | 2026 | 65 |
| Hélène Vletter-van Dort | Member | 2023 | 2028 | 61 |

(1) Mr. Maurizio Tamagnini was a member of our Supervisory Board until his resignation effective March 19, 2025. Ms. Janet Davidson, Ms. Donatella Sciuto and Mr. Paolo Visca were members of our Supervisory Board until May 28, 2025, on which date their term expired.

(2) Mr. Orio Bellezza and Mr. Armando Varricchio were appointed as members of our Supervisory Board on December 18, 2025.

(3) Ms. Simonetta Acri and Mr. Werner Lieberherr were appointed as members of our Supervisory Board on May 28, 2025.

Resolutions of our Supervisory Board require the approval of at least three-quarters of its members in office, with each member being entitled to one vote. Our Supervisory Board must meet upon request by two or more of its members or by our Managing Board. In 2025, our Supervisory Board met twelve times, including to approve our quarterly, semi-annual and annual accounts and their

release. In 2025, the average attendance rate for the meetings of our Supervisory Board was 90%. Our Supervisory Board has adopted (i) a Supervisory Board charter, (ii) a profile for the Supervisory Board based on which proposed new members of the Supervisory Board are selected (both of which are available on our website (www.st.com)), (iii) a diversity policy for the composition of the Managing Board, the Executive Committee and the Supervisory Board, and (iv) a selection criteria and appointment procedure for the Supervisory and Managing Board members.

Our Supervisory Board may make a proposal to our AGM for the suspension or dismissal of one or more of its members. Each member of our Supervisory Board shall retire no later than three years after appointment, as described in our Articles of Association, but may be reappointed following the expiration of his/her term of office. Pursuant to Dutch law, there is no mandatory retirement age for members of our Supervisory Board. Members of the Supervisory Board may be suspended or dismissed by our AGM. Certain of our Supervisory Board members are proposed by and may retain certain relationships with our direct or indirect shareholders represented through our major shareholder. See “Item 7. Major Shareholders and Related Party Transactions — Major Shareholders”.

In accordance with the best practice provisions of the Dutch Corporate Governance Code, on an annual basis our Supervisory Board undertakes to perform an evaluation of the functioning of the Supervisory and Managing Boards. Once every three years, this evaluation is conducted by an independent external advisor, whose mission is to assist the Supervisory Board in this evaluation through, among other things, conducting interviews with individual members of the Supervisory and Managing Boards and facilitating discussions within the Supervisory Board on the functioning of the boards, and the Supervisory Board's committees, including an evaluation of the involvement of each member, the culture within the Supervisory Board and the relationship between the Supervisory Board and the Managing Board. The internal evaluation for the year ended December 31, 2025 is ongoing at the time of this report..

### *ii. Biographies of our Current Supervisory Board Members*

*Nicolas Dufourcq*

Nicolas Dufourcq has been a member of our Supervisory Board since May 2015, its chairman from June 2017 to June 2020, its vice-chairman from June 2020 to May 2023, and currently serves as its chairman. He serves on our Supervisory Board’s Compensation Committee, Strategic Committee, Sustainability Committee and Nominating and Corporate Governance Committee. Mr. Dufourcq is a graduate of HEC (*Hautes Etudes Commerciales*) and ENA (E*cole Nationale d’Administration*). He began his career at the French Ministry of Finance and Economics before joining the Ministry of Health and Social Affairs in 1992. In 1994, he joined France Telecom, where he created the multimedia division, before going on to chair Wanadoo, the firm’s listed internet and yellow pages subsidiary. After joining the Capgemini Group in 2003, he was made responsible for the central and southern Europe region, successfully leading their financial turnaround. He was appointed chief financial officer of the Group and member of the Executive Committee in September 2004. In 2005, he was named deputy Chief Executive Officer in charge of finance, risk management, IT, delivery, purchases and LEAN program and, in 2007, also in charge of the follow-up of the group’s major contracts. On February 7, 2013, Mr. Dufourcq was appointed chief executive officer of Bpifrance (*Banque Publique d’Investissement*). Nicolas Dufourcq is also a member of the board of directors of Stellantis.

*Armando Varricchio*

Armando Varricchio has been a member of our Supervisory Board since December 18, 2025 and currently serves as its vice-chairman. He has a comprehensive knowledge of international relations and global economic issues. In his four-decade diplomatic service he has played a pivotal role in policy making and high-level negotiations both at national and European level. He has been a senior member of Italian and European official delegations at numerous international summits with heads of state and government. He is currently the most senior foreign service official in the Italian Ministry of Foreign Affairs. He was most recently ambassador of Italy to the Federal Republic of Germany (2021-2025), and previously ambassador to the United States and Serbia. He served as national security advisor to the

Italian Prime Minister and Personal Representative (“Sherpa”) for the G7 and G20, diplomatic advisor to the president of the Italian Republic, sherpa at the G7/8 summits for the EU and chief diplomatic advisor to the president of the European Commission. He has been bestowed by the president of the Republic of Italy with the honor of Knight of Grand Cross - the highest Italian award. Armando Varricchio holds a master’s degree in international relations from the University of Padua.

*Simonetta Acri*

Simonetta Acri has been a member of our Supervisory Board since May 2025. She serves on our Supervisory Board’s Audit Committee and Compensation Committee. She is an independent board member at several companies and a senior corporate finance advisor since 2023. She is a senior advisor at Cherry Bank, and sits on the boards of BdM Banca, 21Invest SGR Private Equity Fund and Defence Tech. She has extensive experience in the banking and financial services sector, with a strong track record in corporate finance, risk management, and regulatory compliance. She previously held executive management positions at SACE, Italy’s export credit agency and insurance & finance group, including chief mid market officer and member of the executive committee between 2019 and 2022. She has been actively involved in initiatives aligned with the European Green New Deal, advocating for responsible investment strategies that prioritize climate resilience and sustainable development. She previously held corporate finance management positions at several firms including Deutsche Bank and Morgan Grenfell. Ms. Acri holds a master’s degree in Political Science and International Affairs from the University of Padua.

*Orio Bellezza*

Orio Bellezza has been a member of our Supervisory Board since December 18, 2025. He is the chairman of the board of graphene-based optoelectronics startup 2D photonics. He has extensive experience in the semiconductor industry, with about 40 years at STMicroelectronics, including in several leadership roles, where he last held the position of president, technology, manufacturing, quality and supply chain until July 2023. Previous positions included 'executive vice-president, front-end manufacturing', focusing on the expansion and rationalization of ST’s global manufacturing infrastructure; 'flash memory and R&D general manager' focusing on the operations and development of memory, BCD and MEMS; and 'central R&D group vice president'. He had previously occupied multiple technical and management functions since joining ST in 1984. Orio Bellezza holds a master’s degree in Chemistry from Milan State University.

*Pascal Daloz*

Pascal Daloz has been a member of our Supervisory Board since May 2024. Mr. Daloz has been chief executive officer of Dassault Systèmes, world leader in virtual universes and a global top ten software company, since January 2024. Having acquired an extensive experience in strategy and technology innovation management with investment banks and consultancy firms, Mr. Daloz joined Dassault Systèmes in 2001 as vice president research, strategy and market development. He became vice president, strategy and business development in 2003, executive vice president, strategy and marketing in 2007, executive vice president, corporate strategy and market development in 2010, and then executive vice president, brands and corporate development in 2014. In 2018, Mr. Daloz became head of corporate finance and strategy. Mr. Daloz was Dassault Systèmes’ chief operating officer and head of the operations executive committee from 2020 to 2023, and deputy chief operating officer in 2023, orchestrating the transformation of all strategic functions, with the aim for Dassault Systèmes to become the world leader in three key sectors of the economy: manufacturing industries, life sciences and healthcare, infrastructure and cities. He serves as Chairman of MEDIDATA, world leader in clinical trials, of 3DS OUTSCALE, the cloud services company founded by Dassault Systèmes, and of CENTRIC PLM, the market-leading product lifecycle management brand for consumer goods. Mr. Daloz is an independent member of the board of directors of Sopra-Steria. He is an alumnus from the *Ecole des Mines de Paris* (France).

*Ana de Pro Gonzalo*

Ana de Pro Gonzalo has been a member of our Supervisory Board since June 2020. She chairs our Supervisory Board's Audit Committee and serves on our Supervisory Board's Sustainability Committee. She has been an independent non-executive director for Mobico Group PLC (formerly National Express Group PLC) since October 2019 and a member of its audit committee and remuneration committee and she serves as independent non-executive director of Novartis A.G. and as a member of its audit and risk committees since March 2022. Until December 2020, she was chief financial officer of Amadeus IT Holding (a world leading technology provider and transaction processor for the global travel and tourism industry), with global responsibility for financial management and control for the Amadeus group. She was appointed in this role in February 2010 and was also a member of the Amadeus executive management team. From 2002 to 2010, Ms. De Pro Gonzalo was corporate general manager at Sacyr Vallehermoso and was instrumental in leading the international expansion of one of the major construction groups in the world. From 1994 to 2002, Ms. De Pro Gonzalo was deputy general manager and finance director at Metrovacesa, and from 1990 to 1994 she was a senior auditor at Arthur Andersen. She has been independent non-executive director for Merlin Properties, S.A. from 2015-2017 and for Indra Sistemas S.A. from 2020-2022. Since June 2019, Ms. De Pro Gonzalo is an independent member of the non-profit Global Steering Group for Impact Assessment (Consejo Asesor Nacional Español) and member of the board of trustees of foundation Juan XXIII for the people with special intellectual needs since October 2020. She has been appointed as of December 4th, 2024 to the Board of Gavi, the Vaccine Alliance, an international organization with the goal of increasing equitable & sustainable use of vaccines to save lives and protect people's health. Ana de Pro Gonzalo holds a bachelor in science degree in Business Studies, specializing in auditing, from Universidad Complutense de Madrid, and completed IESE Business School's general management executive program.

*Werner Lieberherr*

Werner Lieberherr has been a member of our Supervisory Board since May 2025. He serves on our Supervisory Board's Audit Committee, Strategic Committee and Sustainability Committee. He has been chief executive officer of MorGen Energy, a developer of large-scale green hydrogen ecosystems, fully owned by Trafigura, since March 2025. With extensive international leadership experience across energy, aerospace, and automotive industries in the US, Europe and Asia, he joined MorGen after five years as chief executive officer of Landis+Gyr AG. He previously led the MANN+HUMMEL Group and served as chief executive officer of B/E Aerospace, Inc. Following B/E Aerospace's acquisition by Rockwell Collins in 2017, he played a key role in its integration and later in Rockwell Collins' acquisition by United Technologies. Earlier in his career, Werner spent 16 years in management roles at ABB and Alstom Power. As a global citizen, he has spent more than 20 years in the US, bringing in-depth knowledge of U.S. market dynamics and customer needs to the board. Werner Lieberherr holds a degree in operations research & industrial engineering from ETH Zurich and a master of business administration ("MBA") from the Kellogg Graduate School of Management in Chicago.

*Frédéric Sanchez*

Frédéric Sanchez has been a member of our Supervisory Board since June 2017. He chairs our Supervisory Board's Compensation Committee and serves also on our Supervisory Board's Audit Committee, Strategic Committee and Nominating & Corporate Governance Committee. Mr. Sanchez is the chairman of Fives' executive board, an industrial engineering group with heritage of over 200 years of engineering excellence and expertise. Fives designs and supplies machines, process equipment and production lines for the world's largest industrial groups in various sectors such as aluminium, steel, glass, automotive, logistics, aerospace, cement and energy, in both developing and developed countries. Mr. Sanchez started his career in 1985 with Renault in Mexico, then in the U.S. In 1987 he became a mission manager at Ernst & Young. In 1990 he joined Fives-Lille group, in which he held various positions before being appointed chief financial officer in 1994 and becoming chief operating officer in 1997. In 2002, the "*Compagnie de Fives-Lille*" (renamed Fives in 2007) was created, with a management and supervisory board chaired by Mr. Sanchez. In 2018, Fives became a French simplified joint stock company (*société par actions simplifiée*) and Mr. Sanchez its chairman and chief executive officer. Within MEDEF (French Business Confederation), Mr. Sanchez is president of MEDEF International, and president of the Council of Entrepreneurs France-Japan, France-United Arab Emirates and France-Bahrain. Mr. Sanchez is an administrator of Orange, Thea and Bureau Veritas and he is honorary co-president of the *Alliance Industrie du Futur*. Frédéric Sanchez graduated from HEC

Business School (1983) and Sciences-Po Paris (1985) and he also holds a master's degree in Economics from Université Paris-Dauphine (1984).

*Hélène Vletter-van Dort*

Hélène Vletter-van Dort has been a member of our Supervisory Board since May 24, 2023. She chairs our Supervisory Board's Nominating and Corporate Governance Committee and serves on our Supervisory Board's Audit, Compensation and Sustainability Committees. Ms. Vletter-van Dort is a partner at De Bestuurskamer (since 2022) and a professor of financial law and governance at Erasmus School of Law, Rotterdam (since 2004). She holds a bachelors degree and a masters degree in corporate and commercial law from the University of Leiden and a doctorate from the Utrecht University. Ms. Vletter-van Dort has been the chairperson of the board of Intertrust NV from 2015 until 2022. She has been a member of the board of Fortis Bank Netherlands (from 2008 until 2010) and member of its risk committee and remuneration committee. Ms. Vletter-van Dort has been a member of the board of the Dutch Central Bank and chair of its committee on supervisory policy (from 2010 until 2014). She has been a member of the Dutch Monitoring Committee Corporate Governance (from 2009 until 2018) and, from 2017 until 2019, a member of the board of Barclays Bank Plc and chair of its remuneration committee. From 2015 - 2023, Ms. Vletter-van Dort has been a member of the board of NN Group NV and, since 2019, vice-chair as well as chair of its remuneration committee. She has also been a member of the board of the Nyenrode Business University and served on its audit committee and chairs its education and research committee (2022-2025). She is also a member of the board of the Dutch Foundation for Public Broadcasting, NPO (since 2020), Anthos Fund & Asset Management (since 2021) and Nyenrode Business University (since 2022) and serves on its audit committee and chairs its education & research committee. From 2018 - 2024, she was the chairperson of Stichting Luchtmans, protective foundation Koninklijke Brill NV, a 335-year old listed publisher.

### *iii. Supervisory Board Committees*

*Membership and Attendance.* As of December 31, 2025, the composition of the five standing committees of our Supervisory Board was as follows: (i) Ms. Ana de Pro Gonzalo is the chair of the audit committee of the Supervisory Board (the "Audit Committee"), and Ms. Simonetta Acri, Mr. Werner Lieberherr, Mr. Frédéric Sanchez and Ms. Hélène Vletter-van Dort are members of the Audit Committee; (ii) Mr. Frédéric Sanchez is the chair of the compensation committee of the Supervisory Board (the "Compensation Committee"), and Ms. Simonetta Acri, Mr. Nicolas Dufourcq, Mr. Armando Varricchio and Ms. Hélène Vletter-van Dort are members of the Compensation Committee; (iii) Ms. Hélène Vletter-van Dort is the chair of the nominating and corporate governance committee of the Supervisory Board (the "Nominating and Corporate Governance Committee"), and Mr. Nicolas Dufourcq, Mr. Armando Varricchio and Mr. Frédéric Sanchez are members of the Nominating and Corporate Governance Committee; (iv) Mr. Nicolas Dufourcq is the chair of the strategic committee of the Supervisory Board (the "Strategic Committee") and Mr. Werner Lieberherr, Mr. Armando Varricchio and Mr. Frédéric Sanchez are members of the Strategic Committee; and (v) Ms. Hélène Vletter-van Dort is the chair of the sustainability committee of the Supervisory Board (the "Sustainability Committee"), and Mr. Orio Bellezza, Mr. Nicolas Dufourcq, Ms. Ana de Pro Gonzalo, Mr. Werner Lieberherr and Mr. Armando Varricchio are members of the Sustainability Committee.

Detailed information on attendance at full Supervisory Board and Supervisory Board committee meetings during 2025 is as follows:

| Number of Meetings attended in 2025 | Supervisory Board | % Attendance | Audit Committee | % Attendance | Compensation Committee | % Attendance | Strategic Committee | % Attendance | Nominating & Corporate Governance Committee | % Attendance | Sustainability Committee | % Attendance |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Nicolas Dufourcq | 12 | 100% | — | —% | 2 | 100% | 1 | 100% | 7 | 100% | 4 | 100% |
| Armando Varricchio[1] | — | —% | — | —% | — | —% | — | —% | — | —% | — | —% |
| Simonetta Acri[2] | 5 | 100% | 5 | 100% | 1 | 100% | — | —% | — | —% | — | —% |
| Orio Bellezza[1] | — | —% | — | —% | — | —% | — | —% | — | —% | — | —% |
| Pascal Daloz | 7 | 58% | — | —% | — | —% | — | —% | — | —% | — | —% |
| Janet Davidson[3] | 7 | 100% | 5 | 100% | — | —% | — | —% | — | —% | 2 | 100% |
| Ana de Pro Gonzalo | 12 | 100% | 10 | 100% | — | —% | — | —% | — | —% | — | —% |
| Werner Lieberherr[2] | 5 | 100% | 5 | 100% | — | —% | 1 | 100% | — | —% | 2 | 100% |
| Frédéric Sanchez | 12 | 100% | 10 | 100% | 2 | 100% | 1 | 100% | 7 | 100% | — | —% |
| Donatella Sciuto[3] | 4 | 57% | 5 | 100% | 1 | 100% | — | —% | — | —% | — | —% |
| Maurizio Tamagnini[4] | 2 | 100% | — | —% | — | —% | — | —% | 1 | 100% | 1 | 100% |
| Paolo Visca[4] | 7 | 70% | — | —% | — | —% | — | —% | 2 | 67% | — | —% |
| Hélène Vletter-van Dort | 12 | 100% | 10 | 100% | 2 | 100% | — | —% | 7 | 100% | 4 | 100% |

(1) Mr. Orio Bellezza and Mr. Armando Varricchio were appointed as member of our Supervisory Board on December 18, 2025.
(2) Ms. Simonetta Acri and Mr. Werner Lieberherr were appointed as members of our Supervisory Board on May 28, 2025.
(3) Ms. Janet Davidson and Ms. Donatella Sciuto were members of our Supervisory Board until May 28, 2025, on which date their term expired.
(4) Mr. Maurizio Tamagnini and Mr. Paolo Visca were members of our Supervisory Board until their resignation effective March 19, 2025 and October 1, 2025 respectively.

*Audit Committee.* Our Audit Committee assists the Supervisory Board in fulfilling its oversight responsibilities relating to corporate accounting, reporting practices, the quality and integrity of our financial reports as well as our auditing practices, legal and regulatory related risks, execution of our auditors' recommendations regarding corporate auditing rules and the independence of our external auditors.

Our Audit Committee met ten times during 2025. At many of the Audit Committee's meetings, the committee received presentations on current financial and accounting issues and had the opportunity to discuss with our Chief Executive Officer, Chief Financial Officer, Chief Accountant, Chief Audit and Risk Executive, President, Legal Counsel, Chief Ethics & Compliance Officer and our external auditors. Our Audit Committee also proceeded with its annual review of our internal audit function. Our Audit Committee reviewed our annual Consolidated Financial Statements in U.S. GAAP for the year ended December 31, 2025, and the results press release was published on January 29, 2026.

In 2025, the Audit Committee further monitored the sustainability reporting process, including the set-up of the Company's related internal control and risk management systems.

Our Audit Committee approved the compensation of our external auditors for 2025, reviewed and monitored their independence, and discussed the scope of their audit, audit related and non-audit related services for 2025.

At the end of each quarter, prior to each Supervisory Board meeting to approve our quarterly results, our Audit Committee reviewed our interim financial information and the proposed press release and had the opportunity to raise questions to management and the independent registered public accounting firm. In addition, our Audit Committee reviewed our quarterly "Operating and Financial Review and Prospects" and Consolidated Financial Statements (and notes thereto) before they were furnished to the SEC and voluntarily certified by the Chief Executive Officer and the Chief Financial Officer (pursuant to sections 302 and 906 of the Sarbanes Oxley Act). Our Audit Committee also reviewed Operating and Financial Review and Prospects and our Consolidated Financial Statements contained in this Form 20-F, prior to its approval by our Supervisory Board. Furthermore, our Audit Committee monitored our compliance with the European Directive and applicable provisions of Dutch law that require us to prepare a set of accounts pursuant to IFRS in advance of our AGM, which was held on May 28, 2025. See "Item 3. Key Information—Risk Factors—Risks Related to Our Operations".

Our Audit Committee regularly reviewed management's conclusions as to the effectiveness of internal control over financial reporting and supervised the implementation of our corporate Enterprise Risk Management ("ERM") process.

As part of each of its quarterly meetings, our Chief Ethics & Compliance Officer, together with our Chief Audit & Risk Executive, presented to and discussed with the Audit Committee the Company's whistleblowing program activities and trends, including, as deemed relevant in connection with the Company's disclosure obligations, the main findings of investigation reports and follow-up actions in relation thereto.

*Compensation Committee*. Our Compensation Committee advises our Supervisory Board in relation to the compensation of the members of the Supervisory and Managing Boards the variable portion of such compensation based on performance criteria recommended by our Compensation Committee. Our Compensation Committee also reviews the stock based compensation plans for our Senior Management and key employees. Our Compensation Committee met twice in 2025.

Among its main activities, in 2025 our Compensation Committee: (i) reviewed the remuneration for the members of the Supervisory Board, which was submitted to and approved by the 2025 AGM; (ii) reviewed the results of the performance targets relating to the bonus of our President and Chief Executive Officer and of our President and Chief Financial Officer for the fiscal year ending on December 31, 2024; (iii) discussed the performance targets relating to the bonus of our President and Chief Executive Officer and of our President and Chief Financial Officer for the fiscal year ending on December 31, 2025 (as further detailed in "—Compensation" below); and (iv) established, on behalf and with the approval of the entire Supervisory Board, the applicable performance criteria, which must be met by senior managers and selected key employees participating in the employee stock award plans to benefit from such awards (for the 2024 unvested stock award plan, these performance criteria are further described below in "Item 6. Managing Board – Managing Board compensation – Managing Board remuneration structure").

*Strategic Committee.* Our Strategic Committee advises the Supervisory Board on and monitor key developments within the semiconductor industry, our overall strategy for sustainable long-term value creation, and the long-term planning and budgeting. Our Strategic Committee met once in 2025 to discuss our strategy and review our three-year plan. In addition, there were strategic discussions, many of which occurred at extended Supervisory Board meetings and involved all Supervisory Board members.

*Nominating and Corporate Governance Committee*. Our Nominating and Corporate Governance Committee advises the Supervisory Board on the selection criteria and procedures relating to the appointment of members to our Supervisory and Managing Boards, and the review of principles relating to corporate governance. Our Nominating and Corporate Governance Committee met seven times during 2025 to discuss succession planning for our Supervisory and Managing Boards, best practices regarding corporate governance, and the update of our corporate governance documents.

*Sustainability Committee.* Our Sustainability Committee advises and supports the Supervisory Board in relation to its responsibilities in supervising, monitoring and advising on the Company's sustainability strategy, targets, goals and overall sustainability performance. Our Sustainability Committee met four times in 2025 to discuss our overall sustainability strategy, as well as our sustainability performances and reporting.

*Secretariat and Controllers*. Our Supervisory Board appoints a secretary (the "Secretary") and vice secretary (the "Vice Secretary"). Furthermore, the Managing Board makes an executive secretary (the "Executive Secretary") available to our Supervisory Board, who is also appointed by the Supervisory Board. The Secretary, Vice Secretary and Executive Secretary constitute the secretariat of the Supervisory Board (the "Secretariat"). The mission of the Secretariat is primarily to organize meetings, to ensure the continuing education and training of our Supervisory Board members and to maintain record keeping. Our Chief Ethics & Compliance Officer, Philippe Dereeper, serves as Executive Secretary for our Supervisory Board, and for each of the five standing committees of our Supervisory Board. Ms. Charlotte Fadlallah serves as Secretary and, Ms. Alessia Allegretti serves as Vice Secretary. Ms. Fadlallah also serves as managing director of ST Holding.

Our Supervisory Board also appoints two financial experts (the "Controllers"). The mission of the Controllers is primarily to assist our Supervisory Board in evaluating our operational and financial performance, business plan, strategic initiatives and the implementation of Supervisory Board decisions, as well as to review the operational reports provided under the responsibility of the Managing Board. The Controllers generally meet once a month with the management of the Company and report to our full Supervisory Board. The current Controllers are Mr. Samuel Dalens and Mr. Paolo Bonazzi. Mr. Dalens also serves as a member of the supervisory board of ST Holding.

The STH Shareholders Agreement between our principal indirect shareholders contains provisions with respect to the appointment of the Secretary, Vice Secretary and Controllers. See "Item 7. Major Shareholders and Related Party Transactions".

**iv. Supervisory Board Compensation**

*a. Supervisory Board Remuneration Policy*

On December 1, 2019, a Dutch act implementing the revised EU Shareholders' Rights Directive (2017/828/EU ("SRDII")) took effect in The Netherlands. As the Company is incorporated under the laws of The Netherlands and the common shares of the Company are admitted to trading on regulated markets in the EU, the Company was required, inter alia, to update the remuneration policy accordingly with respect to the compensation of the Supervisory Board members and to comply with the respective disclosure requirements introduced to the Dutch Civil Code. In connection therewith, we present in this section certain comparative information on our performance relative to the compensation of the Supervisory Board members.

Our Articles of Association provide that the compensation of our Supervisory Board members is determined by our general meeting of shareholders. The remuneration policy for the Supervisory Board members, compliant with the requirements under the Dutch Civil Code, following the implementation of SRDII, was approved at the 2024 the AGM with a vote percentage in favor of the policy of 98.28% and the remuneration for the members of the Supervisory Board, in line with the remuneration policy, was approved by the 2025 AGM with a vote percentage in favor of such remuneration of 99.39%.

*b. Compensation paid to current and former Supervisory Board Members in financial year 2025*

The annual compensation of the Supervisory Board members is comprised of an annual fee and an attendance fee, promoting effective and independent supervision in the interest of the Company and the long-term success of the Company. There is no variable compensation nor stock-based compensation awarded to the members of our Supervisory Board.

The aggregate compensation for current and former members of our Supervisory Board with respect to service in 2025 was €963,178 before any applicable withholding or other taxes, as set forth in the following table. No reimbursement fees were paid to members of our Supervisory Board in 2025.

| Supervisory Board Members Fees | Annual Fees (Euro) | Attendance Fees (Euro) | Total (Euro) |
|---|---|---|---|
| Nicolas Dufourcq [1] | € — | € — | € — |
| Armando Varricchio[2] | € 55,137 | € — | € 55,137 |
| Simonetta Acri[3] | € 58,000 | € 29,000 | € 87,000 |
| Orio Bellezza[2] | € 22,055 | € — | € 22,055 |
| Pascal Daloz | € 45,000 | € 18,000 | € 63,000 |
| Janet Davidson[4] | € — | € 32,000 | € 32,000 |
| Ana de Pro Gonzalo | € 100,000 | € 71,000 | € 171,000 |
| Werner Lieberherr[3] | € 63,000 | € 39,000 | € 102,000 |
| Frédéric Sanchez | € 83,000 | € 86,000 | € 169,000 |
| Donatella Sciuto[4] | € — | € 30,000 | € 30,000 |
| Maurizio Tamagnini[5] | € — | € 12,000 | € 12,000 |
| Paolo Visca[5] | € 18,986 | € 23,000 | € 41,986 |
| Hélène Vletter-van Dort | € 98,000 | € 80,000 | € 178,000 |
| **Total** | **€ 543,178** | **€ 420,000** | **€ 963,178** |

(1) Mr. Dufourcq waived his rights to receive any compensation from the Company in relation to his mandate as a member of the Supervisory Board or otherwise.
(2) Mr. Orio Bellezza and Mr. Armando Varricchio were appointed as member of our Supervisory Board on December 18, 2025.
(3) Ms. Simonetta Acri and Mr. Werner Lieberherr were appointed as members of our Supervisory Board on May 28, 2025.
(4) Ms. Janet Davidson and Ms. Donatella Sciuto were members of our Supervisory Board until May 28, 2025, on which date their term expired.
(5) Mr. Maurizio Tamagnini and Mr. Paolo Visca were members of our Supervisory Board until their resignation effective March 19, 2025 and October 1, 2025 respectively.

*c. Supervisory Board Remuneration Comparison*

Set forth in the following table is the annual change over the last three years of (i) the average remuneration of our Supervisory Board members, (ii) the performance of the Company and (iii) the average remuneration of our indirect employees (i.e., all indirect employees other than the members of our Senior Management, including the members of our Managing Board):

| | 2025 | 2024 | 2023 |
|---|---|---|---|
| **Supervisory Board remuneration** | | | |
| Average remuneration of Supervisory Board members[1] | $ 94,367 | $ 112,082 | $ 119,413 |
| **Company's performance** | | | |
| Net revenues (amounts in millions) | $ 11,800 | $ 13,269 | $ 17,286 |
| Operating income (amounts in millions) | $ 175 | $ 1,676 | $ 4,611 |
| **Employee remuneration** | | | |
| Average remuneration[2] of all global indirect employees (FTE basis)[3] | $ 122,100 | $ 114,400 | $ 114,100 |

(1) Using the Euro per U.S. dollar exchange rate on December 31, 2025 of €1 = $1.1757.
(2) Remuneration is defined as all remuneration paid to indirect employees including base salary, variable compensation in both cash and shares, social premiums, pension, expense allowances and benefits in kind. The average is calculated by taking the sum of remuneration costs and dividing by the average number of full-time equivalent indirect employees over the period.
(3) Global indirect employees are all employees other than those directly manufacturing our products, excluding Senior Management. “FTE” refers to full time equivalent.

We do not have any service agreements with any of the members of our Supervisory Board. We did not extend any loans or overdrafts to any of our Supervisory Board members. Furthermore, we have not guaranteed any debts or concluded any leases with any of our Supervisory Board members or their families.

### *B. Managing Board*

#### i. Role of the Managing Board

In accordance with Dutch law, our management is entrusted to the Managing Board under the supervision of our Supervisory Board. Mr. Jean-Marc Chery was appointed on May 31, 2018 for a three-year term and was re-appointed on May 27, 2021 and on May 22, 2024, for subsequent three-year terms expiring at the 2027 AGM and is currently a member and the chairman of the Managing Board with the function of President and Chief Executive Officer. Mr. Lorenzo Grandi was appointed on May 22, 2024, for a three-year term and is currently a member of the Managing Board, with the function of President and Chief Financial Officer. We continue to review and strengthen the succession planning for the Managing Board to ensure business continuity, taking into account, amongst others, the rapidly changing technological, social, economic and regulatory developments in our industry. For further biographical details concerning the members of our Managing Board, please refer to the "Biographies of our Executive Committee members (including the Managing Board)" section.

Under our Articles of Association, Managing Board members are appointed for a three-year term upon a non-binding proposal by our Supervisory Board at our AGM and adoption by a simple majority of the votes cast at the AGM, provided quorum conditions are met, which term may be renewed one or more times.

Our shareholders' meeting may suspend or dismiss one or more members of our Managing Board, in accordance with the procedures laid down in our Articles of Association. Under Dutch law, our Managing Board is entrusted with our general management and the representation of the Company. Our Managing Board must seek prior approval from our shareholders' meeting for decisions regarding a significant change in the identity or nature of the Company. Under our Articles of Association and our Supervisory Board charter, our Managing Board must also seek prior approval from our Supervisory Board for certain other decisions with regard to the Company and our direct or indirect subsidiaries.

The members of our Managing Board may not serve on the board of a public company without the prior approval of our Supervisory Board. Pursuant to the Supervisory Board charter, the members of our Managing Board must inform our Supervisory Board of any (potential) conflict of interest and pursuant to such charter and Dutch law, any Managing Board resolution regarding a transaction in relation to which the members of our Managing Board have a conflict of interest must be approved and adopted by our Supervisory Board. Should our entire Supervisory Board also have a conflict of interest, the resolution must be adopted by our shareholders' meeting pursuant to Dutch law. We are not aware of any actual or potential conflicts of interests between the private interest or other duties of the members of our Managing Board and members of our Senior Management and their duties to us.

Pursuant to our Articles of Association and the Supervisory Board charter, the following decisions by our Managing Board with regard to the Company and any of our direct or indirect subsidiaries (an "ST Group Company") require prior approval from our Supervisory Board: (i) any modification of our or any ST Group Company's Articles of Association or other constitutional documents, other than those of wholly owned subsidiaries; (ii) other than for wholly owned subsidiaries, any change in our or any ST Group Company's authorized share capital or any issue, acquisition or disposal by us — with the exception of shares in our share capital acquired in order to transfer these shares under employee stock option or stock purchase plans — or any ST Group Company of own shares or change in share rights and any issue of instruments resulting in a share in performance conditions related to corporate social responsibility and environmental, social and governance factors. Both short-term and long-term incentive includes performance conditions promoting ST's sustainable growth.

#### ii. Managing Board compensation

*a. Guiding principles of Managing Board compensation*

Amongst others, the following key principles are considered by the Supervisory Board to determine the remuneration structure of the members of our Managing Board:

- Alignment with the Company's strategy: the compensation package should be strongly linked to the achievement of targets that are indicators of the execution of the Company's business strategy.

- Improving the performance of the Company: most of the compensation (excluding base salary, benefits, and pensions) is directly linked to the Company's performance through variable pay incentives. These incentives are based on ambitious performance conditions that include a mix of internal and external criteria as well as relative performance conditions against peers.

- Enhancing long-term creation of shareholder value: to strengthen the alignment with the interests of the shareholders and to enhance the sustainable long-term value creation of the Company, the compensation structure includes short-term and long-term variable remuneration either in cash or in shares or a combination thereof.

- Promoting sustainable corporate development: to ensure that the Company is managed in a sustainable and responsible manner for the common good, the remuneration includes non-financial performance conditions related to corporate social responsibility and environmental, social, and governance factors. Both short- and long-term incentive include performance conditions promoting ST's sustainable growth.

- Retaining and motivating key employees: the compensation package should be competitive, ensuring remuneration levels are determined by reference internally between the Company's senior managers and externally against the Peer Group.

In accordance with the key principles of the Company's remuneration structure, the total remuneration of the members of our Managing Board takes into consideration factors such as the size and complexity of our Company, our global presence and that of our customers, the pace of change in our industry, the Company's value proposition, strategy and goal of sustainable long-term value creation, and the need to recruit and retain key personnel.

*b. Managing Board remuneration policy*

The remuneration of the members of our Managing Board is determined by our Supervisory Board on the advice of the Compensation Committee.

In compliance with the disclosure requirements in the Dutch Civil Code, we present in this Item 6 comparative information on our performance relative to the compensation of the members of our Senior Management and the members of our Managing Board.

The Compensation Committee advises the Supervisory Board in reviewing the remuneration package of the members of our Managing Board, both in the context of the Company performance and against the Peer Group and relevant market index. Before setting targets for the members of our Managing Board, the Compensation Committee carries out scenario analyses of the possible financial outcomes of meeting target levels.

Set forth in the table below is the list of companies retained for the Peer Group compensation analysis used for the remuneration policy for the Managing Board:

| | |
|---|---|
| Analog Devices | ON Semiconductor |
| Infineon | Texas Instruments |
| Monolithic Power Systems | Vishay |
| Microchip | Rohm |
| NXP Semiconductors | Renesas |

Should one of the Peer Group companies not publish financial results for any reason, Diodes and/or Melexis would replace the missing company.

The remuneration of the members of our Managing Board is bound by the remuneration policy as adopted by our 2024 AGM, with a majority of votes of 94.53% in favor, for a duration of a maximum of 4 years (the "2024 Remuneration Policy"). Under the terms of the Dutch Civil Code, the remuneration policy for the Managing Board shall be submitted to the AGM for adoption at least every four years after its adoption. A resolution to adopt the remuneration policy requires a majority of at least 75% of the votes cast. At the 2025 AGM, 93.44% of voting shareholders voted in favor of the remuneration report.

The remuneration policy for the Managing Board contains the following key features:

- the reinforcement of the link between Managing Board remuneration and long-term company strategy;
- the simplification of the short-term incentive structure (fully paid in cash, as compared to a hybrid cash-equity pay-out previously) featuring enhanced disclosure of criteria and threshold, targets, and maximum performance levels;
- the inclusion of corporate social responsibility criteria among performance conditions for both the short-term and long-term incentive in line with our objectives of promoting sustainable corporate development;
- enhanced disclosure of long-term incentive (share-settled) performance conditions and threshold and target performance levels as well as the remaining outstanding shares (which are not yet vested);
- a three-year performance period for long-term incentives (as compared to one year previously), with vesting based on performance measured over the 3-year performance period, to improve alignment of Managing Board remuneration with our objective of enhancing long-term shareholder value;
- enhanced disclosure regarding early vesting provisions for the unvested stock awards;
- the implementation of share ownership guidelines for the Managing Board; and
- claw-back provisions in order to reclaim payments after they have been awarded or to withhold remuneration under specific conditions.

*c. Managing Board remuneration structure*

The remuneration structure is reflective of the level of responsibility of the Company's Managing Board, and each of the members of our Managing Board. The remuneration structure is further aligned to the Company's current context while remaining competitive and providing an incentive to promote the Company's performance over the medium to long-term, and is in line with the Company's corporate interest and the interests of all its stakeholders.

The Supervisory Board, upon proposal from the Compensation Committee, determines the remuneration structure and remuneration amounts for the members of our Managing Board based on the analysis of the theoretical maximum total direct remuneration (i.e., sum of base salary, maximum short-term incentive, and maximum long-term incentive).

The remuneration package of each member of the Managing Board, our President and Chief Executive Officer, and our President and Chief Financial Officer, respectively, is comprised of the following:

- **A base salary;** and
- **Variable components, linked to performance:**

- **A short-term incentive** for our President and Chief Executive Officer of up to 210% of base salary and for our President and Chief Financial Officer of up to 150% of base salary, which is fully paid in cash.
- **A long-term incentive** through the grant of **stock awards**, up to a maximum of 100,000 shares for our President and Chief Executive Officer and up to a maximum of 90,000 shares for our President and Chief Financial Officer.

The sum of these three elements represents the maximum total direct remuneration for the members of our Managing Board.

The above-mentioned three elements of the total maximum remuneration of the members of our Managing Board are further described below:

*Base salary*

The purpose of the base salary is to provide a fixed level of earnings and to attract and retain the members of our Managing Board. It is a key component of overall remuneration, particularly as the short-term incentive is expressed as a percentage of base salary. The Company seeks to determine a fair and competitive base salary as compared to the Peer Group based on several factors.

*Short-term incentive*

The purpose of the short-term incentive is to motivate the members of our Managing Board to achieve financial and commercial objectives consistent with and supportive of the Company's strategy and to create a tangible link between annual performance and individual pay opportunity.

In accordance with the 2024 Remuneration Policy, (i) the short-term incentive of our President and Chief Executive Officer is fully paid in cash up to a maximum of 210% of the base salary for the relevant year, and (ii) the short-term incentive of our President and Chief Financial Officer is fully paid in cash up to a maximum of 150% of the base salary for the relevant year, all subject to the assessment and achievement of a number of performance conditions which are set annually by the Compensation Committee of our Supervisory Board.

The short-term incentive is subject to annual performance measurement of a unique set of 4 to 7 predefined criteria (both financial and non-financial) and a performance matrix both for financial and non-financial criteria that explicitly outline threshold and target outcomes (as well as over-performance conditions for financial criteria).

Performance measures and weightings are reviewed annually by the Compensation Committee. The recommendations made by the Compensation Committee regarding scorecard targets and weightings are designed to support the delivery of the Company's strategy. The Supervisory Board, upon recommendation by the Compensation Committee, retains the ability to adjust performance measure targets and weightings year-by-year within the overall target and maximum pay-outs approved in the remuneration policy.

The Supervisory Board, upon the recommendation of its Compensation Committee, sets the conditions and performance criteria that must be met by the members of our Managing Board for the attribution of their short-term incentive (which is paid in the subsequent year).

These performance conditions will enable the Supervisory Board to conduct a holistic and comprehensive assessment of the annual performance of the members of our Managing Board. The combination of financial and non-financial criteria is well balanced in terms of external and internal criteria and reflect the challenging objectives set by the Compensation Committee in line with the Company's ambitious long-term vision and business strategy.

The financial performance criteria for 2025, set by the Supervisory Board were as follows:

- *Market share evolution (before acquisition impact)*, which is measured by assessing the Company's relative positioning and competitiveness in relation to its market and its industry

peers and how fast the Company grows its revenues compared to its competitors. Market share is assessed on the basis of industry data published by the WSTS.

- *Revenue growth*, which represents the total amount of income generated by the Company's operations;
- *Operating income (before impairment, restructuring charges and other related phase-out costs)*, which is an important yardstick of profit measurement and reflects the operating performance of the business which does not take into consideration non-operating gains or losses suffered by business, the impact of financial leverage and tax factors; and
- *Net operating cash flow (before acquisition and restructuring cash out)*, which is a liquidity metric that evaluates whether the Company has enough liquidity to meet its debt obligations. This metric helps assess the financial soundness of the Company in terms of liquidity risk, financial risk, credit risk and business risk.

The non-financial performance criteria for 2025, set by the Supervisory Board were as follows:

- Execution of company-wide program announced in October 2024 to reshape our manufacturing footprint and resize our global cost base ("Reshaping and Resizing");
- Execution of the China-for-China operating model to support domestic China growth notably with localized scalable manufacturing networks; and
- Sustainability/corporate social responsibility index, which is divided into four criteria related to:
  - Health & safety: measured against the safety performance (employees and contractors);
  - Environment/climate: measured against greenhouse gas emissions ($kCO_2$ equivalent);
  - Diversity & inclusion: measured against gender ratio among management levels; and
  - People management: measured against the employee survey (engagement index).

The weight of the sustainability/corporate social responsibility index is designed to remain stable over time, however the individual sub-components used to form the sustainability/corporate social responsibility index may evolve in the future to address sustainability priorities facing the Company and society.

*Calculation of payout*

The tables below set forth the calculation methodology for the pay-out of the short-term incentive to the members of our Managing Board.

As described in Table A1 and Chart A1 below, the final pay-out of the short-term incentive for our President and Chief Executive Officer is calculated by measuring the performance of each condition, then adding the sums of the corresponding pay-out, taking into account any applicable caps. The sum is then multiplied by the base salary to determine the final short-term incentive pay-out.

Table A1: Pay-out according to performance for each performance criterion for our President and Chief Executive Officer

| Annual short-term incentive performance criteria financial year 2025 for the President and Chief Executive Officer (to be paid in 2026) | Pay-out as a percentage of base salary | | | |
|---|---|---|---|---|
| | **Performance below threshold** | **Performance above or equal to threshold and below target** | **Performance above or equal to target and below stretch** | **Performance above stretch** |
| Financial performance conditions | | | | |
| o Market share evolution (before acquisition impact) | 0% | 15% | 30% | 45% |
| o Revenue growth | 0% | 20% | 40% | 60% |
| o Operating income (before impairment, restructuring charges and other related phase-out costs) | 0% | 20% | 40% | 60% |
| o Net operating cash flow (before acquisition and restructuring cash out) | 0% | 20% | 40% | 60% |
| **Sub-total for financial performance conditions** | **0%** | **75%** | **150%** | **Capped at 150%[1]** |
| Non-financial performance conditions | | | | |
| o Execute "Reshaping and Resizing" | 0% | 15% | 30% | 30% |
| o Execute "China for China" program | 0% | 5% | 10% | 10% |
| o Sustainability/corporate social responsibility index | 0% | 10% | 20% | Capped at 20% |
| **Sub-total for non-financial performance conditions** | **0%** | **30%** | **60%** | **60%[2]** |
| **Total** | **0%** | **105%** | **210%** | **Short-term incentive pay-out capped at 210%** |

(1) Over-performance for certain financial conditions can balance the potential under-performance of other financial conditions if performance exceeds stretch targets, without exceeding a maximum pay-out of 150% of base salary in relation to the portion of the short-term incentive dependent on financial performance criteria.

(2) No stretch targets are defined for non-financial performance criteria.

Chart A1: Performance criteria with target weighting and pay-out for our President & Chief Executive Officer

SHORT-TERM INCENTIVES' INDICATORS

**Business Performance Indicators**

**Market Share Evolution (before acquisition impact) (30%)**

**Revenue Growth (40%)**

**Operating Income (before impairment, restructuring charges and other related phase-out costs) (40%)**

**Net Operating Cash Flow (before acquisition and restructuring cash out (40%)**

**Non-Financial performance Indicators**

**Execute "Reshaping and Resizing" program (30%)**

**Execute "China for China" program (10%)**

**Sustainability/Corporate Social Responsibility Index (20%)**

As described in Table A2 and Chart A2 below, the final pay-out of the short-term incentive for our President and Chief Financial Officer is calculated by measuring the performance of each condition, then adding the sums of the corresponding pay-out, taking into account any applicable caps. The sum is then multiplied by the base salary to determine the final short-term incentive pay-out.

Table A2: Pay-out according to performance for each performance criterion for our President and Chief Financial Officer

| | Pay-out as a percentage of base salary | | | |
|---|---|---|---|---|
| **Annual short-term incentive performance criteria financial year 2025 for the President and Chief Financial Officer (to be paid in 2026)** | **Performance below threshold** | **Performance above or equal to threshold and below target** | **Performance above or equal to target and below stretch** | **Performance above stretch** |
| Financial performance conditions | | | | |
| o Market share evolution (before acquisition impact) | 0% | 12% | 21% | 32% |
| o Revenue growth | 0% | 14% | 29% | 43% |
| o Operating income (before impairment, restructuring charges and other related phase-out costs) | 0% | 14% | 29% | 43% |
| o Net operating cash flow (before acquisition and restructuring cash out) | 0% | 14% | 29% | 43% |
| **Sub-total for financial performance conditions** | **0%** | **54%** | **108%** | **Capped at 108%[1]** |
| Non-financial performance conditions | | | | |
| o Execute "Reshaping and Resizing" | 0% | 10% | 21% | 21% |
| o Execute "China for China" program | 0% | 4% | 7% | 7% |
| o Sustainability/corporate social responsibility index | 0% | 7% | 14% | Capped at 14% |
| **Sub-total for non-financial performance conditions** | **0%** | **21%** | **42%** | **42%[2]** |
| **Total** | **0%** | **75%** | **150%** | **Short-term incentive pay-out capped at 150%** |

(1) Over-performance for certain financial conditions can balance the potential under-performance of other financial conditions if performance exceeds stretch targets, without exceeding a maximum pay-out of 108% of base salary in relation to the portion of the short-term incentive dependent on financial performance criteria.

(2) No stretch targets are defined for non-financial performance criteria.

Chart A2: Performance criteria with target weighting at target pay-out for our President and Chief Financial Officer

As of the publication of this Form 20-F the evaluation and assessment of the fulfillment of conditions and performance criteria as well as the determination of conditions for the 2025 short-term incentive have not yet been completed by the Supervisory Board upon the proposal of the Compensation Committee (expected in March 2026).

As a result, performance achievement levels and final pay-out for the short-term incentive based on 2025 performance (to be paid in 2026), as well as the scorecard for the 2025 short-term incentive will be disclosed at a later date, and is expected to be included in the 2025 Dutch Annual Report. Scorecard targets are not disclosed prospectively as it would require the disclosure of commercially sensitive information. Scorecard targets for the 2025 short-term incentive will be disclosed only when they are no longer deemed to be commercially sensitive.

*Long-term incentive*

The purpose of the long-term incentive is to motivate the members of our Managing Board to deliver sustainable long-term shareholder value through long-term profitability and share price growth.

The terms of this long-term incentive are included in the long-term incentive plan approved at the 2024 AGM, allowing for grants of unvested stock awards in 2024, 2025 and 2026. The vesting of unvested stock awards is subject to the achievement of performance conditions and calculated over a three-year performance period. Grants of unvested stock awards made in 2024, 2025, and 2026 will fully vest, subject to performance conditions, in 2027, 2028 and 2029 respectively.

Award levels are determined annually by the Compensation Committee within the maximum amounts set by the Supervisory Board. In accordance with the resolution adopted by our AGM, the maximum annual grant allowed is (i) in relation to our President and Chief Executive Officer’s stock award for 2025 and 2026, 100,000 unvested stock awards subject to performance criteria, and (ii) in relation to the President and Chief Financial Officer's stock award for 2025 and 2026 is 90,000 unvested stock awards, subject to performance criteria.

The Supervisory Board, upon recommendation of the Compensation Committee, determines whether the performance criteria are met and concludes whether and to which extent the members of our Managing Board are entitled to any stock awards under the long-term incentive plan. Scorecard targets are not disclosed prospectively as it would require the disclosure of commercially sensitive

information. Scorecard targets will be disclosed, as relevant, only when they are no longer deemed to be commercially sensitive.

*Grants in 2025, 2024 and 2023*

**Long-term incentive grant in 2025**

For the 2025 long-term incentive, the performance criteria used for the assessment of the Managing Board members are:

- Revenue growth;
- Operating margin; and
- Sustainability/corporate social responsibility index, which was comprised of the following key performance indicators ("KPIs") (including two external criteria):
    - Environment/climate: measured against greenhouse gas emissions ($kCO_2$ equivalent);
    - Diversity, inclusion and people engagement: measured against gender ratio among management levels;
    - Investor ESG index: measured against the Dow Jones sustainability indices; and
    - Carbon rating: measured against the Carbon Disclosure Project carbon rating.

Set forth in the following Table B1 and Chart B1 is the weight set for each of the performance criteria that will be assessed by the Supervisory Board over the three-year performance period for the attribution of the relevant long-term incentive grant in 2025. Table B2 sets out the shares to vest at the end of the 3-year vesting period based on performance.

Table B1: Long-term incentive performance criteria and target weighting over the three-year performance period

| **Long-term incentive plan performance criteria to be assessed over a 3-year period** | **Target Weighting (as % of maximum achievement score)** |
|---|---|
| Revenue growth (financial year 2027 vs financial year 2024 in comparison to Peer Group) | 33.33% |
| Operating margin ratio before restructuring (average for the 2025 – 2027 period) | 33.33% |
| Sustainability/corporate social responsibility index | 33.33% |
| **Maximum achievement score** | **100% which corresponds to a maximum of (i) 100,000 unvested stock awards with regard to the CEO and (ii) 90,000 unvested stock awards with regard to the CFO** |

Chart B1: Long-term incentive performance criteria and target weighting over the three-year performance period

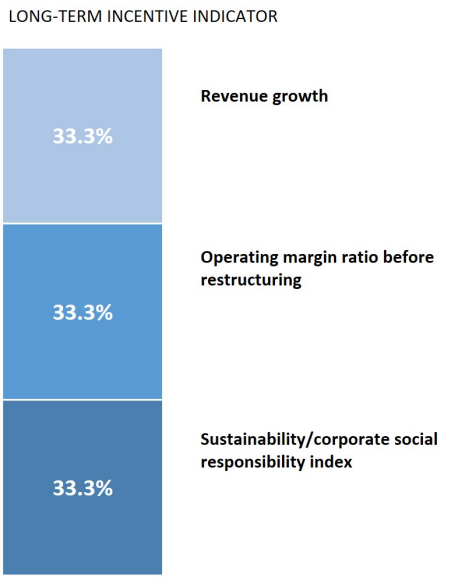



Table B2: Shares to vest at the end of the 3-year vesting period according to performance for each performance criterion

| | Shares to vest as a percentage of maximum award | | | |
|---|---|---|---|---|
| **Long-term incentive plan performance criteria to be assessed over a 3-year period** | **Performance below threshold** | **Performance equal to threshold** | **Performance above threshold and below target** | **Performance above or at target** |
| Revenue growth (financial year 2027 vs financial year 2024 in comparison to Peer Group) | 0% | 17% | 25% | 33% |
| Operating margin ratio before restructuring (average for the 2025 – 2027 period) | 0% | 17% | 17% | 33% |
| Sustainability/corporate social responsibility index | 0% | 17% | 17% | 33% |
| **Total** | **0%** | **50%** | **58%** | **100%** |

*Vesting schedule for outstanding awards*

Set forth in Table B3 is an overview of the outstanding awards that have been granted to the members of our Managing Board in accordance with the long-term incentive plan adopted by the 2021 AGM and the long-term incentive plan adopted by the 2024 AGM. For the purposes of the vesting schedule table below, a hypothetical achievement rate of 100% of performance conditions is used.

Table B3: Vesting schedule for the 2023, 2024 and 2025 long-term incentive grants

| Name and principal position | Grant date | Final vesting date | Max. number of shares that can be granted | Number of shares that have been granted based on performance conditions achievement | Share price grant (in $) | at 2026 vesting | 2027 vesting | 2028 vesting | Unvested shares as of end of 2025 |
|---|---|---|---|---|---|---|---|---|---|
| Jean-Marc Chery President and Chief Executive Officer | July 23, 2025 | AGM date for 2028 | 100,000 | 100,000 | $31.77 | | | *100,000*[(1)] | ***100,000*** |
| | July 24, 2024 | AGM date for 2027 | 100,000 | 100,000 | $33.47 | | *100,000*[(1)] | | ***100,000*** |
| | July 26, 2023 | AGM date for 2026 | 100,000 | 100,000 | $51.55 | *100,000*[(1)] | | | ***100,000*** |
| | **Total vesting** | | | | | | | | ***300,000*** |
| Lorenzo Grandi President and Chief Financial Officer | July 23, 2025 | AGM date for 2028 | 90,000 | 80,000 | $31.77 | | | *80,000*[(1)] | ***80,000*** |
| | July 24, 2024 | AGM date for 2027 | 90,000 | 75,000 | $33.47 | | *75,000*[(1)] | | ***75,000*** |
| | **Total vesting** | | | | | | | | ***155,000*** |

(1) In the event of 100% achievement of performance criteria to be assessed by the Supervisory Board.

*Share ownership guidelines*

The members of our Managing Board are expected to build up shareholding in the Company equal to 1.5 times their base salary, in line with the 2024 Remuneration Policy.

*Claw-back provisions under Dutch law*

All performance-related remuneration awarded to the members of our Managing Board are subject to the following claw-back provisions, in accordance with Dutch law. If the Supervisory Board considers that there is a significant downward restatement of the Company's financial results, breach of duty from the members of our Managing Board or where remuneration has been paid based upon incorrect information about the achievement of the goals on which the remuneration was based or the circumstances on which the short-term incentive was dependent, it may, in its discretion, within two years of the performance-related remuneration of the members of our Managing Board vesting or being paid:

- require the members of our Managing Board to repay to the Company an amount equal to the after-tax value of some or all of any short-term cash incentive or the Company's shares that were granted; and/or
- require the Company to withhold from, or offset against, any other remuneration to which the members of our Managing Board may be or become entitled in connection with its employment such an amount as the Supervisory Board considers appropriate.

When reaching its decision, the Supervisory Board will take into account the significance of the breach of duty and in addition, the Supervisory Board may take other actions in relation to the statutory provision e.g. claim for damages.

During 2025, no claw-backs occurred.

The members of our Managing Board may also receive other types of remuneration other than the above-mentioned performance-related remuneration policy, as further described in the 2024 Remuneration Policy. Other types of remuneration described in the 2024 Remuneration Policy are, amongst others, social premiums, benefits in kind (including a company car), pension contributions and miscellaneous allowances.

*Statement of Compliance with Section 303A.14 of the New York Stock Exchange Listed Company Manual*

In accordance with the applicable provisions of the New York Stock Exchange Listed Company Manual providing for the recovery of erroneously awarded incentive-based compensation, the Company has adopted a statement of compliance which provides for recovery of erroneously awarded incentive-based compensation (including both cash and equity compensation) received by current and former executive officers during a three-year look back period following an accounting restatement.

The statement of compliance is filed as an exhibit to this Form 20-F. See "Item 19. Exhibits - 97.1. Statement of Compliance with Section 303A.14 of the New York Stock Exchange Listed Company Manual regarding recovery of erroneously awarded compensation".

*d. Compensation paid to the members of our Managing Board in financial year 2025*

The members of our Managing Board received compensation in the form of a base salary, short-term incentive, long-term incentive grant (unvested stock awards), social premiums, benefits in kind (including a company car), pension contributions and miscellaneous allowances.

Set forth in the following table and chart is an overview of the total compensation of the members of our Managing Board paid in 2025:

| | | | President and Chief Executive Officer | | President and Chief Financial Officer |
|---|---|---|---|---|---|
| **Base salary** | | $ | 1,279,752 | $ | 1,047,070 |
| **Variable components** | Short-term incentive[1] | $ | 779,140 | | $ 271,460[2] |
| | Long-term incentive[3] | | $ 2,307,081[4] | | $ —[5] |
| **Other components** | Benefits | $ | 135,107 | $ | 114,168 |
| | Social security contributions[6] | $ | 807,785 | $ | 273,545 |
| | Pensions[7] | $ | 331,629 | $ | 1,101,582 |
| | Miscellaneous allowances[8] | $ | — | $ | — |
| | Termination benefits[8] | $ | — | $ | — |
| **Total** | | **$** | **5,640,495** | **$** | **2,807,825** |

(1) Short-term incentive includes the amount paid in cash in 2025 based on 2024 performance (the achievement rate was 60% for our President and Chief Executive Officer and 42% for our President and Chief Financial Officer) The short-term incentive based on 2025 performance will be determined by the Compensation Committee and will be paid at a date after the publication of this Form 20-F.

(2) The short-term incentive paid to our President & Chief Financial Officer, as presented in this table, reflects an adjusted short-term incentive for the period starting from his appointment as a member of the Managing Board on May 22, 2024.

(3) The members of our Managing Board were granted, in accordance with the 2024 Remuneration Policy and subsequent shareholder authorizations, (i) with regard to the President and Chief Executive Officer: up to a maximum of 100,000 unvested stock awards, subject to performance criteria, and (ii) with regard to the President and Chief Financial Officer up to

a maximum of 90,000 unvested stock awards, subject to performance criteria. The vesting of such stock awards is conditional upon the members of our Managing Board continued service with us.

(4) The long-term incentive corresponds to the grant of shares in 2022 (100,000 shares) that have vested in full in May 2025 based on the 3-year performance, with a payout of 91.667% based on the achievement of the plan's performance conditions.

(5) For this financial year 2025, the long-term incentive is not relevant to our President and Chief Financial Officer, as he was appointed as member of the Managing Board on May 22, 2024. The first long-term incentive grant to our President and Chief Financial Officer occurred in July 2024, therefore the first vesting, depending on the assessment of the performance conditions by the Compensation Committee and the Supervisory Board after the 3-year performance period, will take place in 2027.

(6) The employer social security contributions relate to the fixed and variable remuneration, including the unvested stock awards.

(7) Complementary pension plan for certain of the Company's key executives.

(8) There were no miscellaneous allowances nor termination benefits paid to the members of our Managing Board in 2025.

During 2025, the members of our Managing Board did not have any stock options, and did not purchase any shares in the Company. During 2025, the members of our Managing Board sold 52,810 shares (all of which have been sold automatically from the relevant account to pay the taxes related to their vesting, through a sell-to-cover mechanism applied by default by ST).

*e. Evolution of paid remuneration to the Managing Board*

Set forth in the following table is the total compensation of the members of our Managing Board, paid from 2023 to 2025:

| | | | Variable components | | Other components[1] | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Name and title** | **Year** | **Base salary** | **Short-term Incentives [2]** | **Long-term Incentives[3]** | **Benefits** | **Social security contributions** | **Pensions** | **Total** | **Fixed/ Variable remuneration** |
| **Jean-Marc Chery** | 2025 | $1,279,752 | $779,140 | $2,307,082 | $135,107 | $807,785 | $331,629 | $5,640,495 | 45% fixed/ 55% variable |
| **President and Chief Executive Officer** | 2024 | $1,172,200 | $2,458,745 | $4,255,388 | $120,885 | $1,058,494 | $399,449 | $9,465,161 | 29% fixed/ 71% variable |
| | 2023 | $1,213,544 | $2,819,125 | $1,838,364 | $117,737 | $877,128 | $435,717 | $7,301,615 | 38% fixed / 62% variable |
| **Lorenzo Grandi** | 2025 | $1,047,070 | $271,460 | $— | $114,168 | $273,545 | $1,101,582 | $2,807,825 | 90% fixed/10% variable [5] |
| **President and Chief Financial Officer** | 2024 | $585,475 | $— | $— | $67,850 | $200,801 | $947,460 | $1,801,586 | 100% fixed/0% variable [5] |

(1) There were no miscellaneous allowances nor termination benefits paid in the years 2025, 2024 and 2023.

(2) As of 2021 with the implementation of the remuneration policy for our Managing Board adopted at the 2021 AGM, the short-term incentive is paid fully in cash. The short-term incentive related to 2024, 2023 and 2022 was approved by the Compensation Committee and Supervisory Board with respect to the 2024, 2023 and 2022 financial year, respectively, based on the evaluation and assessment of the actual fulfillment of a number of pre-defined objectives for such year. The short-term incentive related to a relevant year is paid in the subsequent year, i.e. the short-term incentive related to the 2024, 2023 and 2022 financial year, respectively, is paid in 2025, 2024 and 2023, respectively. The achievement rate for the 2024 short-term incentive (paid in 2025), based on 2024 performance, was 60% for the President & Chief Executive Officer, respectively 42% for the President & Chief Financial Officer. The achievement rate for the 2023 short-term incentive (paid in 2024), based on 2023 performance, was 205% in cash out of maximum of 210%.The achievement rate for the 2022 short-term incentive (paid in 2023), based on 2022 performance, was 205% in cash out of maximum of 210%.

(3) Following the Supervisory Board's approval of the achievement of the performance conditions, the number of shares definitively acquired under the terms of the long-term incentive plans was as follows: 36,000 shares in 2023, 100,000 shares in 2024 and 91,667 shares in 2025. The evolution of the number of shares acquired each year, is linked to the decision made by the Supervisory Board to transition from long-term incentive plans with annual vesting over a three-year performance period (long-term incentive grants before 2021) to long-term incentive plans with one-time vesting after a three-year performance period (long-term incentive grants since 2021).

(4) The social security contributions relate to the fixed and variable remuneration, including the unvested stock awards.

(5) As our President and Chief Financial Officer was appointed as member of the Managing Board on May 22, 2024, this table does not include any long term variable remuneration, since his current position as member of the Managing Board, he will

be eligible to receive any long-term incentive as of 2027, subject to the assessment of the performance conditions by the Compensation Committee and the Supervisory Board.

*f. Compensation provisions in the event of termination or departure of the members of our Managing Board*

The members of our Managing Board are appointed by the AGM for a three-year term, which term is renewable. Our President and Chief Executive Officer was reappointed at the 2024 AGM and our President and Chief Financial Officer was appointed at the 2024 AGM, both for a three-year term, expiring at the 2027 AGM. The agreements with the members of our Managing Board may be a mandate agreement or an employment agreement. Although the relationship between a member of the Managing Board and a listed Dutch company will be treated as a mandate agreement and not as an employment agreement, existing employment agreements between the Company and a member of the Managing Board will remain in effect.

Our President and Chief Executive Officer has two employment agreements with us, first with the Company, which relates to his activities as member of our Managing Board and representative of the Company, and the second agreement with one of our legal entities in Switzerland, which relates to his activities as President and Chief Executive Officer, the executive incentive program ("EIP"), pension and other items covered by the remuneration policy for our Managing Board (the "CEO Agreements").

The CEO Agreements can be terminated with a notice period of 6 months, if terminated by the Company, or 3 months if terminated by the President and Chief Executive Officer.

Our President and Chief Financial Officer has one employment agreement with one of our legal entities in Switzerland, which relates to his activities as President and Chief Financial Officer, the EIP, pension and other items covered by the 2024 Remuneration Policy (the "CFO Agreement"). The CFO Agreement can be terminated with a notice period of 3 months, if terminated by the Company, or 3 months if terminated by the President and Chief Financial Officer.

*Severance clause*

Pursuant to the CEO Agreements, our President and Chief Executive Officer will be entitled to a severance payment if his employment is terminated at the initiative of the Company, other than for cause, considering amongst others, his critical role in the Company and his seniority. The severance payment will be equal to a gross lump sum payment in the amount of two times his latest gross annual salary, plus the short-term incentive (being the average of the short-term incentive received in the last three years) subject to any and all applicable legal, regulatory and/or contractual deductions.

Any severance payments made will be disclosed in the remuneration report in the annual report of the financial year that this amount relates to, as well as the reason for the severance payment.

*Vesting of stock awards in the event of termination or departure*

In the event of termination of the employment or departure of the members of our Managing Board, their stock awards will either (i) be forfeited in full, (ii) accelerate in vesting or (iii) continue vesting, as shown in the table below.

| | | | Termination by the Company | | |
|---|---|---|---|---|---|
| | **Resignation** | **Retirement** | **Not in connection with change of control or serious or gross misconduct** | **In connection with change of control** | **In connection with serious or gross misconduct** |
| **Outcome of unvested stock awards** | Forfeited in full | Continuation of vesting | Accelerated vesting | Accelerated vesting | Forfeited in full |

Set forth in the table below is an overview of the compensation of our President and Chief Executive Officer in the event of his termination or departure, as applicable.

| | | | Termination by the Company | | |
|---|---|---|---|---|---|
| | Resignation | Retirement | Not in connection with change of control or serious or gross misconduct | In connection with change of control | In connection with serious or gross misconduct |
| **Severance Clause** | Not applicable | Not applicable | 2 times the annual base salary plus average short-term incentive over the last 3 years | 2 times the annual base salary plus average short-term incentive over the last 3 years | Not applicable |

### *C. Senior Management*

#### i. Definition of Senior Management

The term “Senior Management” refers to:

- The members of our Managing Board;
- The members of the executive committee (the "Executive Committee") (including the members of our Managing Board); and
- The Executive Vice Presidents of the Company, as defined below.

The members of our Managing Board are entrusted with our general management and is supported in his tasks by our Executive Committee and Executive Vice Presidents, who together constitute the Senior Management.

#### ii. Role of Executive Committee

The Executive Committee acts under the authority and responsibility of the Managing Board and in this respect manages the Company. The Managing Board remains legally responsible for the management of the Company. The responsibilities of the Executive Committee include overseeing the general strategy as well as the risk management in connection with the Company's activities, operational and financial objectives and financial reporting processes. The Executive Committee adopts resolutions based on consensus, or if no consensus can be reached, by a majority of the votes cast by the members of our Managing Board including the vote of the chairman of the Executive Committee.

The chairman of the Executive Committee is the President and Chief Executive Officer of the Company. Members of the Executive Committee are appointed by the Managing Board subject to the approval of the Supervisory Board. Members of the Executive Committee can be suspended and dismissed by the Managing Board without prior approval by the Supervisory Board.

The Executive Committee was composed of the following eight members as of December 31, 2025 as set forth in the table below:

| Name | Position | Years with Company | Years in Semi-Conductor Industry | Age |
|---|---|---|---|---|
| Jean-Marc Chery | President and Chief Executive Officer | 41 | 41 | 65 |
| Marco Cassis | President, Analog, Power & Discrete, MEMS and Sensors Group. Head of STMicroelectronics' Strategy, System Research and Applications, Innovation Office | 38 | 38 | 62 |
| Rajita D'Souza | President, Human Resources, Corporate Social Responsibility | 5 | 5 | 53 |
| Remi El-Ouazzane | President, Microcontrollers, Digital ICs and RF Group | 4 | 28 | 52 |
| Lorenzo Grandi | President and Chief Financial Officer | 38 | 38 | 64 |
| Fabio Gualandris | President, Quality, Manufacturing and Technology | 37 | 38 | 66 |
| Steven Rose | President, Legal Counsel and Public Affairs | 34 | 34 | 63 |
| Jerome Roux | President, Sales & Marketing | 34 | 38 | 60 |

### *iii. Biographies of our Senior Management*

#### *a. Biographies of our Executive Committee Members (including the members of the Managing Board)*

*Jean-Marc Chery*

Jean-Marc Chery is our President and Chief Executive Officer and has held this position since May 2018. He chairs ST's Managing Board and Executive Committee. Mr. Chery began his career in the Quality organization of Matra, the French engineering group. In 1986, he joined Thomson Semiconducteurs, which subsequently became ST, and held various management positions in product planning and manufacturing, rising to lead ST's wafer fabs in Tours, France, and later in Rousset, France. In 2005, Mr. Chery led the company-wide 6-inch wafer-production restructuring program before taking charge of ST's Front-End Manufacturing operations in Asia Pacific. In 2008, he was promoted to chief technology officer and assumed additional responsibilities for manufacturing and quality (2011) and the digital product sector (2012). In 2014, Mr. Chery was appointed ST's chief operating officer responsible for technology and manufacturing operations. In July 2017, Mr. Chery was appointed deputy chief executive officer with overall responsibility for technology and manufacturing, as well as for sales and marketing operations. Mr. Chery chairs the board of directors at the Global Semiconductor Alliance ("GSA") and sits on the board of directors at France Industrie, Legrand, and Capgemini. Previously, Mr. Chery was president of the European microelectronics R&D program AENEAS and served as president of the European Semiconductor Industry Association in 2019-2021. Mr. Chery was promoted Knight of the Legion of Honor by the French Ministry of Economy and Finance in July 2019. Jean-Marc Chery was born in Orleans, France, in 1960, and graduated with a degree in engineering from the ENSAM engineering school in Paris, France.

*Marco Cassis*

Marco Cassis is our President, Analog, Power & Discrete, MEMS and Sensors Group and has held this position since February, 2024. He also heads the corporate functions of strategy development, system research and applications, and innovation office, and is a member of ST's Executive Committee. Mr. Cassis joined SGS-Thomson Microelectronics (now STMicroelectronics) as a car-radio chip designer in 1987. He later moved to Japan to help expand ST's audio business with major local players, including ST's strategic alliance with Pioneer. In the early 2000s, Mr. Cassis managed the Audio Business Unit and was subsequently promoted to director of audio and Automotive Group. In 2004, Mr. Cassis was named vice president of marketing for automotive, computer peripheral, and telecom products. In 2005, he advanced to vice president of the Automotive segment group and was promoted to lead ST's operations in Japan. His mandate was expanded to include Korea in 2010 and Greater China and South Asia in 2016, when he was appointed president of ST's Asia Pacific region. In 2017, Mr. Cassis was promoted President, Global Sales and Marketing, and added Communications

and Strategy Development in 2018. Marco Cassis was born in Treviso, Italy, in 1963, and graduated with a master's degree in Electronic Engineering from the Polytechnic of Milan, Italy.

*Rajita D'Souza*

Rajita D'Souza is our President of Human Resources and Corporate Social Responsibility and has held this role since January 2021. Her mandate also entails the Company's directions on environment, health, and safety. D'Souza is a member of ST's Executive Committee. Ms. D'Souza started her career in 1993 as manager operations with Reliance Consultancy Services in Mumbai, India. In 1997 she joined General Electric, where she held various human resources leadership positions with increasing responsibility and scope. In 2007 Ms. D'Souza moved to SABIC to become director human resources in Europe. In 2011, she was appointed vice president human resources for the EMEA region of The Goodyear Tire & Rubber Company. In 2017, Ms. D'Souza joined Bekaert as chief human resources officer. Rajita D'Souza was born in Mumbai, India, in 1973. She holds a master's degree in Law from the University of Mumbai and a bachelor's degree in Business Management. She is also a certified master black-belt in six sigma quality.

*Remi El-Ouazzane*

Remi El-Ouazzane is our President, Microcontrollers, Digital ICs and RF products group and has held this position since February 2024. He is also functionally responsible for the corporate system research and applications organization and is a member of ST's Executive Committee. Mr. El-Ouazzane started his career at Texas Instruments in 1997. He rose through the ranks across the broadband, mobile, and embedded processing divisions to become vice president and general manager of the open multimedia applications platform ("OMAP") in 2009. Mr. El-Ouazzane was appointed chief executive officer of Movidius in 2013, responsible for driving its vision-processing technologies to advance the adoption of AI in the IoT. With the acquisition of Movidius by Intel in 2016, he joined Intel's new technology group as vice president and general manager, and became chief operating officer of Intel's AI products group in 2018. In 2020, Mr. El-Ouazzane became Intel's datacenter platform group chief strategy officer, driving strategic initiatives in the data center and cloud markets. In 2009, Mr. El-Ouazzane was honored with the French-American Foundation's Young Leaders Award. Remi El-Ouazzane was born in Neuilly-sur-Seine, France in 1973 and graduated from the Grenoble Institute of Technology in 1996 and the Grenoble Institute of Political Studies in 1997. He graduated from the General Management program at Harvard Business School in 2004.

*Lorenzo Grandi*

Lorenzo Grandi is our President and Chief Financial Officer and has held this position since 2018. In addition to finance, treasury and M&A, the CFO office currently encompasses digital transformation & information technology and global procurement, enterprise risk management & resilience, corporate development and integrated external communication, supply chain, as well as strategic corporate programs. Mr. Grandi is a member of ST's Managing Board and Executive Committee. Mr. Grandi joined SGS-THOMSON Microelectronics (now STMicroelectronics) in 1987 as a R&D process engineer. In 1990, he moved to ST's memory product group as financial analyst and later was appointed group controller contributing to the expansion of ST's flash memory business. In 2005, Mr. Grandi joined ST's corporate finance organization responsible for budgeting and reporting. In 2012, he was promoted to corporate vice president in charge of corporate control and became ST's Chief Financial Officer in 2018. In December 2020, Mr. Grandi received a special award for his long-standing professional achievements from the French Association of Financial Directors and Management Controllers. Lorenzo Grandi was born in Sondrio, Italy, in 1961. He graduated cum laude in Physics from the University of Modena, Italy, and holds an MBA from SDA Bocconi School of Management in Milan, Italy.

*Fabio Gualandris*

Fabio Gualandris is our President, Quality, Manufacturing, and Technology and has held this position since July 2023. He was responsible for the company's back-end manufacturing and technology organization since 2016 and also led the Company's testing council, alongside its manufacturing strategy in Asia and efforts in system-in-package technology. Mr. Gualandris is a member of ST's Executive Committee. Mr. Gualandris joined SGS Microelettronica (now ST) R&D in

1984. He became R&D director of operations in 1989 and became automotive business unit director in 1996. After two years as president and chief executive officer of Semitool, he rejoined ST in 2000 as Group vice president responsible for memory products including the RAM/PSRAM and automotive flash. In 2005, Mr. Gualandris was appointed chief executive officer of ST Incard, an ST smart-card subsidiary. In 2008-2010, he served as vice president and supply chain general manager at ST's memory joint venture with Intel. In 2011, Mr. Gualandris was appointed ST's Executive Vice President, Product Quality Excellence. Mr. Gualandris has authored several technical and managerial papers and holds multiple international patents. He serves as chairman of Sanan ST JV, ST's manufacturing joint venture in China. Fabio Gualandris was born in Bergamo, Italy, in 1959. He holds a master's degree in Physics from the University of Milan.

*Steven Rose*

Steven Rose is our President, Legal Counsel and Public Affairs, and has held this position since July 2023. He was appointed President, Legal Counsel in May 2018 and has been in charge of ST's legal affairs since 2013. Mr. Rose is a member of ST's Executive Committee. Mr. Rose started his career as a corporate attorney at the law firm Gardere & Wynne in Dallas, Texas, providing legal advice and services to public and private companies. He joined SGS-THOMSON Microelectronics (now STMicroelectronics) in 1991 as the associate general counsel for the U.S. subsidiary, STMicroelectronics, Inc. In 2006, Mr. Rose was appointed to serve as the senior associate general counsel for the Americas, Greater China & South Asia, and Japan & Korea regions, in addition to serving as vice president, secretary and general counsel and a director of STMicroelectronics, Inc. Steven Rose was born in Wichita, Kansas (USA), in 1962. He obtained a degree in Accounting from Oklahoma State University and a Juris Doctor degree from the University of Oklahoma College of Law.

*Jerome Roux*

Jerome Roux is our President, Sales & Marketing, and has held this position since January 1st, 2022. He is a member of ST's Executive Committee. Mr. Roux began his career in the planning department of SGS-THOMSON Microelectronics (now STMicroelectronics) in 1988. He soon moved to the Company's packaging facility in Casablanca, Morocco as material manager. Afterwards, Mr. Roux moved to Singapore and then Shanghai as the Asia Pacific marketing director for ST's discrete and standard product group. He left ST briefly to manage an ST supplier company and returned to ST in 2006 as group vice president, assembly and testing outsourcing operations. Global purchasing responsibilities were added to his mandate in 2008. Mr. Roux was promoted to corporate vice president in 2012 and managed ST's sales in the Greater China and South Asia region, and later the whole Asia Pacific region. In 2017, Mr. Roux was appointed executive vice president, sales & marketing, for the Company's Asia Pacific region. Mr. Roux serves as advisor to the French Government on foreign trade. Jerome Roux was born in Antibes, France, in 1965, and graduated from ISG Business School in Paris with a master's degree in Commerce (Management & Marketing).

*b. Biographies of our Executive Vice Presidents*

The group of executive vice presidents (our "Executive Vice Presidents") consisted of the following people as of December 31, 2025:

| Name[1] [3] | Position | Years with Company | Years in Semi-Conductor Industry | Age |
|---|---|---|---|---|
| Mario Aleo | Executive Vice President, Power & Discrete Sub-Group - Analog, Power & Discrete, MEMS and Sensors Group | 24 | 24 | 56 |
| Michael Anfang | Executive Vice President, Sales & Marketing, Europe, Middle East and Africa Region (EMEA) | 27 | 35 | 57 |
| Christophe Ayela | Executive Vice President, Analog & Power Front-End Manufacturing | 35 | 35 | 59 |
| Alexandre Balmefrezol | Executive Vice President, Imaging sub-group -Analog, MEMS and Sensors Group | 28 | 28 | 51 |
| Stefano Cantù | Executive Vice President, Strategic Corporate Programs Office | 31 | 31 | 57 |
| Henry Cao | Executive Vice President, Sales & Marketing, China Region | 5 | 5 | 52 |
| Alessandro Cremonesi | Executive Vice President, Chief Innovation Officer and General Manager System Research and Applications ("SRA") Group | 41 | 41 | 67 |
| Alberto Della Chiesa | Executive Vice President Supply Chain | 37 | 37 | 61 |
| Ricardo De Sa Earp | Executive Vice President Microcontroller, Digital ICs and RF Products Group Deputy | 28 | 28 | 62 |
| Franck Freymond | Executive Vice President, Chief Audit & Risk Executive | 15 | 15 | 57 |
| Fabrice Gomez | Executive Vice President, Head of Back-End Manufacturing & Technology | 13 | 13 | 57 |
| Maria Heriz[2] | Executive Vice President, Embedded Processing Sub-Group, Microcontrollers, Digital ICs and RF Products Group | 1 | 25 | 48 |
| Frédérique Le Grevès | Executive Vice President, Europe and France Public Affairs | 5 | 5 | 58 |
| Claudia Levo | Executive Vice President, Integrated Marketing & Communications | 14 | 16 | 60 |
| Laurent Malier | Executive Vice President Digital Front-End Manufacturing and Technology | 10 | 31 | 58 |
| Thomas Morgenstern [2] | Executive Vice President, Global Technology Manufacturing Quality, Manufacturing & Technology | 1 | 28 | 57 |
| Hiroshi Noguchi | Executive Vice President, Sales & Marketing, Asia Pacific Region excluding China ("APeC") | 18 | 18 | 50 |
| Giuseppe Notarnicola | Executive Vice President, Treasury, Insurance, M&A, IP BU, and Italy Public Affairs | 20 | 20 | 64 |
| Rino Peruzzi | Executive Vice President, Sales & Marketing, Americas and Global Key Account Cluster | 27 | 27 | 60 |
| Jerome Ramel | Executive Vice President, Corporate Development, Integrated Marketing and Communications and Investor Relations | 2 | 26 | 52 |
| Chouaib Rokbi | Executive Vice President, Digital Transformation and Information Technology, and Global Procurement | 25 | 25 | 54 |
| Bertrand Stoltz | Executive Vice President Finance, Global Shared Services and Systems, Asia Public Affairs | 31 | 31 | 55 |
| Nicolas Yackowlew | Executive Vice President, Global Quality & Reliability | 30 | 31 | 56 |

(1) Our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Mr. Matteo Lo Presti and our former Executive Vice President, Chief Procurement Officer, Geoff West left the Company in 2025.

(2) Mr. Thomas Morgenstern, our Executive Vice President, Manufacturing, and Ms. Maria Heriz, our Executive Vice President, Embedded Processing Sub-Group, Microcontrollers, Digital ICs and RF Products Group, were appointed as members of our Senior Management on September 1, 2025 and September 15, 2025, respectively.

(3) Mr. Philippe Dereeper, our Chief Ethics & Compliance Officer and Executive Secretary of our Supervisory Board, Mr. Simone Ferri, our Executive Vice President, MEMS Sub-Group General Manager, and Mr. Vincent Fraisse, our Executive Vice President, RF Optical Communication Sub-Group General Manager, were each appointed Executive Vice President in January 2026.

*c. Biographies of our Executive Vice Presidents Committee Members*

*Mario Aleo*

Mario Aleo is our Executive Vice President, Power & Discrete Sub Group, and has held this position since January 2025. Mr. Aleo began his professional career in 1996 at Fiat Automotive, where he worked in the R&D department focusing on the powertrain development in Piedmont, Italy. Subsequently, he joined International Rectifier as marketing manager for power modules, rectifiers, and IGBTs. In 2001, Mr. Aleo joined STMicroelectronics, serving across a series of technical marketing functions for analog products. From 2008 onwards he held a number of senior positions in charge of power, discrete, and RF products. In 2018, Mr. Aleo was appointed head of ST's Analog ASIC business targeting the personal electronics segment. Mr. Aleo has authored multiple technical papers and holds several patents in power electronics, for both silicon and wide bandgap materials, as well as analog products. Mario Aleo was born in Palermo, Italy, in 1969. He graduated with a master's degree in Electric Engineering specializing in power electronics and conversion from the University of Palermo and holds an MBA from the Fiat University Torino.

*Michael Anfang*

Michael Anfang is our Executive Vice President, Sales & Marketing for EMEA, and has held this position since November 2018. Mr. Anfang started his career with Siemens Semiconductor AG in 1990 in product engineering, followed by responsibilities in product design, automotive and strategic marketing. In 1999, he joined ST as an automotive business development manager. In 2002, Mr. Anfang was given responsibility for microcontroller product marketing at ST's Automotive Division in Agrate, Italy and was promoted to director of marketing and applications in 2005. Four years later, he was appointed digital automotive business unit director of the Automotive product group and became a member of the management team responsible for the MCU joint development program between Freescale and STMicroelectronics. In 2013, Mr. Anfang joined the EMEA regional organization of STMicroelectronics as automotive marketing & applications vice president. Michael Anfang was born in Kitzbühel, Austria, in 1968. He graduated with a degree in Electronic Engineering from the Higher Technical School in Saalfelden, Austria, and a degree in Business Management and Marketing from the Freie University in Hagen-Munich, Germany.

*Christophe Ayela*

Christophe Ayela is our Executive Vice President, Front-End Manufacturing, and has held this position since July 2025. Mr. Ayela joined STMicroelectronics in Tours (France) as R&D engineer in 1990. Five years later, he moved to Tours Manufacturing as engineering manager. In 2005, Mr. Ayela was named Tours operations deputy director. In 2011, Mr. Ayela became the Tours Operations director; he was then promoted to operations director for the Tours front-end and Rennes back-end sites in 2016. In 2018, Mr. Ayela was appointed general manager for ST's Asia Pacific region front-end manufacturing, leading the capacity extension and operations transformation of the 200mm fab in Ang Mo Kio (Singapore). In late 2023, he was promoted to Executive Vice President responsible for the Company's Analog and Power front-end manufacturing operations. Christophe Ayela was born in Cognac, France in 1966. He graduated in Microelectronics Engineering from the National Institute of Applied Sciences (INSA) of Toulouse, France.

*Alexandre Balmefrezol*

Alexandre Balmefrezol is our Executive Vice President and General Manager of the Imaging sub-group and has held this position since January 2023. Mr. Balmefrezol started his professional career as product design engineer at ST in 1997. He held various positions in product design developing ST's expertise and leadership in power-management ICs for mobile phones. In 2009, Mr. Balmefrezol joined

ST-Ericsson, serving in different roles in product and business management. He was appointed fellow in mixed-signal IC design and became head of ST-Ericsson's analog and mixed signal group. In 2013, Mr. Balmefrezol returned to ST as a design manager and was subsequently promoted to lead system and product design for Time-of-Flight and global-shutter sensors at ST's Imaging division. Alexandre Balmefrezol was born in Millau, France, in 1974. He graduated with a degree in Electronic Engineering from the Institute of Engineering Sciences of Montpellier in 1997 and earned a master's degree in Management Technology & Innovation from Grenoble Ecole of Management in 2011.

*Stefano Cantù*

Stefano Cantù is our Executive Vice President of the Smart Power Solutions sub-group and has held this position since 2020. After experiences at Italtel and the Italian Ministry of Defense, Mr. Cantù joined the planning organization of STMicroelectronics' dedicated product group in 1994. Five years later, he was appointed central planning manager for the telecom, peripheral, and automotive group. In 2003-2004, Mr. Cantù managed production control at ST's manufacturing sites in Phoenix and Carrollton in Texas, US, and in 2005, he moved to planning director at ST's Automotive product group. Mr. Cantù was promoted to Automotive product group vice president responsible for supply chain in 2009 with group operations added to his mandate in 2012, before becoming supply chain general manager in 2016. From 2019 to 2023, Mr. Cantù served as Automotive business deputy across all ST Automotive and Discrete product organizations. Stefano Cantù was born in Milan, Italy, in 1968, and he graduated with a degree in Electronic Engineering from the Polytechnic of Milan.

*Henry Cao*

Henry Cao is our Executive Vice President, Sales & Marketing for the China region and has held this position since January 2022. Mr. Cao began his career as account manager at Siemens Communications Group in 1995 in charge of the communication-infrastructure business. In the following years, he moved among roles as business development manager and sales director in various Siemens business units and corporate functions in Munich, Beijing, and Shanghai. In 2006, Mr. Cao joined Dell Technologies as a director, managing enterprise solutions covering server, storage, networking, and related software and service businesses. In 2014, he was appointed vice president in charge of the data-center solutions business for Dell Technologies in Greater China and was promoted to senior vice president in 2018. Mr. Cao joined ST in June 2020 as corporate vice president to manage the Company's sales in China. Henry Cao was born in Shanghai, China, in 1973. He graduated from Shanghai University of Engineering and Science with a degree in Mechanical and Electrical Engineering and holds an MBA degree from Washington University in St. Louis.

*Alessandro Cremonesi*

Alessandro Cremonesi is our Executive Vice President, Chief Innovation Officer and General Manager of System Research and Applications ("SRA") Group. He has managed the SRA group since 2013 and added the Innovation Office to his mandate in early 2020. Mr. Cremonesi's responsibilities span from global innovation coordination to corporate advanced R&D to system-solutions support for ST customers. Mr. Cremonesi joined STMicroelectronics in 1984. He has served in managerial roles with both strategic marketing and R&D responsibilities across domains from telecommunications to audio/video digital-signal processing and multimedia applications. He has been a key contributor to ST's extensive efforts and strategy in IoT and AI and, more recently, has led the creation of strategic initiatives to increase ST's innovation capability. Mr. Cremonesi was part of an expert advisory group defining the agenda for AI for the Italian Ministry of Economic Development. He has authored several technical papers and patents and is a member of the Scientific Advisory Board at Interuniversity Microelectronics Centre. Alessandro Cremonesi was born in Sant'Angelo Lodigiano, Italy in 1958, and graduated with a master's degree in Electronics Engineering from University of Pavia in 1984.

*Alberto Della Chiesa*

Alberto Della Chiesa is our Executive Vice President, Supply Chain and has held this role since May 2012. In September 2025, he was also appointed Managing Director of ST's Italian subsidiary. Mr. Della Chiesa joined STMicroelectronics as a new product planning engineer in 1988. He was in charge of new product introductions in the automotive and hard disk drive market and pioneered a number of

ST's successful collaborative programs with major key customers. In his tenure at STMicroelectronics, Mr. Della Chiesa has covered different positions in both planning and operations. In 2005, he was appointed director, planning & service for the Computer Peripherals group, where he actively contributed to the creation of ST's first operations and planning structure in Singapore. Over time, Mr. Della Chiesa rose to become group vice president of supply chain, followed by the nomination of general manager and consequently head of operations and supply chain for ST's computers and communications infrastructure product group. Alberto Della Chiesa was born in Varese, Italy, in 1964, and holds a Bachelor's degree in Statistics from the Catholic University of Milan, with a specialization in the manufacturing processes. He is holds a Certified in Planning and Inventory Management certification from the American Production and Inventory Control Society in Paris, France.

*Ricardo De Sa Earp*

Ricardo De Sa Earp is our Executive Vice President, Global Distribution Integration, Sales & Marketing, and has held this position since January 2026. In this role, he is responsible for developing and executing a comprehensive global distribution strategy. Mr. De Sa Earp started his career with Philips Consumer Electronics in Sao Paulo, Brazil, working in TV design. In 1993, he moved to the electronics division of Valeo, where he held positions in marketing and project management. Mr. De Sa Earp joined ST in 1997 as strategic marketing manager in the ASD and IPAD Division and successfully led the division as its general manager from 2003. In 2018, Mr. De Sa Earp was appointed group vice president and general manager of the microcontrollers division. He served as executive vice president, general-purpose microcontroller sub-group vice president since 2022, and most recently held the role of deputy to the president of ST's Microcontrollers, Digital ICs and RF products Group. Ricardo De Sa Earp was born in Petropolis, Brazil, in 1963. He graduated in Electronic Engineering from the Instituto Tecnologico de Aeronautica Sao Jose dos Campos, Brazil, and completed his master's degree in Electronic Engineering at the Technical University of Eindhoven, Holland. De Sa Earp also holds an MBA from INSEAD in France.

*Franck Freymond*

Franck Freymond is our Executive Vice President, Chief Audit & Risk Executive, and has held this role since March 2019. Mr. Freymond started his career with Credit Suisse Group in 1992 as credit analyst/assistant account manager and then became manager in charge of financing solutions for specific segments of Swiss Corporates. In 2000, he joined Ernst & Young in Switzerland as manager in the risk advisory service line and was promoted regional leader and member of the service line leadership team in 2004. In those roles, Mr. Freymond advised multi-national companies globally in a wide cross-section of industries in governance, risk management, internal control, and internal audit matters. In 2010, he joined STMicroelectronics as group vice president, chief audit executive in charge of the corporate audit function. Mr. Freymond's scope of responsibilities was subsequently extended to enterprise risk management and resilience management, including business continuity and crisis management. Mr. Freymond served as Chairman of STMicroelectronics' Corporate Ethics Committee from 2012 to 2018. Franck Freymond was born in Morges near Lausanne, Switzerland in 1968. He holds a Master of Science in Management from HEC Lausanne (Switzerland) and various professional certifications in internal audit and risk management assurance.

*Fabrice Gomez*

Fabrice Gomez is our Executive Vice President, Head of ST's Back-End Manufacturing & Technology organization. He has held this position since July 2023. Mr. Gomez started his career as a project manager at Solectron in 1992. He worked as general manager and sales director for European printed circuit board manufacturer Ruwel from 2001 to 2005, when he joined global EMS provider Flextronics, earning promotions to become head of operations in Bordeaux, France, in 2007. After two years with another EMS heavyweight Celestica, Mr. Gomez served as managing director for First Solar, a leading manufacturer of photovoltaic solar modules and systems in Vietnam. In 2012, he joined ST as general manager of the back-end fab in Bouskoura, Morocco, one of the Company's key manufacturing sites with high-volume production for automotive, industrial, and consumer markets. Fabrice Gomez was born in Bordeaux, France, in 1968. He holds an engineering degree in microelectronics from the

Ecole Nationale Supérieur d'Electronique et Radio in Bordeaux and a CPIM (Certified in Production and Inventory Management) certification from the Association for Supply Chain Management.

*Maria Heriz*

Maria Heriz is our Executive Vice President, Embedded Processing sub-group, and has held this position since September 2025. Ms. Heriz started her career with Texas Instruments, where she held various account and sales director roles. Later, she joined NXP and rose through the ranks to become vice president sales, EMEA Mass market & distribution in 2016. In 2018, Ms. Heriz joined test and measurement leader Tektronix, where she served in various positions leading EMEA and India regions and lately as chief product and marketing officer responsible for global product lines, business growth, margin expansion, and operational excellence. In 2022-2024, Ms. Heriz also sat on the board of directors at VAT, a leading manufacturer of vacuum solutions for semiconductors, supervising the company's ESG strategy. Maria Heriz was born in Madrid, Spain in 1977. She graduated with master's degrees in Electrical Engineering and Telecommunications from Universidad Politécnica de Madrid and Télécom ParisTech in France.

*Frédérique Le Grevès*

Frédérique Le Grevès is our Executive Vice President, Europe and France Public Affairs. She has also held the position of President of STMicroelectronics France since March 2021. In 1990, Ms. Le Grevès started her career in marketing and communication for various international companies in Europe and in the US. From 1995 to 2003, she worked at Aptiv (ex-Delphi Automotive) as EMEA communication director. In 2003, Ms. Le Grevès joined Nissan Motors as vice president in communication for Europe and in 2004, she moved to Los Angeles as vice president in communications for Nissan Americas. Ms. Le Grevès returned to France in 2008 and joined the Renault Group as global vice president for corporate communication. Two years later, she expanded her role to global vice president of communications and deputy to the chief marketing and communication officer. In 2011, Ms. Le Grevès was appointed chief of staff for the Renault Nissan Mitsubishi Alliance Chairman and chief executive officer. More recently, she worked as senior advisor for several companies helping on corporate effectiveness, operations efficiency, and brand reputation. In April 2022, Ms. Le Grevès was appointed president of the "Electronic Industry" sector strategic committee in France and vice president of the European Semiconductor Industry Association in December 2023. She is also an independent board member of the supervisory board of TRIGO Holding since May 2021 and has sat on the strategic board of Clinatec since October 2021. Ms. Le Grevès was promoted Knight of the Legion of Honor by the French Ministry of Economy and Finance in January 2023. Frédérique Le Grevès was born in Suresnes, France, in 1967, and graduated with a master's degree in business management from the Paris School of Business (1991) and graduated from the Senior Executive Program at the London Business School (2019).

*Claudia Levo*

Claudia Levo is our Executive Vice President at with responsibility, since June 2018, for integrated Marketing and Communications strategies and plans. Her responsibilities encompass corporate communications, including public relations, media and industry analyst relations, marketing communications and digital marketing. Ms. Levo began her career in 1993, with Marconi, a global telecommunications company, where she had responsibility for a number of management roles within the "communication" function, including marketing communications and internal and external communications across wide geographies. In 2005, Ms. Levo managed the communication activities related to the integration of Marconi with Ericsson, and was subsequently appointed vice president for communications at the newly formed Ericsson Multimedia business unit. In 2008, Ms. Levo was appointed vice president communications at Italtel. In early 2009 she joined ST-Ericsson, the wireless joint venture between STMicroelectronics and Ericsson, as senior vice president and head of global communications. In this capacity, she has successfully built the global communication function covering marketing and portfolio communication, public and media relations, investor relations and internal communication. Claudia Levo was born in Genoa, Italy, in 1965, and holds a language school diploma (*Liceo Linguistico*) in English and Russian.

*Laurent Malier*

Laurent Malier is our Executive Vice President, Global Technology R&D, and has held this position since July 2025. This role encompasses both front-end and back-end technologies of ST. After several years of research in chemical physics, Mr. Malier worked at the French Ministry of Defence from 1995 to 2000. He then joined Alcatel Optronics, first to lead new-product development and later managed semiconductor activities. Mr. Malier was appointed front-end R&D and manufacturing director for Avanex Group that merged Alcatel's and Corning's opto-electronics operations in 2003. In 2005, he joined the French technology research center CEA-LETI as deputy director, strategy and programs, and became chief executive officer of LETI in 2006. In 2015, Mr. Malier joined ST to drive the Company's digital technology R&D. He was promoted to Group Vice President, RF Communication sub-group in 2020 and became executive vice president, digital front-end manufacturing and technology, in 2022. Mr. Malier was elected as Member of the French "*Académie des Technologies*" in 2019. He has authored 29 publications in physics and solid-state chemistry. Laurent Malier was born in Paris, France, in 1967. He graduated from the Ecole Polytechnique and has a PhD in Physics from Paris-Saclay University.

*Thomas Morgenstern*

Thomas Morgenstern is our Executive Vice President, Manufacturing, and has held this position since September 2025. Mr. Morgenstern started his career with Siemens Semiconductor AG in manufacturing, followed by various responsibilities in procurement and R&D, before joining Qimonda as senior director, manufacturing and engineering. Later, he held senior management roles at Bosch and GlobalFoundries, where he served as director, engineering and senior vice president and general manager, Fab 1 in Dresden, Germany, from 2017 to 2020. In 2021, Mr. Morgenstern joined Infineon Technologies, as senior vice president and managing director, was promoted to executive vice president with front-end responsibilities in 2022 and was then appointed to manage Infineon's back-end operations in 2024. Thomas Morgenstern was born in Mosbach, Germany in 1968. He graduated with a doctorate degree in Chemistry from the University of Düsseldorf, Germany.

*Hiroshi Noguchi*

Hiroshi Noguchi is our Executive Vice President, Sales & Marketing for APeC and has held this position since January 1st, 2022. Mr. Noguchi started his career as an optics engineer in Bell Labs at Lucent Technologies in 1999. He joined ST Japan in 2007 as a motion MEMS marketing engineer. In 2011, Mr. Noguchi was promoted to senior marketing manager for ST's Advanced Analog group. Since 2015, he has served as Director of the Analog, MEMS & Sensor group in Japan contributing to significant business growth and strengthening ST's market leadership in Japan. In 2017, Mr. Noguchi was appointed country manager for ST Japan. Hiroshi Noguchi was born in Nagasaki, Japan, in 1975. He graduated from Northwestern University with a bachelor of science degree in Electrical Engineering and from Stanford University with a masters of science degree in Electrical Engineering.

*Giuseppe Notarnicola*

Giuseppe Notarnicola is our Executive Vice President responsible for managing Corporate Treasury, a position he has held since January 2006. His responsibilities were expanded in 2013 to include Insurance and in 2018 to include M&A, IP Business Unit and Public Affairs for Italy. Mr. Notarnicola started his career with Banca Nazionale del Lavoro ("BNL"), one of Italy's largest banks, in 1987. At BNL, he managed financial operations in Singapore, the financial department of the London branch, the global head office, financial advisory arm for corporate and institutional customers, and in 2004, was promoted head of large corporate clients. Mr. Notarnicola joined ST in 2006, when he initiated the Company's relationship with the European Investment Bank and managed the financing aspects of ST's flash memory business spin-out, as well as all the Company's strategic funding in the capital markets. Mr. Notarnicola is president of ST Italy and a board member of several other ST affiliates. Giuseppe Notarnicola was born in Codroipo near Udine, Italy, in 1961. He graduated cum laude in Business Administration from the LUISS Guido Carli University in Rome, Italy.

*Rino Peruzzi*

Rino Peruzzi is our Executive Vice President, Sales & Marketing, Americas and Global Key Account Cluster, and has held this combined position since August 2022. Mr. Peruzzi began his career

in Electronics at Micom Communications Systems in 1984, moved to Macom, Inc in 1989, and into the storage sector in 1990, with StorageTek, Maxtor, and Seagate Technology. In 1998 he joined ST as an account executive in the storage business unit, where he earned Samsung Electronics' Presidential Award. Mr. Peruzzi was promoted to key account manager in 2000 and director of sales for worldwide storage business in 2003. He was promoted to vice president worldwide storage sales (2008) and vice president sales for the consumer business unit (2011), before being appointed vice president global key accounts ("GKAs") in 2012. Here, he assembled a global organization and grew a key account's revenue to become ST's biggest. In 2014, Mr. Peruzzi's perimeter expanded to include both GKA and Electronics Manufacturing Services. In 2018. Mr. Peruzzi was promoted to the chief executive officer's staff as Group VP of GKAs and became executive vice president GKAs sales and marketing regions in 2021. Rino Peruzzi was born in Buffalo, New York (USA), in 1965. He received his MBA from York St John University in 2023.

*Jerome Ramel*

Jerome Ramel is our Executive Vice President, Corporate Development and Integrated External Communication, and has held this position since October 2024. His scope of responsibilities includes Corporate Development, Integrated Marketing and Communications, and Investor Relations. Mr. Ramel has been an equity analyst covering the European and US semiconductor sector for 25 years. He started his career in 1999 with KBC Securities, working in Paris and Brussels, before joining IXIS Securities in Paris. In 2006, Mr. Ramel joined Exane BNP Paribas and headed its semiconductor team in Paris, London, New York, and San Francisco as a managing director and partner. Jerome Ramel was born in Vélizy-Villacoublay, France in 1973. He holds a master's degree in physics from University Pierre et Marie Curie and a master's in finance from ESCP Business School.

*Chouaib Rokbi*

Chouaib Rokbi is our Executive Vice President, Digital Transformation and Information Technology, and Global Procurement and has held this position since October 2024. Mr. Rokbi started his career in Tamrock, Sandvik's hard-rock mining division, in 1995 as the design manager for small-size mining rigs, where he successfully led the redesign to reduce the cost of the equipment line. After earning his MBA in 2000, he joined STMicroelectronics as the industrial controller for the Rousset plant in France. Four years later, Mr. Rokbi's controlling responsibilities were expanded to cover all of ST's front-end manufacturing operations. Between 2007 and 2018, he held senior positions in financial control, efficiency improvement programs, and corporate strategic initiatives. In 2018, Mr. Rokbi was appointed chief transformation officer with the mission to rebuild the Company's main operational processes, including supply chain, product lifecycle management, and manufacturing analytics, leveraging state-of-the-art digital technologies. In 2022, he was appointed executive vice president, digital transformation and information technology, and held additional responsibility for corporate development from early 2023 to October 2024. Chouaib Rokbi was born in Lyon, France in 1971, and holds a degree in mechanical engineering from INSA Lyon and an MBA from Emlyon Business School in Lyon.

*Bertrand Stoltz*

Bertrand Stoltz is our Executive Vice President, Corporate Finance, and has held this position since October 2024. His mandate includes finance, global business services and systems, as well as corporate external reporting, accounting, compliance and corporate tax. Mr. Stoltz also leads ST's Asia public affairs and sits on ST's Corporate Ethics Committee. Mr. Stoltz started his career at Finance of SGS-Thomson (now ST) in France in 1994. From 1999 to 2002, he worked at the Company's headquarters in Corporate strategic planning and corporate internal audit. Mr. Stoltz later moved to Singapore to lead ST's Asia internal audit team and became head of finance at ST Singapore in 2005. Mr. Stoltz was subsequently promoted to Group Vice President, expanding his mandate to cover financial reporting and business control worldwide. Managing director for ST's Singapore entities and a board member at several other ST affiliates, Mr. Stoltz also serves as advisor to the French Government on foreign trade in Singapore. Bertrand Stoltz was born in Moulins, France, in 1970. He holds an honor's degree with a major in finance from the Institute of Political Studies in Lyon. He also graduated

with a degree from the University Business School in Tours, and the International Executive Program of INSEAD.

*Nicolas Yackowlew*

Nicolas Yackowlew is our Executive Vice President, Product Quality & Reliability at STMicroelectronics and has held this position since August 2018. Mr. Yackowlew began his career in 1996 as product quality engineer at ST. He has successfully driven quality and reliability departments for many years at both the division and group levels. Mr. Yackowlew was promoted division quality and reliability manager in 2006 leading quality for serial non volatile memory. Three years later, he was appointed quality & reliability director in charge of the quality for memory, microcontrollers and secured MCUs. In 2016, Mr. Yackowlew took the responsibility of quality and reliability for the Microcontroller and Digital ICs group. Nicolas Yackowlew was born in Mulhouse (France) in 1969 and graduated with a degree in Chemistry from the University of Nice Sophia Antipolis, France.

### *iv. Senior Management compensation*

*a. Guiding principles of Senior Management compensation*

The Managing Board determines the remuneration structure of the Senior Management based on, amongst others, the same key principles that the Supervisory Board considers when determining the remuneration structure of the Managing Board. These key principles are described above in " — Managing Board Compensation — Guiding principles of Managing Board compensation".

In accordance with the key principles, the total remuneration of the Senior Management takes into consideration factors such as the size and complexity of the Company, our global presence and that of our customers, the pace of change in our industry, the Company's value proposition, strategy and goal of sustainable long-term value creation, and the need to recruit and retain key personnel.

*b. Senior Management remuneration structure*

The Managing Board determines the remuneration structure and remuneration amounts for our Senior Management based on the analysis of the theoretical maximum total direct remuneration (i.e., sum of base salary, maximum short-term incentive, and maximum long-term incentive).

The remuneration package of the Senior Management is comprised of the following:

- **Base salary**; and
- **Variable components, linked to performance:**
  - **A short-term incentive** which is fully paid in cash.
  - **A long-term incentive** through the grant of stock awards, that are included in the long-term incentive plan approved at the AGM.

The sum of these three elements represents the **maximum total direct remuneration** for the Senior Management.

*Base salary*

The purpose of the base salary is to provide a fixed level of earnings and to attract and retain talent. It is a key component of overall remuneration, particularly as the short-term incentive is expressed as a percentage of base salary.

*Short-term incentive*

The short-term incentive based on the corporate EIP, entitles selected executives, including the members of Senior Management, to an annual short-term incentive. This short-term incentive is based upon the assessment of the achievement of individual, organizational and Company objectives that are

set on an annual basis and focused on, inter alia, return on net assets, customer service, profit, cash flow and market share. The maximum amount awarded under the short-term incentive is based upon a percentage of the executive's salary and the overall achievement of the relevant objectives on an annual basis.

As in 2024, the 2025 short-term incentive includes a sustainability/corporate social responsibility index for Senior Management, as part of our efforts to include corporate social responsibility into the performance framework of our Senior Management. For Executive Committee members and Executive Vice Presidents, the weight of the sustainability/corporate social responsibility index is 10%. The sustainability/corporate social responsibility index is divided into four criteria related to health and safety, environment, diversity & inclusion, and people engagement.

For the 2025 short-term incentive, the sustainability/corporate social responsibility index was comprised of the following KPIs:

- Health & safety: measured against the safety performance (employees and contractors);
- Environment/climate: measured against greenhouse gas emissions ($kCO_2$ equivalent);
- Diversity & inclusion: measured against gender ratio among management levels; and
- People management: measured against the employee survey (engagement index).

The weight of the sustainability/corporate social responsibility index is designed to remain stable over time, however the individual sub-components used to form the sustainability/corporate social responsibility index may evolve in the future to address sustainability priorities facing the Company and society.

*Long-term incentive*

The purpose of the long-term incentive, through the grant of stock awards, is to motivate the Senior Management to deliver sustainable long-term shareholder value through long-term profitability and share price growth.

In accordance with the current long-term incentive plan, and similar to the Managing Board, stock awards granted to members of our Senior Management under the long-term incentive plan vest over a three-year performance period, more specifically:

(i) the vesting of the majority of unvested stock awards in respect of the Executive Committee, is subject to the achievement of performance conditions and calculated over a three-year performance period. Grants of unvested stock awards made in 2023, 2024 and 2025 will fully vest, subject to performance conditions, in 2026, 2027 and 2028 respectively, provided also that the eligible employee is still an employee of the Company at such time; and

(ii) the vesting of the majority of unvested stock awards in respect of the Executive Vice Presidents, is subject to the achievement of performance conditions and calculated over a three-year performance period. Grants of unvested stock awards made in 2024 and 2025 will fully vest, subject to performance conditions, in 2027 and 2028 respectively, provided also that the eligible employee is still an employee of the Company at such time.

The Supervisory Board determines whether the performance criteria are met and concludes whether and to which extent all eligible employees are entitled to any stock awards under the long-term incentive plan.

From 2021, a new sustainability/corporate social responsibility index has been introduced among the performance conditions for the long-term incentive.

For the 2025 long-term incentive, the sustainability/corporate social responsibility index comprised of the following KPIs:

- Environment/climate: measured against the greenhouse gas emissions ($kCO_2$ equivalent);
- Diversity & inclusion: measured against gender ratio among management levels;
- ESG investor index: measured against the Dow Jones sustainability indices; and
- Carbon rating agency: measured against the Carbon Disclosure Project carbon rating.

The weight of the sustainability/corporate social responsibility index is designed to remain stable for future grants, however the individual sub-components used to form the sustainability/corporate social responsibility index may evolve in the future to address sustainability priorities facing the Company and society.

*Pension plan, life and medical insurance*

Our Supervisory Board has approved the establishment of a complementary pension plan for certain key executives as selected by the members of our Managing Board, according to the general criteria of eligibility and service as determined by the Supervisory Board upon the proposal of its Compensation Committee. With respect to such complementary pension plan, we have set up an independent foundation under Swiss law which manages the plan and to which we make contributions. Pursuant to this plan, in 2025, we made a contribution of approximately $ 1.43 million to the plan of the members of our Managing Board and of $ 0.59 million to the plan for all beneficiaries other than the members of our Managing Board. The amount of pension plan payments made for other beneficiaries, such as former employees retired in 2025 and/or no longer salaried in 2025, was $ 1.02 million.

The members of our Senior Management, including the members of our Managing Board were covered in 2025 under certain group life and medical insurance programs provided by us. The aggregate additional amount set aside by us in 2025 to provide pension, retirement or similar benefits to our Senior Management, including the members of our Managing Board, including the amounts allocated to the complementary pension plan described above, is estimated to have been approximately $ 8.12 million, which includes statutory employer contributions for state run retirement, similar benefit programs and other miscellaneous allowances.

The structure of our remuneration for our (i) Managing Board, (ii) Senior Management, and (iii) certain other groups of senior employees is aligned and consists of a base salary, short-term incentive and long-term incentive, under specified conditions. The standard benefits for the aforementioned groups are also aligned.

*c. Compensation paid to the Senior Management in 2025, 2024 and 2023*

*Base salary*

Over the last three years the base salary paid to the Senior Management is:

| | **2025**[(1)] | **2024**[(2)] | **2023**[(3)] |
|---|---|---|---|
| **Senior Management base salary** | $20,539,517 | $18,264,979 | $19,225,024 |

(1) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025. During 2025, our Senior Management consisted of 32 members.

(2) Including amounts paid in 2024 to our former President, Automotive and Discrete Group, Marco Monti, who left the Company in 2024. During 2024, our Senior Management consisted of 31 members.

(3) Including the amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti. During 2023, our Senior Management consisted of 34 members.

*Short-term incentive*

The amounts paid in 2025 to our Senior Management (including the members of our Managing Board) pursuant to the short-term incentive represented approximately 14.81% of the total compensation paid to our Senior Management and are further detailed below:

| | Bonus paid in 2025 (2024 performance) [1] | Bonus paid in 2024 (2023 performance) [2] | Bonus paid in 2023 (2022 performance)[3] |
|---|---|---|---|
| **Short-term incentive (cash) amount** | $9,889,099 | $18,891,495 | $19,654,870 |
| **Ratio short-term incentive / (base salary + Short-term incentive)** | 32.50% | 50.84% | 50.55% |

(1) Including amount paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.

(2) Including amounts paid in 2024 to our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group, Edoardo Merli; our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel.

(3) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

*Long-term incentive*

The second part of the variable component is the long-term incentive which links the long-term interests of the Senior Management with the shareholders' and investors' interests.

The amounts paid in 2025 to our Senior Management (including the members of our Managing Board) pursuant to the long-term incentive represented approximately 32.10% of the total compensation paid to our Senior Management and are further detailed below:

| | Long-term incentives paid in 2025 [1] | Long-term incentives paid in 2024 [2] | Long-term incentives paid in 2023[3] |
|---|---|---|---|
| **Long-term incentive amount** | $21,433,505 | $42,029,100 | $50,010,449 |
| **Ratio long-term incentive / base salary** | 104.35% | 230.11% | 260.13% |
| **Ratio long-term incentive / (short-term incentive + long-term incentive)** | 68.43% | 68.99% | 71.79% |

(1) Including amount paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.

(2) Including amounts paid in 2024 to our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group, Edoardo Merli; our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel.

(3) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

*Total compensation*

The following table sets forth the total amount paid as compensation in 2025, 2024 and 2023 to our Senior Management (including the members of our Managing Board) as of December 31 of each year, before applicable withholding taxes and social contributions:

| Year | Base salary | Variable components | | Other components[1] | | | | Total | Fixed/ Variable remuneration |
|---|---|---|---|---|---|---|---|---|---|
| | | Short-term Incentives [5] | Long-term Incentives [6] | Benefits | Social security contributions | Pensions | Termination benefits | | |
| **2025**[2] | $20,539,517 | $9,889,099 | $21,433,505 | $1,806,997 | $9,442,395 | $2,028,490 | $1,637,482 | $66,777,485 | 53% fixed / 47% variable |
| **2024**[3] | $18,264,979 | $18,891,495 | $42,029,100 | $2,280,421 | $12,560,478 | $2,530,968 | $11,434,984 | $107,992,425 | 43% fixed / 57% variable |
| **2023**[4] | $19,225,024 | $19,654,870 | $50,010,449 | $1,659,639 | $10,555,981 | $1,474,372 | $6,203,607 | $108,783,942 | 36% fixed/ 64% variable |

(1) There were no miscellaneous allowances in the years 2025, 2024, and 2023.
(2) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.
(3) Including amounts paid in 2024 to our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group, Edoardo Merli.
(4) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza; former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.
(5) The evolution between 2024 and 2025 is largely attributable to a lower achievement rate of the performance conditions in 2025, leading to a reduced short-term incentive payout.
(6) The evolution between 2024 and 2025 is mainly explained by the evolution of the ST Microelectronics share price at the vesting date of each long term incentive plan.

We did not extend any loans or overdrafts to the members of our Managing Board, nor to any other member of our Senior Management. Furthermore, we have not guaranteed any debts or concluded any leases with the members of our Managing Board, nor with any other member of our Senior Management or their families.

As discussed above, Senior Management (and the compensation related hereto in this Item 6(C)(iv)(c)) refers to:

- The members of our Managing Board;
- The members of the Executive Committee (including the members of our Managing Board) of the Company; and
- The Executive Vice Presidents of the Company.

We also include below, for comparative purposes, (i) compensation paid to the Executive Committee (excluding the members of our Managing Board) in financial years 2025, 2024 and 2023, and (ii) compensation paid to the Executive Vice Presidents in financial years 2025, 2024 and 2023.

*I. Compensation paid to the Executive Committee (excluding the members of our Managing Board)*

*Base salary*

The base salary paid to the Executive Committee (excluding the members of our Managing Board) in financial years 2025, 2024, and 2023 is:

| | 2025 | 2024[1] | 2023[2] |
|---|---|---|---|
| **Executive Committee base salary** | $ 5,962,032 | $ 5,952,378 | $ 6,782,818 |

(1) Including amounts paid in 2024 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024 and our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.
(2) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

*Short-term incentive*

The amounts paid in financial years 2025, 2024, and 2023 to the Executive Committee (excluding the members of our Managing Board) pursuant to the short-term incentive are further detailed below:

| | Bonus paid in 2025 (2024 performance)[1] | Bonus paid in 2024 (2023 performance)[2] | Bonus paid in 2023 (2022 performance)[3] |
|---|---|---|---|
| **Short-term incentive (cash) amount** | $3,568,885 | $9,043,380 | $8,553,348 |
| **Ratio short-term incentive / (base salary + Short-term incentive)** | 37% | 60% | 56% |

(1) Including amounts paid in 2025 to our President & Chief Financial Officer for the adjusted short-term incentive for the period prior to his appointment as a member of the Managing Board on May 22, 2024.

(2) Including amounts paid in 2024 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024 and our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

(3) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

*Long-term incentive*

The amounts paid in financial years 2025, 2024, and 2023 to the Executive Committee (excluding the members of our Managing Board) pursuant to the long-term incentive are further detailed below:

| | Long-term incentives paid in 2025[1] | Long-term incentives paid in 2024[2] | Long-term incentives paid in 2023[3] |
|---|---|---|---|
| **Long-term incentive amount** | $7,468,038 | $18,500,090 | $21,024,493 |
| **Ratio long-term incentive / base salary** | 125% | 311% | 310% |
| **Ratio long-term incentive / (short-term incentive + long-term incentive)** | 68% | 67% | 71% |

(1) Including amounts paid in 2025 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024.

(2) Including amounts paid in 2024 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024 and our former President, Automotive and Discrete Group, Marco Monti; our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

(3) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

*Total Compensation*

The following table sets forth the total amount paid as compensation in financial years 2025, 2024, and 2023, to the Executive Committee (excluding the members of our Managing Board) as of December 31, before applicable withholding taxes and social contributions:

| Year | Base salary | Variable components | | Other components[1] | | | | Total | Fixed/ Variable remuneration |
|---|---|---|---|---|---|---|---|---|---|
| | | Short-term Incentives | Long-term Incentives | Benefits | Social security contri- butions | Pensions | Termination benefits | | |
| 2025[2] | $5,962,032 | $3,568,885 | $7,468,038 | $734,415 | $2,797,420 | $595,279 | $2,221 | $21,128,291 | 48% fixed/ 52% variable |
| 2024[3] | $5,952,378 | $9,043,380 | $18,500,090 | $1,422,243 | $4,639,390 | $1,184,059 | $7,795,680 | $48,537,220 | 43% fixed/ 57% variable |
| 2023[4] | $6,782,818 | $8,553,348 | $21,024,493 | $879,991 | $3,612,613 | $1,038,655 | $2,638,475 | $44,530,393 | 34% fixed/ 66% variable |

(1) There were no miscellaneous allowances in the years 2025, 2024, and 2023.
(2) Including amounts paid in 2025 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024 and to our former President, Automotive and Discrete Group, Marco Monti.
(3) Including amounts paid in 2024 to our President and Chief Financial Officer prior to his appointment as member of our Managing Board on May 22, 2024; to our former President, Automotive and Discrete Group, Marco Monti and to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.
(4) Including amounts paid in 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

*II. Compensation paid to the Executive Vice Presidents*

The base salary paid to the Executive Vice Presidents in financial years 2025, 2024, and 2023 is:

| | **2025[1]** | **2024[2]** | **2023[3]** |
|---|---|---|---|
| **Executive Vice Presidents base salary** | $12,250,663 | $10,554,925 | $11,228,661 |

(1) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.
(2) Including amounts paid in 2024 to our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group Edoardo Merli.
(3) Including amounts paid in 2023 to our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

*Short-term incentive*

The amounts paid in financial years 2025, 2024, and 2023 to the Executive Vice Presidents pursuant to the short-term incentive are further detailed below:

| | **Bonus paid in 2025 (2024 performance)[1]** | **Bonus paid in 2024 (2023 performance)[2]** | **Bonus paid in 2023 (2022 performance)[3]** |
|---|---|---|---|
| **Short-term incentive (cash) amount** | $5,269,614 | $7,389,370 | $8,282,397 |
| **Ratio short-term incentive / (base salary + Short-term incentive)** | 30% | 41% | 42% |

(1) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.
(2) Including amounts paid in 2024 to our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group Edoardo Merli; and our former Executive Vice President Analog & Power Front-End Manufacturing, Michael Hummel.
(3) Including amounts paid in 2023 to our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

*Long-term incentive*

The amounts paid in financial years 2025, 2024,and 2023 to the Executive Vice Presidents pursuant to the long-term incentive are further detailed below:

| | **Long-term incentives paid in 2025[1]** | **Long-term incentives paid in 2024[2]** | **Long-term incentives paid in 2023[3]** |
|---|---|---|---|
| **Long-term incentive amount** | $11,658,385 | $19,273,622 | $27,147,593 |
| **Ratio long-term incentive / base salary** | 95% | 183% | 242% |
| **Ratio long-term incentive / (short-term incentive + long-term incentive)** | 69% | 72% | 77% |

(1) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.
(2) Including amounts paid in 2024 to our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group Edoardo Merli; and our former Executive Vice President Analog & Power Front-End Manufacturing, Michael Hummel.
(3) Including amounts paid in 2023 to our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

*Total Compensation*

The following table sets forth the total amount paid as compensation in financial years 2025, 2024, and 2023, to the Executive Vice Presidents as of December 31 of each year, before applicable withholding taxes and social contributions:

| | | Variable components | | Other components[1] | | | | |
|---|---|---|---|---|---|---|---|---|
| **Year** | **Base salary** | **Short-term Incentives** | **Long-term Incentives** | **Benefits** | **Social security contributions** | **Termination benefits** | **Total** | **Fixed/ Variable remuneration** |
| 2025[2] | $12,250,663 | $5,269,614 | $11,658,385 | $823,307 | $5,563,644 | $1,635,261 | $37,200,874 | 54% fixed /46% variable |
| 2024[3] | $10,554,925 | $7,389,370 | $19,273,622 | $669,443 | $6,661,794 | $3,639,304 | $48,188,458 | 45% fixed / 55% variable |
| 2023[4] | $11,228,661 | $8,282,397 | $27,147,593 | $661,911 | $6,066,240 | $3,565,133 | $56,951,935 | 38% fixed / 62% variable |

(1) There were no miscellaneous allowances in the years 2025, 2024, and 2023.
(2) Including amounts paid in 2025 to our former Executive Vice President, Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.
(3) Including amounts paid in 2024 to our former Executive Vice President, Power Transistor subgroup within ST's Automotive and Discrete Group Edoardo Merli; and our former Executive Vice President Analog & Power Front-End Manufacturing, Michael Hummel.
(4) Including amounts paid in 2023 to our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

d. *Remuneration comparison between the Managing Board, the Executive Committee (excluding the members of our Managing Board), the Executive Vice Presidents and employees*

Set forth in the following table is the annual change over the last three years of (i) the remuneration of the members of our Managing Board, (ii) the remuneration of the Executive Committee (excluding the members of our Managing Board), (iii) the remuneration of the Executive Vice Presidents, (iv) the performance of the Company and (v) the average remuneration of all our indirect employees other than the members of our Senior Management, including the members of our Managing Board. The average is calculated by taking the sum of remuneration costs and dividing by the average number of full-time equivalent indirect employees over the period. The table below also shows the pay ratio between our Managing Board, the Executive Committee (excluding the members of our Managing Board, the Executive Vice Presidents and our indirect employees).

| | 2025 | 2024 | 2023 |
|---|---|---|---|
| **Managing Board remuneration** | | | |
| Total remuneration of the members of our Managing Board (A) (amounts in thousand USD)[1] | $8,448 | $11,267 | $7,302 |
| Evolution of the remuneration of the members of our Managing Board | (25)% | 54% | 1% |
| **Executive Committee (excluding the members of our Managing Board) remuneration** | | | |
| Average remuneration of the Executive Committee (excluding the members of our Managing Board) (B) (amounts in thousand USD)[2][7] | $3,521 | $6,067 | $4,948 |
| Evolution of average remuneration of the Executive Committee (excluding the members of our Managing Board) | (42)% | 23% | 16% |
| Ratio A versus B | 2.4 | 1.86 | 1.48 |
| **Executive Vice Presidents remuneration** | | | |
| Average remuneration of the Executive Vice Presidents (C) (amounts in thousand USD)[3][4] | $1,488 | $2,095 | $2,373 |
| Evolution of the average remuneration of the Executive Vice Presidents | (29)% | (12)% | 5% |
| Ratio A versus C | 5.68 | 5.38 | 3.08 |
| **Employee remuneration[5]** | | | |
| Average remuneration of all global indirect employees (FTE basis) (D)[6] | $122,100 | $114,400 | $114,100 |
| Evolution of the average remuneration of all global indirect employees (FTE basis) | 7% | 0% | 4% |
| Ratio A versus D | 69.19 | 98.49 | 64 |
| Ratio B versus D | 28.84 | 53.03 | 43.4 |
| Ratio C versus D | 12.19 | 18.31 | 20.8 |
| **Company's performance** | | | |
| Net revenues (amounts in millions) | $11,800 | $13,269 | $17,286 |
| Evolution of the revenues | (11)% | (23)% | 7% |
| Operating income (amounts in millions) | $175 | $1,676 | $4,611 |
| Evolution of the Operating income | (90)% | (64)% | 4% |

(1) Total Managing Board remuneration for 2023 includes the remuneration to the, at that time, sole member of our Managing Board, whereas the total Managing Board remuneration for 2024 includes the remuneration of the President and Chief Executive Officer and the remuneration of the President and Chief Financial Officer as per his appointment to the Managing Board on May 22, 2024.

(2) Average remuneration of our Executive Committee includes: (i) amounts paid in 2024 to our Chief Financial Officer before his appointment to the Managing Board, our former President, Automotive and Discrete Group, Mario Monti and (ii) amounts paid in 2024 and 2023 to our former President, Technology, Manufacturing, Quality and Supply Chain, Orio Bellezza.

(3) Average remuneration of our Executive Vice Presidents includes amounts paid in 2025 to our former Executive Vice President Analog sub-group, Analog, Power & Discrete, MEMS and Sensors Group, Matteo Lo Presti and to our former Executive Vice President, Chief Procurement Officer, Geoff West who left the Company in 2025.

(4) Average remuneration of our Executive Vice Presidents includes amounts paid in 2024 to our former Executive Vice President Power Transistor and Discrete Group Edoardo Merli and for 2024 and 2023 to our former Executive Vice President Front-End Manufacturing, Analog and Power, Michael Hummel and former Executive Vice President, MEMS Sub-Group Analog, MEMS and Sensors Group, Andrea Onetti.

(5) Employee remuneration is defined as all remuneration paid to our indirect employees including base salary, variable compensation in both cash and shares, social premiums, pension, expense allowances and benefits in kind. The average is calculated by taking the sum of remuneration costs and dividing by the average number of full-time equivalent indirect employees over the period.
(6) Global indirect employees are all employees other than those directly manufacturing our products, excluding Senior Management. "FTE" refers to full time equivalent.
(7) The variation in 2024 is mainly driven by the termination benefits granted in that specific year and share price increase for long-term incentive pay-out.

**D. Share Ownership and Stock Awards**

***i. Share Ownership***

None of the members of our Supervisory Board, Managing Board or Senior Management holds shares or options to acquire shares representing more than 1% of our issued share capital.

***ii. Overview of Stock Awards and Options***

Our stock-based compensation plans are designed to incentivize, attract and retain our executives and key employees by aligning compensation with our performance and the evolution of our share price. Since 2005, we have adopted long-term incentive plans based on stock awards for our management as well as key employees. Furthermore, until 2012, the Compensation Committee (on behalf of the Supervisory Board and with its approval) granted stock-based awards (the options to acquire common shares in the share capital of the Company) to the members and professionals of the Supervisory Board. For a description of our stock option plans and unvested share award plans, please see Note 18 to our Consolidated Financial Statements, which is incorporated herein by reference.

Pursuant to the shareholders' resolutions adopted by our General Meetings of Shareholders, our Supervisory Board, upon the proposal of the Managing Board and the recommendation of the Compensation Committee, took the following actions:

- approved conditions relating to our 2025 unvested stock award allocation under the 2024 unvested stock award plan, including restriction criteria linked to our performance (for selected employees);
- approved conditions relating to our 2024 unvested stock award allocation under the 2021 unvested stock award plan, including restriction criteria linked to our performance (for selected employees); and
- approved conditions relating to our 2023 unvested stock award allocation under the 2021 unvested stock award plan, including restriction criteria linked to our performance (for selected employees).

The sale or purchase of shares of our stock by the members or professionals of our Supervisory Board, the members of our Managing Board and all our employees are subject to an internal policy which involves, inter alia, certain blackout periods.

**E. Employees**

The tables below set forth the breakdown of employees by geographic area and main category of activity for the past three years.

| | At December 31, | | | |
|---|---|---|---|---|
| | **2025[1]** | **2024[1]** | **2024[2]** | **2023[2]** |
| France | 12,509 | 12,957 | 11,528 | 11,958 |
| Italy | 12,645 | 12,726 | 12,745 | 12,561 |
| Rest of Europe | 1,133 | 1,215 | 1,169 | 1,198 |
| Americas | 710 | 816 | 821 | 828 |
| Mediterranean (Malta, Morocco, Tunisia, Egypt) | 4,986 | 5,424 | 5,374 | 5,923 |
| Asia | 17,174 | 17,746 | 17,965 | 18,855 |
| **Total** | **49,157** | **50,884** | **49,602** | **51,323** |

| | At December 31, | | | |
|---|---|---|---|---|
| | **2025[1]** | **2024 [1]** | **2024[2]** | **2023[2]** |
| Research and Development | 9,461 | 9,624 | 9,257 | 9,426 |
| Marketing and Sales | 2,556 | 2,757 | 2,698 | 2,671 |
| Manufacturing | 30,546 | 31,742 | 31,133 | 32,822 |
| Administration and General Services | 3,388 | 3,427 | 3,323 | 3,038 |
| Divisional Functions | 3,206 | 3,334 | 3,192 | 3,366 |
| **Total** | **49,157** | **50,884** | **49,602** | **51,323** |

(1) The total headcount disclosed in these columns has been calculated using the employee definition provided for in the CSRD guidance. As of 2025 ST has adopted the CSRD definition for its employee calculations moving forward.

(2) The total headcount disclosed in these columns has been calculated using the employee definition used by ST up until 2024.

Our future success will partly depend on our ability to continue to attract, retain and motivate highly qualified technical, marketing, engineering and management personnel, as well as on our ability to timely adapt the size and/or profile of our personnel to changing industry needs. Unions are represented at almost all of our manufacturing facilities and at several of our R&D sites. We use temporary employees if required during production spikes and, in Europe, during summer vacation. We have not experienced any significant strikes or work stoppages in recent years.

**F. Disclosure of a registrants action to recover erroneously awarded compensation**

The Company did not have any restatement of financial statements that required a recovery of erroneously awarded compensation for the fiscal year ended December 31, 2025, nor up to the date of this Form 20-F.

## Item 7. Major Shareholders and Related Party Transactions

### Major Shareholders

The following table sets forth certain information with respect to the ownership of our issued common shares as of December 31, 2025 based on information available to us:

| | Common Shares Owned | |
|---|---|---|
| **Shareholders** | **Number** | **%** |
| STMicroelectronics Holding N.V. ("ST Holding") | 250,704,754 | 27.5 |
| Public[(1)] | 638,063,398 | 70.0 |
| Treasury shares | 22,513,768 | 2.5 |
| **Total** | **911,281,920** | 100.0 |

(1) According to the report available on Schedule 13G filed with the SEC on April 23, 2025, we understand that as of December 31, 2025 BlackRock, Inc. is the beneficial owner of 47,511,809 of our common shares (representing approximately 5.2% of our issued common shares).

We are not aware of any significant change over the past three years in the percentage ownership of our shares by ST Holding, our major shareholder. ST Holding does not have any different voting rights from those of our other shareholders.

*Shareholders Agreement*

According to the report on Schedule 13G ("2024 ST Holding 13G") jointly filed with the SEC on February 14, 2024, by ST Holding, Bpifrance Participations S.A., a successor to its former wholly-owned subsidiary FT1CI, ("Bpifrance"), the Italian Ministry of the Economy and Finance (the "MEF" and together with Bpifrance hereinafter the "STH Shareholders"), Caisse Dépôts et Consignations ("CDC"), EPIC BpiFrance ("EPIC") and Bpifrance S.A., the Italian Government and the French Government, each indirectly through the MEF and Bpifrance, respectively, held 13.9% of our share capital as of December 31, 2024. The ownership percentages of each the MEF and Bpifrance are based on 902,771,081 shares outstanding as of December 31, 2024. Bpifrance is 99.9% owned by Bpifrance S.A., in which CDC and EPIC each hold a 49.2% participation. Below is a brief summary of certain details from the 2024 ST Holding 13G.

*Corporate Governance*

Managing and Supervisory Board members can only be appointed by the general meeting of shareholders upon a proposal by the Supervisory Board. The Supervisory Board passes resolutions, including on such a proposal, by at least three quarters of the votes of the members in office. The STH Shareholders Agreement, to which we are not a party, furthermore provides that: (i) each of the STH Shareholders, Bpifrance, on the one hand, and the MEF, on the other hand, may propose the same number of members for election to the Supervisory Board by our shareholders, and ST Holding shall vote in favor of such members; and (ii) any decision relating to the voting rights of ST Holding shall require the unanimous approval of the STH Shareholders. ST Holding may therefore be in a position to effectively control actions that require shareholder approval, including, as discussed above, the proposal of six out of nine members for election to our Supervisory Board (three members by each STH Shareholder) and the appointment of our Managing Board, as well as corporate actions, and the issuance of new shares or other securities. As a result of the STH Shareholders Agreement, the Chairman of our Supervisory Board is proposed by an STH Shareholder for a three-year term, and the Vice-Chairman of our Supervisory Board is proposed by the other STH Shareholder for the same period, and vice-versa for the following three-year term. The STH Shareholder proposing the appointment of the Chairman may furthermore propose the appointment of the Assistant Secretary of our Supervisory Board, and the STH Shareholder proposing the appointment of Vice-Chairman proposes the appointment of the Secretary of our Supervisory Board. Finally, each STH Shareholder also proposes the appointment of a financial controller to the Supervisory Board.

*Ownership of ST Shares*

The STH Shareholders Agreement provides that each STH Shareholder retains the right to cause ST Holding to dispose of its stake in us at its sole discretion pursuant to the issuance of financial instruments, an equity swap, a structured finance deal or a straight sale; however, except in the case of a public offer, no sales by any party to the STH Shareholders Agreement may be made of any of our shares or any shares of Bpifrance or ST Holding to any of our top ten competitors or any company controlling such a competitor. The STH Shareholders Agreement also requires all of the parties to the STH Shareholders Agreement to hold their stakes in us at all time through the current holding structure of ST Holding, subject to certain limited exceptions, and precludes all such parties and their affiliates from acquiring any of our common shares other than through ST Holding.

*Change of Control Provision*

The STH Shareholders Agreement provides for tag-along rights, pre-emptive rights, and provisions with respect to a change of control of any of the STH Shareholders or any controlling shareholder of Bpifrance, on the one hand, and the Italian Ministry of the Economy and Finance, on the other hand. The STH Shareholders may transfer shares of ST Holding and/or Bpifrance, as applicable, to any of their respective affiliates, which could include entities ultimately controlled by the Italian Government or the French Government.

*Preference Shares*

We have an option agreement with an independent foundation, Stichting Continuïteit ST (the "Stichting"), whereby the Stichting can acquire a maximum of 540,000,000 preference shares in the event of actions which the board of the Stichting determines would be contrary to our interests, our shareholders and our other stakeholders and which in the event of a creeping acquisition or an unsolicited offer for our common shares are not supported by our Supervisory and Managing Boards. If the Stichting exercises its call option and acquires preference shares, it must pay at least 25% of the par value of such preference shares. The preference shares may remain outstanding for no longer than two years.

No preference shares have been issued to date. The effect of the preference shares may be to deter potential acquirers from effecting an unsolicited acquisition resulting in a change of control as well as to create a level-playing field in the event actions which are considered hostile by our Supervisory and Managing Boards, as described above, occur and which the board of the Stichting determines to be contrary to our interests and our shareholders and other stakeholders. In addition, any issuance of additional capital within the limits of our authorized share capital, as approved by our shareholders, is subject to approval by our Supervisory Board, other than pursuant to an exercise of the call option granted to the Stichting.

*Related Party Transactions*

See Note 28 to our Consolidated Financial Statements, incorporated herein by reference, for transactions with significant related parties, which also include transactions between us and our equity method investments.

**Item 8. Financial Information**

**Consolidated Statements and Other Financial Information**

Please see "Item 18. Financial Statements" for a list of the financial statements filed with this Form 20-F.

**Legal Proceedings**

For a description of our material pending legal proceedings, please see Note 26 "Commitments, Contingencies, Claims and Legal Proceedings" to our Consolidated Financial Statements, which is incorporated herein by reference.

**Dividend Policy**

Our dividend policy 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 an 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. The Supervisory Board, upon the proposal of the Managing Board, decides or proposes on an 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”.

On May 28, 2025, our shareholders approved a cash dividend of US$0.36 per outstanding share of our common stock, which was distributed in quarterly installments of US$0.09 in each of the second, third and fourth quarters of 2025 and will also be distributed in the first quarter of 2026. Future dividends, if any, and their timing and amounts may be affected by our accumulated profits, our capacity to generate cash flow, our financial situation, the general economic situation and prospects and any other factors that the Supervisory Board, upon the recommendation of our Managing Board, shall deem important. For a history of dividends paid by us to our shareholders in the past three years, see Note 18 to our Consolidated Financial Statements “Shareholders’ Equity – Dividends”.

**Item 9. Listing**

**Market Information**

Our common shares are traded on the NYSE under the symbol “STM” and CUSIP #861012102, are listed on the compartment A (large capitalizations) of Euronext Paris under the ISIN Code NL0000226223 and are traded on the Borsa Italiana. On August 4, 2020, ST issued a $1.5 billion dual-tranche offering of new 2020 Senior Unsecured Convertible Bonds due 2025 and 2027 that trade on the Frankfurt Stock Exchange.

The first tranche of $750 million of this Senior Unsecured Convertible Bond was reimbursed on August 4, 2025. Our common shares are included in the CAC 40, a free float market capitalization weighted index that reflects the performance of the 40 most capitalized and traded shares listed on Euronext Paris, and is the most widely used indicator of the Paris stock market. Our common shares are included in the FTSE MIB Index, which is the primary benchmark Index for the Italian equity markets and measures the performance of 40 highly liquid, leading companies across ICB sectors in Italy seeking to replicate the broad sector weights of the Italian stock market.

Of the 638,063,398 common shares publicly listed and outstanding as of December 31, 2025, not including shares held directly by ST Holding or treasury shares, 96,386,055, or 15.1%, were registered in the common share registry maintained on our behalf in New York and listed and traded on the NYSE, and 541,677,343 or 84.9% were listed on Euroclear France and traded on Euronext Paris and on the Borsa Italiana in Milan.

**Item 10. Additional Information**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

We were incorporated under the laws of The Netherlands by deed of May 21, 1987 and are registered with the trade register (*handelsregister*) of the Dutch Chamber of Commerce (*Kamer van Koophandel*) under no. 33194537. Set forth below is a summary of certain provisions of our Articles of Association and relevant Dutch law. The summary below does not purport to be complete and is

qualified in its entirety by reference to our Articles of Association, most recently amended on May 22, 2024, and relevant Dutch law.

*Object and Purposes (Article 2)*

The objects of our company is to participate in or take, in any manner, any interests in other business enterprises; to manage such enterprises; to carry on business in semiconductor and electronic devices; to take and grant licenses and other industrial property interests; to assume commitments in the name of any enterprises with which we may be associated within a group of companies; to take financial interests in such enterprises and to take any other action, such as but not limited to the granting of securities or the undertaking of obligations on behalf of third parties, which in the broadest sense of the term, may be related or contribute to the aforementioned objects.

*Supervisory Board Members*

Our Articles of Association do not include any provisions related to a Supervisory Board member's:

- power to vote on proposals, arrangements or contracts in which such member is materially interested;
- power, in the absence of an independent quorum, to vote on compensation to themselves or any members of the Supervisory Board;
- borrowing powers exercisable by the directors and how such borrowing powers can be varied;
- mandatory retirement age; or
- number of owned shares in our company required to qualify as a Supervisory Board member.

Our Supervisory Board charter and Dutch law, however, explicitly prohibit members of our Supervisory Board from participating in discussions and voting on matters where they have a conflict of interest. If our entire Supervisory Board has a conflict of interest, our shareholders' meeting is the competent corporate body to adopt the relevant resolution. Our Articles of Association provide that our shareholders' meeting must adopt the compensation of our Supervisory Board members. Neither our Articles of Association nor our Supervisory Board charter has a requirement or policy that Supervisory Board members hold a minimum number of our common shares.

We have balanced participation by men and women on our Supervisory Board and currently, our Supervisory Board comprises nine members of which 4 are female and 5 are male.

*Distribution of Profits (Articles 37, 38, 39 and 40)*

Subject to certain exceptions, dividends may only be paid out of the profits as shown in our adopted annual accounts. Our profits must first be used to set up and maintain reserves required by Dutch law and our Articles of Association. Subsequently, if any of our preference shares are issued and outstanding, preference shareholders shall be paid a dividend, which will be a percentage of the paid up part of the par value of their preference shares. Our Supervisory Board may then, upon proposal of our Managing Board, also establish reserves out of our annual profits. The portion of our annual profits that remains after the establishment or maintenance of reserves and the payment of a dividend to our preference shareholders is at the disposal of our shareholders' meeting. No distribution may be made to our shareholders when the equity after such distribution is or becomes inferior to the fully-paid share capital, increased by the legal reserves. Our preference shares are cumulative by nature, which means that if in a financial year the dividend or the preference shares cannot be (fully) paid, the deficit must first be paid in the following financial year(s).

Our Supervisory Board independently as well as our shareholders' meeting, upon the proposal of our Supervisory Board, may each declare distributions out of our share premium reserve and other

reserves available for shareholder distributions under Dutch law. Pursuant to a resolution of our Supervisory Board, distributions adopted by the shareholders' meeting may be fully or partially made in the form of our new shares to be issued. Our Supervisory Board may, subject to certain statutory provisions, make one or more interim distributions in respect of any year before the accounts for such year have been adopted at a shareholders' meeting. Rights to cash dividends and distributions that have not been collected within five years after the date on which they became due and payable shall revert to us.

For the history of dividends paid by us to our shareholders in the past five years, see Note 18 to our Consolidated Financial Statements.

*Notice Convening the Shareholders' Meeting (Articles 25, 26, 27, 28 and 29)*

Our ordinary shareholders' meetings are held at least annually, within six months after the close of each financial year, in The Netherlands. Extraordinary shareholders' meetings may be held as often as our Supervisory Board deems necessary, and must be held upon the written request of registered shareholders or other persons entitled to attend shareholders' meetings of at least 10% of the total issued share capital to our Managing Board or our Supervisory Board specifying in detail the business to be dealt with. Such written requests may not be submitted electronically.

The notice convening the shareholders' meeting shall be given in such manner as shall be authorized or required by law with due observance of the statutory notice period, which is currently 42 days prior to the meeting.

One or more shareholders or other persons entitled to attend shareholders' meetings representing at least one-tenth of our issued share capital may, provided that the request was made at least five days prior to the date of convocation of the meeting, request proposals to be included on the agenda. Furthermore, a request that a proposal be included on the agenda can be made in writing to our Managing Board within sixty days of a meeting by persons who are entitled to attend our shareholders' meetings who, solely or jointly, represent at least 1% of our issued share capital or a market value of at least €50 million. The aforementioned requests may not be submitted electronically and must comply with conditions stipulated by our Managing Board, subject to the approval of our Supervisory Board, which shall be posted on our website. Pursuant to Dutch law a shareholder requesting discussion of an agenda item must disclose to us its entire beneficial interest (long and short position) and we are required to disclose this information on our website.

We are exempt from the proxy solicitation rules under the United States Securities Exchange Act of 1934. Euroclear France will provide notice of shareholders' meetings to, and compile voting instructions from, holders of shares held directly or indirectly through Euroclear France. The Depository Trust Company ("DTC") will provide notice of shareholders' meetings to holders of shares held directly or indirectly through DTC and the New York Transfer Agent and Registrar will compile voting instructions. In order for holders of shares held directly or indirectly through Euroclear France to attend shareholders' meetings in person, such holders must withdraw their shares from Euroclear France and have such shares registered directly in their name or in the name of their nominee. In order for holders of shares held directly or indirectly through DTC to attend shareholders' meetings of shareholders in person, such holders need not withdraw such shares from DTC but must follow rules and procedures established by the New York Transfer Agent and Registrar.

*Attendance at Shareholders' Meetings and Voting Rights (Articles 30, 31, 32, 33 and 34)*

Each share is entitled to one vote.

All shareholders and other persons entitled to attend shareholders' meetings may attend in person or be represented by a person holding a written proxy. Shareholders and other persons entitled to vote, may do so pursuant to our Articles of Association. Subject to the approval of our Supervisory Board, our Managing Board may resolve to facilitate the use of electronic means of communication in relation to the participation and voting in shareholders' meetings. Dutch law prescribes a fixed registration date of 28 days prior to the shareholders' meeting, which means that shareholders and other persons entitled to attend shareholders' meetings are those persons who

have such rights at the 28th day prior to the shareholders' meeting and, as such, are registered in a register designated by our Managing Board, regardless of who is a shareholder or otherwise a person entitled to attend shareholders' meetings at the time of the meeting if a registration date would not be applicable. In the notice convening the shareholders' meeting, the time of registration must be mentioned as well as the manner in which shareholders and other persons entitled to attend shareholders' meetings can register themselves and the manner in which they can exercise their rights.

All matters regarding admittance to the shareholders' meeting, the exercise of voting rights and the result of voting, as well as any other matters regarding the business of the shareholders' meeting, shall be decided upon by the chairman of that meeting, in accordance with the requirements of Section 2:13 of the Dutch Civil Code.

Our Articles of Association allow for separate meetings for holders of common shares and for holders of preference shares. At a meeting of holders of preference shares at which the entire issued capital of shares of such class is represented, valid resolutions may be adopted even if the requirements in respect of the place of the meeting and the giving of notice have not been observed, provided that such resolutions are adopted by unanimous vote. Also, valid resolutions of preference shareholder meetings may be adopted outside a meeting if all persons entitled to vote on our preference shares indicate in writing that they vote in favor of the proposed resolution, provided that no depositary receipts for preference shares have been issued with our cooperation.

*Authority of our Shareholders' Meeting (Articles 12, 16, 19, 25, 28, 32 and 41)*

Our AGM may decide upon (i) the discharge of the members of our Managing Board for their management during the past financial year and the discharge of the members of our Supervisory Board for their supervision during the past financial year; (ii) the adoption of our statutory annual accounts and the distribution of dividends; (iii) the appointment of the members of our Supervisory Board and our Managing Board; and (iv) any other resolutions listed on the agenda.

Furthermore, our shareholders' meeting has to approve resolutions of our Managing Board regarding a significant change in the identity or nature of us or our enterprise, including in any event (i) transferring our enterprise or practically our entire enterprise to a third-party, (ii) entering into or canceling any long-term cooperation between us or a subsidiary of us and any other legal person or company or as a fully liable general partner of a limited partnership or a general partnership, provided that such cooperation or the cancellation thereof is of essential importance to us, and (iii) us or a subsidiary of us acquiring or disposing of a participating interest in the capital of a company with a value of at least one-third of our total assets according to our consolidated balance sheets and notes thereto in our most recently adopted annual accounts.

Our Articles of Association may only be amended (and our liquidation can only be decided on) if amendments are proposed by our Supervisory Board and approved by a simple majority of the votes cast at a shareholders' meeting at which at least 15% of the issued and outstanding share capital is present or represented. The complete proposal for the amendment (or liquidation) must be made available for inspection by the shareholders and the other persons entitled to attend shareholders' meetings at our offices as from the day of the notice convening such meeting until the end of the meeting. Any amendment of our Articles of Association that negatively affects the rights of the holders of a certain class of shares requires the prior approval of the meeting of holders of such class of shares.

*Quorum and Majority (Articles 4, 13 and 32)*

Unless otherwise required by our Articles of Association or Dutch law, resolutions of shareholders' meetings require the approval of a majority of the votes cast at a meeting at which at least 15% of the issued and outstanding share capital is present or represented, subject to the provisions explained below. We may not vote our common shares held in treasury. Blank and invalid votes shall not be counted.

A quorum of shareholders, present or represented, holding at least half of our issued share capital, is required to dismiss a member of our Managing Board, unless the dismissal is proposed by our Supervisory Board. In the event of the lack of a quorum, a second shareholders' meeting must be held within four weeks, with no applicable quorum requirement. Any decision or authorization by the shareholders' meeting which has or could have the effect of excluding or limiting preferential subscription rights must be taken by a majority of at least two-thirds of the votes cast, if at the shareholders' meeting less than 50% of the issued and outstanding share capital is present or represented. Otherwise such a resolution can be taken by a simple majority at a meeting at which at least 15% of the issued and outstanding share capital is represented.

*Disclosure of holdings and capital interest under Dutch Law*

Holders of our shares (including certain comparable instruments, such as instruments with a value (partly) dependent on shares or distributions on shares, or contracts creating an economic position similar to shares) or voting rights (including potential interests, such as via options or convertible bonds) may have disclosure obligations under Dutch law. Any person or entity whose direct or indirect interest in our share capital or voting rights (including potential interest) reaches, exceeds or falls below a certain threshold must make a disclosure to the AFM immediately. The threshold percentages are 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%. If a person's direct or indirect interest in the share capital or voting rights passively reaches, exceeds or falls below the abovementioned thresholds (e.g. as a result of a change in the capital of the company), the person in question must give notice to the AFM no later than the fourth trading day after the AFM has published the change in the share capital and/or voting rights in the public register. In addition, a notification requirement applies in respect of shares with special statutory rights (e.g. priority shares), regardless of the abovementioned percentages.

Furthermore, each person who is or ought to be aware that the substantial holding he holds in the Company, reaches, exceeds or falls below any of the abovementioned thresholds vis-à-vis his most recent notification to the AFM, which change relates to the composition of the notification as a result of certain acts (e.g. (i) the exchange of certain financial instruments for shares or depositary receipts for shares, (ii) the exchange of shares for depositary receipts for shares, or (iii) as a result of the exercise of rights pursuant to a contract for the acquisition of voting rights) must give notice to the AFM no later than the fourth trading day after he became or ought to be aware of this change.

For the purpose of calculating the percentage of capital interest or voting rights, among others, the following interests must be taken into account: (i) those directly held by him; (ii) those held by his controlled undertakings for purposes of the Dutch Financial Supervision Act; (iii) shares held by a third-party for such person's account and the votes such third-party may exercise; (iv) the votes held by a third-party if such person has concluded an oral or written voting agreement with such party which provides for a lasting common policy on voting; (v) the votes held by a third-party if such person has concluded an oral or written agreement with such party which provides for a temporary and paid transfer of the votes; and (vi) the votes which a person may exercise as a proxy but in his own discretion. A person who has a 3% or larger interest in the share capital or voting rights and who ceases to be a controlled undertaking must without delay notify the AFM. As of that moment, all notification obligations under the Dutch Financial Supervision Act will become applicable to the former controlled undertaking itself. The management company of a common fund (beleggingsfonds) shall be deemed to have the disposal of the shares held by the depositary and the related voting rights. The depositary of a common fund shall be deemed not to have the disposal of shares or voting rights. Furthermore, special rules apply to the attribution of the ordinary shares which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct in respect of our shares can also be subject to a notification obligation if such person has, or can acquire, the right to vote on our shares. If a pledgor or usufructuary acquires such voting rights, this may also trigger a notification obligation for the holder of our shares. A person is also deemed to hold shares if he has a financial instrument (i) whose rise in value depends in part on the rise in value of the underlying shares or on dividend or other payments on those shares (in other words, a long position must be held in those shares), and (ii) which does not entitle him to acquire shares in a listed company (i.e., it is a cash-settled financial instrument). In addition, a person who may, by virtue of an option, be obliged to buy shares in a listed company is also equated with a shareholder. Moreover, a person who

has entered into a contract (other than a cash-settled financial instrument) that gives him an economic position comparable to that of a shareholder in a listed company is also deemed to hold shares for the purposes of the disclosure obligation.

The holder of a financial instrument representing a short position in our shares is required to notify the AFM if such short position, expressed in a capital percentage, reaches or crosses a threshold percentage. The threshold percentages are the same as referred to above in this section. Short position refers to the gross short position (i.e., a long position held by the holder cannot be offset against the short position). There is also a requirement to notify the AFM of the net short position (i.e., long positions are offset against short positions) if such short position, expressed in a capital percentage, reaches or crosses a threshold percentage; The threshold percentages are 0.2% and each 0.1% above that. Notifications as of 0.5% and each 0.1% above that will be published by the AFM. The notification shall be made no later than 3:30 pm CET on the following trading day.

Under Dutch law, the members of our Managing Board and each of the members of our Supervisory Board must without delay notify the AFM of any changes in his interest or potential interest in our share capital or voting rights. Under the European Market Abuse Regulation, the members of our Managing Board, the members of the Executive Committee and each of the members of our Supervisory Board, as well as any other person who would have the power to take managerial decisions affecting the future developments and business prospects of the Company having regular access to inside information relating, directly or indirectly, to the Company, must notify the AFM of any transactions conducted for his or her own account relating to the shares or in financial instruments the value of which is also based on the value of the shares. In addition, certain persons who are closely associated with members of our Managing Board, the Executive Committee and Supervisory Board or any of the other persons as described above, are required to notify the AFM of any transactions conducted for their own account relating to the shares or in financial instruments the value of which is also based on the value of the shares.

The AFM publishes all notifications on its public website (www.afm.nl). Non-compliance with the notification obligations under European or Dutch law can lead to imprisonment or criminal fines, or administrative fines or other administrative sanctions. In addition, non-compliance with these notification obligations may lead to civil sanctions, including, without limitation, suspension of the voting rights attaching to our shares held by the offender for a maximum of three years, (suspension and) nullification of a resolution adopted by our shareholders' meeting (if it is likely that such resolution would not have been adopted if the offender had not voted) and a prohibition for the offender to acquire our shares or votes for a period of no more than five years. Shareholders are advised to consult with their own legal advisers to determine whether notification obligations apply to them.

*Share Capital (Articles 4, 5 and 6)*

Our shares may not be issued at less than their par value. Our common shares must be fully paid up at the time of their issuance. Our preference shares must be paid up for at least 25% of their par value at the time of their issuance (and the remaining 75% if and when requested by our Managing Board). Our authorized share capital is not restricted by redemption provisions, sinking fund provisions or liability to further capital calls by us. Our Articles of Association allows for the acquisition of own shares and the cancellation of shares.

Type II shares are common shares in the form of an entry in our shareholders register with the issue of a share certificate consisting of a main part without a dividend coupon. In addition to type II shares, type I shares are available. Type I shares are common shares in the form of an entry in our shareholders register without the issue of a share certificate. Type II shares are only available should our Supervisory Board decide to offer them. Our preference shares are in the form of an entry in our shareholders register without issue of a share certificate.

Non-issued authorized share capital, which is different from issued share capital, allows us to proceed with capital increases excluding the preemptive rights, upon our Supervisory Board's decision. Other securities in circulation which give access to our share capital include (i) the options giving the right to subscribe to our shares granted to our employees, including the members of our

Managing Board and our senior managers; (ii) the options giving the right to subscribe to our shares granted in the past to the members of our Supervisory Board, its secretaries and controllers, as described in “Item 6. Directors, Senior Management and Employees”; (iii) our bonds; and (iv) the option giving the right to subscribe to our preference shares to Stichting Continuïteit ST. See “Item 7. Major Shareholders and Related Party Transactions”. We do not have securities not representing our share capital.

Our shareholders’ meeting, upon proposal and on the terms and conditions set by our Supervisory Board, has the power to issue shares and rights to subscribe for shares. The shareholders’ meeting may authorize our Supervisory Board, for a period of no more than five years, to issue shares and rights to subscribe for shares and to determine the terms and conditions of such issuances.

Each holder of common shares has a pro rata preemptive right to subscribe to an offering of common shares issued for cash in proportion to the number of common shares which he owns. There is no preemptive right with respect to an offering of shares for non-cash consideration, with respect to an offering of shares to our employees or to the employees of one of our subsidiaries, or with respect to preference shares.

Our shareholders’ meeting, upon proposal by our Supervisory Board, has the power to limit or exclude preemptive rights in connection with new issuances of shares. Such a resolution of the shareholders’ meeting must be taken with a majority of at least two-thirds of the votes cast if at such shareholders’ meeting less than 50% of the issued and outstanding share capital is present or represented. Otherwise such a resolution can be taken by a simple majority of the votes cast at a shareholders’ meeting at which at least 15% of our issued and outstanding share capital is present or represented. Our shareholders’ meeting may authorize our Supervisory Board, for a period of no more than five years, to limit or exclude preemptive rights.

*Acquisition of Shares in Our Own Share Capital (Article 5)*

We may acquire our own shares, subject to certain provisions of Dutch law and of our Articles of Association. Share acquisitions may be effected by our Managing Board, subject to the approval of our Supervisory Board, only if the shareholders’ meeting has authorized our Managing Board to effect such repurchases, which authorization may apply for a maximum period of 18 months. We may not vote shares we hold in treasury. Our purchases of our own shares are subject to acquisition price conditions as authorized by our shareholders’ meeting. Our Articles of Association provide that we shall be able to acquire shares in our own share capital in order to transfer these shares under employee stock option or stock purchase plans, without an authorization of our shareholders’ meeting.

Upon the proposal of our Supervisory Board, our shareholders’ meeting may, in accordance with the legal provisions, reduce our issued capital by canceling the shares that we hold in treasury, by reducing the par value of the shares or by canceling our preference shares.

*Liquidation Rights (Articles 42 and 43)*

In the event of our dissolution and liquidation, after payment of all debts and liquidation expenses, the holders of preference shares if issued, would receive the paid up portion of the par value of their preference shares. Any assets then remaining shall be distributed among the registered holders of common shares in proportion to the par value of their shareholdings.

*Limitations on Right to Hold or Vote Shares*

There are currently no limitations imposed by Dutch law or by our Articles of Association on the right of non-resident holders to hold or vote the shares.

**C. Material Contracts**

On February 6, 2026, ST issued warrants to Amazon Web Services ("AWS") for the acquisition of up to 24.8 million ordinary shares of ST. The warrants will vest in tranches over the term of the agreement, with vesting substantially tied to payments for ST products and services purchased by AWS and its affiliates. AWS may exercise the warrants in one or more transactions over a seven-year period from the issue date at an initial exercise price of $28.38. See “Item 19. Exhibits — Exhibit 4.1. Warrant to Purchase Ordinary Shares, dated February 6, 2026, issued to Amazon.com, Inc." and Note 29 to our Consolidated Financial Statements.

### D. Exchange Controls

None.

### E. Taxation

**Dutch Taxation**

*This section only outlines certain material Dutch tax consequences of the acquisition, holding and disposal of our common shares. This section does not purport to describe all possible tax considerations or consequences that may be relevant to a holder or prospective holder of common shares and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as trusts or similar arrangements) may be subject to special rules. In view of its general nature, this section should be treated with corresponding caution.*

Tax matters are complex, and the tax consequences of the acquisition, holding and disposal to a particular holder of common shares will depend in part on such holder’s circumstances. Accordingly, you are urged to consult your own tax advisor for a full understanding of the tax consequences of the acquisition, holding and disposal to you, including the applicability and effect of Dutch tax laws.

Where in this section English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this section the terms “The Netherlands” and “Dutch” are used, these refer solely to the European part of the Kingdom of The Netherlands.

This section assumes that we are organized, and that our business will be conducted, in the manner outlined in this Form 20-F. A change to such organizational structure or to the manner in which we conduct our business may invalidate the contents of this section, which will not be updated to reflect any such change.

*This section does not describe any Dutch tax considerations or consequences arising from the Dutch Minimum Tax Act 2024 (Wet minimumbelasting) 2024; the Dutch implementation of Directive (EU) 2022/2523 of 14 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the European Union, which may be relevant for a particular holder.*

Please note that this section does not describe the Dutch tax consequences for a holder of our common shares:

(i) who may be deemed an owner of our common shares for Dutch tax purposes pursuant to specific statutory attribution rules in Dutch tax law;

(ii) who has a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in us under the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*). Generally, a holder is considered to hold a substantial interest in us if such holder alone or, in the case of an individual, together with such holder’s partner for Dutch income tax purposes, or any relatives by blood or marriage in the direct line (including foster-children), directly or indirectly, holds (i) an interest of 5% or more of the total issued and outstanding capital of us or of 5% or more of the issued and outstanding capital of a certain

class of shares; or (ii) rights to acquire, directly or indirectly, such interest; or (iii) certain profit sharing rights that relate to 5% or more of our annual profits or to 5% or more of our liquidation proceeds. A deemed substantial interest may arise if a substantial interest (or part thereof) in has been disposed of, or is deemed to have been disposed of, on a non-recognition basis;

(iii) if the common shares held by such holder qualify or qualified as a participation (*deelneming*) for purposes of the Dutch Corporate Income Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*). Generally, a holder's shareholding of, or right to acquire, 5% or more in our nominal paid-up share capital qualifies as a participation. A holder may also have a participation if (a) such holder does not have a shareholding of 5% or more but a related entity (statutorily defined term) has a participation or (b) we are a related entity (statutorily defined term);

(iv) which is or who is entitled to the dividend withholding tax exemption (*inhoudingsvrijstelling*) with respect to any profits derived from the common shares (as defined in Article 4 of the Dutch Dividend Withholding Tax Act 1965 (*Wet op de dividendbelasting*)). Generally, a holder of common shares may be entitled or required to apply, subject to certain other requirements, the dividend withholding tax exemption if it is an entity and holds an interest of 5% or more in our nominal paid-up share capital;

(v) pension funds, investment institutions (*fiscale beleggingsinstellingen*) and tax exempt investment institutions (*vrijgestelde beleggingsinstellingen*) (each as defined in the Dutch Corporate Income Tax Act 1969) and other entities that are, in whole or in part, not subject to or exempt from Dutch corporate income tax, entities that have a function comparable to an investment institution or a tax exempt investment institution, as well as entities that are exempt from corporate income tax in their country of residence, such country of residence being another state of the EU, Norway, Liechtenstein, Iceland or any other state with which The Netherlands has agreed to exchange information in line with international standards;

(vi) if such holder is an individual for whom the common shares or any benefit derived from the common shares is a remuneration or deemed to be a remuneration for (employment) activities performed by such holder or certain individuals related to such holder (as defined in the Dutch Income Tax Act 2001); and

(vii) that is an entity resident in Aruba, Curaçao, or Sint Maarten, conducting a business through a permanent establishment (*vaste inrichting*) or permanent representative (*vaste vertegenwoordiger*) in Bonaire, Sint Eustatius, or Saba, to which the common shares are attributable.

***Dividend withholding tax***

Dividends distributed by us are generally subject to Dutch dividend withholding tax at a rate of 15%. Generally, we are responsible for the withholding of such dividend withholding tax at source; the Dutch dividend withholding tax is for the account of the holder of common shares.

The expression “dividends distributed” includes, but is not limited to:

- distributions in cash or in kind, deemed and constructive distributions and repayments of paid-in capital not recognized for Dutch dividend withholding tax purposes;

- liquidation proceeds, proceeds from the redemption of common shares or proceeds from the repurchase of common shares (other than as temporary portfolio investment; *tijdelijke belegging*) by us or one of our subsidiaries or other affiliated entities, in each case to the extent such proceeds exceed the average paid-in capital of those common shares as recognized for Dutch dividend withholding tax purposes;

- an amount equal to the nominal value of the common shares issued or an increase of the nominal value of the common shares, to the extent that no related contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and

- partial repayment of the paid-in capital, recognized for Dutch dividend withholding tax purposes, if and to the extent that we have "net profits" (*zuivere winst*), unless (i) our general meeting of shareholders has resolved in advance to make such repayment and (ii) the nominal value of the common shares concerned has been reduced by an equal amount by way of an amendment to our articles of association. The term "net profits" includes anticipated profits that have yet to be realized.

Corporate legal entities that are resident or deemed to be resident of The Netherlands for Dutch corporate income tax purposes ("Dutch Resident Entities") generally are entitled to an exemption from, or a credit for, any Dutch dividend withholding tax against their Dutch corporate income tax liability. The credit in any given year is, however, limited to the amount of Dutch corporate income tax payable in respect of the relevant year with an indefinite carry forward of any excess amount. Individuals who are resident or deemed to be resident of The Netherlands for Dutch personal income tax purposes ("Dutch Resident Individuals") generally are entitled to a credit for any Dutch dividend withholding tax against their Dutch personal income tax liability and to a refund of any residual Dutch dividend withholding tax. The above generally also applies to holders of common shares that are neither resident nor deemed to be resident of The Netherlands ("Non-Resident Holders") if the common shares are attributable to a Dutch permanent establishment of such Non-Resident Holder.

A holder of common shares resident of a country other than The Netherlands may, depending on such holder's specific circumstances, be entitled to exemptions from, reduction of, or full or partial refund of, Dutch dividend withholding tax under Dutch domestic tax law, EU law, or treaties for the avoidance of double taxation in effect between The Netherlands and such other country.

*Dividend stripping*

According to "Dutch domestic anti-dividend stripping" rules, no credit against Dutch tax, exemption from, reduction, or refund of Dutch dividend withholding tax will be granted if the recipient of the dividends we paid is not considered the beneficial owner (*uiteindelijk gerechtigde*; as described in the Dutch Dividend Withholding Tax Act 1965) of those dividends. This legislation generally targets situations in which a shareholder retains its economic interest in shares but reduces the withholding tax costs on dividends by a transaction with another party. It is not required for these rules to apply that the recipient of the dividends is aware that a dividend stripping transaction took place. The Dutch State Secretary of Finance takes the position that the definition of beneficial ownership introduced by this legislation will also be applied in the context of a double taxation convention. The burden of proof with respect to beneficial ownership of dividends distributed by us rests on the Dutch tax authorities. If, however, a shareholder would receive dividends, including dividends on the common shares, in a calendar year in respect of which an aggregate amount of EUR 1,000 in Dutch dividend withholding tax would otherwise be due based on the rate of 15%, the burden of proof with respect to beneficial ownership of such dividends lies with the shareholder. Furthermore, for shares traded on a regulated market, including the common shares, it has been codified that the record date is used when determining the person who is entitled to the dividend.

*Conditional withholding tax on dividends*

In addition to the regular Dutch dividend withholding tax as described above, a Dutch conditional withholding tax will be imposed on dividends distributed by us to a Related Entity (as defined below), if such Related Entity:

(i) is considered to be resident (*gevestigd*) in a jurisdiction that is listed in the yearly updated Dutch Regulation on low-taxing states and non-cooperative jurisdictions for tax purposes (*Regeling laagbelastende staten en niet-coöperatieve rechtsgebieden voor belastingdoeleinden*) (a "Listed Jurisdiction"); or

(ii) has a permanent establishment located in a Listed Jurisdiction to which the common shares are attributable; or

(iii) holds the common shares with the main purpose or one of the main purposes of avoiding taxation for another person or entity and there is an artificial arrangement or transaction or a series of artificial arrangements or transactions; or

(iv) is not considered to be the beneficial owner of the common shares in its jurisdiction of residence because such jurisdiction treats another entity as the beneficial owner of the common shares (a hybrid mismatch); or

(v) is not resident in any jurisdiction (also a hybrid mismatch); or

(vi) is a reverse hybrid (within the meaning of Article 2(11) of the Dutch Corporate Income Tax Act 1969), if and to the extent (x) there is a participant in the reverse hybrid holding a Qualifying Interest in the reverse hybrid, (y) the jurisdiction of residence of such participant treats the reverse hybrid as transparent for tax purposes and (z) such participant would have been subject to the Dutch conditional withholding tax in respect of dividends distributed by us without the interposition of the reverse hybrid,

all within the meaning of the Dutch Withholding Tax Act 2021 (*Wet bronbelasting 2*021).

For purposes of this section:

- "Related Entity" means an entity (i) that has a Qualifying Interest in the Company or (ii) in which a third party has a Qualifying Interest if such third party also has a Qualifying Interest in the Company.

- "Qualifying Interest" means a direct or indirectly held interest – either by an entity individually or, if an entity is part of a Qualifying Unity, jointly – that enables such entity or such Qualifying Unity to exercise a definitive influence over another entity's decisions and allows it to determine that other entity's activities (as interpreted by the European Court of Justice in case law on the right of freedom of establishment (*vrijheid van vestiging*)).

- "Qualifying Unity" means entities acting together with the main purpose or one of the main purposes of avoiding Dutch conditional withholding tax at the level of any of those entities (*kwalificerende eenheid*).

The Dutch conditional withholding tax on dividends will be imposed at the highest Dutch corporate income tax rate in effect at the time of the distribution (2025: 25.8%). The Dutch conditional withholding tax on dividends will be reduced, but not below zero, by any regular Dutch dividend withholding tax withheld in respect of the same dividend distribution. As such, based on the currently applicable rates, the overall effective tax rate of withholding the regular Dutch dividend withholding tax (as described above) and the Dutch conditional withholding tax on dividends will not exceed the highest corporate income tax rate in effect at the time of the distribution (2025: 25.8%).

***Taxes on income and capital gains***

*Dutch Resident Entities*

Generally, if the holder of common shares is a Dutch Resident Entity, any income derived or deemed to be derived from the common shares or any capital gains realized on the disposal or deemed disposal of the common shares is subject to Dutch corporate income tax at a rate of 19% with respect to taxable profits up to €200,000 and 25.8% with respect to taxable profits in excess of that amount (rates and brackets for 2025).

*Dutch Resident Individuals*

If the holder of common shares is a Dutch Resident Individual, any income derived or deemed to be derived from the common shares or any capital gains realized on the disposal or deemed disposal of the common shares is subject to Dutch personal income tax at the progressive rates (with a maximum of 49.5% in 2025), if:

(i) the common shares are attributable to an enterprise from which the holder of common shares derives a share of the profit, whether as an entrepreneur (*ondernemer*) or as a person who has a co-entitlement to the net worth *(medegerechtigd tot het vermogen*) of such enterprise without being a shareholder (as defined in the Dutch Income Tax Act 2001); or

(ii) the holder of common shares is considered to perform activities with respect to the common shares that go beyond ordinary asset management (*normaal, actief vermogensbeheer)* or otherwise derives benefits from the common shares that are taxable as benefits from miscellaneous activities (*resultaat uit overige werkzaamheden*).

*Taxation of savings and investments*

If the above-mentioned conditions (i) and (ii) do not apply to the Dutch Resident Individual, the common shares will be subject to an annual Dutch income tax under the regime for savings and investments (*inkomen uit sparen en beleggen*). Taxation only occurs insofar the Dutch Resident Individual's net investment assets for the year exceed a statutory threshold (*heffingvrij vermogen*). The net investment assets for the year are the fair market value of the investment assets less the fair market value of the liabilities on January 1 of the relevant calendar year (reference date; *peildatum*). Actual income or capital gains realized in respect of the common shares are in principle not subject to Dutch income tax.

The Dutch Resident Individual's assets and liabilities taxed under this regime, including the common shares, are allocated over the following three categories: (a) bank savings (*banktegoeden*), (b) other investments (*overige bezittingen*), including the common shares, and (c) liabilities (*schulden*). The taxable benefit for the year (*voordeel uit sparen en beleggen*) is equal to the product of (x) the total deemed return divided by the sum of bank savings, other investments and liabilities and (b) the sum of bank savings, other investments and liabilities minus the statutory threshold, and is taxed at a flat rate of 36% (rate for 2025).

The deemed return applicable to other investments, including the common shares, is set at 5.88% for the calendar year 2025. Transactions in the three-month period before and after January 1 of the relevant calendar year implemented to arbitrate between the deemed return percentages applicable to bank savings, other investments and liabilities will for this purpose be ignored if the holder of common shares cannot sufficiently demonstrate that such transactions are implemented for other than tax reasons.

On June 6 and 14, 2024, the Dutch Supreme Court (*Hoge Raad*) ruled that the Dutch income tax regime for savings and investments as described above (the “Box 3 Regime”) in certain specific circumstances contravenes with Section 1 of the First Protocol to the European Convention on Human Rights in combination with Section 14 of the European Convention on Human Rights (the “Rulings”). In the Rulings, the Dutch Supreme Court introduced a rebuttal provision (*tegenbewijsregeling*) pursuant to which taxpayers have the possibility to demonstrate that the actual return realized by the taxpayer in respect of their investments assets (as calculated in line with the rules as set out in the Rulings), is less than the deemed return realized by the taxpayer in respect of those assets (as calculated in accordance with the rules of the Box 3 Regime). The rebuttal provision introduced by the Dutch Supreme Court as well as the rules set out in the Rulings have been implemented in Dutch tax law pursuant to the Dutch Box 3 Rebuttal Scheme Act (*Wet tegenbewijsregeling box 3*). If the taxpayer successfully demonstrates that the actual return is less than the deemed return (using a standardized form), the taxpayer will be taxed on the actual return instead of the deemed return. The Dutch Box 3 Rebuttal Scheme Act offers a temporary solution until a new Box 3 regime is introduced, which is expected as of 1 January 2028 at the earliest.

Holders of common shares are advised to consult their own tax advisor to ensure that the tax in respect of the common shares is levied in accordance with the applicable Dutch tax rules at the relevant time.

*Non-Resident Holders*

A holder of common shares that is neither a Dutch Resident Entity nor a Dutch Resident Individual will not be subject to Dutch income tax in respect of income derived or deemed to be derived from the common shares or in respect of capital gains realized on the disposal or deemed disposal of the common shares, provided that:

(i) such holder does not have an interest in an enterprise or deemed enterprise (as defined in the Dutch Income Tax Act 2001 and the Dutch Corporate Income Tax Act 1969, as applicable) which, in whole or in part, is either effectively managed in The Netherlands or carried on through a permanent establishment, a deemed permanent establishment or a permanent representative in The Netherlands and to which enterprise or part of an enterprise the common shares are attributable; and

(ii) in the event the holder is an individual, such holder does not carry out any activities in The Netherlands with respect to the common shares that go beyond ordinary asset management and does not otherwise derive benefits from the common shares that are taxable as benefits from miscellaneous activities in The Netherlands.

If you are neither a Dutch Resident Individual nor a Dutch Resident Entity, you will for Dutch tax purposes not carry on or be deemed to carry on an enterprise, in whole or in part, through a permanent establishment or a permanent representative in The Netherlands by reason only of acquisition or holding of the common shares.

***Gift and inheritance taxes***

*Residents of The Netherlands*

Gift or inheritance taxes will arise in The Netherlands with respect to a transfer of common shares by way of a gift by, or on the death of, a holder of common shares who is resident or deemed resident of The Netherlands at the time of the gift or such holder's death.

*Non-Residents*

No gift or inheritance taxes will arise in The Netherlands with respect to a transfer of common shares by way of a gift by, or on the death of, a holder of common shares who is neither resident nor deemed to be resident of The Netherlands, unless:

(i) in the case of a gift of a common share by an individual who at the date of the gift was neither resident nor deemed to be resident of The Netherlands, such individual dies within 180 days after the date of the gift, while being resident or deemed to be resident of The Netherlands; or

(ii) in the case of a gift of a common shares is made under a condition precedent, the holder of common shares is resident or is deemed to be resident of The Netherlands at the time the condition is fulfilled; or

(iii) the transfer is otherwise construed as a gift or inheritance made by, or on behalf of, a person who, at the time of the gift or death, is or is deemed to be resident of The Netherlands.

For purposes of Dutch gift and inheritance taxes, amongst others, a person that holds the Dutch nationality will be deemed to be resident of The Netherlands if such person has been a resident of The Netherlands at any time during the ten years preceding the date of the gift or such person’s

death. Additionally, for purposes of Dutch gift tax, amongst others, a person not holding the Dutch nationality will be deemed to be resident of The Netherlands if such person has been a resident of The Netherlands at any time during the twelve months preceding the date of the gift. Applicable tax treaties may override deemed residency.

***Value added tax (VAT)***

No Dutch VAT will be payable by a holder of common shares in respect of any payment in consideration for the holding or disposal of the common shares.

***Stamp Duties***

No Dutch documentation taxes (commonly referred to as stamp duties) will be payable by a holder of common shares in respect of any payment in consideration for the holding or disposal of the common shares.

**United States Federal Income Taxation**

The following discussion is a general summary of the material U.S. federal income tax consequences to a U.S. holder (as defined below) of the ownership and disposition of our common shares. You are a U.S. holder only if you are a beneficial owner of common shares:

- that is, for U.S. federal income tax purposes, (a) a citizen or individual resident of the United States, (b) a U.S. domestic corporation or a U.S. domestic entity taxable as a corporation, (c) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (d) a trust, if a court within the United States can exercise primary supervision over the administration of the trust and one or more U.S. persons are authorized to control all substantial decisions of the trust;

- that owns, directly, indirectly or by attribution, less than 10% of our voting power or outstanding share capital;

- that holds the common shares as capital assets;

- whose functional currency for U.S. federal income tax purposes is the U.S. dollar;

- that is a resident of the United States and not also a resident of The Netherlands for purposes of the United States – The Netherlands Income Tax Treaty (the “U.S./NL Income Tax Treaty”);

- that is entitled, under the “limitation on benefits” provisions contained in the U.S./NL Income Tax Treaty, to the benefits of the U.S./NL Income Tax Treaty; and

- that does not have a permanent establishment or fixed base in The Netherlands.

This summary does not discuss all of the tax consequences that may be relevant to you in light of your particular circumstances. Also, it does not address holders that may be subject to special rules including, but not limited to, U.S. expatriates, tax-exempt organizations, persons subject to the alternative minimum taxes, banks, securities broker-dealers, financial institutions, regulated investment companies, insurance companies, traders in securities who elect to apply a mark-to-market method of accounting, persons holding our common shares as part of a straddle, hedging or conversion transaction, or persons who acquired common shares pursuant to the exercise of employee stock options or otherwise as compensation. Because this is a general summary, you are advised to consult your own tax advisor with respect to the U.S. federal, state, local and applicable foreign tax consequences of the ownership and disposition of our common shares. In addition, you are advised to consult your own tax advisor concerning whether you are entitled to benefits under the U.S./NL Income Tax Treaty.

If a partnership (including for this purpose any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds common shares, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If you are a partner in a partnership that holds common shares, you are urged to consult your own tax advisor regarding the specific tax consequences of the ownership and the disposition of common shares.

This summary is based on the Internal Revenue Code of 1986, as amended, the U.S./NL Income Tax Treaty, judicial decisions, administrative pronouncements and existing, temporary and proposed Treasury regulations as of the date of this Form 20-F, all of which are subject to change or changes in interpretation, possibly with retroactive effect.

***Dividends***

In general, you must include the gross amount of distributions paid (including the amount of any Dutch taxes withheld from those distributions) to you by us with respect to the common shares in your gross income as foreign-source taxable dividend income. The amount of any distribution paid in foreign currency (including the amount of any Dutch withholding tax thereon) will be equal to the U.S. dollar value of the foreign currency on the date of actual or constructive receipt by you regardless of whether the payment is in fact converted into U.S. dollars at that time. Gain or loss, if any, realized on a subsequent sale or other disposition of such foreign currency generally will be U.S.-source ordinary income or loss. Special rules govern and specific elections are available to accrual method taxpayers to determine the U.S. dollar amount includible in income in the case of taxes withheld in a foreign currency. Accrual basis taxpayers are urged to consult their own tax advisers regarding the requirements and elections applicable in this regard.

Subject to applicable limitations, Dutch taxes withheld from a distribution paid to you at a rate not exceeding the rate provided in the U.S./NL Income Tax Treaty will be eligible for credit against your U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the common shares generally will constitute “passive category income” or in the case of certain U.S. holders, “general category income”. The use of foreign tax credits is subject to complex rules and limitations. In lieu of a credit, a U.S. holder who itemizes deductions may elect to deduct all of such holder’s foreign taxes in the taxable year. A deduction does not reduce tax on a dollar-for-dollar basis like a credit, but the deduction for foreign taxes is not subject to the same limitations applicable to foreign tax credits. You should consult your own tax advisor to determine whether and to what extent a credit would be available to you.

Certain non-corporate U.S. holders (including individuals) are eligible for reduced rates of U.S. federal income tax in respect of “qualified dividend income”. For this purpose, “qualified dividend income” generally includes dividends paid by a non-U.S. corporation if, among other things, the U.S. holders meet certain minimum holding period and other requirements and the non-U.S. corporation satisfies certain requirements, including either that (i) the shares of the non-U.S. corporation are readily tradable on an established securities market in the United States, or (ii) the non-U.S. corporation is eligible for the benefits of a comprehensive income tax treaty with the United States (such as the U.S./NL Income Tax Treaty) which provides for the exchange of information. We currently believe that dividends paid by us with respect to our common shares should constitute “qualified dividend income” for U.S. federal income tax purposes; however, this is a factual matter and subject to change. You are urged to consult your own tax advisor regarding the availability to you of a reduced dividend tax rate in light of your own particular situation. A dividends-received deduction will not be allowed with respect to dividends paid by us to corporate U.S. holders.

***Sale, Exchange or Other Disposition of Common Shares***

Upon a sale, exchange or other disposition of common shares, you generally will recognize capital gain or loss in an amount equal to the difference between the amount realized and your tax basis in the common shares, as determined in U.S. dollars. This gain or loss generally will be U.S.-source gain or loss, and will be treated as long-term capital gain or loss if you have held the common shares for more than one year. If you are an individual, capital gains generally will be subject to U.S.

federal income tax at preferential rates if specified minimum holding periods are met. The deductibility of capital losses is subject to significant limitations.

***Net Investment Income Tax***

Certain U.S. holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally will be subject to a 3.8% tax on "net investment income", including, among other things, dividends on, and gains from the sale or other taxable disposition of, our common shares, subject to certain limitations and exceptions. You should consult your own tax advisor regarding the effect, if any, of such tax on your ownership and disposition of our common shares.

***Passive Foreign Investment Company Status***

We believe that we should not be classified as a passive foreign investment company (a "PFIC") for U.S. federal income tax purposes for the year ended December 31, 2025 and we do not expect to become a PFIC in the foreseeable future. This conclusion is a factual determination that must be made annually at the close of each taxable year and therefore we can provide no assurance that we will not be a PFIC in our current or any future taxable year. If we were to be characterized as a PFIC for any taxable year, the tax on certain distributions on our common shares and on any gains realized upon the disposition of common shares may be materially less favorable than as described herein. In addition, if we were a PFIC in a taxable year in which we were to pay dividends or the prior taxable year, such dividends would not be "qualified dividend income" (as described above) and would be taxed at the higher rates applicable to other items of ordinary income. You should consult your own tax advisor regarding the application of the PFIC rules to your ownership of our common shares.

***U.S. Information Reporting and Backup Withholding***

Dividend payments with respect to our common shares and proceeds from the sale, exchange, retirement or other disposition of our common shares may be subject to information reporting to the U.S. Internal Revenue Service (the "IRS") and possible U.S. backup withholding. Backup withholding will not apply to you, however, if you furnish a correct taxpayer identification number and make any other required certification, or if you are otherwise exempt from backup withholding. U.S. persons required to establish their exempt status generally must provide certification on IRS Form W-9. Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

In addition, U.S. holders should be aware of annual reporting requirements with respect to the holding of certain foreign financial assets, including our common shares that are not held in an account maintained by certain types of financial institutions, if the aggregate value of all of such assets exceeds $50,000 (or $100,000 for married couples filing a joint return). You should consult your own tax advisor regarding the application of the information reporting and backup withholding rules to our common shares and the application of the annual reporting requirements to your particular situation.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

Any statement in this Form 20-F about any of our contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to this Form 20-F the contract

or document is deemed to modify the description contained in this Form 20-F. You must review the exhibits themselves for a complete description of the contract or document.

Our Articles of Association, the minutes of our AGM, reports of the auditors and other corporate documentation may be consulted by our Shareholders and any other individual authorized to attend the meetings at our head office at Schiphol Airport Amsterdam, The Netherlands, at the registered offices of the Managing Board in Geneva, Switzerland and at Crédit Agricole-Indosuez, 9, Quai du Président Paul-Doumer, 92400 Courbevoie, France.

You may review a copy of our filings with the U.S. Securities and Exchange Commission (the "SEC"), including exhibits and schedules filed with it, at the SEC's public reference facilities in Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information. In addition, the SEC maintains an internet site (www.sec.gov) that contains reports and other information regarding issuers that file electronically with the SEC. These SEC filings are also available to the public from commercial document retrieval services.

WE ARE REQUIRED TO FILE REPORTS AND OTHER INFORMATION WITH THE SEC UNDER THE SECURITIES EXCHANGE ACT OF 1934. REPORTS AND OTHER INFORMATION FILED BY U.S. WITH THE SEC MAY BE INSPECTED AND COPIED AT THE SEC'S PUBLIC REFERENCE FACILITIES DESCRIBED ABOVE OR THROUGH THE INTERNET (WWW.SEC.GOV). AS A FOREIGN PRIVATE ISSUER, WE ARE EXEMPT FROM THE RULES UNDER THE EXCHANGE ACT PRESCRIBING THE FURNISHING AND CONTENT OF PROXY STATEMENTS AND OUR OFFICERS, DIRECTORS AND MAJOR SHAREHOLDERS ARE EXEMPT FROM THE REPORTING AND SHORT-SWING PROFIT RECOVERY PROVISIONS CONTAINED IN SECTION 16 OF THE EXCHANGE ACT. UNDER THE EXCHANGE ACT, AS A FOREIGN PRIVATE ISSUER, WE ARE NOT REQUIRED TO PUBLISH FINANCIAL STATEMENTS AS FREQUENTLY OR AS PROMPTLY AS UNITED STATES COMPANIES.

### I. Subsidiary Information

Not applicable.

## Item 11. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to changes in financial market conditions in the normal course of business due to our operations in different foreign currencies and our ongoing investing and financing activities. Market risk is the uncertainty to which future earnings or asset/liability values are exposed due to operating cash flows denominated in foreign currencies and various financial instruments used in the normal course of operations. The major financial risks to which we are exposed are the foreign exchange risks related to the fluctuations of the U.S. dollar exchange rate compared to the Euro and the other major currencies in which costs are incurred, the variation of the interest rates and the risks associated to the investments of our available cash. We have established policies, procedures and internal processes governing our management of market risks and the use of financial instruments to manage our exposure to such risks.

Our interest income (expense), net, as reported in our consolidated statements of income, is the balance between interest income received from our cash and cash equivalents, short-term deposits and marketable securities and interest expense on our financial liabilities, including bank fees (including fees on committed credit lines or on the sale without recourse of receivables, if any). Our interest income is dependent upon fluctuations in interest rates, mainly in U.S. dollars and Euros, since we invest primarily on a short-term basis; any increase or decrease in the market interest rates would mean an equivalent increase or decrease in our interest income. See “Item 5. Operating and Financial Review and Prospects — Impact of Changes in Interest Rates”.

We place our cash and cash equivalents, or a part of it, with financial institutions with at least a single “A” long-term rating from two of the major rating agencies, meaning at least A3 from Moody’s and A- from S&P or Fitch, or better, invested as short-term deposits and Government debt securities and, as such, we are exposed to the fluctuations in the market interest rates on our placement and our cash, which can have an impact on our consolidated financial statements. We manage the credit risks associated with financial instruments through credit approvals, investment limits and centralized monitoring procedures but do not normally require collateral or other security from the parties to the financial instruments. As of December 31, 2025, the marketable securities have a value of $985 million. They are classified as available-for-sale and are reported at fair value. This fair value measurement corresponds to a Level 1 fair value hierarchy measurement. The estimated value of these securities could further decrease in the future as a result of credit market deterioration and/or other downgrading.

We do not anticipate any material adverse effect on our financial position, results of operations or cash flows resulting from the use of our instruments in the future. There can be no assurance that these strategies will be effective or that transaction losses can be minimized or forecasted accurately.

The information below summarizes our market risks associated with cash and cash equivalents, short-term deposits, marketable securities and debt obligations as of December 31, 2025. The information below should be read in conjunction with Note 15 and Note 27 to our Consolidated Financial Statements.

The table below presents principal amounts and related weighted-average interest rates by year of maturity for our investment portfolio and debt obligations (in millions of U.S. dollars, except percentages):

| | Total | 2026 | 2027 | 2028 | 2029 | 2030 | Thereafter | Fair Value at December 31, 2025 |
|---|---|---|---|---|---|---|---|---|
| **Assets:** | | | | | | | | |
| Cash and cash equivalents | $ 2,837 | | | | | | | $ 2,837 |
| of which Cash at bank and on hand | $ 573 | | | | | | | $ 573 |
| of which Deposits at call with banks | $ 2,264 | | | | | | | $ 2,264 |
| Short-term deposits | $ 1,100 | | | | | | | $ 1,100 |
| Current marketable securities | $ 985 | | | | | | | $ 985 |
| Average yield to maturity | 3.64 % | | | | | | | |
| **Long-term debt[1]:** | **$ 2,134** | **$ 298** | **$ 989** | **$ 248** | **$ 171** | **$ 125** | **$ 303** | **$ 2,115** |
| Average interest rate | 2.02 % | | | | | | | |

| | Amounts in millions of U.S. dollars |
|---|---|
| Long-term debt by currency as of December 31, 2025[1]: | |
| U.S. dollar | 1,056 |
| Euro | 1,078 |
| **Total in U.S. dollars** | 2,134 |

| | Amounts in millions of U.S. dollars |
|---|---|
| Long-term debt by currency As of December 31, 2024[1]: | |
| U.S. dollar | 1,800 |
| Euro | 1,155 |
| **Total in U.S. dollars** | 2,955 |

(1) Long-term debt is presented at principal amount.

The following table provides information about our FX forward contracts and FX currency options not designated as a hedge as of December 31, 2025 (in millions of U.S. dollars):

**FORWARD CONTRACTS AND CURRENCY OPTIONS AS OF DECEMBER 31, 2025**

| | | | | Notional Amount | Average Rate | Fair Value |
|---|---|---|---|---|---|---|
| Buy | **AUD** | Sell | USD | 1 | 0.65 | — |
| Buy | **USD** | Sell | CHF | 27 | 0.79 | — |
| Buy | **EUR** | Sell | USD | 2 | 1.17 | — |
| Buy | **GBP** | Sell | USD | 23 | 1.34 | — |
| Buy | **EUR** | Sell | JPY | 10 | 185.19 | — |
| Buy | **USD** | Sell | JPY | 1 | 156.25 | — |
| Buy | **USD** | Sell | SEK | 6 | 9.23 | — |
| Buy | **USD** | Sell | SGD | 12 | 1.29 | — |
| Buy | **USD** | Sell | PHP | 1 | 58.91 | — |
| Buy | **USD** | Sell | CNH | 382 | 6.99 | (5) |
| Buy | **CHF** | Sell | USD | — | 0.80 | — |
| Buy | **USD** | Sell | EUR | 613 | 1.16 | (7) |
| Buy | **HKD** | Sell | USD | — | 7.78 | — |
| Buy | **JPY** | Sell | USD | 30 | 155.52 | — |
| Buy | **MYR** | Sell | USD | 25 | 4.07 | — |
| Buy | **SGD** | Sell | USD | 191 | 1.29 | 1 |
| Buy | **TWD** | Sell | USD | 10 | 30.92 | — |
| Buy | **CNY** | Sell | USD | 81 | 7.02 | 1 |
| Buy | **PHP** | Sell | USD | 12 | 58.85 | — |
| Buy | **MAD** | Sell | USD | 3 | 9.28 | — |
| Buy | **INR** | Sell | USD | 56 | 89.69 | — |
| Buy | **KRW** | Sell | USD | 7 | 1,453.21 | — |
| Buy | **CNH** | Sell | USD | 34 | 6.92 | — |

The following table provides information about our FX forward contracts and FX currency options not designated as a hedge as of December 31, 2024 (in millions of U.S. dollars):

**FORWARD CONTRACTS AND CURRENCY OPTIONS AS OF DECEMBER 31, 2024**

| | | | | Notional Amount | Average Rate | Fair Value |
|---|---|---|---|---|---|---|
| Buy | **AUD** | Sell | USD | 1 | 0.65 | — |
| Buy | **USD** | Sell | CHF | 64 | 0.90 | — |
| Buy | **EUR** | Sell | USD | 10 | 1.05 | — |
| Buy | **GBP** | Sell | USD | 21 | — | — |
| Buy | **USD** | Sell | JPY | 25 | 152.56 | — |
| Buy | **USD** | Sell | SEK | 5 | — | — |
| Buy | **USD** | Sell | SGD | 8 | — | — |
| Buy | **USD** | Sell | CNY | 30 | 7.30 | — |
| Buy | **EUR** | Sell | MAD | 28 | 10.59 | — |
| Buy | **USD** | Sell | CNH | 349 | — | 2 |
| Buy | **CHF** | Sell | USD | — | 0.89 | — |
| Buy | **USD** | Sell | EUR | 534 | 1.05 | 6 |
| Buy | **HKD** | Sell | USD | 1 | 7.76 | — |
| Buy | **JPY** | Sell | EUR | 4 | 163.93 | — |
| Buy | **JPY** | Sell | USD | 27 | 154.42 | — |
| Buy | **MYR** | Sell | USD | 25 | 4.45 | — |
| Buy | **SGD** | Sell | USD | 168 | 1.34 | (2) |
| Buy | **TWD** | Sell | USD | 16 | 31.95 | — |
| Buy | **CNY** | Sell | USD | 80 | 7.22 | — |
| Buy | **PHP** | Sell | USD | 15 | 58.26 | — |
| Buy | **MAD** | Sell | USD | 3 | 10.04 | — |
| Buy | **INR** | Sell | USD | 51 | 85.20 | (1) |
| Buy | **KRW** | Sell | USD | 10 | 1,406.94 | — |
| Buy | **CNH** | Sell | USD | 1 | 7.30 | — |

Our FX forward contracts and FX currency options, including collars, designated as a hedge, are further described in Note 27 to our Consolidated Financial Statements.

**Item 12. Description of Securities Other than Equity Securities**

We sell ordinary shares in the United States that are evidenced by American registered certificates (“New York Shares”). In connection therewith, a holder of our New York Shares may have to pay, either directly or indirectly, certain fees and charges, as described in Item 12D.3. In addition, we receive fees and other direct and indirect payments from our New York Agent that are related to our New York Shares, as described in Item 12D.4.

*Fees and Charges that a holder of our New York Shares May Have to Pay*

J.P. Morgan collects fees for the delivery and surrender of New York Shares directly from investors depositing or surrendering New York Shares for the purpose of withdrawal or from intermediaries acting for them.

Persons depositing or withdrawing our New York Shares must pay to J.P. Morgan:

- Up to $5.00 per 100 New York Shares (or portion of 100 New York Shares) for the issuance of New York Shares, including issuances resulting from a distribution of shares or rights or other property, and cancellation of New York Shares for the purpose of withdrawal, including if the New York Share agreement terminates;
- Taxes (including applicable interest and penalties) and other governmental charges;
- Registration fees as may from time to time be in effect for the registration of New York Shares;

- Cable, telex, facsimile and electronic transmission and delivery expenses;
- Expenses and charges incurred by J.P. Morgan in the conversion of foreign currency or the sale of any securities or property; and
- Any charges incurred by J.P. Morgan in connection with compliance with exchange control regulations and other regulatory requirements applicable to New York Shares.

*Fees and Other Payments Made by the New York Agent to Us*

Under the New York Share program agreement with J.P. Morgan the annual amount (contribution) of $1,439,862.10 in respect of 2025 will be paid in 2026.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

### Item 15. Controls and Procedures

**Disclosure Controls and Procedures**

*Evaluation*

Our management, including the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934 ("Disclosure Controls") as of the end of the period covered by this Form 20-F. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed under the Securities and Exchange Act of 1934, such as this Form 20-F, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The evaluation of our Disclosure Controls included a review of the controls' objectives and design, our implementation of the controls and their effect on the information generated for use in this Form 20-F. The components of our Disclosure Controls are also evaluated on an ongoing basis by our Corporate Audit Department, which reports directly to our Audit Committee. The overall goals of these various evaluation activities are to monitor our Disclosure Controls, and to modify them as necessary. Our intent is to maintain the Disclosure Controls as dynamic systems that change as conditions warrant.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Form 20-F, our Disclosure Controls were effective.

*Changes in Internal Control over Financial Reporting*

There were no changes to our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934) that occurred during the period covered by this form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on Effectiveness of Controls*

No system of internal control over financial reporting, including one determined to be effective, may prevent or detect all misstatements. It can provide only reasonable assurance regarding financial statement preparation and presentation. Also, projections of the results of any evaluation of the effectiveness of internal control over financial reporting into future periods are subject to inherent risk. The relevant controls may become inadequate due to changes in circumstances or the degree of compliance with the underlying policies or procedures may deteriorate.

***Other Reviews***

We have sent this Form 20-F to our Audit Committee and Supervisory Board, which had an opportunity to raise questions with our management and independent auditors before we filed it with the SEC.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. See "Item 3. Key Information — Risk Factors".

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025, the end of our fiscal year. Management based its assessment on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (2013). Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies and our overall control environment. Based on this assessment the management concluded that, as of December 31, 2025 our internal control over financial reporting was effective and the financial reporting is prepared on a going concern basis.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2025 has been audited by Ernst & Young AG, an independent registered public accounting firm, as stated in their report.

**Report of Independent Registered Public Accounting Firm**

To the Supervisory Board and Stockholders of STMicroelectronics N.V.

**Opinion on Internal Control over Financial Reporting**

We have audited STMicroelectronics N.V.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). In our opinion, STMicroelectronics N.V. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of STMicroelectronics N.V. as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statements schedule on page S-1, and our report dated February 26, 2026, expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young AG

Lancy - Geneva, Switzerland
February 26, 2026

**Item 16.**
**Item 16A. Audit Committee Financial Expert**

Our Supervisory Board has concluded that Ana de Pro Gonzalo, the Chair of our Audit Committee, qualifies as an "audit committee financial expert" as defined in Item 16A and is independent as defined in the listing standards applicable to us as a listed issuer as required by Item 16A(2) of Form 20-F.

**Item 16B. Code of Ethics**

We have adopted written standards of business conduct and ethics ("Code of Conduct"), as well as related policies, which are designed to promote honest and ethical business conduct. Our Code of

Conduct, which is applicable to all our employees and senior managers, sets clear expectations on the way we conduct business and make our decisions, fostering a culture of integrity.

We expect all our employees and senior managers to comply with our Code of Conduct and related policies, to adhere and advocate for integrity in the workplace.

We have amended, and will continue to amend, our Code of Conduct and related policies as needed to reflect regulatory and other changes. In January 2026 we released an updated version of our Code of Conduct to include, among others, specific guidance on trade compliance and the responsible use of AI, as well as practical simplified guidance clarifying ST's expectations in other key areas covered by our Code of Conduct. We also redesigned our Code of Conduct to enhance readability and engagement.

Our Code of Conduct provides that if any employee or senior manager acts in contravention of the principles it sets forth, we will take appropriate steps in terms of the procedures in place for fair disciplinary action. In cases of severe breaches, such action may include dismissal. Our Code of Conduct is available on our website in the corporate governance section, at https://investors.st.com/governance/compliance-ethics-privacy.

**Item 16C. Principal Accountant Fees and Services**

Our independent external auditors are elected at the AGM. At our AGM held in May 2015, Ernst & Young was first appointed as our independent external auditor for the 2016-2019 fiscal years. At our AGM held on June 17, 2020, our shareholders re-appointed Ernst & Young as our independent external auditor for the 2020-2023 fiscal years, and at our 2024 AGM the Supervisory Board re-appointed Ernst & Young as our independent external auditor for the 2024-2025 fiscal years. The following table presents the aggregate fees for professional audit services and other services rendered to us by Ernst & Young in 2025 and 2024.

| In thousand of U.S. dollars | | 2025 | Percentage of Total Fees | | 2024 | Percentage of Total Fees |
|---|---|---|---|---|---|---|
| Audit Fees | | | | | | |
| Audits of consolidated and statutory financial statements | $ | 7,070 | 93.9 % | $ | 6,796 | 96.8 % |
| Audit-Related Fees | $ | 405 | 5.4 % | $ | 215 | 3.1 % |
| **Non-audit Fees** | | | | | | |
| Tax Fees | $ | 57 | 0.8 % | $ | 7 | 0.1 % |
| All Other Fees | $ | — | — % | $ | — | — % |
| Total | $ | 7,532 | 100.0 % | $ | 7,018 | 100.0 % |

Audit Fees consist of fees billed for the annual audit of our Company’s Consolidated Financial Statements, including sustainability statement, and the statutory audit of the financial statements of the Company’s subsidiaries.

Audit-related fees include assurance services mainly consisting of agreed-upon procedures and customary auditor's attestations.

Tax Fees include fees billed for permissible tax advisory and compliance services.

***Audit Committee Pre-approval Policies and Procedures***

Our Audit Committee is responsible for selecting the independent registered public accounting firm to be employed by us to audit our financial statements, subject to ratification by the Supervisory Board and approval by our shareholders for appointment. Our Audit Committee also assumes responsibility (inter alia in accordance with Dutch law and the Dutch Corporate Governance Code) for the retention, compensation, oversight and termination of any independent external auditor employed by us. We adopted a policy (the "Policy"), which was approved in advance by our Audit Committee, for the pre-approval of audit and permissible non-audit services provided by our independent external auditors. The Policy defines those audit-related services eligible to be approved by our Audit Committee.

All engagements with our independent external auditors, regardless of amount, must be authorized in advance by our Audit Committee, pursuant to the Policy and its pre-approval authorization or otherwise.

The independent external auditors submit a proposal for audit-related services to our Audit Committee on a quarterly basis in order to obtain prior authorization for the amount and scope of the services. The independent external auditors must state in the proposal that none of the proposed services affect their independence. The proposal must be endorsed by the office of our Chief Financial Officer with an explanation of why the service is needed and the reason for sourcing it to the audit firm and validation of the amount of fees requested.

We do not intend to retain our independent external auditors for permissible non-audit services other than by exception and within a limited amount of fees, and the Policy provides that such services must be explicitly authorized by our Audit Committee.

The Chief Audit and Risk Executive is responsible for monitoring that the actual fees are complying with the pre-approval amount and scope authorized by our Audit Committee. During 2025, all services provided to us by Ernst & Young were approved by our Audit Committee pursuant to paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

In 2024, we completed our three-years buy-back program announced on July 1, 2021 by the repurchase in 2024 of approximately 4.1 million shares of our common stock for a total of $175 million.

In 2024, we announced the launch of a new share buy-back plan comprising two programs of up to $1,100 million to be executed within a three years period. During 2025, we purchased approximately 14.5 million shares of its outstanding common stock for $367 million under this program. During 2024, the Company purchased approximately 6 million shares of its outstanding common stock for $184 million under this program.

| Period | Total Number of Securities Purchased | Average Price Paid per Security € | Total Number of Securities Purchased as Part of Publicly Announced Programs | Maximum Number of Securities that may be Purchased Under the Programs |
|---|---|---|---|---|
| 2025-01-01 to 2025-01-31 | 1,867,900 | 23.89 | 7,912,372 | 25,500,000 |
| 2025-02-01 to 2025-02-28 | 1,054,561 | 21.87 | 8,966,933 | 25,500,000 |
| 2025-03-01 to 2025-03-31 | 982,940 | 22.51 | 9,949,873 | 25,500,000 |
| 2025-04-01 to 2025-04-30 | 1,631,261 | 18.32 | 11,581,134 | 25,500,000 |
| 2025-05-01 to 2025-05-31 | 1,378,000 | 22.02 | 12,959,134 | 25,500,000 |
| 2025-06-01 to 2025-06-30 | 793,186 | 24.81 | 13,752,320 | 25,500,000 |
| 2025-07-01 to 2025-07-31 | 1,847,359 | 25.27 | 15,599,679 | 25,500,000 |
| 2025-08-01 to 2025-08-31 | 1,364,702 | 22.25 | 16,964,381 | 25,500,000 |
| 2025-09-01 to 2025-09-30 | 120,000 | 24.04 | 17,084,381 | 25,500,000 |
| 2025-10-01 to 2025-10-31 | 1,599,506 | 23.73 | 18,683,887 | 25,500,000 |
| 2025-11-01 to 2025-11-30 | 1,871,051 | 20.01 | 20,554,938 | 25,500,000 |
| 2025-12-01 to 2025-12-31 | — | — | — | — |

As of December 31, 2025, we held 22,513,768 of our common shares in treasury stock pursuant to repurchases made in prior years.

**Item 16F. Change in Registrant's Certifying Accountant**

Ernst & Young served as our independent certifying accountant for the fiscal years 2016 to 2025 (inclusive). Ernst & Young's mandate lapsed in 2025 and was not renewed taking into account the audit rotation requirements under Dutch law. Ernst & Young's audit services will end at the conclusion of their responsibilities relating to the December 31, 2025 financial year audit.

PricewaterhouseCoopers was appointed as the Company's external auditor for the fiscal years 2026 through 2029 (inclusive), by the Company's shareholders at the 2025 AGM held on May 28, 2025, upon the recommendation of the Supervisory Board and following a formal tender process led by the Audit Committee. PricewaterhouseCoopers SA ("PwC") will be the independent registered public accounting firm for purposes of the Form 20-F to be filed for the fiscal years ending December 31, 2026 through 2029.

The audit reports of Ernst & Young on the Company's consolidated financial statements for the past two fiscal years did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. In connection with the audits of the Company's consolidated financial statements for each of the two fiscal years ended December 31, 2024, and 2025, and in the subsequent interim period through the date of filing of this 2025 Form 20-F, there were:

(i) no disagreements with Ernst & Young, as that term is used in Item 16F(a)(1)(iv) of Form 20-F, over any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which, if not resolved to the satisfaction of Ernst & Young, would have caused Ernst & Young to make reference to the matter in their report; and

(ii) there were no "reportable events" as defined in Item 16F(a)(1)(v) of Form 20-F.

ST has provided Ernst & Young with a copy of the foregoing disclosure and has requested Ernst & Young to provide it with a letter addressed to the SEC stating whether or not Ernst & Young agrees with the above statements. A copy of such letter, in which Ernst & Young state they agree with such disclosure, is filed as an exhibit to this annual report on Form 20-F. See "Item 19. Exhibits — Exhibit 15.2. Letter from Ernst & Young AG to the Securities and Exchange Commission regarding a change in registrant's certifying accountant."

During the two fiscal years ended December 31, 2024 and 2025, and in the subsequent interim period through the date of filing of this 2025 Form 20-F, neither we nor anyone acting on our behalf consulted with PwC concerning (i) the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on our consolidated financial statements and no written or oral advice was provided by PwC that was an important factor considered by us in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a disagreement (as that term is used in Item 16F(a)(1)(iv) of Form 20-F and the related instructions to Item 16F) or a "reportable event" (as defined in Item 16F(a)(1)(v) of Form 20-F).

**Item 16G. Corporate Governance**

*As we have common shares listed on the NYSE, pursuant to SEC and NYSE rules, in this Item 16G we provide a concise summary of any significant ways in which our corporate governance practices differ from those followed by U.S. companies under NYSE listing standards.*

As a Dutch listed company, we are subject to the Dutch Corporate Governance Code. We have summarized our policies and practices in the field of corporate governance in our corporate governance charter (the "Corporate Governance Charter"), including our corporate organization, the remuneration principles which apply to our Managing and Supervisory Boards, our information policy and our corporate policies relating to business ethics and conflicts of interests. We are committed to informing our shareholders of any significant changes in our corporate governance policies and practices at our AGM. Along with our Supervisory Board charter (which also includes the charters of our Supervisory Board committees) and our Code of Conduct, the current version of our Corporate Governance Charter is posted on our website (www.st.com), and these documents are available in print to any shareholder who may request them.

Below is a description of the significant ways our corporate governance practices as a Dutch company differ from those followed by U.S. companies listed on the NYSE:

- Because we are a Dutch company, the Audit Committee is an advisory committee to the Supervisory Board, which reports to the Supervisory Board, and our general meeting of shareholders appoints our statutory auditors. Our Audit Committee has established a charter outlining its duties and responsibilities with respect to, among others, the monitoring of our accounting, auditing, financial reporting and the appointment, retention and oversight of our external auditors. In addition, our Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by our employees regarding questionable accounting or auditing matters.

- Pursuant to our Supervisory Board charter, the Supervisory Board is responsible for handling and deciding on potential reported conflicts of interests between the Company and members of the Supervisory Board, as well as the Managing Board. See “Item 7. Major Shareholders and Related Party Transactions”.

- Our Supervisory Board is carefully selected based upon the combined experience and expertise of its members. In fulfilling their duties under Dutch law, Supervisory Board members shall be guided by the interests of our Company and its business, and it shall take into account the relevant interests of all of our stakeholders (including our shareholders) and must act independently in their supervision of our management. Our Supervisory Board has adopted criteria to assess the independence of its members in accordance with corporate governance listing standards of the NYSE. Our Supervisory Board has on various occasions discussed Dutch corporate governance standards, the implementing rules and corporate governance standards of the SEC and of the NYSE, as well as other corporate governance standards. The Supervisory Board has determined, based on the evaluations by an ad hoc committee, the following independence criteria for its members: Supervisory Board members must not have any material relationship with STMicroelectronics N.V., or any of our consolidated subsidiaries, or our management. A “material relationship” can include commercial, industrial, banking, consulting, legal,

accounting, charitable and familial relationships, among others, but does not include a relationship with direct or indirect shareholders.

We believe we are fully compliant with all material NYSE corporate governance standards, to the extent possible for a Dutch company listed on Euronext Paris, Borsa Italiana, as well as the NYSE.

Our consistent commitment to good corporate governance principles is evidenced by:

- Our corporate organization under Dutch law that entrusts our management to a Managing Board acting under the supervision and control of a Supervisory Board totally independent from the Managing Board. Members of our Managing Board and of our Supervisory Board are appointed and dismissed by our shareholders;

- Our early adoption of policies on important issues such as business ethics, anti-corruption and conflicts of interest and strict policies to comply with applicable regulatory requirements concerning financial reporting, insider trading and public disclosures;

- Our compliance with Dutch securities laws, because we are a company incorporated under the laws of The Netherlands, as well as our compliance with American, French and Italian securities laws, as applicable, because our shares are listed in these jurisdictions, in addition to our compliance with the corporate, social and financial laws applicable to our subsidiaries in the countries in which we do business;

- Our broad-based activities in the field of corporate social responsibility, encompassing environmental, social, health, safety, educational and other related issues including our corporate governance statement which evidences our policy objectives with respect to diversity as well as the results of implementing our diversity policy for the year ended December 31, 2025;

- Our implementation of an ethics hotline (operated by an independent third-party). We encourage everyone, including external business partners, to express, in good faith, any concerns they might have regarding possible violations of our Code of Conduct, the Company’s policies, or the law through, amongst other things, our Code of Conduct, dedicated intranet web pages and our ST Integrity App. Our 'Speak-up' policy is communicated to all employees and includes an independent multilingual ethics hotline;

- Our corporate ethics committee (the "Corporate Ethics Committee") and local ethics committees (the "Local Ethics Committees"), whose mandate is to provide support to our management in its efforts to foster a business ethics culture consistent across regions, functions and organizations;

- Our Chief Ethics & Compliance Officer, who reports to our Chief Executive Officer, also acts as Executive Secretary to our Supervisory Board; and

- Our Executive Vice President, Chief Audit and Risk Executive, who reports directly to our Audit Committee for corporate audit activities and directly to the Chief Financial Officer for Enterprise Risk Management and Resilience (business continuity and crisis management) are also, in conjunction with the Chief Ethics & Compliance Officer, responsible for the management of the ethics hotline.

No member of the Supervisory Board or Managing Board has been (i) subject to any convictions in relation to fraudulent offenses during the five years preceding the date of this Form 20-F, (ii) no member has been associated with any company in bankruptcy, receivership or liquidation in the capacity of member of the administrative, management or supervisory body, partner with unlimited liability, founder or senior manager in the five years preceding the date of this Form 20-F or (iii) subject to any official public incrimination and/or sanction by statutory or regulatory authorities (including professional bodies) or disqualified by a court from acting as a member of the

administrative, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer during the five years preceding the date of this Form 20-F.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

**Item 16J. Insider Trading Policies**

The Company has adopted an Insider Trading Policy (the “Insider Trading Policy”) that aims to ensure compliance with applicable insider trading laws, rules, regulations and applicable listing requirements. The Insider Trading Policy governs the purchase, sale and other dispositions of ST’s securities by directors, senior management and employees.

Refer to Exhibit 11.1 for further details of our Insider Trading Policy.

**Item 16K. Cybersecurity**

As a company operating globally in the semiconductor market, we are exposed to risks, including cybersecurity risks. As of December 31, 2025, we are not aware of any previous cybersecurity incidents that have materially affected or are reasonably likely to materially affect our service, systems or business, however, for a full description of our risk factors, please refer to “Item 3. Key Information - Risk Factors”.

Our overall risk approach is managed by our Chief Audit & Risk Executive (our "Chief Audit and Risk Executive") under the direct responsibility of our Managing Board and the oversight of our Supervisory Board. The scope of this oversight role is detailed in our Supervisory Board charter.

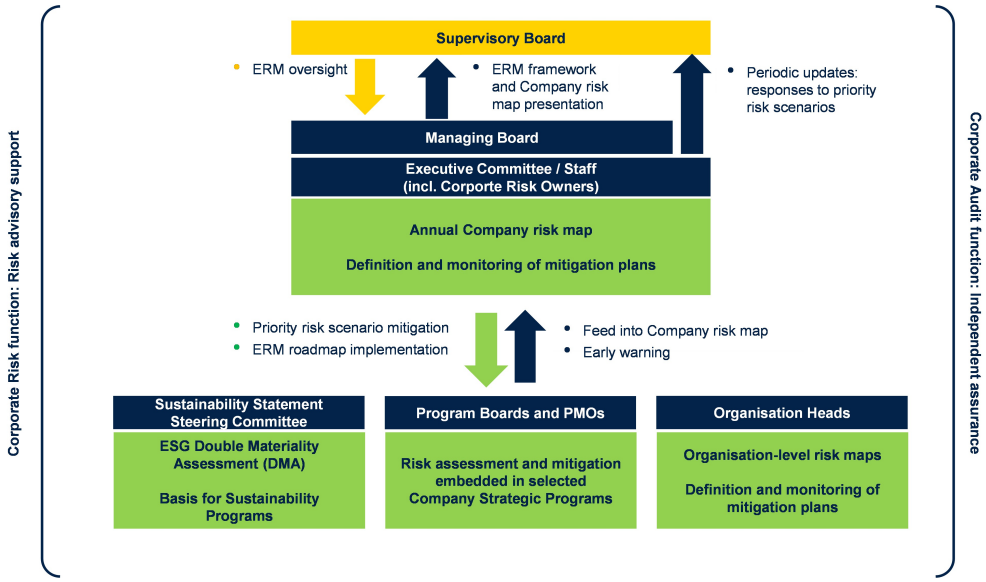
Our embedded approach to ERM is formalized in a specific policy and is aligned with ISO 31000 (Risk Management). This enables us to:

- set and enable our Company strategy, manage our performance, and capitalize on opportunities; and
- systematically identify, evaluate and treat specific risk scenarios.

Our ERM roadmap includes, in particular, deploying our ERM framework which is based on the following principles:

- addressing uncertainty explicitly;
- pragmatic and tailored to us;
- integral part of our processes and decision-making; and
- proactive, structured, dynamic, iterative and responsive to change.

Our risk governance and process, including our governance and process related to cybersecurity risks, is described in the following chart:




The embedded ERM process takes a holistic view, combining both company-wide top-down and bottom-up perspectives, so that specific risk scenarios are addressed at the right level.

Corporate risk owners (members of our Senior Management) are appointed for each priority risk area to develop risk response plans, adapted to changing external conditions and enhance

monitoring capabilities. The risk response plans are regularly reviewed by our Executive Committee and periodically discussed with our Supervisory Board and Audit Committee.

As part of the overall risk framework, we have also designed and implemented a dedicated resilience framework which provides a consistent approach to address risks of potential disruptions of our resources, including potential cybersecurity-attacks. In 2025, we continued to enhance a company-specific methodology underpinning a global dashboard: a range of relevant indicators based on internal or external standards, covering dimensions such as exposure to natural hazards, loss prevention characteristics, facilities robustness, equipment modernization and redundancy, IT infrastructure quality and cyber protection. For every significant site, those indicators are compiled in our “site resilience index”, which is updated on a quarterly basis. Annually, site management teams prepare and update a site improvement plan accordingly.

Cybersecurity risk management is an integral part of the overarching risk framework and seeks to identify and address fast-evolving cybersecurity threats. The management of cybersecurity risks are governed by the Executive Committee and receives regular oversight from the Audit Committee as a standing item. Please see “Item 6. Directors, Senior Management and Employees” for a description of the biographies of our Executive Committee and Audit Committee members.

We have a specialized Information Security team within the wider Digital Transformation and Information Technology team of the Company, which covers the following:

- program definition and steering;
- framework, which include third-party security;
- security awareness;
- architecture and engineering;
- protection of business solutions (R&D, manufacturing and industrial solutions, business applications);
- protection of IT infrastructures;
- cybersecurity operations (such as risk-based vulnerability management); and
- detection and reactions to information security incidents, as part of the wider crisis management process.

In particular, within our Information Security team, the Cyber Security Incident Response Team monitors on a continuous basis the evolving cyber threats, and detect and analyze incidents. Based on their initial assessments, any significant risk is escalated and would, if required, trigger the activation of a Corporate Crisis Team ("CCT"). This CCT would lead the Company response (e.g. containment, forensic investigation, system restoration, and any associated business impact). The CCT would periodically inform the Executive Committee of any developments, and the Executive Committee would in-turn keep the Audit Committee and Supervisory Board informed.

In addition, we have created a third-party management function within our procurement department, with the aim to embed cybersecurity risks in the overall management of third parties.

The maturity of our overall risk framework design and implementation, which includes cybersecurity risks, is periodically audited by a leading independent organization.

Furthermore, we have been ISO 22301 (Security and Resilience) certified since 2016. Throughout 2024, our continuous improvements have been subjected to both internal audits and external surveillance audits from the certification body. We have also been certified ISO SAE 21434 (Road Vehicles – Cybersecurity Engineering) since 2022, confirming that we established a certified management system and governance which meets and complies with the requirements of the automotive industry in the field of cyber security process management within product development phases.

## PART III

### Item 17. Financial Statements

Not applicable.

### Item 18. Financial Statements


| | Page |
|---|---|
| **Financial Statements:** | |
| Report of Independent Registered Public Accounting Firm for the Years Ended December 31, 2025 and 2024 (PCAOB ID:1460) | F-1 |
| Consolidated Statements of Income for the Years Ended December 31, 2025, 2024 and 2023 | F-4 |
| Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2025, 2024 and 2023 | F-5 |
| Consolidated Balance Sheets as of December 31, 2025 and 2024 | F-6 |
| Consolidated Statements of Equity for the Years Ended December 31, 2025, 2024 and 2023 | F-7 |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2025, 2024 and 2023 | F-8 |
| Notes to the Consolidated Financial Statements | F-9 |
| **Financial Statement Schedule:** | |
| For each of the three years in the period ended December 31, 2025, 2024 and 2023 Schedule II Valuation and Qualifying Accounts | S-1 |


### Item 19. Exhibits

| | |
|---|---|
| 2.3 | Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934 (the “Exchange Act”) |
| 8.1 | Subsidiaries of the Company |
| 4.1. | Warrant to Purchase Ordinary Shares, dated February 6, 2026, issued to Amazon.com, Inc. |
| 11.1 | Insider Trading Policy |
| 12.1 | Certification of Jean-Marc Chery, President and Chief Executive Officer and Member and Chairman of the Managing Board of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 12.2 | Certification of Lorenzo Grandi, President and Chief Financial Officer and Member of the Managing Board of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 13.1 | Certification of Jean-Marc Chery, President and Chief Executive Officer and Member and Chairman of the Managing Board of STMicroelectronics N.V., and Lorenzo Grandi, President and Chief Financial Officer and Member of the Managing Board of STMicroelectronics N.V., pursuant to 18 U.S.C. §1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002 |
| 15.1 | Consent of Independent Registered Public Accounting Firm |
| 15.2 | Letter from Ernst & Young AG to the Securities and Exchange Commission regarding a change in Registrant’s Certifying Accountant |
| 97.1 | Statement of Compliance with Section 303A.14 of the New York Stock Exchange Listed Company Manual regarding recovery of erroneously awarded compensation |
| 101 | Inline Interactive Data File |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

STMICROELECTRONICS N.V.

Date: February 26, 2026

By: /s/ Jean-Marc Chery

**Jean-Marc Chery**

**President and Chief Executive Officer, Member and Chairman of our Managing Board**

**Report of Independent Registered Public Accounting Firm**

To the Supervisory Board and Stockholders of STMicroelectronics N.V.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of STMicroelectronics N.V. (the Company) as of December 31, 2025 and 2024, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statements schedule on page S-1 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 26, 2026, expressed an unqualified opinion thereon.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Recoverability of deferred tax assets*

*Description of the Matter* At December 31, 2025, the Company reported deferred tax assets of $408 million. As explained in note 2.7 to the consolidated financial statements, the Company performs an evaluation of the likelihood that future taxable income will be generated in an amount sufficient to utilize such deferred tax assets prior to their expiration, and records a valuation allowance for any deferred tax assets when it is more likely than not that they will not be realized.

Assessing the recoverability of certain deferred tax assets involved significant judgement and estimates in relation to the forecasted financial information used by management in order to assess future taxable income, which is dependent on the outcome of future events.

*How We Addressed the Matter*

*In Our Audit* We obtained an understanding, evaluated the design and tested the operating effectiveness of management's controls over the assessment of recoverability of the deferred tax assets reported. We involved tax professionals to assist in evaluating management's weighting of available positive and negative evidence used in the assessment of the recoverability of deferred tax assets. Among other procedures, we evaluated the timing of the reversal of taxable temporary differences to assess whether sufficient taxable income will be generated to realize the deferred tax assets. We analyzed the consistency of management's forecasted financial information used in projections of future taxable income with the Company's transfer pricing policies. We compared management's projections with actual results of prior periods and assessed their reasonableness against current conditions and expected industry and economic trends.

*Assessment of uncertain tax positions*

*Description of the Matter* At December 31, 2025, the Company reported uncertain tax positions, as described in notes 2.7 and 24. At each reporting date, management evaluates income tax positions through a two-step process, which includes: (i) the assessment as to whether a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination, and (ii) the measurement of the amount of tax benefit to be recognized for each uncertain tax position, based on a cumulative probability approach.

Auditing significant uncertain tax positions involved highly judgmental considerations due to the complexity of tax laws and regulations and the uncertainty surrounding the outcomes of transfer pricing reassessments in certain jurisdictions.

*How We Addressed the Matter*

*In Our Audit* We obtained an understanding, evaluated the design and tested the operating effectiveness of management's controls over the assessment of uncertain tax positions.

We involved tax professionals with specialized skills and knowledge to assist with auditing the Company's uncertain tax positions. For significant uncertain tax positions reported, among other procedures, we assessed the reasonableness of management's judgement in developing scenarios and likelihoods of potential outcomes by considering local income tax laws, previous tax audits and the opinions of the Company's tax consultants.

/s/ Ernst & Young AG

We have served as the Company's auditor since 2016.

Lancy - Geneva, Switzerland

February 26, 2026

**STMicroelectronics N.V.**

**CONSOLIDATED STATEMENTS OF INCOME**

| In million of U.S. dollars except per share amounts | Twelve months ended December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| Net sales | 11,754 | 13,217 | 17,239 |
| Other revenues | 46 | 52 | 47 |
| **Net revenues** | **11,800** | **13,269** | **17,286** |
| Cost of sales | (7,801) | (8,049) | (8,999) |
| **Gross profit** | **3,999** | **5,220** | **8,287** |
| Selling, general and administrative expenses | (1,632) | (1,649) | (1,631) |
| Research and development expenses | (2,044) | (2,077) | (2,100) |
| Other income and expenses, net | 228 | 182 | 55 |
| Impairment, restructuring charges and other related phase-out costs | (376) | — | — |
| **Operating income** | **175** | **1,676** | **4,611** |
| Interest income, net | 168 | 218 | 171 |
| Other components of pension benefit costs | (19) | (15) | (19) |
| Gain (loss) on financial instruments, net | 76 | (1) | — |
| **Income before income taxes and noncontrolling interest** | **400** | **1,878** | **4,763** |
| Income tax expense | (220) | (313) | (541) |
| **Net income** | **180** | **1,565** | **4,222** |
| Net income attributable to noncontrolling interest | (14) | (8) | (11) |
| **Net income attributable to parent company stockholders** | **166** | **1,557** | **4,211** |
| **Earnings per share (Basic) attributable to parent company stockholders** | **0.19** | **1.73** | **4.66** |
| **Earnings per share (Diluted) attributable to parent company stockholders** | **0.18** | **1.66** | **4.46** |

The accompanying notes are an integral part of these audited consolidated financial statements.

**STMicroelectronics N.V.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| In million of U.S. dollars | Twelve months ended December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| **Net income** | **180** | **1,565** | **4,222** |
| Other comprehensive income (loss), net of tax | | | |
| | | | |
| Derivative instruments: | | | |
| Change in fair value of cash-flow hedge | 200 | (119) | 33 |
| Reclassification for net (gains)/losses realized and included in net income | (47) | (14) | (5) |
| **Total change in unrealized gains/losses on cash-flow hedge** | **153** | **(133)** | **28** |
| | | | |
| Available-for-sale debt securities: | | | |
| Change in fair value of available-for-sale debt securities | 13 | 1 | 5 |
| Reclassification for net (gains)/losses realized and included in net income | — | — | — |
| **Total change in unrealized gains/losses on available-for sale debt securities** | **13** | **1** | **5** |
| | | | |
| Defined benefit plans: | | | |
| Actuarial gains/(losses) arising during the period | 22 | (13) | (19) |
| Amortization of actuarial (gains)/losses included in net income | 6 | 6 | 6 |
| **Total change in unrealized gains/losses on defined benefit plans** | **28** | **(7)** | **(13)** |
| | | | |
| Change in foreign currency translation | 516 | (238) | 133 |
| | | | |
| **Other comprehensive income (loss), net of tax** | **710** | **(377)** | **153** |
| **Total comprehensive income** | **890** | **1,188** | **4,375** |
| Less: comprehensive income (loss) attributable to noncontrolling interest | 15 | 8 | 11 |
| **Total comprehensive income attributable to the Company's stockholders** | **875** | **1,180** | **4,364** |

The accompanying notes are an integral part of these audited consolidated financial statements.

**STMicroelectronics N.V.**

**CONSOLIDATED BALANCE SHEETS**

| In million of U.S. dollars, except share amounts | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| **Current assets:** | | |
| Cash and cash equivalents | 2,837 | 2,282 |
| Short-term deposits | 1,100 | 1,450 |
| Marketable securities | 985 | 2,452 |
| Trade accounts receivable, net | 1,745 | 1,749 |
| Inventories | 3,136 | 2,794 |
| Other current assets | 1,468 | 1,007 |
| **Total current assets** | **11,271** | **11,734** |
| Goodwill | 315 | 290 |
| Other intangible assets, net | 324 | 346 |
| Property, plant and equipment, net | 11,058 | 10,877 |
| Non-current deferred tax assets | 408 | 464 |
| Long-term investments | 152 | 71 |
| Other non-current assets | 1,272 | 961 |
| **Total assets** | **24,800** | **24,743** |
| | | |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| **Current liabilities:** | | |
| Short-term debt | 298 | 990 |
| Trade accounts payable | 1,487 | 1,323 |
| Other payables and accrued liabilities | 1,440 | 1,306 |
| Dividends payable to stockholders | 89 | 88 |
| Accrued income tax | 37 | 66 |
| **Total current liabilities** | **3,351** | **3,773** |
| Long-term debt | 1,835 | 1,963 |
| Post-employment benefit obligations | 403 | 377 |
| Long-term deferred tax liabilities | 60 | 47 |
| Other long-term liabilities | 926 | 904 |
| **Total liabilities** | **6,575** | **7,064** |
| Commitment and contingencies | | |
| **Stockholders' equity:** | | |
| Parent company stockholders' equity | | |
| Common stock (preferred stock: 540,000,000 shares authorized, not issued; common stock: Euro 1.04 par value, 1,200,000,000 shares authorized, 911,281,920 shares issued, 888,768,152 shares outstanding as of December 31, 2025) | 1,157 | 1,157 |
| Additional paid-in-capital | 3,281 | 3,088 |
| Retained earnings | 13,082 | 13,459 |
| Accumulated other comprehensive income | 945 | 236 |
| Treasury stock | (637) | (491) |
| **Total parent company stockholders' equity** | **17,828** | **17,449** |
| Noncontrolling interest | 397 | 230 |
| **Total stockholders' equity** | **18,225** | **17,679** |
| **Total liabilities and stockholders' equity** | **24,800** | **24,743** |

The accompanying notes are an integral part of these audited consolidated financial statements.

**STMicroelectronics N.V.**

**CONSOLIDATED STATEMENTS OF EQUITY**

| In million of U.S. dollars, except per share amounts | Common Stock | Additional Paid-In Capital | Treasury Stock | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interest | Total Equity |
|---|---|---|---|---|---|---|---|
| **Balance as of December 31, 2022** | **1,157** | **2,631** | **(268)** | **8,713** | **460** | **65** | **12,758** |
| Capital contribution from noncontrolling interest | | | | | | 52 | 52 |
| Repurchase of common stock | | | (346) | | | | (346) |
| Stock-based compensation expense | | 235 | 237 | (237) | | 1 | 236 |
| Comprehensive income (loss): | | | | | | | |
| Net income | | | | 4,211 | | 11 | 4,222 |
| Other comprehensive income (loss), net of tax | | | | | 153 | | 153 |
| Comprehensive income | | | | | | | 4,375 |
| Dividends to noncontrolling interest | | | | | | (6) | (6) |
| Dividends, $0.24 per share | | | | (217) | | | (217) |
| **Balance as of December 31, 2023** | **1,157** | **2,866** | **(377)** | **12,470** | **613** | **123** | **16,852** |
| Capital contribution from noncontrolling interest | | | | | | 104 | 104 |
| Repurchase of common stock | | | (359) | | | | (359) |
| Stock-based compensation expense | | 222 | 245 | (245) | | | 222 |
| Comprehensive income (loss): | | | | | | | |
| Net income | | | | 1,557 | | 8 | 1,565 |
| Other comprehensive income (loss), net of tax | | | | | (377) | | (377) |
| Comprehensive income | | | | | | | 1,188 |
| Dividends to noncontrolling interest | | | | | | (5) | (5) |
| Dividends, $0.36 per share | | | | (323) | | | (323) |
| **Balance as of December 31, 2024** | **1,157** | **3,088** | **(491)** | **13,459** | **236** | **230** | **17,679** |
| Capital contribution from noncontrolling interest | | | | | | 156 | 156 |
| Repurchase of common stock | | | (367) | | | | (367) |
| Stock-based compensation expense | | 193 | 221 | (221) | | | 193 |
| Comprehensive income (loss): | | | | | | | |
| Net income | | | | 166 | | 14 | 180 |
| Other comprehensive income (loss), net of tax | | | | | 709 | 1 | 710 |
| Comprehensive income | | | | | | | 890 |
| Dividends to noncontrolling interest | | | | | | (4) | (4) |
| Dividends, $0.36 per share | | | | (322) | | | (322) |
| **Balance as of December 31, 2025** | **1,157** | **3,281** | **(637)** | **13,082** | **945** | **397** | **18,225** |

The accompanying notes are an integral part of these audited consolidated financial statements.

**STMicroelectronics N.V.**

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| In million of U.S. dollars | Twelve Months Ended December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| **Cash flows from operating activities:** | | | |
| **Net income** | **180** | **1,565** | **4,222** |
| **Items to reconcile net income and cash flows from operating activities:** | | | |
| Depreciation and amortization | 1,854 | 1,760 | 1,561 |
| Amortization of issuance costs on convertible bonds | 1 | 1 | 1 |
| (Gain) Loss on financial instruments, net | (76) | 1 | — |
| Non-cash stock-based compensation | 193 | 222 | 236 |
| Other non-cash items | (100) | (213) | (125) |
| Deferred income tax | 17 | 124 | 19 |
| Impairment losses, non-cash restructuring charges and other related phase-out costs | 226 | — | — |
| **Changes in assets and liabilities:** | | | |
| Trade receivables, net | 5 | (32) | 229 |
| Inventories | (172) | (167) | (72) |
| Trade payables | 83 | (35) | (238) |
| Other assets and liabilities, net | (59) | (261) | 159 |
| **Net cash from operating activities** | **2,152** | **2,965** | **5,992** |
| **Cash flows used in investing activities:** | | | |
| Payment for purchase of tangible assets | (2,111) | (3,088) | (4,439) |
| Proceeds from capital grants and other contributions | 258 | 441 | 320 |
| Proceeds from sale of tangible assets | 9 | 5 | 8 |
| Payment for purchase of marketable securities | (354) | (2,980) | (1,653) |
| Proceeds from matured marketable securities | 1,900 | 2,251 | 750 |
| Net proceeds from (investment in) short-term deposits | 350 | (225) | (645) |
| Payment for purchase of intangible assets | (93) | (93) | (97) |
| Net payment for purchase of financial assets | (2) | (53) | (10) |
| **Net cash used in investing activities** | **(43)** | **(3,742)** | **(5,766)** |
| **Cash flows from (used in) financing activities:** | | | |
| Proceeds from long-term debt | — | 300 | 329 |
| Repayment of issued convertible bonds | (750) | — | — |
| Repayment of long-term debt | (239) | (203) | (169) |
| Repurchase of common stock | (367) | (359) | (346) |
| Dividends paid to stockholders | (321) | (288) | (223) |
| Dividends paid to noncontrolling interest | (4) | (5) | (6) |
| Proceeds from noncontrolling interest | 156 | 104 | 52 |
| Proceeds from advances on capital grants | — | 344 | 152 |
| Payment for withholding tax on vested shares | (23) | (44) | (54) |
| Other financing activities | (12) | (4) | (2) |
| **Net cash used in financing activities** | **(1,560)** | **(155)** | **(267)** |
| Effect of changes in exchange rates | 6 | (8) | 5 |
| **Net cash increase (decrease)** | **555** | **(940)** | **(36)** |
| **Cash and cash equivalents at beginning of the period** | **2,282** | **3,222** | **3,258** |
| **Cash and cash equivalents at end of the period** | **2,837** | **2,282** | **3,222** |
| Supplemental cash information: | | | |
| Interest paid | 54 | 67 | 31 |
| Income tax paid | 141 | 197 | 489 |

The accompanying notes are an integral part of these audited consolidated financial statements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(In millions of U.S. dollars, except share and per-share amounts)

## 1. THE COMPANY

STMicroelectronics N.V. (the “Company”) is registered in The Netherlands with its corporate legal seat in Amsterdam, The Netherlands, and its corporate headquarters located in Geneva, Switzerland.

The Company is a global semiconductor company that designs, develops, manufactures and markets a broad range of products, including discrete and general purpose components, application-specific integrated circuits (“ASICs”), full-custom devices and semi-custom devices and application-specific standard products (“ASSPs”) for analog, digital and mixed-signal applications. In addition, the Company participates in the manufacturing value chain of smartcard products, which includes the production and sale of both silicon chips and smartcards.

## 2. ACCOUNTING POLICIES

The accounting policies of the Company conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”). All balances and values in the current and prior periods are in millions of U.S. dollars, except share and per-share amounts. Under Article 35 of the Company’s Articles of Association, the financial year extends from January 1 to December 31, which is the period-end of each fiscal year.

### 2.1 Basis of presentation and consolidation

The Company's consolidated financial statements include the assets, liabilities, results of operations and cash flows of its wholly-owned and majority-owned subsidiaries, after elimination of intercompany transactions and balances. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

The Company assesses each investment in equity securities to determine whether the investee is a Variable Interest Entity (“VIE”). The Company consolidates the VIEs for which the Company is determined to be the primary beneficiary. The primary beneficiary of a VIE is the party that: (i) has the power to direct the most significant activities of the VIE and (ii) is obligated to absorb losses or has the rights to receive returns that would be considered significant to the VIE.

When the Company owns some, but not all, of the voting stock of a consolidated entity, the shares held by third parties represent a noncontrolling interest. The consolidated financial statements are prepared based on the total amount of assets and liabilities and income and expenses of the consolidated subsidiaries. However, the portion of these items that does not belong to the Company’s stockholders is reported in the line “Noncontrolling interest” of the consolidated financial statements.

### 2.2 Use of estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. The primary areas that require significant estimates and judgments by management include, but are not limited to:

- sales allowances for discounts, price protection, product returns and other rebates,
- inventory obsolescence reserves and assessment of normal manufacturing capacity to determine costs capitalized in inventory,
- annual and trigger-based impairment review of goodwill and intangible assets, as well as the assessment of events which could trigger impairment testing on tangible assets, and the assessment of the Company’s long-lived assets economic useful lives,
- recognition and measurement of loss contingencies,

- valuation at fair value of assets acquired and liabilities assumed on business acquisitions, and measurement of any significant contingent consideration,
- assumptions used in measuring expected credit losses and impairment charges on financial assets,
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans,
- assumptions used in calculating net defined pension benefit obligations and other long-term employee benefits, and
- determination of the amount of tax expected to be paid and tax benefit expected to be received, including deferred income tax assets, valuation allowance and provisions for uncertain tax positions and claims.

The Company bases the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While the Company regularly evaluates its estimates and assumptions, the actual results experienced by the Company could differ materially and adversely from those estimates.

### 2.3 Foreign currency

The U.S. dollar is the reporting currency of the Company. The U.S. dollar is the currency of the primary economic environment in which the Company operates since the worldwide semiconductor industry uses the U.S. dollar as a currency of reference for actual pricing in the market. Furthermore, the majority of the Company's transactions are denominated in U.S. dollars, and revenues from external sales in U.S. dollars largely exceed revenues in any other currency. However, certain significant costs are incurred in the countries of the Eurozone and other non-U.S. dollar currency areas.

The functional currency of each subsidiary of the Company is either the local currency or the U.S. dollar, depending on the basis of the economic environment in which each subsidiary operates. Foreign currency transactions, including operations in local currency when the U.S. dollar is the functional currency, are measured into the functional currency using the prevailing exchange rate. Foreign exchange gains and losses resulting from the re-measurement at reporting date of monetary assets and liabilities denominated in currencies other than the functional currency are recognized in the line "Other income and expenses, net" of the consolidated statements of income.

For consolidation purposes, the results and financial position of the subsidiaries whose functional currency is different from the U.S. dollar are translated into the reporting currency as follows:

(a) assets and liabilities for each consolidated balance sheet presented are translated into U.S. dollars using exchange rates at the balance sheet dates;

(b) income and expenses for each consolidated statement of income presented are translated into U.S dollars using the monthly exchange rates;

(c) the resulting exchange differences are reported as Currency Translation Adjustments ("CTA"), a component of "Other comprehensive income (loss)" in the consolidated statements of comprehensive income.

### 2.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with external financial institutions and other short-term highly liquid investments with effective maturities of three months or less. They are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

Short-term deposits representing cash equivalents with maturity beyond three months and below one year are reported as current assets in the line “Short-term deposits” of the consolidated balance sheets.

### 2.5 Trade accounts receivable

Trade accounts receivable are amounts due from customers for goods sold and services rendered to third parties in the ordinary course of business. The Company uses a lifetime expected credit losses allowance for all trade receivables. The allowance includes reasonable assumptions about future credit trends. The historical loss rates are adjusted to reflect current and forward-looking information on macro-economic factors affecting the ability of the Company’s customers to settle the receivables. Adjustments to the expected credit losses allowance are reported on the line “Selling, general and administrative expenses” in the consolidated statements of income and write-offs, if any, are recorded against the expected credit losses allowance.

In the event of transfers of receivables such as factoring, the Company derecognizes the receivables only to the extent that the Company has surrendered control over the receivables in exchange for a consideration other than beneficial interest in the transferred receivables.

### 2.6 Inventories

Inventories are stated at the lower of cost and net realizable value. Actual cost is based on an adjusted standard cost, which approximates cost on a first-in, first-out basis for all categories of inventory (raw materials, work-in-process, finished products). Actual cost is therefore dependent on the Company’s manufacturing performance and is based on the normal utilization of its production capacity. In case of underutilization of manufacturing facilities, the costs associated with unused capacity are not included in the valuation of inventories but charged directly to cost of sales. Net realizable value is based upon the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation.

Inventory reserve is estimated for excess uncommitted inventory based on historical sales data, order backlog and production plans. The Company performs, on a continuous basis, write-offs of inventories, which have the characteristics of slow-moving, old production dates and technical obsolescence. The Company evaluates inventory to identify obsolete or slow-selling items, as well as inventory that is not of saleable quality and records a specific reserve if the Company estimates the inventory will eventually be written off.

### 2.7 Income taxes

Income tax for the period comprises current and deferred income tax. Income tax expense represents the income tax expected to be paid related to the current year taxable profit in each tax jurisdiction. Deferred income tax is recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. Deferred tax assets are also recognized on temporary differences arising from tax losses carried forward and tax credits. Deferred tax liabilities are not recognized on the initial recognition of goodwill as a result of a business combination. Deferred income tax is determined using tax rates and laws that are enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The effect on deferred tax assets and liabilities from changes in tax laws and tax rates is recognized on the line “Income tax expense” in the consolidated statements of income in the period in which the law is enacted. Deferred income tax assets are recognized in full but the Company assesses whether future taxable profit will be available

against which temporary differences can be utilized. A valuation allowance is provided for deferred tax assets when management considers it is more likely than not that they will not be realized.

The Company recognizes a deferred tax liability on undistributed earnings of subsidiaries when there is a presumption that taxable earnings will be remitted to the parent. A deferred tax asset is recognized on compensation for the grant of stock awards to the extent that such charge constitutes a temporary difference in the subsidiaries' local tax jurisdictions. Changes in the stock price do not result in any adjustments to the deferred tax asset prior to vesting.

At each reporting date, the Company assesses all significant income tax positions in all tax jurisdictions to determine any uncertain tax positions. The Company uses a two-step process for the evaluation of uncertain tax positions. The first step consists in assessing whether the tax benefit must be recognized. The second step consists in measuring the amount of tax benefit to be recognized on each uncertain tax position. In step 1 (recognition), the Company assesses whether a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination. Only tax positions with a sustainability threshold higher than 50% are recognized. In Step 2 (measurement), the Company determines the amount of recognizable tax benefit. The measurement methodology is based on a "cumulative probability" approach, resulting in the recognition of the largest amount that is greater than 50% likely of being realized upon settlement with the tax authorities. The Company accrues for interest and penalties on uncertain tax liabilities reported on the consolidated balance sheets. Interests and penalties are classified as components of income tax expense in the consolidated statements of income.

**2.8 Business combinations and goodwill**

The acquisition method of accounting is applied to all business combinations. The identifiable assets acquired, liabilities assumed, and equity instruments issued are measured at acquisition date fair value. Any contingent consideration is recorded at acquisition date fair value and remeasured at each reporting date. Acquisition-related transaction costs and restructuring costs related to the acquired business are expensed as incurred. Acquired in-process research and development ("IPR&D") is capitalized and recorded as an intangible asset at acquisition date, subject to impairment testing until the research or development is completed. The excess of the consideration transferred over the acquisition-date fair value of the identifiable assets acquired and liabilities assumed, net of related deferred tax impacts, is recorded as goodwill. In case of a bargain purchase, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed, the noncontrolling interest in the acquiree, if any, the Company's previously held equity interest in the acquiree, if any, and the consideration transferred. If after this review, a bargain purchase is still indicated, it is recognized in earnings attributable to parent company stockholders. The purchase of additional interests in a partially owned subsidiary is treated as an equity transaction as well as all transactions concerning the sale of subsidiary stock or the issuance of stock by the partially owned subsidiary, assuming there is no change in control of the subsidiary. In the case of a sale of subsidiary shares, whereby the Company no longer maintains control of the subsidiary, the Company recognizes a gain or loss in earnings.

Goodwill is carried at cost less accumulated impairment losses, if any. Goodwill is not amortized but is tested for impairment at least annually, or more frequently whenever events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Goodwill subject to potential impairment is tested at the reporting unit level. The impairment test determines whether the fair value of each reporting unit under which goodwill is allocated is lower than the total carrying amount of relevant net assets allocated to such reporting unit, including its allocated goodwill. The Company records an impairment loss on goodwill when a reporting unit's carrying value exceeds its fair value. Significant management judgments and estimates are used in forecasting the future discounted cash flows associated with the reporting unit, including: the applicable industry's sales volume forecast and selling price evolution, the reporting unit's market penetration and its revenues evolution, the market acceptance of certain new technologies and products, the relevant cost structure, the discount rates applied using a weighted average cost of capital and the perpetuity rates used in calculating cash flow terminal values.

### 2.9 Intangible assets with definite useful lives

Intangible assets subject to amortization include intangible assets purchased from third parties recorded at cost and intangible assets acquired in business combinations initially recorded at fair value. Amortization begins when the intangible asset is available for its intended use. Amortization reflects the pattern in which the asset's economic benefits are consumed, which usually consists in applying the straight-line method to allocate the cost of the intangible assets over their estimated useful lives.

The carrying value of intangible assets with definite useful lives is evaluated whenever changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its fair value. The Company evaluates the remaining useful life of an intangible asset at each reporting date to determine whether events and circumstances warrant a revision to the remaining period of amortization.

***Technologies and licenses***

Separately acquired technologies and licenses are recorded at historical cost. Technologies and licenses acquired in a business combination are initially recognized at acquisition date fair value. Technologies and licenses have a useful life which usually ranges from 3 to 10 years and are carried at cost less accumulated amortization and impairment losses, if any.

***Computer software***

Separately acquired computer software is recorded at historical cost. Costs associated with maintaining computer software programs are expensed as incurred and reported as "Cost of sales", "Selling, general and administrative expenses", or "Research and development expenses" in the consolidated statements of income according to their intended use. The capitalization of costs for internally generated software developed by the Company for its internal use begins when the preliminary project stage is completed and when the Company, implicitly or explicitly, authorizes and commits to funding a computer software project. It must be probable that the project will be completed and will be used to perform the function intended. Amortization of computer software begins when the software is available for its intended use and is calculated using the straight-line method over the estimated useful life, which does not exceed 4 years.

### 2.10 Property, plant and equipment

Property, plant and equipment are stated at historical cost, net of accumulated depreciation and any impairment losses. Property, plant and equipment acquired in a business combination are initially recognized at acquisition date fair value. Major additions and improvements are capitalized, while minor replacements and repairs are expensed and reported as "Cost of sales", "Selling, general and administrative expenses", or "Research and development expenses" in the consolidated statements of income according to their intended use.

Land is not depreciated. Depreciation on fixed assets is computed using the straight-line method over their estimated useful lives, as follows:

| | |
|---|---|
| Buildings | 33 years |
| Facilities and leasehold improvements | 5-10 years |
| Machinery and equipment | 2-10 years |
| Computer and R&D equipment | 3-6 years |
| Other | 2-5 years |

The Company also evaluates, and adjusts if appropriate, the assets' useful lives.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or a group of assets may not be recoverable. Several impairment indicators exist for making this assessment, such as: restructuring

plans, significant changes in the technology, market, economic or legal environment in which the Company operates, available evidence of obsolescence of the asset, or indication that its economic performance is, or will be, worse than expected. In determining the recoverability of assets to be held and used, the Company initially assesses whether the carrying value of the tangible assets or group of assets exceeds the undiscounted cash flows associated with these assets. If exceeded, the Company then evaluates whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. This fair value is normally estimated by the Company based on independent market appraisals or the sum of discounted future cash flows, using market participants' assumptions such as the utilization of the Company's fabrication facilities and the ability to upgrade such facilities, change in the selling price and the adoption of new technologies.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are included in "Other income and expenses, net" in the consolidated statements of income.

The Company did not hold any significant assets held for sale as of December 31, 2025 and December 31, 2024.

**2.11 Leases**

A lease contract is a contract, or part of a contract, that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. If a lease is identified, classification between finance lease or operating lease is determined at lease commencement. Most leases entered by the Company are operating leases. Operating lease liabilities are recognized at the present value of the future lease payments at the lease commencement date. The rate implicit in the lease should be used as a discount rate whenever that rate is readily determinable. In most cases, this rate is not readily determinable and therefore, the Company uses its incremental borrowing rate, which is derived from information available at the lease commencement date. The Company considers its recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating its incremental borrowing rates. Operating lease right-of-use assets are based on the corresponding lease liability adjusted for any lease payments made at or before commencement, initial direct costs, and lease incentives.

Right-of-use assets are included in the line "Property, plant and equipment, net" of the consolidated balance sheets. Operating lease liabilities due within one year are included in the line "Other payables and accrued liabilities", while non-current operating lease liabilities are included in the line "Other long-term liabilities" of the Company's consolidated balance sheets. Operating lease expenses are recognized in the consolidated statements of income, on a straight-line basis since the lease commencement date over the lease period and reported as "Cost of sales", "Selling, general and administrative expenses", or "Research and development expenses", according to the intended use of the leased asset.

Finance lease liabilities due within one year are included in the line "Short-term debt", while non-current finance lease liabilities are included in the line "Long-term debt" of the Company's consolidated balance sheets. Right-of-use assets for finance leases are depreciated on a straight-line basis since the lease commencement date over the lease period or the estimated useful life of the leased asset in case of transfer of ownership or purchase option that is reasonably certain to be exercised. The depreciation expense is reported as "Cost of sales", "Selling, general and administrative expenses", or "Research and development expenses", according to the intended use of the leased asset.

Certain lease contracts contain options to extend the lease. On these contracts, the Company estimates the lease term by including the extended duration when it is reasonably certain for the Company to exercise that option. In addition, for short-term leases, defined as leases with a term of twelve months or less, the Company elected the practical expedient to not recognize an associated lease liability and right-of-use asset. The short-term lease election is made at the commencement date only. Additionally, lease contracts with a sum of lease payments not exceeding $5,000 are excluded from recognition on the consolidated balance sheet.

The right-of-use asset is a non-monetary asset while the lease liability is a monetary liability. When accounting for a lease that is denominated in a foreign currency, the lease liability is remeasured using the current exchange rate, while the right-of-use asset is measured using the historical exchange rate as of the commencement date.

The Company does not separate lease and non-lease components and instead accounts for each separate lease component and the non-lease components associated with that lease component as a single lease component.

Variable lease payments that depend on an index or a rate are included in the lease payments and are measured using the prevailing index or rate at the measurement date. Changes to index and rate-based variable lease payments are recognized in earnings in the period of the change.

**2.12 Loss contingencies**

In determining loss contingencies, the Company considers the likelihood of the incurrence of a liability as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss from a loss contingency is accrued when information available indicates that it is probable that a liability has been incurred at the date of the consolidated financial statements and when the amount of the loss can be reasonably estimated.

**2.13 Long-term debt**

(a) Convertible debt

Effective January 1, 2022, the Company applies the new guidance on distinguishing liabilities from equity. Under this guidance, the total cash proceeds received at issuance are reported as financial debt and no equity conversion instrument is recorded separately in equity. Debt issuance costs are reported as a deduction of debt. In subsequent periods, the carrying value of the convertible debt is incremented up to its nominal value over the amortization pattern of any unamortized debt discount and issuance costs.

Debt issuance costs are amortized through earnings on the line “Interest income (expense), net” of the consolidated statements of income, using the effective interest rate method.

(b) Bank loans

Bank loans and non-convertible senior bonds are recognized at the amount of cash proceeds received, net of debt issuance costs incurred. They are subsequently reported at amortized cost; any difference between the proceeds (net of debt issuance costs) and the principal amount is recognized through earnings on the line “Interest income (expense), net” of the consolidated statements of income over the period of the borrowings using the effective interest method.

**2.14 Employee benefits**

***(a) Pension obligations***

The Company sponsors various pension schemes for its employees. These schemes conform to local regulations and practices in the countries in which the Company operates. Such plans include both defined benefit and defined contribution plans. For defined benefit pension plans, the liability recognized in the consolidated balance sheets is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The funded status of the defined benefit plans is calculated as the difference between plan assets and the projected benefit obligations. Estimates are used in determining the assumptions incorporated in the calculation of the pension obligations, which is supported by input from independent actuaries. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in “Accumulated other comprehensive income (loss)” in the consolidated statements of equity and are charged or credited to earnings over the employees’ average remaining service period using the corridor amortization method. Past service costs are recognized in earnings on the line “Other components of pension benefit costs” of the consolidated statements of income if the changes to the pension scheme are not conditional on the

employees remaining in service for a specified period. Other past service costs are recognized in “Accumulated other comprehensive income (loss)” in the consolidated statements of equity and are amortized on a straight-line basis over the average remaining service period. The net periodic benefit cost of the year is determined based on the assumptions used at the end of the previous year.

The service cost component of net periodic benefit costs is presented in the same income statement line as other employee compensation costs arising from services rendered during the period. The other components of the net periodic benefit cost are presented separately, outside operating income, on the line “Other components of pension benefit costs” of the consolidated statements of income. These elements include: interest cost; expected return on plan assets; amortization of transition (asset) obligation; amortization of prior service cost; amortization of net (gain) loss; (gain) loss recognized due to curtailment or settlement and; cost of special termination benefits.

For defined contribution pension plans, the Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

***(b) Termination benefits***

Termination benefits are payable when an employee is involuntarily terminated, or whenever an employee accepts voluntary termination in exchange for termination benefits. For the accounting treatment and timing of recognition of involuntary termination benefits, the Company distinguishes between one-time termination benefit arrangements and ongoing termination benefit arrangements. A one-time termination benefit arrangement is established by a termination plan and applies to a specified termination event. One-time involuntary termination benefits are recognized as a liability when the termination plan meets certain criteria and has been communicated to employees. If employees are required to render future service in order to receive these one-time termination benefits, the liability is recognized ratably over the future service period. Termination benefits other than one-time termination benefits are termination benefits for which the communication criterion is not met but that are committed to by management, or termination obligations that are not specifically determined in a new and single plan. These termination benefits are all legal, contractual and past practice termination obligations to be paid to employees in case of involuntary termination. These termination benefits are accrued for when commitment creates a present obligation to others for the benefits expected to be paid, when it is probable that employees will be entitled to the benefits and the amount can be reasonably estimated.

In case of special termination benefits related to voluntary redundancy programs, the Company recognizes a provision for voluntary termination benefits at the date on which the employee irrevocably accepts the offer and the amount can be reasonably estimated.

***(c) Profit-sharing and bonus plans***

The Company recognizes a liability and an expense for bonuses and profit-sharing plans when a contractual obligation exists or when there is a past practice that has created a present obligation.

***(d) Other long-term employee benefits***

The Company provides long-term employee benefits such as seniority awards in certain countries. The entitlement to these benefits is usually conditional on the employee completing a minimum service period. The expected costs of these benefits are accrued over the period of employment. Actuarial gains and losses arising from changes in actuarial assumptions are charged or credited to earnings in the period of the revised estimate. These obligations are valued annually with the assistance of independent qualified actuaries.

***(e) Share-based compensation***

The Company accounts for stock-based compensation for all stock-based awards granted to senior executives and selected employees, including awards that vest upon the satisfaction of a service condition and awards that vest upon the satisfaction of both a service condition and performance conditions. Certain awards vest based on a three years graded vesting service period, while awards granted to senior executives vest over a three years cliff vesting service period. The Company measures the cost of the awards based on the related grant-date fair value, reflecting the market price of the underlying shares at the date of the grant, reduced by the present value of the dividends expected to be paid during the requisite service period. That cost is recognized ratably over the period during which an employee is required to provide service in exchange for the award. The compensation cost is recorded through earnings with the corresponding amount reported in equity, under "Additional paid-in capital" of the consolidated statements of equity. The compensation cost is calculated based on the number of awards expected to vest. The Company recognizes forfeitures as they occur. By the end of the vesting period, compensation is recognized only for the awards that ultimately vest.

Liabilities for the Company's portion of payroll taxes are recognized at vesting, which is the event triggering the payment of the social contributions in most of the Company's local tax jurisdictions. Employee-related social charges are measured based on the intrinsic value of the share and recorded at vesting date.

**2.15 Share capital**

Ordinary shares are classified as "Common stock" within equity on the consolidated balance sheets. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds received.

Where the Company purchases its own equity share capital (treasury stock), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from parent company stockholders' equity until the shares are cancelled, reissued, or disposed of.

**2.16 Comprehensive income (loss)**

Comprehensive income (loss) is defined as the change in equity of a business during a period except those changes resulting from investment by and distributions to stockholders. In the consolidated financial statements, "Other comprehensive income (loss)" and "Accumulated other comprehensive income" primarily consists of foreign currency translation adjustments, unrealized gains (losses) on debt securities classified as available-for-sale, unrealized gains (losses) on derivatives designated as cash flow hedge and the accounting for defined benefit plans, net of tax.

**2.17 Revenue recognition**

Arrangements with customers are considered contracts if all the following criteria are met: (a) parties have approved the contract and are committed to perform their respective obligations; (b) each party's rights regarding the goods or services to be transferred can be identified; (c) payment terms for the goods or services to be transferred can be identified; (d) the contract has commercial substance and (e) collectability of substantially all of the consideration is probable. The Company recognizes revenue from products sold to a customer, including distributors, when it satisfies a performance obligation by transferring control over a product to the customer. The Company may also enter into several multi-annual capacity reservation and volume commitment arrangements with certain customers. These agreements constitute a binding commitment for the customers to purchase and for the Company to supply allocated commitment volumes in exchange for additional consideration. The consideration related to commitment fees is reported as revenues from sale of products as it is usually based on delivered quantities. Some of these arrangements include take-or-pay clauses, according to which the Company is entitled to receive the full amount of the contractual committed fees in case of non-compliant orders from those customers. Certain agreements include penalties in case the Company is

not able to fulfill its contractual obligations. No significant provision for those penalties was reported on the consolidated balance sheets as of December 31, 2025 and December 31, 2024.

In certain circumstances, the Company may enter into agreements that concern principally revenues from services, where the performance obligation is satisfied over time. The objective when allocating the transaction price is to allocate the transaction price to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customer. The payment terms typically range between 30 to 90 days. Certain customers require the Company to hold inventory as consignment in their hubs and only purchase inventory when they require it. Revenue for sales of such inventory is recognized when, at the customer's option, the products are withdrawn from the consignment and the Company satisfies a performance obligation by transferring control over a product to the customer.

Consistent with standard business practice in the semiconductor industry, price protection is granted to distribution customers on their existing inventory of the Company's products to compensate them for changes in market prices. The Company accrues a provision for price protection based on a rolling historical price trend computed monthly as a percentage of gross distributor sales. This historical price trend represents differences in recent months between the invoiced price and the final price to the distributor, adjusted to accommodate a significant change in the selling price. The short outstanding inventory time, visibility into the inventory product pricing and long distributor pricing history have enabled the Company to reliably estimate price protection provisions at period-end. The Company records the accrued amounts as a deduction of "Net sales" in the consolidated statements of income at the time of the sale.

The Company's customers occasionally return the Company's products for technical reasons. The Company's standard terms and conditions of sale provide that if the Company determines that products do not conform, the Company will repair or replace the non-conforming products, or issue a credit note or rebate of the purchase price. Quality returns are identified shortly after sale in customer quality control testing. The Company records the accrued amounts as a deduction of "Net sales" in the consolidated statements of income, using contractual and historical information.

The Company records a provision for warranty costs as a charge on the line "Cost of sales" in the consolidated statements of income, based on historical trends of warranty costs incurred as a percentage of sales, which management has determined to be a reasonable estimate of the probable losses to be incurred for warranty claims in a period. Any potential warranty claims are subject to the Company's determination that the Company is at fault for damages, and such claims must usually be submitted within a short period of time following the date of sale. This warranty is given in lieu of all other warranties, conditions or terms expressed or implied by statute or common law. The Company's contractual terms and conditions typically limit its liability to the sales value of the products which gave rise to the claims.

The Company's insurance policy relating to product liability covers third-party physical damages and bodily injury, indirect financial damages as well as immaterial non-consequential damages caused by defective products.

In addition to product sales, the Company enters into arrangements with customers consisting in transferring licenses or related to license services. The revenue generated from these arrangements are reported on the line "Other revenues" of the consolidated statements of income.

### 2.18 Public funding

The Company receives funding from several governmental agencies and income is recognized when all contractual conditions for receipt of these funds are fulfilled and eligible expenditures incurred. Such funding is generally provided to encourage research, development and other innovation activities, industrialization deployment and local economic development. The conditions to receive government funding may include eligibility restrictions, approval by the local governmental authorities, annual budget appropriations, compliance with regulations, as well as specifications regarding objectives and results. Certain specific contracts include obligations to maintain a minimum level of

employment and investment during a certain period. There could be penalties if these objectives are not fulfilled. Other contracts contain penalties for breach of contract, which may result in repayment obligations. Funding related to these contracts is recorded when the conditions required by the contracts are met. The Company's funding programs are classified under two general categories: funding for research, development and other innovative activities, including first industrialization deployment, and capital investments.

Funding for research, development and innovative activities is the most common form of funding that the Company receives. This public funding is recorded as "Other income and expenses, net" in the consolidated statements of income. The funding is recognized ratably as the related costs are incurred once the agreement with the respective governmental agency has been signed and all applicable conditions are met. Other government assistance, such as funding received for industrialization deployment and local economic development in certain regions, are reported as a deduction of cost of sales or other operating expenses according to the nature of the underlying costs eligible to the grants.

French research tax credits ("Crédit Impôt Recherche") are deemed to be grants in substance since the French research tax credits are to be paid in cash by the taxing authorities within three years in case they are not deducted from income tax payable during this period of time.

Capital investment funding is recorded as a reduction of "Property, plant and equipment, net" on the consolidated balance sheets when the Company has incurred the eligible capital expenditures and when all conditions for eligibility have been fulfilled. Advances from capital grants received on capital investments that have not been incurred yet are reported in the line "Other long-term liabilities" on the consolidated balance sheets. Capital investment funding is recognized in the Company's consolidated statements of income by offsetting the depreciation charges of the funded assets during their useful lives.

Funding receivables are reported as non-current assets unless cash settlement features of the receivables evidence that collection is expected within one year. Long-term receivables that do not present any tax attribute or legal restriction are reflected in the consolidated balance sheets at their net present value when the discounting effect is deemed to be significant.

### 2.19 Research and development

Research and development expenses include costs incurred by the Company, the Company's share of costs incurred by other research and development interest groups, and costs associated with co-development contracts. Research and development expenses do not include marketing design center costs, which are accounted for as "Selling, general and administrative expenses" in the consolidated statements of income and process engineering, pre-production or process transfer costs which are recorded as "Cost of sales" in the consolidated statements of income. Research and development costs are expensed as incurred. The amortization expense recognized on technologies and licenses purchased by the Company from third parties to facilitate the Company's research and development activities is reported as "Research and development expenses" in the consolidated statements of income.

### 2.20 Advertising costs

Advertising costs are expensed as incurred and are recorded as "Selling, general and administrative expenses" in the consolidated statements of income. Advertising expenses for 2025, 2024 and 2023 were $20 million, $25 million and $23 million, respectively.

### 2.21 Start-up and phase-out costs

Start-up costs represent costs incurred in the ramp-up phase of the Company's newly integrated manufacturing facilities. Start-up costs are included in the line "Other income and expenses, net" in the consolidated statements of income.

Phase-out costs are associated to the ramp down until latest stages of production of manufacturing facilities affected by a restructuring plan. They represent costs related to the decommissioned fab capacity. Phase-out costs are included in the line “Impairment, restructuring charges and other related phase-out costs” of the consolidated statements of income.

### 2.22 Investments in equity securities

Investments in equity securities that have readily determinable fair values and for which the Company does not have the ability to exercise significant influence are classified as equity securities measured at fair value through earnings. Changes in the fair value of these securities are reported in the consolidated statements of income within “Other income and expenses, net” when these instruments are held within the Company’s operating activities. Gains and losses arising from changes in the fair value of securities not related to operating activities are presented in the consolidated statements of income as non-operating elements within “Gain (loss) on financial instruments, net” in the period in which they arise. The fair values of quoted equity securities are based on current market prices. If the market for a financial asset is not active or if no observable market price is obtainable, the Company measures fair value by using assumptions and estimates. In measuring fair value, the Company makes maximum use of market inputs and minimizes the use of unobservable inputs.

For investments in equity securities without readily determinable fair values and for which the Company does not have the ability to exercise significant influence, the Company has elected to apply the cost method as a measurement alternative. Under the cost method of accounting, investments are carried at historical cost, net of impairment. An impairment loss is recorded when there are identified events or changes in circumstances that may have a significant adverse effect on the value of the investment. Loss is immediately recorded in the consolidated statements of income on the line “Gain (loss) on financial instruments, net” when the investment is not related to operating activities and is based on the Company’s assessment of any significant and sustained reductions in the investment’s value. Gains and losses on investments sold are determined on the specific identification method and are recorded as a non-operating element in the line “Gain (loss) on financial instruments, net” of the consolidated statements of income when the transaction is not related to operating activities.

### 2.23 Investments in debt securities

Debt securities are included in current assets when they represent investments of funds available for current operations.

Changes in fair value of debt securities classified as available-for-sale are recognized as a component of “Other comprehensive income (loss)” in the consolidated statements of comprehensive income. The Company assesses at each balance sheet date whether there is objective evidence that a debt security or group of debt securities is impaired. An unrealized impairment loss exists when the fair value of the instrument declines below its amortized cost basis. An impairment loss is recognized in earnings, through a direct reduction of the value of the asset, when the Company intends to sell the debt security or when it is more likely than not that the Company will be required to sell the instrument before recovery of the amortized cost basis. Moreover, an impairment loss is recognized in earnings through a credit loss allowance for any portion of the unrealized impairment loss resulting from a credit loss. Impairment losses recognized in the consolidated statements of income are not reversed through earnings.

The fair values of quoted debt securities are based on current market prices. If the market for a financial asset is not active and if no observable market price is obtainable, the Company measures fair value by using assumptions and estimates. In measuring fair value, the Company makes maximum use of market inputs and minimizes the use of unobservable inputs.

The Company did not hold any debt securities classified as held-to-maturity or debt securities for which the Company would have elected to apply the fair value option.

### 2.24 Derivative financial instruments and hedging activities

Derivative financial instruments are initially recognized on the date a derivative contract is entered into and are subsequently measured at fair value. The method of recognizing the gain or loss resulting from the derivative instrument depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the hedge transaction. The Company has designated certain derivatives as hedges of a particular risk associated with a highly probable forecasted transaction (cash flow hedge).

The Company documents, at inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. Derivative instruments that are not designated as hedges are measured at fair value through earnings.

*Cash Flow Hedge*

As part of its ongoing operating, investing and financing activities, the Company enters into certain derivative transactions that may be designated and may qualify as hedging instruments. To reduce its exposure to U.S. dollar exchange rate fluctuations, the Company hedges certain Euro-denominated forecasted transactions that cover at reporting date a large part of its research and development, and selling, general and administrative expenses as well as a portion of its front-end manufacturing costs of semi-finished goods within cost of sales through the use of currency forward contracts and currency options, including collars. The Company may also hedge through the use of currency forward contracts certain Singapore dollar-denominated manufacturing forecasted transactions.

The derivative instruments are designated and qualify for cash flow hedge at inception of the contract and on an ongoing basis over the duration of the hedge relationship. They are reflected at their fair value as “Other current assets” or “Other payables and accrued liabilities” in the consolidated balance sheets when settlement is expected to occur within twelve months after the reporting date. They are reported as "Other non-current assets" or "Other long-term liabilities" in the consolidated balance sheets when settlement is expected beyond twelve months. The criteria for designating a derivative as a hedge include the instrument’s effectiveness in risk reduction and matching of the derivative instrument to its underlying transactions with the critical terms of the hedging instrument matching the terms of the hedged forecasted transaction. This enables the Company to conclude that changes in cash flows attributable to the risk being hedged are expected to be substantially offset by the hedging instruments.

For derivative instruments designated as cash flow hedge, the change in fair value is reported as a component of “Other comprehensive income (loss)” in the consolidated statements of comprehensive income and is reclassified into earnings in the same period in which the hedged transaction affects earnings, and within the same consolidated statements of income line as the hedged transaction. For these derivatives, ineffectiveness appears if the cumulative gain or loss on the derivative hedging instrument exceeds the cumulative change in the expected future cash flows on the hedged transaction. Effectiveness on transactions hedged through purchased options is measured on the full fair value of the option, including time value.

*Derivative financial instruments not designated as a hedge*

The Company conducts its business on a global basis in various major international currencies. As a result, the Company is exposed to adverse movements in foreign currency exchange rates. The Company enters into foreign currency forward contracts and currency options to reduce its exposure to changes in exchange rates and the associated risk arising from the denomination of certain assets and liabilities in foreign currencies at the Company's subsidiaries.

Financial instruments not designated as a hedge are classified as current assets when they are expected to be realized within twelve months of the balance sheet date. Marked-to-market gains or losses arising from changes in the fair value of these instruments are reported in the consolidated

statements of income within “Other income and expenses, net” in the period in which they arise, since the transactions for these instruments occur within the Company’s operating activities.

### 2.25 Recent accounting pronouncements

*(a) Accounting pronouncements effective in 2025*

In December 2023, the FASB issued new guidance related to income taxes, which requires additional disclosures, primarily around disaggregation of income tax paid and specific categories in the income tax rate reconciliation. The guidance was effective for the year ended December 31, 2025 and was applied prospectively.

The Company adopted the new guidance in its 2025 annual reporting. Applicable disclosures are included in Note 23.

*(b) Accounting pronouncements expected to impact the Company’s operations that are not yet effective and have not been early adopted by the Company*

In November 2024, the FASB issued new guidance to improve comprehensive income disclosures. The guidance requires disaggregation of income statement expenses. The guidance will be effective for the Company beginning with annual reporting for fiscal year ending December 31, 2027 and interim periods thereafter. The Company is currently assessing the impact the new guidance will have on its income statement expense disclosures.

In December 2025, the FASB issued new guidance on accounting for government grants, addressing recognition, classification, measurement, presentation, and related disclosures. The guidance will be effective for the Company for the fiscal year ending December 31, 2029, including interim periods. As the new guidance aligns U.S. GAAP with existing IFRS standards that the Company already applies by analogy to public funding, no significant impact is expected on the Company’s consolidated financial statements. However, the Company is evaluating potential impact on related disclosures.

## 3. SHORT-TERM DEPOSITS AND MARKETABLE SECURITIES

To optimize the return yield on its short-term investments, the Company invested $1,100 million of available cash in short-term deposits as of December 31, 2025, compared to $1,450 million as of December 31, 2024.

The Company also invested available liquidity in marketable securities. As of December 31, 2025, the Company held $985 million in debt securities classified as available-for-sale. Detailed movements of marketable securities balance sheet position are presented in the table below:

| | December 31, 2024 | Purchase | Accretion | Proceeds at maturity | Change in fair value included in Other Comprehensive Income (“OCI”) | December 31, 2025 |
|---|---|---|---|---|---|---|
| U.S. Treasury debt securities | 2,452 | 354 | 64 | (1,900) | 15 | 985 |
| **Total** | **2,452** | **354** | **64** | **(1,900)** | **15** | **985** |

| | December 31, 2023 | Purchase | Accretion | Proceeds at maturity | Change in fair value included in Other Comprehensive Income (“OCI”) | December 31, 2024 |
|---|---|---|---|---|---|---|
| U.S. Treasury debt securities | 1,635 | 2,980 | 87 | (2,251) | 1 | 2,452 |
| **Total** | **1,635** | **2,980** | **87** | **(2,251)** | **1** | **2,452** |

In 2025, the Company invested $354 million available cash in U.S. Treasury bonds. The debt securities have a rating of Aaa/AA+/AA+ from Moody's, S&P and Fitch, respectively, with a weighted average maturity of 2.31 years. The debt securities are reported as current assets on the line "Marketable securities" on the consolidated balance sheets, since they represent investments of funds available for current operations. The Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of the amortized cost basis. The bonds are classified as available-for-sale financial assets and recorded at fair value as of December 31, 2025. The fair value measurement corresponds to a Level 1 fair value hierarchy measurement. The aggregate amortized cost basis of these securities totaled $979 million as of December 31, 2025.

Marketable securities totaling $350 million at principal amount were transferred to financial institutions as part of short-term securities lending transactions, in compliance with corporate policies. The Company, acting as the securities lender, does not hold any collateral in this unsecured securities lending transactions. The Company retains effective control on the transferred securities.

The below table details debt securities that were in an unrealized loss position for less than 12 months and more than 12 months as of December 31, 2025:

| | December 31, 2025 | | | | | |
|---|---|---|---|---|---|---|
| | Less than 12 months | | More than 12 months | | Total | |
| **Description** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| U.S. Treasury debt securities | — | — | 229 | (2) | 229 | (2) |
| **Total** | **—** | **—** | **229** | **(2)** | **229** | **(2)** |

Debt securities that were in an unrealized gain position as of December 31, 2025, were reported at a fair value of $756 million with an unrealized gain of $8 million.

For the marketable securities that were in an unrealized loss position as of December 31, 2025, the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of the amortized cost basis.

The below table details debt securities that were in an unrealized loss position for less than 12 months or more than 12 months as of December 31, 2024:

| | December 31, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Less than 12 months | | More than 12 months | | Total | |
| **Description** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| U.S. Treasury debt securities | 448 | (2) | 443 | (9) | 891 | (11) |
| **Total** | **448** | **(2)** | **443** | **(9)** | **891** | **(11)** |

Debt securities that were in an unrealized gain position as of December 31, 2024, were reported at a fair value of $1,561 million with an unrealized gain of $3 million.

## 4. TRADE ACCOUNTS RECEIVABLE, NET

Trade accounts receivable, net consist of the following:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Trade accounts receivable | 1,767 | 1,768 |
| Current expected credit losses allowance ("CECLA") | (22) | (19) |
| Total | 1,745 | 1,749 |

The Company uses a lifetime expected credit losses allowance for all trade receivables based on failure rates, as applied to the gross amounts of trade accounts receivable. The allowance also includes reasonable assumptions about future credit trends. The historical loss rates are adjusted to reflect current and forward-looking information on macro-economic factors affecting the ability of the Company's customers to settle the receivables. In addition to the factors already embedded in the failure rates, as applied on trade accounts receivable, the Company has identified cyclicality and uncertainties around continued growth for the semiconductor industry and its serviceable available market to be the most relevant factors. These macro-economic factors are weighted into different economic scenarios, in line with estimates and methodologies applied by other business entities, including financial institutions.

On that basis, there was no significant change in reported CECLA for the year ended December 31, 2025.

Adjustments to the expected credit losses allowance are reported in the line "Selling, general and administrative expenses" in the consolidated statements of income.

There were no significant write-offs in 2025, 2024 and 2023.

## 5. INVENTORIES

Inventories consist of the following:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Raw materials | 418 | 348 |
| Work-in-process | 1,846 | 1,684 |
| Finished products | 872 | 762 |
| **Total** | **3,136** | **2,794** |

## 6. OTHER CURRENT ASSETS

Other current assets are detailed below:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Public funding receivables | 678 | 391 |
| Taxes and other government receivables | 326 | 254 |
| Advances and deferred charges | 207 | 210 |
| Loans and deposits | 26 | 14 |
| Interest receivable | 35 | 29 |
| Derivative instruments | 76 | 10 |
| Other current assets | 120 | 99 |
| **Total** | **1,468** | **1,007** |

The Company participates in public funding programs in several jurisdictions associated with research, development, innovation and other first industrialization deployment activities. Public funding receivables are described in Note 7.

Taxes and other government receivables mainly include receivables related to value-added tax, primarily in European tax jurisdictions.

Advances and deferred charges include prepaid amounts associated with multi-annual supply and service agreements.

Derivative instruments are further described in Note 27.

The Company applies a current expected credit losses model on all financial assets measured at amortized cost, including deposits, loans and receivables. The major portion of other current assets to which this model applies corresponds to government receivables. Due to the existing history of zero-default on receivables originated by governments, the expected credit losses are assumed to be not significant as of December 31, 2025 and December 31, 2024. Other current assets presented in the table above within the lines “Loans and deposits” and “Other current assets” are composed of amounts not deemed at exposure of default. Consequently, no loss allowance was reported on those current assets as of December 31, 2025 and December 31, 2024.

## 7. PUBLIC FUNDING

The main government assistance received by the Company are classified under four general categories: funding for Research and Development (R&D), R&D and Innovation activities (RDI), funding for First Industrial Deployment activities (FID) and capital investments for pilot lines and other industrial activities.

Receivables related to public funding totaled $1,219 million as of December 31, 2025 ($766 million as of December 31, 2024), of which $678 million reported on the line “Other current assets” and $541 million reported on the line “Other non-current assets" of the consolidated balance sheet as of December 31, 2025 ($391 million and $375 million, respectively, as of December 31, 2024). The receivables related to public funding included $494 million of capital grants associated with capital investments projects for the Company's 300mm wafer fab in France and its silicon carbide manufacturing activities in Italy ($218 million as of December 31, 2024). These public funding programs also set forth a clawback mechanism according to which the public government agencies will require, at specific future testing dates, the remeasurement of the aid, which may trigger future payments by the Company. No provision was recorded as of December 31, 2025 and December 31, 2024 in relation to this clawback mechanism.

Liabilities mainly related to deferred income on public funding totaled $237 million as of December 31, 2025 ($214 million as of December 31, 2024), of which $113 million reported on the line “Other payables and accrued liabilities” and $124 million reported on the line “Other long-term liabilities” of the consolidated balance sheet as of December 31 , 2025 ($42 million and $172 million, respectively, as of December 31, 2024).

For the year ended December 31, 2025, the Company recorded $219 million of public funding related to R&D and innovation activities, reported on the line “Other income and expenses, net” of the consolidated statement of income compared to $266 million for the year ended December 31, 2024, and $201 million for the year ended December 31, 2023. The Company reported as a reduction of cost of sales in the consolidated statement of income for the year ended December 31, 2025 a total $136 million amount related to FID funding programs compared to $83 million for the year ended December 31, 2024 and $30 million for the year ended December 31, 2023. Additionally, $119 million, $76 million and $31 million grant income was recognized as compensation of depreciation expense in 2025, 2024 and 2023, respectively, as part of the Company’s capital funding schemes.

In 2023, the Company and Sanan Optoelectronics jointly created SANAN, STMicroelectronics Co. Ltd. (“Sanan ST JV”), for high-volume 200mm SiC device manufacturing in China. The entity has been identified as a VIE for which the Company is the primary beneficiary. As such, the joint venture was fully consolidated as of December 31, 2025, December 31, 2024 and December 31, 2023, as further described in Note 12. Sanan ST JV is part of a capital funding scheme with Chinese regional agencies. As of December 31, 2025, long-term liabilities related to public funding included

$333 million advances from capital grants received as part of this funding program ($385 million as of December 31, 2024), as further described in Note 17.

The Company also benefits from research tax credits and other tax incentives to foster research and innovation activities, together with capital investments in certain tax jurisdictions, primarily in France and Italy. These research tax credits and tax incentive schemes are further described in Note 23. Research tax credit receivables totaled $339 million and were reported on the line “Other non-current assets” of the consolidated balance sheet as of December 31, 2025 ($231 million as of December 31, 2024). The research tax credit income totaled $122 million and was reported as a reduction of “Research and development” in the consolidated statement of income for the year ended December 31, 2025 compared to $140 million for the year ended December 31, 2024 and $126 million for the year ended December 31, 2023.

## 8. GOODWILL

Following the Company's reorganization announced in January 2024 into four reportable segments, the Company has made further progress in analyzing its global product portfolio, resulting in additional adjustments to its segments, effective starting January 1, 2025. Goodwill was allocated to the new reportable segments, with comparative information adjusted accordingly.

Goodwill allocated to the new reportable segments and changes in the carrying amount of goodwill were as follows:

| | AM&S | P&D | EMP | RFOC | Total |
|---|---|---|---|---|---|
| **December 31, 2023** | **2** | **76** | **117** | **108** | **303** |
| Write-off | (1) | — | — | — | (1) |
| Foreign currency translation | — | (6) | (3) | (3) | (12) |
| **December 31, 2024** | **1** | **70** | **114** | **105** | **290** |
| Foreign currency translation | — | 11 | 7 | 7 | 25 |
| **December 31, 2025** | **1** | **81** | **121** | **112** | **315** |

In 2025, 2024 and 2023, no impairment loss was recorded by the Company following the annual impairment test conducted in the fourth quarter of each reporting year.

## 9. OTHER INTANGIBLE ASSETS, NET

Other intangible assets, net are detailed below:

| December 31, 2025 | Gross Amount | Accumulated Amortization | Net Amount |
|---|---|---|---|
| Technologies & licenses | 774 | (589) | 185 |
| Purchased & internally developed software | 481 | (407) | 74 |
| Intangibles in progress | 65 | — | 65 |
| **Total** | **1,320** | **(996)** | **324** |

| December 31, 2024 | Gross Amount | Accumulated Amortization | Net Amount |
|---|---|---|---|
| Technologies & licenses | 766 | (577) | 189 |
| Purchased & internally developed software | 484 | (395) | 89 |
| Intangibles in progress | 68 | — | 68 |
| **Total** | **1,318** | **(972)** | **346** |

The line “Intangibles in progress” in the table above also includes internally developed software under construction and software not ready for their intended use.

Amortization expense related to intangible assets subject to amortization was $101 million, $102 million and $97 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Estimated future amortization expense related to intangible assets as of December 31, 2025 is as follows:

| **Year** | |
|---|---|
| 2026 | 111 |
| 2027 | 78 |
| 2028 | 47 |
| 2029 | 30 |
| 2030 | 18 |
| Thereafter | 40 |
| Total | 324 |

In 2025, the Company recorded $20 million impairment charge on a license under joint development with a third party, for which future use is no longer expected, as further described in Note 22. In 2024 and 2023, the Company recorded impairment losses of $9 million and $42 million, respectively, for certain technologies acquired with no alternative future use and as part of certain business combinations.

## 10. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net are detailed below:

| December 31, 2025 | Gross Amount | Accumulated Depreciation | Net Amount |
|---|---|---|---|
| Land | 142 | — | 142 |
| Buildings | 1,608 | (740) | 868 |
| Facilities & leasehold improvements | 5,072 | (3,731) | 1,341 |
| Machinery and equipment | 23,814 | (17,825) | 5,989 |
| Computer and R&D equipment | 453 | (381) | 72 |
| Operating lease right-of-use assets | 379 | (127) | 252 |
| Finance lease right-of-use assets | 113 | (18) | 95 |
| Other tangible assets | 125 | (107) | 18 |
| Construction in progress | 2,281 | — | 2,281 |
| **Total** | **33,987** | **(22,929)** | **11,058** |

| December 31, 2024 | Gross Amount | Accumulated Depreciation | Net Amount |
|---|---|---|---|
| Land | 118 | - | 118 |
| Buildings | 1,386 | (617) | 769 |
| Facilities & leasehold improvements | 4,484 | (3,137) | 1,347 |
| Machinery and equipment | 22,017 | (15,676) | 6,341 |
| Computer and R&D equipment | 406 | (335) | 71 |
| Operating lease right-of-use assets | 392 | (141) | 251 |
| Finance lease right-of-use assets | 72 | (11) | 61 |
| Other tangible assets | 114 | (94) | 20 |
| Construction in progress | 1,899 | - | 1,899 |
| **Total** | **30,888** | **(20,011)** | **10,877** |

The line “Construction in progress” in the table above includes property, plant and equipment under construction, and equipment under qualification that are not ready for their intended use.

Depreciation charges totaled $1,753 million, $1,658 million and $1,464 million in 2025, 2024 and 2023, respectively. Tax incentives and public funding reduced depreciation charges by $129 million, $96 million and $69 million in 2025, 2024 and 2023, respectively. Capital investment public funding is described in Note 7. Tax incentives related to capital expenditures is further described in Note 23.

In 2023, the Company and Sanan Optoelectronics jointly created Sanan ST JV for high-volume 200mm SiC device manufacturing in China. The entity has been identified as a VIE for which the Company is the primary beneficiary. As such, it was fully consolidated as of December 31, 2025 and December 31, 2024, as further described in Note 12. As of December 31, 2025, and December 31, 2024, a total amount of $433 million and $316 million respectively, was included on the line "Property, plant and equipment, net" of the consolidated balance sheet from the joint venture's consolidation.

For the years ended December 31, 2025, 2024 and 2023, the Company sold property, plant and equipment for cash proceeds of $9 million, $5 million and $8 million, respectively.

In 2025, the Company recorded a total $169 million impairment charge on buildings ($30 million), facilities ($86 million) and machinery and equipment ($53 million), as further described in Note 22. There was no significant impairment loss recognized on tangible assets for the years ended 2024 and 2023.

## 11. LEASES

The Company leases land, buildings, cars and certain equipment (including IT equipment) which have remaining lease terms between less than one year and 65 years.

Operating and finance leases consisted of the following:

| | **December 31, 2025** | December 31, 2024 |
|---|---|---|
| **Right-of-use assets** | | |
| Operating leases | 252 | 251 |
| Finance leases | 95 | 61 |
| **Total right-of-use assets** | **347** | **312** |
| **Lease liabilities** | | |
| Current | 101 | 70 |
| Operating leases | 52 | 54 |
| Finance leases | 49 | 16 |
| Non-current | 223 | 210 |
| Operating leases | 169 | 160 |
| Finance leases | 54 | 50 |
| **Total lease liabilities** | **324** | **280** |

Maturities of lease liabilities are as follows:

| | **Operating Leases** | **Finance Leases** | **December 31, 2025** |
|---|---|---|---|
| 2026 | 59 | 49 | 108 |
| 2027 | 46 | 32 | 78 |
| 2028 | 35 | 2 | 37 |
| 2029 | 26 | 2 | 28 |
| 2030 | 18 | 2 | 20 |
| Thereafter | 94 | 32 | 126 |
| **Total future undiscounted cash outflows** | **278** | **119** | **397** |
| Effect of discounting | (57) | (16) | (73) |
| **Total lease liabilities** | **221** | **103** | **324** |

Operating and finance lease terms and discount rates are as follows:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Weighted average remaining lease term (in years) – operating leases | 9.53 | 8.59 |
| Weighted average remaining lease term (in years) – finance leases | 5.93 | 8.29 |
| Weighted average discount rate – operating lease | 3.94 % | 3.83 % |
| Weighted average discount rate – finance lease | 2.46 % | 3.78 % |

Operating, finance and short-term lease cost and cash paid are as follows:

| | 2025 | 2024 |
|---|---|---|
| **Operating lease cost** | **73** | **75** |
| **Finance lease cost** | | |
| Amortization of right-of-use assets | 5 | 5 |
| Interest | 3 | 3 |
| **Short-term lease cost** | **11** | **14** |
| **Operating lease cash paid** | **72** | **76** |
| **Finance lease cash paid** | **15** | **7** |

Non-cash additions to right-of-use assets obtained in exchange for new lease liabilities are as follows:

| | 2025 | 2024 |
|---|---|---|
| Operating leases | 58 | 47 |
| Finance leases | 41 | 9 |

## 12. LONG-TERM INVESTMENTS AND VARIABLE INTEREST ENTITIES

Long-term investments are detailed below:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Cost-method investments | 25 | 20 |
| Other long-term investments | 127 | 51 |
| **Total** | **152** | **71** |

Cost-method investments include a $9 million interest in DNP Photomask Europe S.p.A (“DNP”) and a 10 million investment in DustPhotonics Ltd. related to the development of SiPho technology for the RF communications business. In 2025, the Company paid $5 million to invest in Claros, Inc.

In December 2024, the Company participated to the initial purchase offering of InnoScience (Suzhou), which listed on the main board of the Hong Kong Stock Exchange. The Company acquired a 1.4% equity stake for a total amount of $51 million. As a publicly traded equity instrument, the InnoScience investment is measured at fair value through earnings. The change in fair value amounted to a $76 million unrealized gain in 2025, reported on the line "Gain (loss) on financial instruments, net" on the consolidated statement of income.

In 2023, the Company and Sanan Optoelectronics jointly created Sanan ST JV. for high-volume 200mm SiC device manufacturing activities in China. The purpose of the joint venture is to support the rising demand for the Company's SiC devices for car electrification and industrial power and energy applications in China. With the creation and future operations of Sanan ST JV, the Company seeks to create a fully integrated vertical value chain aiming at serving the Chinese electrification market. Sanan Optoelectronics will build a separate 200mm SiC substrate manufacturing facility to fulfill

Sanan ST JV's needs. Sanan ST JV will produce SiC devices exclusively for the Company, using the Company's proprietary SiC manufacturing process technology and know how and serving as a dedicated foundry to support the Company's demand for Chinese customers.

The Company has identified Sanan ST JV as a VIE, primarily based on the disproportionality between its 49% equity interest rights and its economic interest and operating role in the joint venture. Indeed the significant activities of Sanan ST JV involve or are conducted on behalf of the Company as the sole customer of the joint venture. Moreover, through its key role in the successful process qualification and future manufacturing efficiency based on its SiC manufacturing process technology, the Company has the power to control the activities that most significantly impact Sanan ST JV's future economic performance. Additionally, based on the nature of the risks impacting Sanan ST JV's future economic performance, the Company will absorb the potential losses of Sanan ST JV or the right to receive benefits downstream the whole integrated SiC device value chain. Consequently, the Company has a controlling financing interest in Sanan ST JV and is the primary beneficiary of the VIE.

As the primary beneficiary of Sanan ST JV, the Company fully consolidates the VIE, with the recognition of 51% non-controlling interest. Non-controlling interest amounted to 312 million as of December 31, 2025 compared to $156 million as of December 31, 2024. This increase includes a 156 million contribution from Sanan Optoelectronics to Sanan ST JV's capital increase in 2025. No gain or loss was recognized on the initial consolidation of the VIE as no fair value measurement was required, the joint venture being a newly incorporated entity. Profit and loss reported by the VIE for the years ended December 31, 2025 and 2024 were not significant. Sanan ST JV’s main assets include cash and cash equivalents, which totaled $463 million as of December 31, 2025, compared to $345 million as of December 31, 2024. In 2025, cash equivalents included $313 million short-term investments, measured at fair value. The carrying amount of other Sanan ST JV's main assets and liabilities, together with their classification in the consolidated balance sheet as of December 31, 2025 and 2024, are separately disclosed in Note 7, Note 10 and Note 17.

The total amount for the full build out of the joint venture will also be financed by local government support, as disclosed in Note 7, and loans or further support from stockholders to the joint venture.

## 13. OTHER NON-CURRENT ASSETS

Other non-current assets are detailed below:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Equity securities | 38 | 37 |
| Public funding receivables | 541 | 375 |
| Taxes and other government receivables | 46 | 26 |
| Research tax credit receivable | 339 | 231 |
| Defined benefit plans | 20 | 22 |
| Prepayments and deposits to third parties | 234 | 213 |
| Other non-current assets | 54 | 57 |
| **Total** | **1,272** | **961** |

Public funding receivables, including French research tax credit receivable, are described in Note 7.

In 2025 and 2024, the Company entered into factoring transactions to accelerate the realization in cash of certain long-term receivables. The Company sold without recourse $66 million and $87 million of these receivables in the years ended December 31, 2025 and 2024 respectively, with a financial cost of $2 million and $4 million respectively.

Prepayments and deposits to third parties relate to long-term supply agreements involving purchase of raw materials, capacity commitments, cloud-hosting arrangements, and other services.

The major portion of other non-current assets to which the expected credit loss model applies are long-term State receivables. Due to the existing history of zero-default on receivables originated by governments, the expected credit losses are assumed to be negligible as of December 31, 2025 and December 31, 2024. Other non-current assets presented in the table above on the line “Other non-current assets” are composed of individually not significant amounts not deemed to have exposure of default. Consequently, no significant expected credit loss allowance was reported on other non-current assets at reporting date.

## 14. OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities are detailed below:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Employee related liabilities | 578 | 537 |
| Employee compensated absences | 252 | 237 |
| Taxes other than income taxes | 95 | 79 |
| Advances from customers | 83 | 89 |
| Liabilities related to public funding | 113 | 42 |
| Derivative instruments | 15 | 86 |
| Defined benefit and contribution plans | 49 | 50 |
| Royalties | 24 | 22 |
| Current operating lease liabilities | 52 | 54 |
| Restructuring | 68 | — |
| Others | 111 | 110 |
| **Total** | **1,440** | **1,306** |

Advances from customers include multi-annual capacity reservation and volume commitment agreements signed with certain customers.

Liabilities related to public funding are described in Note 7.

Derivative instruments are further described in Note 27.

Defined benefit and defined contribution plans and other long-term employee benefits are further described in Note 16.

Lease liabilities are described in Note 11.

Restructuring liabilities and provisions are further described in Note 22.

## 15. LONG-TERM DEBT

Long-term debt consisted of the following:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **Funding program loans from European Investment Bank ("EIB"):** | | |
| 2.69% due 2028, floating interest rate at Euribor +0.589% | 90 | 106 |
| 2.61% due 2029, floating interest rate at Euribor +0.564% | 115 | 127 |
| 2.56% due 2031, floating interest rate at Euribor +0.473% | 236 | 244 |
| 2.58% due 2031, floating interest rate at Euribor +0.550% | 116 | 120 |
| 2.73% due 2033, floating interest rate at Euribor +0.558% | 282 | 281 |
| 5.07% due 2034, floating interest rate at Secured Overnight Financing Rate +0.939% | 270 | 300 |
| **Credit Facility from Cassa Depositi e Prestiti SpA ("CDP SpA")** | | |
| 2.84% due 2027, floating interest rate at Euribor +0.690% | 44 | 65 |
| 2.65% due 2028, floating interest rate at Euribor +0.550% | 59 | 69 |
| 2.95% due 2029, floating interest rate at Euribor +0.850% | 67 | 74 |
| **Dual tranche senior unsecured convertible bonds** | | |
| zero-coupon, due 2025 ("Tranche A") | — | 749 |
| zero-coupon, due 2027 ("Tranche B") | 749 | 749 |
| **Finance leases:** | | |
| 3.58% due 2025, fixed interest rate | — | 8 |
| 0.00% due 2026, fixed interest rate | 37 | — |
| 3.86% due 2027, fixed interest rate | 36 | 34 |
| 3.78% due 2042, fixed interest rate | 25 | 23 |
| 1.75% due 2042, fixed interest rate | 1 | 1 |
| 4.73% due 2045, fixed interest rate | 3 | — |
| 5.85% due 2027, fixed interest rate | 1 | — |
| **Other funding program loans:** | | |
| 0.25% (weighted average), due 2026-2028, fixed interest rate | 2 | 3 |
| **Total long-term debt** | **2,133** | **2,953** |
| Less current portion | (298) | (990) |
| **Total long-term debt, less current portion** | **1,835** | **1,963** |

Long-term debt is denominated in the following currencies:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| U.S. dollar | 1,056 | 1,798 |
| Euro | 1,077 | 1,155 |
| Total | 2,133 | 2,953 |

On August 4, 2020, the Company issued a $1.5 billion principal amount of dual tranche senior unsecured convertible bonds (Tranche A and Tranche B for $750 million each tranche), due 2025 and 2027, respectively. Tranche A bonds were issued at 105.8% as zero-coupon bonds while Tranche B bonds were issued at 104.5% as zero-coupon bonds. The conversion price at issuance was $43.62 for Tranche A equivalent to a 47.5% conversion premium and $45.10 for Tranche B, equivalent to a 52.5% conversion premium. These conversion features correspond to an equivalent of 4,585 shares per each Tranche A bond $200,000 par value and an equivalent of 4,435 shares per each Tranche B bond $200,000 par value. The bonds are convertible by the bondholders or are callable by the issuer upon certain conditions, on a net-share settlement basis, except if the issuer elects a full-cash or full-share conversion as an alternative settlement. The net proceeds from the bond offering were $1,567 million, after deducting issuance costs paid by the Company.

On August 4, 2025, Tranche A bonds were fully settled in cash for their principal amount of $750 million, since Tranche A reached maturity while the conversion options were out-of-the money. As per contractual terms, the bondholders have full conversion rights on Tranche B bonds starting August 2024 and Tranche B bonds are callable by the Company with a 130% contingent feature, with the exercise of its call rights being preceded by the release, by the Company, of an Optional Redemption Notice.

Tranche B bonds were reported as “Long-term debt” in the consolidated balance sheet as of December 31, 2025, based on their original maturity and the fact that, as of December 31, 2025, the Company's stock price did not exceed the conversion price of the senior unsecured convertible bonds.

Aggregate future maturities of total long-term debt (including current portion) at principal amount are as follows:

| | December 31, 2025 |
|---|---|
| 2026 | 298 |
| 2027 | 989 |
| 2028 | 248 |
| 2029 | 171 |
| 2030 | 125 |
| Thereafter | 303 |
| **Total** | **2,134** |

The difference between the total aggregated future maturities in the preceding table and the total carrying amount of long-term debt is due to unamortized issuance costs on the dual tranche senior unsecured convertible bonds.

***Credit facilities***

The Company’s long-term debt contains standard conditions but does not impose minimum financial ratios. The Company had unutilized committed medium-term credit facilities with core relationship banks totaling $640 million as of December 31, 2025.

The EIB Loans are comprised of three long-term amortizing credit facilities as part of R&D funding programs. The first one, signed in August 2017, is a €500 million loan in relation to R&D and capital expenditures in the European Union. The entire amount was fully drawn in Euros corresponding to $205 million outstanding as of December 31, 2025. The second one, signed in 2020, is a €500 million credit facility agreement with EIB to support R&D and capital expenditure programs in Italy and France. The amount was fully drawn in Euros representing $352 million outstanding as of December 31, 2025. In 2022, the Company signed a third long-term amortizing credit facility with the EIB of €600 million. Of this amount, €300 million was withdrawn in Euros in 2022, and $300 million was withdrawn in U.S Dollars during 2024, representing a total outstanding balance of $552 million on December 31, 2025. In December 2025, the Company entered into a €500 million financing agreement with EIB to support the acceleration of R&D and high-volume chip manufacturing in Italy

and France. This agreement represents the first tranche of a broader €1 billion credit line approved by EIB in favor of the Company.

The CDP loans are comprised of two long-term credit facilities. The first, signed in 2021, is a €150 million loan, fully drawn in Euros, of which $44 million were outstanding as of December 31, 2025. The second one, signed in 2022, is a €200 million loan, fully drawn in Euros, of which $126 million was outstanding as of December 31, 2025.

## 16. POST-EMPLOYMENT AND OTHER LONG-TERM EMPLOYEES BENEFITS

The Company and its subsidiaries have a number of defined benefit pension plans, mainly unfunded, and other long-term employees' benefits covering employees in various countries. The defined benefit plans provide pension benefits based on years of service and employee compensation levels. The other long-term employees' plans provide benefits due during the employees' period of service after certain seniority levels. The Company uses December 31 as measurement date for its plans. Eligibility is generally determined in accordance with local statutory requirements. For Italian termination indemnity plan ("TFR"), generated before July 1, 2007, the Company measures the vested benefits to which Italian employees are entitled as if the amounts were immediately due as of December 31, 2025, in compliance with U.S. GAAP guidance on determining vested benefit obligations for defined benefit pension plans.

The changes in benefit obligation and plan assets were as follows:

| | Pension Benefits | | Other Long-Term Benefits | |
|---|---|---|---|---|
| | December 31, 2025 | December 31, 2024 | December 31, 2025 | December 31, 2024 |
| **Change in benefit obligation:** | | | | |
| **Benefit obligation at beginning of year** | **992** | **1,008** | **109** | **99** |
| Service cost | 39 | 32 | 26 | 23 |
| Interest cost | 38 | 36 | 4 | 3 |
| Employee contributions | 7 | 6 | — | — |
| Plan amendments | 6 | 3 | — | — |
| Benefits paid | (40) | (39) | (15) | (12) |
| Effect of settlement | (5) | (11) | — | — |
| Actuarial (gain) loss | (21) | (5) | 3 | 1 |
| Foreign currency translation | 75 | (38) | 15 | (5) |
| **Benefit obligation at end of year** | **1,091** | **992** | **142** | **109** |
| | | | | |
| **Change in plan assets:** | | | | |
| **Plan assets at fair value at beginning of year** | **646** | **654** | **—** | **—** |
| Actual return on plan assets | 37 | 18 | — | — |
| Employer contributions | 21 | 25 | — | — |
| Employee contributions | 7 | 6 | — | — |
| Benefits paid | (27) | (25) | — | — |
| Effect of settlement | (1) | (11) | — | — |
| Foreign currency translation | 34 | (21) | — | — |
| **Plan assets at fair value at end of year** | **717** | **646** | **—** | **—** |
| **Funded status** | **(374)** | **(346)** | **(142)** | **(109)** |
| | | | | |
| **Amounts recorded in the consolidated balance sheets** | | | | |
| Other investments and other non-current assets | 20 | 22 | — | — |
| Other payables and accrued liabilities | (19) | (15) | (4) | (10) |
| Other non-current liabilities | — | — | (138) | (99) |
| Post-employment benefit obligations [1] | (375) | (353) | — | — |
| **Net amount recorded** | **(374)** | **(346)** | **(142)** | **(109)** |

[1] The Company also sponsors a non-qualified deferred compensation plan in the United States for certain employees. As of December 31, 2025, the related obligation of $28 million is included within "Post-employment benefit obligations" in the consolidated balance sheet for a total Post-employment benefit obligations of $403 million.

The actuarial gains incurred in 2025 were primarily due to an increase in discount rates applied against future expected benefit payments, mainly for the plans located in France and Switzerland. The actuarial gains incurred in 2024 were primarily due to an increase in discount rates mainly for the plans located in the United States and the United Kingdom.

Funded status was impacted by rate changes on plans denominated in currencies other than the Company's functional currency.

Actual return on plan assets reflect changes in market conditions during each reporting year. In 2025, the increase in actual return is primarily related to plan assets in the United States.

The components of accumulated other comprehensive loss (income) before tax effects were as follows:

| | Actuarial (gains)/losses | Prior service cost | Total |
|---|---|---|---|
| **In accumulated other comprehensive loss as of December 31, 2023** | **69** | **(1)** | **68** |
| Net amount generated/arising in current year | 7 | 3 | 10 |
| Amortization | (8) | — | (8) |
| Foreign currency translation adjustment | (1) | — | (1) |
| **In accumulated other comprehensive loss as of December 31, 2024** | **67** | **2** | **69** |
| Net amount generated/arising in current year | (27) | 6 | (21) |
| Amortization | (9) | — | (9) |
| **In accumulated other comprehensive loss as of December 31, 2025** | **31** | **8** | **39** |

The accumulated benefit obligations were as follows:

| | Pension Benefits | | Other Long-Term Benefits | |
|---|---|---|---|---|
| | December 31, 2025 | December 31, 2024 | December 31, 2025 | December 31, 2024 |
| Accumulated benefit obligations | 974 | 880 | 71 | 45 |

For pension plans and other long-term benefits with accumulated benefit obligations in excess of plan assets, the accumulated benefit obligation and fair value of plan assets were $570 million and $203 million, respectively, as of December 31, 2025 and $494 million and $175 million, respectively, as of December 31, 2024.

For pension plans with projected benefit obligations in excess of plan assets, the benefit obligation and fair value of plan assets were $1,050 million and $516 million, respectively, as of December 31, 2025 and $967 million and $492 million, respectively, as of December 31, 2024.

The components of the net periodic benefit cost included the following:

| | Pension Benefits | | | Other Long-term Benefits | | |
|---|---|---|---|---|---|---|
| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
| Service cost | 39 | 32 | 28 | 26 | 23 | 17 |
| Interest cost | 38 | 36 | 35 | 4 | 3 | 3 |
| Expected return on plan assets | (31) | (29) | (24) | — | — | — |
| Amortization of actuarial net loss (gain) | 9 | 8 | 6 | 3 | 1 | (2) |
| Amortization of prior service cost | — | — | 1 | — | — | — |
| Effect of settlement | 2 | — | 1 | — | — | — |
| Effect of curtailment | 1 | — | — | — | — | — |
| **Net periodic benefit cost** | **58** | **47** | **47** | **33** | **27** | **18** |

Pension benefits components other than service cost, recognized outside of operating income in “Other components of pension benefit costs” in the Company’s consolidated statements of income, were $19 million, $15 million and $19 million in the years ended December 31, 2025, 2024 and 2023, respectively.

The weighted average assumptions used to determine the benefit obligation and the periodic benefit costs for pension plans and other long-term benefits were as follows:

| | 2025 | 2024 | 2023 |
|---|---|---|---|
| **Benefit obligation** | | | |
| Discount rate | 3.97 % | 3.86 % | 3.73 % |
| Salary increase rate | 2.78 % | 2.40 % | 2.17 % |
| **Net periodic benefit cost** | | | |
| Discount rate | 3.86 % | 3.73 % | 4.18 % |
| Salary increase rate | 2.40 % | 2.17 % | 2.31 % |
| Expected long-term rates of return on plan assets | 4.77 % | 3.01 % | 2.66 % |

The discount rate was determined by reference to market yields on high quality long-term corporate bonds applicable to the respective country of each plan, with terms consistent with the terms of the benefit obligations. In developing the expected long-term rate of return on assets, the Company modelled the expected long-term rates of return for broad categories of investments held by the plan against a number of various potential economic scenarios.

The Company's pension plan asset allocation as of December 31, 2025 and December 31, 2024 is as follows:

| | Percentage of Plan Assets at December | |
|---|---|---|
| **Asset Category** | **2025** | **2024** |
| Cash and cash equivalents | 3 % | 1 % |
| Equity securities | 26 % | 14 % |
| Government debt securities | 11 % | 10 % |
| Corporate debt securities | 13 % | 14 % |
| Investments in funds[(a)] | 9 % | 16 % |
| Real estate | 9 % | 1 % |
| Other (mainly insurance assets – contracts and reserves) | 29 % | 44 % |
| **Total** | **100 %** | **100 %** |

(a) As of December 31, 2025, investments in funds were composed of commingled and multi-strategy funds invested in diversified portfolios of fixed income (72%) - mainly corporate bonds, time deposits and money market (4%), equities (22%) and other instruments (2%). As of December 31, 2024, investments in funds were composed of commingled and multi-strategy funds invested in diversified portfolios of fixed income (69%) - mainly corporate bonds, time deposits and money market (15%), equities (14%) and other instruments (2%).

As of December 31, 2025, the Company's plan asset allocation was in line with the targets set for each plan.

The Company's detailed pension plan asset allocation including the fair-value measurements of those plan assets as of December 31, 2025 is as follows:

| | **Total** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
|---|---|---|---|---|
| Cash and cash equivalents | 17 | 17 | — | — |
| Equity securities | 185 | 72 | 97 | 16 |
| Government debt securities | 80 | — | 80 | — |
| Corporate debt securities | 95 | — | 95 | — |
| Investment funds | 65 | 17 | 47 | 1 |
| Real estate [(1)] | 62 | — | 8 | 54 |
| Other (mainly insurance contracts and other alternative investments) [(2)] | 213 | — | 10 | 203 |
| **TOTAL** | **717** | **106** | **337** | **274** |

(1) Level 3 real estate assets are valued at their earnings value, which is based on the capitalization of sustainably realizable rents, specifically from the rental status as at the balance sheet date.

(2) In 2025, Trustees of the United Kingdom pension plans entered into an agreement with an insurer for the bulk annuity purchase of the plans, covering 100% of the plan's members. This agreement, or buy-in, resulted in an exchange of plan assets for an annuity that covers the plan's future projected benefit obligations. The initial value equals the premium paid to the insurer, and subsequent fair-value changes reflect current buy-in pricing assumptions (inflation and discount rates tied to gilt curves). The largest component of other assets reflect those bulk annuity contracts (buy-ins).

The Company's detailed pension plan asset allocation including the fair-value measurements of those plan assets as of December 31, 2024 is as follows:

| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Cash and cash equivalents | 7 | 7 | — | — |
| Equity securities | 91 | 1 | 90 | — |
| Government debt securities | 63 | — | 63 | — |
| Corporate debt securities | 94 | — | 77 | 17 |
| Investment funds | 106 | 16 | 90 | — |
| Real estate | 10 | — | 10 | — |
| Other (mainly insurance assets – contracts and reserves) | 275 | — | 60 | 215 |
| **TOTAL** | **646** | **24** | **390** | **232** |

For plan assets measured at fair value using significant unobservable inputs (Level 3), the reconciliation between January 1, 2025 and December 31, 2025 is presented as follows:

| | Fair Value Measurements using Significant Unobservable Inputs (Level 3) |
|---|---|
| January 1, 2025 | 232 |
| Contributions (employer and employee) | 7 |
| Actual return on plan assets [(b)] | 13 |
| Net benefit payments [(a)] | (4) |
| Net transfers in (out of) Level 3 [(d)] | 10 |
| Foreign currency translation adjustment [(c)] | 16 |
| **December 31, 2025** | **274** |

(a) Net cash flows between benefits paid from the insurance contracts and benefits transferred into the insurance contracts by employees.

(b) Included in non operating expenses in the consolidated statement of income.

(c) Unrealized losses included in the consolidated statement of comprehensive income.

(d) Net transfers in (out of) Level 3 primarily reflect the addition of insurance buy-in contracts in the United Kingdom, partially offset by the transfer out of assets in connection with a change from a fully insured to a semi-autonomous arrangement in the Swiss main plan with assets mainly composed of corporate and government bonds, real estate, and equities.

For plan assets measured at fair value using significant unobservable inputs (Level 3), the reconciliation between January 1, 2024 and December 31, 2024 is presented as follows:

| | Fair Value Measurements using Significant Unobservable Inputs (Level 3) |
|---|---|
| January 1, 2024 | 233 |
| Contributions (employer and employee) | 25 |
| Actual return on plan assets [b] | 15 |
| Net benefit payments [a] | (13) |
| Settlements [b] | (11) |
| Foreign currency translation adjustment [c] | (17) |
| **December 31, 2024** | **232** |

(a) Net cash flows between benefits paid from the insurance contracts and benefits transferred into the insurance contracts by employees.

(b) Included in non operating expenses in the consolidated statement of income.

(c) Unrealized gains included in the consolidated statement of comprehensive income.

The Company's investment strategy for its pension plans is to optimize the long-term investment return on plan assets in relation to the liability structure to maintain an acceptable level of risk while minimizing the cost of providing pension benefits and maintaining adequate funding levels in accordance with applicable rules in each jurisdiction. The Company's practice is to periodically conduct a review of its asset allocation strategy, in such a way that the asset allocation is in line with the targeted asset allocation within reasonable boundaries. The Company's asset portfolios are managed in such a way as to achieve appropriate diversification in line with the asset allocation strategy. The Company does not manage any assets internally.

After considering the funded status of the Company's defined benefit plans, movements in the discount rate, investment performance and related tax consequences, the Company may choose to make contributions to its pension plans in any given year in excess of required amounts. The Company's contributions to plan assets were $21 million in 2025 and $25 million in 2024 and the Company expects to contribute $31 million to plan assets in 2026.

The Company's estimated future benefit payments as of December 31, 2025 are as follows:

| Years | Pension Benefits | Other Long-term Benefits |
|---|---|---|
| 2026 | 79 | 4 |
| 2027 | 77 | 13 |
| 2028 | 63 | 12 |
| 2029 | 68 | 13 |
| 2030 | 75 | 15 |
| From 2031 to 2035 | 430 | 72 |

The Company has certain defined contribution plans, which accrue benefits for employees on a pro-rata basis during their employment period based on their individual salaries. The Company's accrued benefits related to defined contribution pension plans for $30 million as of December 31, 2025 and $25 million as of December 31, 2024. The annual cost of these plans amounted to approximately $119 million in 2025, $117 million in 2024 and $114 million in 2023.

## 17. OTHER LONG-TERM LIABILITIES

Other long-term liabilities are detailed below:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Non-current operating lease liabilities | 169 | 160 |
| Contingent consideration on business combinations | 18 | 15 |
| Other employee benefits | 150 | 99 |
| Deferred income from public funding | 124 | 172 |
| Advances received on capital grants | 333 | 385 |
| Advances from customers | 14 | 12 |
| Liabilities related to uncertain tax positions | 90 | 24 |
| Derivative instruments | — | 3 |
| Restructuring | 13 | — |
| Others | 15 | 34 |
| Total | 926 | 904 |

Lease liabilities are described in Note 11.

Other long-term employee benefits are described in Note 16.

Deferred income from public funding and advances received on capital grants are described in Note 7.

Uncertain tax positions are further described in Note 23.

Restructuring liabilities and provisions are further described in Note 22.

Advances received on capital grants relate to Sanan ST JV, the joint venture the Company and Sanan Optoelectronics created in 2023 for high-volume 200mm SiC device manufacturing activities in China, as described in Note 12. This entity is a party to a regional public funding program, primarily consisting in capital grants received on eligible capital expenditures (infrastructures and equipment). Public funding is further described in Note 7.

Derivative instruments are described in Note 27.

## 18. SHAREHOLDERS' EQUITY

### 18.1 Outstanding shares

The authorized share capital of the Company is Euro 1,810 million, consisting of 1,200,000,000 common shares and 540,000,000 preference shares, each with a nominal value of €1.04. As of December 31, 2025, the number of shares of common stock issued was 911,281,920 shares (911,281,920 as of December 31, 2024 and December 31, 2023).

As of December 31, 2025, 2024 and 2023, the number of shares of common stock outstanding was 888,768,152, 898,175,408 and 902,771,081, respectively.

### 18.2 Preference shares

The 540,000,000 preference shares, when issued, will entitle a holder to full voting rights and to a preferential right to dividends and distributions upon liquidation.

The Company is a party to an option agreement regarding the preference shares with Stichting Continuïteit ST (the "Stichting"), entered into on January 22, 2007, with a duration of ten years, an agreement which was extended for additional ten years in October 2016. The Supervisory and

Managing Boards, along with the board of the Stichting, have declared that they are jointly of the opinion that the Stichting is independent of the Company. The option agreement provides for the issuance of up to a maximum 540,000,000 preference shares. Any such shares would be issued to the Stichting upon its request and in its sole discretion and upon payment of at least 25% of the par value of the preference shares to be issued. The shares would be issuable in the event of actions which the board of the Stichting determines would be contrary to the Company's interests, shareholders and other stakeholders and which, in the event of a creeping acquisition or offer for the Company's common shares, are not supported by the Company's Supervisory and Managing Boards. The preference shares may remain outstanding for no longer than two years. The effect of the preference shares may be to deter potential acquirers from effecting an unsolicited acquisition resulting in a change of control as well as to create a level-playing field in the event actions which are considered to be hostile by the Company's Supervisory and Managing Boards, as described above, occur and which the board of the Stichting determines to be contrary to the Company's interests, shareholders and other stakeholders.

There were no preference shares issued as of December 31, 2025 and December 31, 2024.

### 18.3 Treasury stock

As of December 31, 2025, the Company owned 22,513,768 shares classified as treasury stock in the consolidated statement of equity compared to 13,106,512 shares as of December 31, 2024 and 8,510,839 shares as of December 31, 2023.

The treasury shares have been originally designated for allocation under the Company's share-based remuneration programs. During the years ended December 31, 2025, 2024 and 2023, 5,103,210, 5,542,756 and 6,502,300 of these treasury shares, respectively, were transferred to employees under the Company's share-based remuneration programs.

On July 1, 2021, the Company announced the launch of a share buy-back program of up to $1,040 million to be executed within a three-year period. Under this share buy-back program, the Company purchased approximately 4.1 million shares of its outstanding common stock for a total of $175 million during the first half of 2024, from January until the program concluded in June. During 2023, the Company purchased approximately 7.6 million shares of its outstanding common stock for $346 million under this program.

On June 21, 2024, the Company announced the launch of a new share buy-back plan comprising of two programs of up to $1,100 million to be executed within a three years period. During 2025, the Company purchased approximately 14.5 million shares of its outstanding common stock under this program, for $367 million. During 2024, the Company purchased approximately 6 million shares of its outstanding common stock under this program, for $184 million.

### 18.4 Unvested share awards for the employees

On an annual basis, the Compensation Committee (on behalf of the Supervisory Board and with its approval) grants stock-based awards to the senior executives and selected employees (the "Employee Plan"). The awards are granted for services rendered under the Employee Plan. There are two types of unvested shares: (1) shares granted to employees, which are subject only to service conditions and vest over the requisite service period, and (2) shares granted to executives and other selected employees, for which vesting is subject to service and performance conditions.

For awards granted in 2023, 2024 and 2025, that are outstanding as of December 31, 2025, the performance conditions consist of two external targets (sales evolution and operating income compared to a basket of competitors) weighting for two thirds of the total number of awards granted, and of one internal target (Company's sustainability and diversity performance), weighting for one third of the total number of awards granted. Sustainability and diversity performance include environment/climate, diversity and inclusions indicators, ESG investor index and carbon rating.

The majority of stock awards granted to executives is subject to three-year cliff vesting, and a substantial portion of awards granted to employees of certain seniority is subject to the same vesting

terms. All other awards, including those granted to other employees, vest over a graded three-year service period (32% as of the first anniversary of the grant, 32% as of the second anniversary of the grant and 36% as of the third anniversary of the grant).

A summary of the unvested share activity by plan for the year ended December 31, 2025 is presented below:

| Unvested Shares | Unvested as at December 31, 2024 | Granted | Forfeited / waived | Cancelled on failed vesting conditions | Vested | Unvested as at December 31, 2025 |
|---|---|---|---|---|---|---|
| 2022 Employee Plan | 2,279,312 | — | (14,108) | (8,333) | (2,256,871) | — |
| 2023 Employee Plan | 3,736,503 | — | (39,107) | — | (1,532,759) | 2,164,637 |
| 2024 Employee Plan | 7,597,494 | — | (145,984) | (678,130) | (1,311,529) | 5,461,851 |
| 2025 Employee Plan | — | 7,880,820 | (36,677) | — | (2,051) | 7,842,092 |
| **Total** | **13,613,309** | **7,880,820** | **(235,876)** | **(686,463)** | **(5,103,210)** | **15,468,580** |

The grant date weighted average fair value of unvested shares granted to employees under the 2022 Employee Plan (6,531,345 shares) was $35.92. On March 22, 2023, the Compensation Committee approved the statement that with respect to the shares subject to performance conditions and graded vesting (2,605,521 shares), all three performance conditions were fully met. For awards subject to performance conditions and three years cliff vesting (100,000 shares), the Compensation Committee approved the statement that 92% of the performance conditions were fully met. Consequently, the compensation expense recorded on the 2022 Employee Plan reflects the above statements.

The grant date weighted average fair value of unvested shares granted to employees under the 2023 Employee Plan (5,449,135 shares) was $50.96. On March 20, 2024, the Compensation Committee approved the statement that with respect to the shares subject to performance conditions and graded vesting (2,009,952 shares), all three performance conditions were fully met. Consequently, the compensation expense recorded on the 2023 Employee Plan reflects the statement that – for the portion of shares subject to performance conditions and graded vesting – 100% of the awards granted will ultimately vest, as far as the service condition is met.The final measurement of these conditions is expected to occur in 2026 for shares subject to three years cliff vesting. For awards subject to performance conditions and three years cliff vesting (532,000 shares), the Company estimated as of December 31, 2025 that 33% of the awards are expected to vest.

The grant date weighted average fair value of unvested shares granted to employees under the 2024 Employee Plan (7,627,070 shares) was $37.69. On March 26, 2025, the Compensation Committee approved the statement that with respect to the shares subject to performance conditions and graded vesting (1,021,656 shares), one out of three performance conditions were fully met. For awards subject to performance conditions and three years cliff vesting (2,570,980 shares), the Company estimated as of December 31, 2025 that 33% of the awards are expected to vest. Consequently, the compensation expense recorded on the 2024 Employee Plan reflects the statement that – for the portion of shares subject to performance conditions (whether with graded vesting or three years cliff vesting) –33% of the awards granted will ultimately vest, as far as the service condition is met. The final measurement of these conditions is expected to occur in 2027 for shares subject to three years cliff vesting.

The grant date weighted average fair value of unvested shares granted to employees under the 2025 Employee Plan (7,880,820 shares) was $30.56. Moreover, for the portion of the shares subject to performance conditions with three years cliff vesting (3,097,825 shares), the Company estimated the number of awards expected to vest by assessing the probability of achieving the performance conditions. As of the date these consolidated financial statements were issued, the Compensation Committee of the Supervisory Board had not yet made a final determination regarding the achievement of the performance conditions. The Company estimated as of December 31, 2025 that 33% of the awards subject to performance conditions will vest. Therefore, the compensation expense recorded for the 2025 Employee Plan reflects the expected vesting of 33% of the awards granted,

provided the service condition is met. The estimate of the expected number of awards to be vested upon achievement of the performance conditions is subject to change. The final measurement of these conditions is expected to occur in the first half of 2028.

The following table illustrates the classification of pre-payroll tax and social contribution stock-based compensation expense included in the consolidated statements of income for the years ended December 31, 2025, 2024 and 2023:

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| Cost of sales | 38 | 42 | 40 |
| R&D | 60 | 69 | 71 |
| SG&A | 95 | 111 | 125 |
| **Total pre-payroll tax and social contribution compensation** | **193** | **222** | **236** |

The grant date fair value of the shares that vested in 2025 was $212 million compared to $231 million in 2024 and $226 million in 2023.

Stock-based compensation, excluding payroll tax and social contribution, capitalized as part of inventory was 14 million as of December 31, 2025, compared to $14 million as of December 31, 2024 and $13 million as of December 31, 2023. As of December 31, 2025, there was $200 million of total unrecognized compensation cost related to the grant of unvested shares, which is expected to be recognized over a weighted average period of approximately 10 months.

The total deferred income tax benefit recognized in the consolidated statements of income related to unvested share-based compensation expense amounted to $15 million, $16 million and $17 million for the years ended December 31, 2025, 2024 and 2023, respectively.

### 18.5 Accumulated other comprehensive income (loss) attributable to parent company stockholders

The table below details the changes in AOCI attributable to the company's stockholders by component, net of tax, for the years ended December 31, 2025, 2024 and 2023:

| | Gains (Losses) on Cash Flow Hedges | Gains (Losses) on Available-For-Sale Securities | Defined Benefit Pension Plan Items | Foreign Currency Translation Adjustments ("CTA") | Total |
|---|---|---|---|---|---|
| **December 31, 2022** | **23** | **(16)** | **(78)** | **511** | **440** |
| **Cumulative tax impact** | **(3)** | **2** | **21** | **—** | **20** |
| **December 31, 2022, net of tax** | **20** | **(14)** | **(57)** | **511** | **460** |
| OCI before reclassifications | 38 | 6 | (24) | 133 | 153 |
| Amounts reclassified from AOCI | (5) | — | 7 | — | 2 |
| OCI for the year ended December 31, 2023 | 33 | 6 | (17) | 133 | 155 |
| Tax impact | (5) | (1) | 4 | — | (2) |
| OCI for the year ended December 31, 2023, net of tax | 28 | 5 | (13) | 133 | 153 |
| **December 31, 2023** | **56** | **(10)** | **(95)** | **644** | **595** |
| **Cumulative tax impact** | **(8)** | **1** | **25** | **—** | **18** |
| **December 31, 2023, net of tax** | **48** | **(9)** | **(70)** | **644** | **613** |
| OCI before reclassifications | (139) | 1 | (14) | (238) | (390) |
| Amounts reclassified from AOCI | (16) | — | 8 | — | (8) |
| OCI for the year ended December 31, 2024 | (155) | 1 | (6) | (238) | (398) |
| Tax impact | 22 | — | (1) | — | 21 |
| OCI for the year ended December 31, 2024, net of tax | (133) | 1 | (7) | (238) | (377) |
| **December 31, 2024** | **(99)** | **(9)** | **(101)** | **406** | **197** |
| **Cumulative tax impact** | **14** | **1** | **24** | **—** | **39** |
| **December 31, 2024, net of tax** | **(85)** | **(8)** | **(77)** | **406** | **236** |
| OCI before reclassifications | 233 | 15 | 25 | 515 | 788 |
| Amounts reclassified from AOCI | (54) | — | 8 | — | (46) |
| OCI for the year ended December 31, 2025 | 179 | 15 | 33 | 515 | 742 |
| Tax impact | (26) | (2) | (5) | — | (33) |
| OCI for the year ended December 31, 2025, net of tax | 153 | 13 | 28 | 515 | 709 |
| **December 31, 2025** | **80** | **6** | **(68)** | **921** | **939** |
| **Cumulative tax impact** | **(12)** | **(1)** | **19** | **—** | **6** |
| **December 31, 2025, net of tax** | **68** | **5** | **(49)** | **921** | **945** |

Items reclassified out of Accumulated Other Comprehensive Income for the years ended December 31, 2025, 2024, 2023 are listed in the table below:

| Details about AOCI components | Amounts reclassified from AOCI in the year ended December 31, 2025 | Amounts reclassified from AOCI in the year ended December 31, 2024 | Amounts reclassified from AOCI in the year ended December 31, 2023 | Affected line item in the statement where net income (loss) is presented |
|---|---|---|---|---|
| **Gains (Losses) on Cash Flow Hedges** | | | | |
| Foreign exchange derivative contracts | 35 | 13 | 1 | Cost of sales |
| Foreign exchange derivative contracts | 4 | 1 | 1 | Selling, general and administrative expenses |
| Foreign exchange derivative contracts | 15 | 2 | 3 | Research and development expenses |
| | (7) | (2) | — | Income tax benefit (expense) |
| | 47 | 14 | 5 | Net of tax |
| **Defined Benefit Pension Plan Items** | | | | |
| Amortization of actuarial gains (losses) | (8) | (8) | (6) | Other components of pension benefit costs |
| Amortization of prior service cost | — | — | (1) | Other components of pension benefit costs |
| | 2 | 2 | 1 | Income tax benefit (expense) |
| | (6) | (6) | (6) | Net of tax |
| **Total reclassifications for the year** | **41** | **8** | **(1)** | |
| **Attributable to noncontrolling interest** | **—** | **—** | **—** | |
| **Attributable to the parent company stockholders** | **41** | **8** | **(1)** | |

### 18.6 Dividends

The Company is governed under the laws of the Netherlands. The Company's Articles of Association provide that the net result for the year, after deduction of (i) any amount to set up and maintain reserves required by Dutch Law and Articles of Association, (ii) if any of the Company's preference shares are issued and outstanding, the dividend to be paid to the holders of preference shares and (iii) the aforementioned allocation to the reserve fund, is subject to the disposition by the General Meeting of Shareholders ("AGM").

The AGM held on May 28, 2025, authorized the distribution of a cash dividend of $0.36 per outstanding share of the Company’s common stock, to be distributed in quarterly installments of $0.09 in each of the second, third and fourth quarters of 2025 and first quarter of 2026. An amount of $81 million corresponding to the first installment, $80 million corresponding to the second installment and $71 million corresponding to the third installment were paid as of December 31, 2025. The amounts of $9 million corresponding to the remaining portion of the third installment and $80 million corresponding to the fourth installment were presented in the line “Dividends payable to stockholders” in the consolidated balance sheet as of December 31, 2025.

The AGM held on May 22, 2024 authorized the distribution of a cash dividend of $0.36 per outstanding share of the Company’s common stock, to be distributed in quarterly installments of $0.09 in each of the second, third and fourth quarters of 2024 and first quarter of 2025. The amounts of $81 million corresponding to the first installment, $81 million corresponding to the second installment and $72 million corresponding to the third installment were paid in 2024. An amount of $9 million

corresponding to the remaining portion of the third installment and $80 million corresponding to the fourth installment were paid in 2025.

The AGM held on May 25, 2023 authorized the distribution of a cash dividend of $0.24 per outstanding share of the Company's common stock, to be distributed in quarterly installments of $0.06 in each of the second, third and fourth quarters of 2023 and first quarter of 2024. The amounts of $55 million corresponding to the first installment, $54 million corresponding to the second installment and $54 million corresponding to the third installment were paid in 2023. An amount of $54 million corresponding to the fourth installment was paid in 2024.

## 19. REVENUES

### 19.1 Nature of goods and services

The Company designs, develops, manufactures and markets a broad range of products, including discrete and standard commodity components, ASICs, full-custom devices and semi-custom devices and ASSPs for analog, digital and mixed-signal applications. In addition, the Company participates in the manufacturing value chain of smartcard products, which includes the production and sale of both silicon chips and smartcards.

The principal activities – separated by reportable segments – from which the Company generates its revenues are described in Note 20.

Other revenues consist of license revenue, service revenue related to transferring licenses, patent royalty income, sale of scrap materials and manufacturing by-products.

While the majority of the Company's sales agreements contain standard terms and conditions, the Company may, from time to time, enter into agreements that contain multiple performance obligations or terms and conditions. Those agreements concern principally the revenues from services, where the performance obligation is satisfied over time. The objective when allocating the transaction price is to allocate the transaction price to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customer.

### 19.2 Revenue recognition and disaggregation

The Company recognizes revenue from products sold to a customer, including distributors, when it satisfies a performance obligation at a point in time by transferring control over a product to the customer. This usually occurs at the time of shipment. The performance obligations included in contracts for the sale of goods have the original expected length of less than one year. The transaction price is determined based on the contract terms, adjusted for price protection, if applicable. The revenues from services are usually linked to performance obligations transferred over time and are recognized in line with the contract terms.

In 2025, 2024 and 2023, the Company had several multi-annual capacity reservation and volume commitment arrangements with certain customers. These agreements constitute a binding commitment for the customers to purchase and for the Company to supply allocated committed volumes in exchange for additional consideration. The consideration related to commitment fees is reported as revenues from sale of products as it is usually based on delivered quantities. Advances from customers received as part of those agreements are described in Note 14 and Note 17.

The payment terms typically range between 30 to 90 days.

The Company's consolidated net revenues disaggregated by reportable segment are presented in Note 20. The following tables present the Company's consolidated net revenues disaggregated by geographical region of shipment, nature and market channel:

| | Year ended | | |
|---|---|---|---|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| **Net revenues by geographical region of shipment[1]** | | | |
| EMEA | 2,449 | 3,329 | 4,836 |
| Americas | 1,896 | 2,106 | 2,724 |
| Asia Pacific | 7,455 | 7,834 | 9,726 |
| **Total net revenues** | **11,800** | **13,269** | **17,286** |
| **Net revenues by nature** | | | |
| Revenues from sale of products | 11,561 | 13,021 | 17,094 |
| Revenues from sale of services | 193 | 196 | 145 |
| Other revenues | 46 | 52 | 47 |
| **Total net revenues** | **11,800** | **13,269** | **17,286** |
| **Net revenues by market channel[2]** | | | |
| OEM | 8,539 | 9,629 | 11,468 |
| Distribution | 3,261 | 3,640 | 5,818 |
| **Total net revenues** | **11,800** | **13,269** | **17,286** |

(1) Net revenues by geographical region of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S.-based companies to be invoiced to Asia Pacific affiliates are classified as Asia Pacific revenues. Furthermore, the Company, among the different periods, may be affected by shifts in shipments from one location to another, as requested by customers.

(2) OEMs are the end-customers to which the Company provides direct marketing application engineering support, while Distribution refers to the distributors and representatives that the Company engages to distribute its products around the world.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which the Company has the right to invoice for services performed.

In 2025, 2024 and 2023, the Company’s largest customer, Apple, represented 17.7%, 14.5% and 12.3% of consolidated net revenues, respectively, reported in the AM&S, P&D, EMP and RFOC segments.

## 20. SEGMENT INFORMATION

The Company designs, develops, manufactures and markets a broad range of products, including discrete and standard commodity components, ASICs, full custom devices and semi-custom devices and ASSPs for analog, digital, and mixed-signal applications. In addition, the Company further participates in the manufacturing value chain of smartcard products, which includes the production and sale of both silicon chips and smartcards.

The Company's Managing Board which consists of the Chief Executive Officer, Jean-Marc Chery and the Chief Financial Officer, Lorenzo Grandi under the oversight of the Company’s Supervisory Board, is considered to be the Company's Chief Operating Decision Maker (CODM) and reviews the financial information presented on an operating segment basis for purposes of making decisions, assessing financial performance and allocating resources.

Following the Company's reorganization announced in January 2024 into four reportable segments, the Company has made further progress in analyzing its global product portfolio, resulting in additional adjustments to its segments, effective starting January 1, 2025. Prior periods have been adjusted accordingly. The changes are as follows:

- In Analog, Power & Discrete, MEMS and Sensors (APMS) Product Group:
    - the transfer of VIPpower products from Power and Discrete products (“P&D”) reportable segment to Analog products, MEMS and Sensors (“AM&S”) reportable segment.
- In Microcontrollers, Digital ICs and RF products (MDRF) Product Group:
    - the newly created ‘Embedded Processing’ reportable segment includes the former ‘MCU’ segment (excluding the RF ASICs mentioned below) as well as Custom Processing products (Automotive ADAS products).
    - the newly created ‘RF Optical Communications’ reportable segment includes the former ‘D&RF’ segment (excluding Automotive ADAS products) as well as some RF ASICs which were previously part of the former ‘MCU’ segment.

The Company believes these adjustments are critical for implementing synergies and optimizing resources, which are necessary to fully deliver the benefits expected from the Company's new organization.

As of December 31, 2025, our reportable segments, within each product group, were as follows:

- In our Analog, Power & Discrete, MEMS and Sensors ("APMS") product group:
    - Analog products, MEMS and Sensors ("AM&S"), comprised of ST analog products, MEMS sensors and actuators, and optical sensing solutions.
    - Power and Discrete products ("P&D"), comprised of discrete and power transistor products.
- In our Microcontrollers, Digital ICs and RF products ("MDRF") product group:
    - Embedded Processing ("EMP"), comprised of general-purpose and automotive microcontrollers, connected security products and Custom Processing Products (Automotive ADAS).
    - RF Optical Communications ("RFOC"), comprised of space, ranging & connectivity products, digital audio & signaling solutions and optical & RF COT.

The Company's reportable segments represent groups of similar products that are combined on the basis of similar design and development requirements, product characteristics and manufacturing processes, amongst other factors. Consequently, the Company's reportable segments result from the aggregation of operating segments. The reportable segments also reflect how management allocates resources and measures performance.

The CODM does not evaluate performance of operating segments using discrete asset and significant expenses information. The CODM monitors the cost structure of the Company at the level of organizational functions, while economic performance is assessed through revenues and operating income at the level of reportable segments.

The following tables present the Company’s consolidated net revenues and consolidated operating income by reportable segment.

Net revenues by reportable segment:

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| AM&S | 5,085 | 5,429 | 6,232 |
| P&D | 1,685 | 2,461 | 3,098 |
| EMP | 3,580 | 3,853 | 6,353 |
| RFOC | 1,436 | 1,511 | 1,587 |
| **Total net revenues of reportable segments** | **11,786** | **13,254** | **17,270** |
| Others [1] | 14 | 15 | 16 |
| **Total consolidated net revenues** | **11,800** | **13,269** | **17,286** |

(1) Net revenues of "Others" include revenues from sales assembly services and other revenues. For the computation of the segments' internal financial measurements, the Company uses certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, SG&A expenses and a part of R&D expenses. In compliance with the Company's internal policies, certain costs are not allocated to the segments, but reported in "Others".

Operating income by reportable segment:

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| AM&S | 623 | 875 | 1,491 |
| P&D | (275) | 263 | 706 |
| EMP | 536 | 684 | 2,307 |
| RFOC | 265 | 379 | 521 |
| **Total operating income of reportable segments** | **1,149** | **2,201** | **5,025** |
| Others [1] | (974) | (525) | (414) |
| **Total consolidated operating income** | **175** | **1,676** | **4,611** |

(1) Operating income (loss) of "Others" includes items such as unused capacity charges, incidents leading to power outage, impairment, restructuring charges and other related phase-out costs, management reorganization costs, start-up costs, and other unallocated income (expenses) such as: strategic or special research and development programs, certain corporate-level operating expenses, patent claims and litigations, and other costs that are not allocated to reportable segments (e.g. urgent freight costs, changes in fair value measurement on contingent consideration liabilities), as well as operating earnings of other products.

The reconciliation of operating income of reportable segments to the total consolidated operating income is presented in the below table:

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| **Total operating income of reportable segments** | **1,149** | **2,201** | **5,025** |
| Impairment, restructuring charges and other related phase-out costs | (376) | — | — |
| Impairment loss on intangible assets acquired through business combinations | **—** | **—** | (36) |
| Start-up costs | (7) | (69) | (134) |
| Unused capacity charges | (416) | (370) | (120) |
| Other unallocated manufacturing results | (169) | (63) | (94) |
| Gain on sale of non-current assets | 5 | 2 | 4 |
| Cancellation and postponement fees | — | (18) | — |
| Strategic and other research and development programs and other non-allocated items | (11) | (7) | (34) |
| **Total operating loss Others** | **(974)** | **(525)** | **(414)** |
| **Total consolidated operating income** | **175** | **1,676** | **4,611** |

The following is a summary of operations by entities located within the indicated geographic areas for 2025, 2024 and 2023. Net revenues represent sales to third parties from the country in which each subsidiary or branch is domiciled. The Company is incorporated under Dutch law with head offices located in the Netherlands while the Company's operational office and headquarters are located in Switzerland. Long-lived assets consist of property, plant and equipment, net, a significant portion of which is purchased through the Company's head offices and subsequently operated by the Company's subsidiaries. Property, plant and equipment expenditures is mainly attributable to our front-end and back-end facilities located in the different countries in which the Company operates. As such, the Company mainly allocates capital spending resources according to geographic areas rather than along product segment areas.

**Net revenues**

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| Switzerland | 2,948 | 3,944 | 5,755 |
| France | 112 | 147 | 158 |
| Italy | 35 | 34 | 54 |
| USA | 1,520 | 1,668 | 2,279 |
| Singapore | 6,563 | 6,808 | 8,138 |
| Japan | 612 | 657 | 890 |
| Other countries | 10 | 11 | 12 |
| **Total net revenues** | **11,800** | **13,269** | **17,286** |

**Property, plant and equipment, net**

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| The Netherlands | 4,073 | 4,168 |
| France | 1,496 | 1,617 |
| Italy | 2,631 | 2,233 |
| Other European countries | 195 | 162 |
| USA | 43 | 52 |
| Singapore | 1,258 | 1,384 |
| China | 671 | 525 |
| Malaysia | 417 | 464 |
| Other countries | 274 | 272 |
| **Total property, plant and equipment, net** | **11,058** | **10,877** |

## 21. OTHER INCOME AND EXPENSES, NET

Other income and expenses, net consisted of the following:

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| Public funding | 219 | 266 | 201 |
| Start-up costs | (7) | (69) | (134) |
| Exchange gains (losses), net | 24 | 6 | 5 |
| Patent costs | (5) | (5) | (12) |
| Gain on sale of non-current assets | 6 | 5 | 6 |
| Cancellation and postponement fees | (6) | (18) | — |
| Other, net | (3) | (3) | (11) |
| **Total** | **228** | **182** | **55** |

The Company receives public funding from governmental bodies in several jurisdictions. Public funding is further described in Note 7.

Start-up costs represent costs incurred in the ramp-up phase of the Company's newly integrated manufacturing activities.

Exchange gains and losses, net represent the portion of exchange rate changes on transactions denominated in currencies other than a subsidiary's functional currency and the changes in fair value of derivative instruments which are not designated as hedges, as described in Note 27.

Patent costs mainly include legal and attorney fees and payment for claims, patent pre-litigation consultancy and legal fees. They are reported net of settlements, if any, which primarily include reimbursements of prior patent litigation costs.

Cancellation and postponement fees are costs incurred when purchases for committed equipment or planned services are cancelled or postponed.

## 22. IMPAIRMENT, RESTRUCTURING AND OTHER RELATED PHASE-OUT COSTS

Starting 2025, the Company engaged in a company-wide program aimed to reshape its manufacturing footprint by accelerating the wafer fab capacity to 300mm Silicon (Agrate, Italy and Crolles, France) and 200mm Silicon Carbide (Catania, Italy) and resizing its global cost base. This program is expected to result in strengthening the Company's capability to grow revenues with an improved operating efficiency.

Impairment, restructuring charges and other related phase-out costs incurred in 2025 are summarized as follows:

| | Impairment | Restructuring charges | Other related phase-out costs | Total impairment, restructuring charges and other related closure costs |
|---|---|---|---|---|
| Manufacturing reshaping pillar | 151 | 79 | 11 | 241 |
| Cost base resizing pillar | 10 | 97 | — | 107 |
| Other | 28 | — | — | 28 |
| **Total** | **189** | **176** | **11** | **376** |

***Impairment charges***

In 2025, the Company recorded a total impairment charge of $189 million. Following the announcement of the launch of its reshaping plan in April 2025, the Company identified certain impairment indicators which triggered an impairment test on its manufacturing activities impacted by the program, primarily in France and in Italy. The impairment test was conducted in the first half of 2025 on several asset groups, each composed of buildings, facilities and equipment. Infrastructures (building and facilities) were identified as the primary asset of each tested asset group, taking into consideration that certain infrastructures will be dismantled pursuant to the manufacturing reshaping and rationalization program. At the date of the impairment test, the Company recorded a total charge of $151 million, of which $27 million on buildings currently held for use but expected to be demolished, $83 million on facilities currently used but expected to be dismantled, and $41 million on equipment to be disposed of upon execution of the manufacturing reshaping program.

The impairment test was conducted on certain asset groups held for use, primarily infrastructures (buildings and facilities). The carrying amount of impaired infrastructures totaled $151 million and fair value totaled $43 million as of the date of the impairment test. Fair value was measured based on an income approach, which corresponds to a Level 3 measurement hierarchy. This income approach models a theoretical rental income generated from the right of use of the infrastructures (square meters of available space) on a determined period (period of use until expected complete phase down and subsequent dismantling). The rental income is estimated based on prices from the rental market for semiconductor and industrial space (clean room and other technical infrastructures), discounted at a rate which represents the yield expected from a market participant on the rental market. The discount rate is determined as the sum of the risk-free rate applicable in the country where the infrastructures are located as of the date of the impairment test, plus a rental market premium based on available market data. The annual discount rate used in the impairment test is on average 6%.

In 2025, the Company also recorded a $20 million impairment charge on a license under joint development with a third party, for which future use is no longer expected, and a $18 million impairment charge on long-lived assets with no alternative future use, of which $10 million following the decision to rationalize certain R&D activities within the scope of the cost base resizing pillar.

***Restructuring charges***

In 2025, the Company recorded restructuring charges totaling $176 million, of which $97 million related to employee voluntary termination benefits, including consulting and legal advice costs and $79 million related to non-labor costs incurred on the manufacturing reshaping program, the employee termination benefits are accrued on the balance sheet at the date the employees irrevocably accept the offer to leave the Company.

In 2025, the Company also recorded contract termination costs totaling $69 million in consideration of the Company's reshape of its manufacturing footprint, of which $32 million for cancellation fees to be paid in 2026 to early terminate a long-term supply agreement. The Company also recorded $10 million of other non-labor related restructuring charges, primarily related to the decommissioning of equipment and machinery in locations affected by its manufacturing reshaping program.

In 2025, the Company started incurring phase-out costs in locations which already entered in the ramp-down phase, primarily in France and in Italy. These phase-out costs totaled $11 million and primarily correspond to fixed costs related to the capacity which is phased-out in the facilities transferring equipment, processes and production to other locations.

Changes to the restructuring liabilities and provisions recorded on the consolidated balance sheet as of December 31, 2025 are summarized as follows:

| | Labor related liabilities and provisions | Non-labor related provision | Total |
|---|---|---|---|
| **Total as of December 31, 2024** | **—** | **—** | **—** |
| Charges incurred in 2025 | 97 | 90 | 187 |
| Advances write-off | — | (37) | (37) |
| Amounts paid | (51) | (19) | (70) |
| Currency translation adjustment | — | 1 | 1 |
| **Total as of December 31, 2025** | **46** | **35** | **81** |

The Company is still in the early stage of the program execution and consequently, the estimate of the total restructuring charges expected from the full completion of the whole plan is still under assessment as of December 31, 2025. The total actual costs that the Company will incur may differ from estimates, based on the timing required to complete the restructuring plan, the number of people involved, the final agreed termination benefits and the costs associated with the transfer of equipment, products and processes.

## 23. INTEREST INCOME (EXPENSE), NET

Interest income, net consisted of the following:

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| Income | 223 | 303 | 226 |
| Expense | (55) | (85) | (55) |
| Total | 168 | 218 | 171 |

Interest income is related to cash and cash equivalents, short-term deposits and marketable securities held by the Company.

Interest income, net recorded in 2025 was composed of $223 million of interest income, offset by interest expense on borrowings and banking fees of $55 million.

No borrowing cost was capitalized in 2025, 2024 and 2023. Nominal interest income received in cash on marketable securities amounted to $110 million for the year ended December 31, 2025, $61 million for the year ended December 31, 2024 and $15 million for the year ended December 31, 2023.

## 24. INCOME TAX

Income (loss) before income tax is comprised of the following:

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| Income (loss) recorded in The Netherlands | (35) | (33) | (32) |
| Income (loss) from foreign operations | 435 | 1,911 | 4,795 |
| **Income (loss) before income tax benefit (expense)** | **400** | **1,878** | **4,763** |

STMicroelectronics N.V. and its subsidiaries are individually liable for income taxes in their jurisdictions.

Income tax benefit (expense) is comprised of the following:

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| The Netherlands taxes - current | — | — | — |
| Foreign taxes - current | (160) | (173) | (528) |
| **Total current taxes** | **(160)** | **(173)** | **(528)** |
| The Netherlands taxes - deferred | — | — | — |
| Foreign taxes - deferred | (60) | (140) | (13) |
| Total deferred taxes | **(60)** | **(140)** | **(13)** |
| **Income tax expense** | **(220)** | **(313)** | **(541)** |
| **Effective tax rate** | **55 %** | **17 %** | **11 %** |

Income tax expense for the year ended December 31, 2025 is comprised of the following items disaggregated by jurisdictions:

| | Year ended December 31, 2025 |
|---|---|
| The Netherlands taxes - current | — |
| Foreign taxes - current | |
| **Switzerland** | (65) |
| France | **(13)** |
| Singapore | **(11)** |
| Italy | **(10)** |
| Uncertain tax position | **(38)** |
| Other jurisdictions below 5% | **(23)** |
| **Total current taxes** | **(160)** |
| The Netherlands taxes - deferred | — |
| Foreign taxes - deferred | |
| Switzerland | **(1)** |
| France | **(8)** |
| Singapore | **(10)** |
| Italy | **(5)** |
| Uncertain tax position | **(44)** |
| **Other jurisdictions below 5%** | **8** |
| **Total deferred taxes** | **(60)** |
| **Income tax expense** | **(220)** |
| **Effective tax rate** | **55 %** |

The principal items comprising the differences in income taxes computed at The Netherlands' statutory rate of 25.8% in 2025, 25.8% in 2024 and 25.8% in 2023, and the effective income tax rate are the following:

| | Year ended December 31, 2025 | |
|---|---|---|
| Income tax benefit (expense) computed at statutory rate | (103) | 25.8 % |
| **Foreign tax effect** | | |
| *France* | | |
| Tax credit | 32 | (8.0)% |
| Share based payment awards | (5) | 1 % |
| Other adjustments - Other taxes | (11) | 2.8 % |
| *Switzerland* | | |
| Statutory tax rate difference between Switzerland and the Netherlands | (17) | 4.3 % |
| Changes in valuation allowance | (80) | 20.1 % |
| Other adjustments - Other taxes | (9) | 2.3 % |
| *Singapore* | | |
| Statutory tax rate difference between Singapore and the Netherlands | 15 | (3.7)% |
| Other Adjustments - benefit from tax holidays | 20 | (4.9)% |
| ***Hong Kong*** | | |
| Statutory tax rate difference between Hong Kong and the Netherlands | 7 | (1.8)% |
| Fair market value on shares nontaxable | 13 | (3.1)% |
| *Malaysia* | | |
| Benefit from tax holidays | 15 | (3.8)% |
| *Philippines* | | |
| Benefit from tax holidays | 6 | (1.5)% |
| *The Netherlands* | | |
| Changes in valuation allowance | (9) | 2.3 % |
| Nontaxable or nondeductible items | (6) | 1.4 % |
| ***Other Jurisdictions*** | 5 | (1.2)% |
| **Changes in valuation allowance** | 6 | (1.4)% |
| **Effect in changes in tax laws or rates enacted during the current period** | (3) | 0.9 % |
| **Tax credit** | — | — % |
| **Change in unrecognized tax benefits** | (82) | 20.3 % |
| **Nontaxable or nondeductibles items** | | |
| Share based payment awards | (4) | 1.0 % |
| Other | (5) | 1.3 % |
| **Other adjustments** | (9) | 1.9 % |
| Benefit from tax holidays | 4 | (0.5)% |
| **Income tax benefit (expense)** | **(220)** | 54.9 % |

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| Income tax benefit (expense) computed at statutory rate | (103) | (483) | (1,229) |
| Non-deductible and non-taxable permanent differences, net | (8) | (12) | 6 |
| Change in valuation allowances | (84) | (14) | — |
| Effect of changes in tax laws and similar | (3) | — | 149 |
| Current year tax credits | 32 | 37 | 29 |
| Other tax and credits | (26) | (8) | 34 |
| Benefits from tax holidays | 45 | 29 | 45 |
| Net impact of changes to uncertain tax positions | (82) | (3) | (8) |
| Earnings of subsidiaries taxed at different rates | 9 | 141 | 433 |
| **Income tax benefit (expense)** | **(220)** | **(313)** | **(541)** |

In 2025, the variation on the valuation allowance relates to the assessment of the recoverability of the deferred tax assets. The variation on uncertain tax positions is further explained in the unrecognized tax benefit section.

The variation in the line "Effect of changes in tax laws and similar" in 2023 mainly relates to the recognition of a net deferred tax asset of $52 million related to a tax credit granted for technological activities, as well as the impact of the conclusion in 2023 of tax authority discussions resulting in net deferred tax asset of $81 million for intangibles recognized for tax purposes.

The tax holidays represent a tax exemption period aimed to attract foreign technological investment in certain tax jurisdictions. The effect of the tax benefits, from tax holidays for countries which are profitable, on basic earnings per share was $0.05, $0.03 and $0.05 for the years ended December 31, 2025, 2024 and 2023, respectively. These agreements are present in various countries and include programs that reduce up to and including 100% of taxes in years affected by the agreements. The Company's tax holidays expire at various dates through the year ending December 31, 2030. In certain countries, tax holidays can be renewed depending on the Company still meeting certain conditions at the date of expiration of the current tax holidays.

**Income Tax Paid**

Income tax paid (net of refunds) including details for the jurisdiction exceeding 5 percent of the total income tax paid (net of refunds).

| | Year ended December 31, 2025 |
|---|---|
| **The Netherlands** | — |
| **Foreign** | |
| Switzerland | 83 |
| France | 12 |
| Singapore | 14 |
| Other | 32 |
| **Total income tax paid (net of refunds)** | **141** |

**Component of the Net Deferred Tax Asset and Liability**

Deferred tax assets and liabilities consisted of the following:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Tax loss carryforwards, tax credits and other tax attributes | 830 | 773 |
| Less unrecognized tax benefits | (66) | (19) |
| Tax loss carryforwards, tax credits and other tax attributes, net of unrecognized tax benefits | 764 | 754 |
| Inventory valuation | 92 | 59 |
| Fixed asset depreciation | 79 | 57 |
| Depreciation tax incentives | 11 | 22 |
| Receivables for government funding | 239 | 186 |
| Tax credits granted on capital investments | 239 | 234 |
| Pension | 68 | 66 |
| Stock awards | 15 | 16 |
| Operating lease liabilities | 68 | 59 |
| Commercial accruals | 59 | 45 |
| Other temporary differences | 53 | 36 |
| **Total deferred tax assets** | **1,687** | **1,534** |
| Valuation allowances | (775) | (699) |
| **Deferred tax assets, net** | **912** | **835** |
| Accelerated fixed asset depreciation | (76) | (53) |
| Acquired intangible assets | (33) | (26) |
| Advances of government funding | (323) | (237) |
| Operating lease right-of-use assets | (67) | (59) |
| Other temporary differences | (65) | (43) |
| **Total deferred tax liabilities** | **(564)** | **(418)** |
| **Net deferred income tax asset** | **348** | **417** |

For a particular tax-paying component of the Company and within a particular tax jurisdiction, all deferred tax liabilities and assets are offset and presented as a single amount in the balance sheet. The Company does not offset deferred tax liabilities and assets attributable to different tax-paying components or to different tax jurisdictions. The above table presents the deferred tax assets and liabilities before offset.

The variations in "Tax losses carried forward, tax credits and other tax attributes" and "Valuation allowances" mainly relates to utilization of tax losses in several jurisdictions, expiration of certain tax attributes covered by valuation allowance and the annual reassessment of the future taxable profits against which deferred tax assets are expected to be recovered.

"Receivables for government funding" and " Advances of government funding" are mainly related to temporary differences on accounting for grants and the related tax impact.

“Tax credits granted on capital investments” is mainly related to a 2003 agreement granting the Company certain tax credits for capital investments purchased through the year ending December 31, 2006. Any unused tax credits granted under the agreement will be impacted yearly by a legal inflationary index (currently 2.21% per annum). The credits may be utilized depending on the Company meeting certain program criteria and have no expiration date. In addition to this agreement, starting from 2007 the Company continues to receive tax credits on the yearly capital investments,

which may be used to offset that year's tax liabilities and increases by the legal inflationary rate. However, pursuant to the inability to utilize these credits currently and in future years, the Company did not recognize any deferred tax asset on such tax credit. As a result, there is no financial impact to the net deferred tax assets of the Company.

**Deferred tax asset expiration**

As of December 31, 2025, the Company and its subsidiaries have gross deferred tax assets on tax loss carryforwards, tax credits and other tax attributes that expire starting from end of fiscal year 2025.

| Year | December 31, 2025 |
|---|---|
| 2026 | 38 |
| 2027 | 38 |
| 2028 | 38 |
| 2029 | 37 |
| 2030 | 182 |
| Thereafter | 497 |
| **Total** | **830** |

The amount reported on the line "Thereafter" includes a tax loss carried forward which will expire in 2032 for $80 million. The majority of the remaining amount has no expiration date.

**Deferred Tax expense recognized through Other Comprehensive Income**

In 2025, the Company recognized a net deferred tax expense of $33 million as a component of other comprehensive income (loss) primarily due to the tax effects of the cash flow hedges, compared to a deferred tax benefit of $21 million in 2024 and deferred tax expense of $2 million in 2023.

**Deferred tax on undistributed Earnings from foreign subsidiaries**

The cumulative amount of distributable earnings related to the Company's investments in foreign subsidiaries and corporate joint ventures was $6.5 billion and $6.6 billion as of December 31, 2025 and December 31, 2024, respectively. Due to the Company's legal and tax structure, with the parent company established in The Netherlands, there is no significant tax impact from the distribution of earnings for $5,957 million from investments in foreign subsidiaries and corporate joint ventures. This is because there is no tax impact on dividends paid up to a Dutch holding company by qualifying investments. The amount of distributable earnings becoming taxable upon repatriation amount to $507 million. An amount of $432 million is indefinitely reinvested by the foreign subsidiaries. As of December 31, 2025, a deferred tax liability is recognized for $8 million on the amount of earnings expected to be repatriated in a foreseeable future.

**Unrecognized Tax Benefits**

A reconciliation of 2025, 2024 and 2023 beginning and ending amounts of unrecognized tax benefits is as follows:

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| **Balance at beginning of year** | **42** | **49** | **55** |
| Additions based on tax positions related to the current year | 27 | 3 | — |
| Additions for tax positions of prior years | 75 | 5 | 11 |
| Reduction for tax positions of prior years | (3) | (1) | — |
| Settlements | — | (3) | (14) |
| Reductions due to lapse of statute of limitations | (1) | (8) | (4) |
| Currency translation adjustment | 2 | (3) | 1 |
| **Balance at end of year** [(1)] | **142** | **42** | **49** |

[(1)]Excluding interest and penalties amounting to $23 million as of December 31, 2025 and $6 million as of December 31, 2024, classified as other long-term liabilities.

In addition, as of December 31, 2025, $75 million of unrecognized tax benefits were classified as a reduction of deferred tax assets (as of December 31, 2024, the amount was $19 million). The Company is not able to make an estimate of the range of the reasonably possible change impacting the annual effective tax rate.

The Company is under audit in certain countries with respect to transfer pricing. Uncertain tax positions have been recognized and measured in accordance with ASC 740, based on the Company's assessment of the technical merits of its transfer pricing policies and the likelihood of sustainment upon examination. Notwithstanding an increasing level of scrutiny that has resulted in tax reassessments received in certain jurisdictions, the Company remains confident that its transfer pricing methodology is appropriate and consistent with applicable tax rules and OECD principles, and that it is more-likely-than-not that the positions taken will be sustained upon resolution of these matters.

Additionally, the Company elected to classify accrued interest and penalties related to uncertain tax positions as components of income tax expense in the consolidated statements of income. They were $18 million in 2025 and less than $1 million in 2024.

The tax years that remain open for review from the tax authorities in the Company's major tax jurisdictions are from 1997 to 2025.

**Pillar II income taxes**

Pillar II legislation has been enacted in certain jurisdictions in which the Company operates (Netherlands, the majority of the European Countries and Switzerland). The legislation is effective for the Company's financial year beginning January 1, 2024. The Company is in the scope of the Pillar II legislation.

The assessment of the 2025 exposure to Pillar II income taxes is based on the most recent tax filings, 2025 draft country-by-country reporting and financial statements for the constituent entities in the Company. Based on the assessment, the Pillar II effective tax rates in most of the jurisdictions are above 15%. However, there is a limited number of jurisdictions where the transitional safe harbour relief does not apply and the Pillar II effective tax rate is slightly below 15%. Therefore, the Company has recorded a tax exposure to Pillar II income taxes of $2 million in those jurisdictions ($9 million as of December 31, 2024). The Company is continuously monitoring the Pillar II legislation and related guidance which are still evolving and may have an impact on the Company's Pillar II tax charge in future periods.

## 25. EARNINGS PER SHARE

For the years ended December 31, 2025, 2024 and 2023, earnings per share ("EPS") was calculated as follows:

| | Year ended December 31, 2025 | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|---|
| **Basic EPS** | | | |
| Net income attributable to parent company as reported | 166 | 1,557 | 4,211 |
| Weighted average number of shares outstanding | 893,291,706 | 901,210,072 | 903,513,952 |
| **Basic EPS** | **0.19** | **1.73** | **4.66** |
| **Diluted EPS** | | | |
| Net income attributable to parent company as reported | 166 | 1,557 | 4,211 |
| add-back interest expense, net of income tax effect | 1 | 1 | 1 |
| Net income attributable to parent company as adjusted | 167 | 1,558 | 4,212 |
| Weighted average shares outstanding | 893,291,706 | 901,210,072 | 903,513,952 |
| Dilutive effect of stock awards | 2,953,779 | 4,310,211 | 6,858,815 |
| Dilutive effect of convertible bonds | 26,806,182 | 33,825,000 | 33,825,000 |
| Number of shares used in calculating diluted EPS | 923,051,667 | 939,345,283 | 944,197,767 |
| **Diluted EPS** | **0.18** | **1.66** | **4.46** |

## 26. COMMITMENTS, CONTINGENCIES, CLAIMS AND LEGAL PROCEEDINGS

The Company's commitments relate to multi-annual agreements with suppliers when there is a fixed, non-cancelable commitment or when minimum payments are due on a committed delivery schedule. These commitments are primarily comprised of purchase commitments for outsourced foundry wafers ($0.8 billion), firm contractual commitments related to power purchase and minimum energy and water efficiency, as part of the Company's actions to become carbon neutral by 2027 on scope 1 and 2 and focusing on product transportation, business travel and employee commuting emissions for scope 3 ($1.3 billion), and firm contractual commitments related primarily to cloud services ($0.3 billion).

The Company is subject to possible loss contingencies arising in the ordinary course of business. These include but are not limited to: product liability claims and/or warranty cost on the products of the Company, contractual disputes, indemnification claims, claims for unauthorized use of third-party intellectual property, employee grievances, tax claims beyond assessed uncertain tax positions and environmental damages. The Company is also exposed to numerous legal risks including potential product recalls, environmental, shareholder rights, tariffs and export control regulations, anti-trust, anti-corruption, competition as well as other compliance risks and regulations. The Company may also face claims in the event of breaches of law committed by individual employees or third parties. In determining loss contingencies, the Company considers the likelihood of impairing an asset or the occurrence of a liability at the date of the consolidated financial statements as well as the ability to reasonably estimate the amount of such loss or liability. The Company records a provision for a loss contingency when information available before the consolidated financial statements are issued or are available to be issued indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the consolidated financial statements and when the amount of loss can be reasonably estimated. The Company regularly re-evaluates any potential losses and claims to determine whether provisions need to be adjusted based on the most current information available to the Company. Changes in these evaluations could result in an adverse material impact on the Company's results of operations, cash flows or its financial position for the period in which they occur.

On August 23, 2024, two lawsuits were filed against the Company, and its CEO and CFO, in the United States District Court for the Southern District of New York alleging that the Company provided excessively positive statements to investors concerning 2024 expected revenue and issued false or

misleading statements or concealed negative facts regarding the Company's business, operations, and prospects, in violation of U.S. securities laws. The lawsuits were consolidated into a single lawsuit and thereafter the plaintiff filed amended complaints asserting claims for violation of Sections 10(b) and 20(a) of the Securities Exchange Act, and expanding the purported class period from March 14, 2023, to January 29, 2025. The Company and its CEO and CFO moved to dismiss the lawsuit which motion was denied by the Court on September 15, 2025. The Company and its CEO and CFO believe that they have strong legal defenses against the allegations in the amended complaints and will vigorously defend themselves in court.

The Company has received and may in the future receive communications alleging possible infringements of third-party patents or other third-party intellectual property rights. Furthermore, the Company from time to time enters into discussions regarding a broad patent cross license arrangement with other industry participants. There is no assurance that such discussions may be brought to a successful conclusion and result in the intended agreement. The Company may become involved in costly litigation brought against the Company regarding patents, mask works, copyrights, trademarks or trade secrets. In the event that the outcome of any litigation would be unfavorable to the Company, the Company may be required to take a license to third party patents and/or other intellectual property rights at economically unfavorable terms and conditions, and possibly pay damages for prior use and/or face an injunction, all of which individually or in the aggregate could have a material adverse effect on the Company's results of operations, cash flows, financial position and/or ability to compete.

On December 4, 2023, a jury in the United States District Court for the Western District of Texas in Waco, Texas (USA) returned a verdict in a patent infringement lawsuit in favor of the plaintiff, Purdue University. On June 7, 2024, the Court accepted the jury's verdict and entered a judgment against the Company in the amount of $32 million. Thereafter, the Company filed several post-trial motions challenging the verdict. In the event the Court denies the Company's post-trial motions, the Company intends to appeal to the U.S. Court of Appeals for the Federal Circuit in Washington DC. The risk on this case is considered possible with the possible loss currently estimated at $32 million.

The Company has contractual commitments to various customers which could require the Company to incur costs to repair or replace defective products it supplies to such customers. The duration of these contractual commitments varies and, in certain cases, is indefinite. The Company is otherwise also involved in various lawsuits, claims, inquiries, inspections, investigations and/or proceedings incidental to its business and operations. Such matters, even if not meritorious, could result in the expenditure of significant financial or managerial resources. Any of the foregoing could have a material adverse effect on the Company's results of operations, cash flows or its financial position.

The Company regularly evaluates claims and legal proceedings together with their related probable losses to determine whether they need to be adjusted based on the current information available to the Company. There can be no assurance that its recorded reserves or insurance policies will be sufficient to cover the extent of its potential liabilities. Legal costs associated with claims are expensed as incurred. In the event of litigation which is adversely determined with respect to the Company's interests, or in the event the Company needs to change its evaluation of a potential third-party claim, based on new evidence or communications, a material adverse effect could impact its operations or financial condition at the time it were to materialize.

As of December 31, 2025 and 2024, respectively, provisions for estimated probable losses with respect to claims and legal proceedings were not considered material.

## 27. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### 27.1 Financial risk factors

The Company is exposed to changes in financial market conditions in the normal course of business due to its operations in different foreign currencies and its ongoing investing and financing activities. The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of

financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures.

Financial risk management is carried out by a central treasury department (Corporate Treasury). Additionally, a Treasury Committee, chaired by the Chief Financial Officer, steers treasury activities and ensures compliance with corporate policies. Treasury activities are thus regulated by the Company's policies, which define procedures, objectives and controls. The policies focus on managing financial risk in terms of exposure to market risk, credit risk and liquidity risk. Treasury controls are subject to internal audits. Most treasury activities are centralized, with any local treasury activities subject to oversight from Corporate Treasury. Corporate Treasury identifies, evaluates and hedges financial risks in close cooperation with the Company's subsidiaries. It provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, price risk, credit risk, use of derivative financial instruments, and investments of excess liquidity.

The majority of cash and cash equivalents is held in U.S. dollars and Euros and is placed with financial institutions rated at least a single "A" long-term rating from two of the major rating agencies, meaning at least A3 from Moody's and A- from S&P and Fitch, or better. These ratings are closely and continuously monitored in order to manage exposure to the counterparty's risk. Hedging transactions are performed only to hedge exposures deriving from operating, investing and financing activities conducted in the normal course of business.

***Market risk***

*Foreign exchange risk*

The Company conducts its business globally in various major international currencies. As a result, the Company is exposed to adverse movements in foreign currency exchange rates, primarily regarding the Euro. Foreign exchange risk mainly arises from recognized assets and liabilities at the Company's subsidiaries and future commercial transactions.

Management has set up a policy to require the Company's subsidiaries to hedge their entire foreign exchange risk exposure with the Company through financial instruments transacted or overseen by Corporate Treasury. Subsidiaries use forward contracts and purchased currency options to manage their foreign exchange risk arising from foreign-currency-denominated assets and liabilities. Foreign exchange risk arises when recognized assets and liabilities are denominated in a currency that is not the entity's functional currency. These instruments do not qualify as hedging instruments for accounting purposes. Forward contracts and currency options, including collars, are also used by the Company to reduce its exposure to U.S. dollar fluctuations in Euro-denominated forecasted transactions that cover a large part of its R&D expenses and corporate costs as well as a portion of its front-end manufacturing costs for semi-finished goods. The Company may also hedge through the use of currency forward contracts certain Singapore dollar-denominated manufacturing forecasted transactions. The derivative instruments used to hedge these forecasted transactions meet the criteria for designation as cash flow hedge. The hedged forecasted transactions have a high probability of occurring for hedge accounting purposes.

It is the Company's policy to have the foreign exchange exposures in all the currencies hedged month by month against the monthly standard rate. At each month end, the forecasted flows for the coming month are hedged together with the fixing of the new standard rate. For this reason, the hedging transactions will have an exchange rate very close to the standard rate at which the forecasted flows will be recorded in the following month. As such, the foreign exchange exposure of the Company, which consists of the balance sheet positions and other contractually agreed transactions, is always close to zero and any movement in the foreign exchange rates will therefore not influence the exchange effect on items of the consolidated statement of income. Any discrepancy between the forecasted values and the actual results is constantly monitored and prompt actions are taken, if needed.

*Derivative Instruments Not Designated as a Hedge*

The Company enters into foreign currency forward contracts to reduce its exposure to changes in exchange rates and the associated risk arising from the denomination of certain assets and liabilities in foreign currencies at the Company's subsidiaries. These include receivables from international sales by various subsidiaries, payables for foreign currency-denominated purchases and certain other assets and liabilities arising from intercompany transactions.

The notional amount of these financial instruments totaled $1,527 million, $1,476 million and $974 million on December 31, 2025, 2024 and 2023, respectively. The principal currencies covered at the end of the year 2025 are the Euro, the China Yuan Renminbi, the Singapore dollar, the Indian rupee, the Japanese yen, the Swiss franc, the Malaysian ringgit, the British pound, the Philippines peso, the Taiwan dollar, the South Korean won, the Swedish Krona, the Moroccan dirham, the Australian dollar and the Hong Kong dollar.

The risk of loss associated with forward contracts is equal to the exchange rate differential from the time the contract is entered into until the time it is settled. The risk of loss associated with purchased currency options is equal to the premium paid when the option is not exercised.

Foreign currency forward contracts not designated as cash flow hedge outstanding as of December 31, 2025 have remaining terms of 5 days to 204 days, maturing on average after 76 days.

*Derivative Instruments Designated as a Hedge*

To further reduce its exposure to U.S. dollar exchange rate fluctuations, the Company hedges through the use of currency forward contracts and currency options, including collars, certain Euro-denominated forecasted intercompany transactions that cover at year-end a large part of its R&D and SG&A expenses, as well as a portion of its front-end manufacturing costs of semi-finished goods within cost of sales. The Company may also hedge through the use of currency forward contracts certain manufacturing transactions within cost of sales denominated in Singapore dollars.

The principles regulating the hedging strategy for derivatives designated as cash flow hedge are established as follows: (i) for R&D and corporate costs, up to 80% of the total forecasted transactions; (ii) for manufacturing costs, up to 70% of the total forecasted transactions. Only in specific circumstances, the Company may change the percentage of the designated hedged item within the limit of 100% of the forecasted transaction. The maximum length of time over which the Company could hedge its exposure to the variability of cash flows for forecasted transactions is 24 months.

For the year ended December 31, 2025, the Company recorded a decrease in cost of sales of $35 million and a decrease in operating expenses of $19 million, related to the realized gains incurred on such hedged transactions. For the year ended December 31, 2024, the Company recorded a decrease in cost of sales of $13 million and a decrease in operating expenses of $3 million, related to the realized gains incurred on such hedged transactions. For the year ended December 31, 2023, the Company recorded an decrease in cost of sales of $1 million and an decrease in operating expenses of $4 million, related to the realized losses incurred on such hedged transactions.

The notional amount of foreign currency forward contracts and currency options, including collars, designated as cash flow hedge totaled $2,456 million, $2,484 million and $2,681 million on December 31, 2025, 2024 and 2023, respectively. The forecasted transactions hedged as of December 31, 2025 were determined to have a high probability of occurring.

As of December 31, 2025, $80 million of deferred gains on derivative instruments included in "Accumulated other comprehensive income (loss)" in the consolidated statements of equity were expected to be reclassified as earnings during the next 12 months based on the monthly forecasted R&D expenses, corporate costs and manufacturing costs on semi finished goods. Foreign currency forward contracts and collars designated as cash flow hedge outstanding as of December 31, 2025 have remaining terms of 7 days to 11 months, maturing on average after 124 days.

As of December 31, 2025, the Company had the following outstanding derivative instruments that were entered into to hedge Euro-denominated forecasted transactions:

| In millions of Euros | Notional amount for hedge on forecasted R&D and other operating expenses | Notional amount for hedge on forecasted manufacturing costs |
|---|---|---|
| Forward contracts | 387 | 763 |
| Currency collars | 346 | 593 |

*Cash flow and fair value interest rate risk*

The Company's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk.

The Company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. The Company invests primarily on a short-term basis and as such the Company's liquidity is invested in floating interest rate instruments. As a consequence, the Company is exposed to interest rate risk due to potential mismatch between the return on its short-term floating interest rate investments and the portion of its long-term debt issued at fixed rate.

*Price risk*

As part of its ongoing investing activities, the Company may invest in publicly traded equity securities and be exposed to equity security price risk. In order to hedge the exposure to this market risk, the Company may enter into certain derivative hedging transactions.

In December 2024, the Company participated to the IPO of Innoscience (Suzhou) which became public on the main segment of Hong Kong Stock Exchange. As a publicly traded equity instrument, Innoscience investment is measured at fair value through earnings, with a $76M unrealized gain recorded as a non-operating item in 2025 on the line "Gain (loss) on financial instruments, net" on the consolidated statement of income.

Information on fair value of derivative instruments and their location in the consolidated balance sheets as of December 31, 2025 and December 31, 2024 is presented in the table below:

| | | As of December 31, 2025 | As of December 31, 2024 |
|---|---|---|---|
| **Asset Derivatives** | **Balance sheet classification** | **Fair value** | **Fair value** |
| Derivatives designated as a hedge: | | | |
| Foreign exchange forward contracts | Other current assets | 68 | — |
| Currency collars | Other current assets | 6 | — |
| **Total derivatives designated as a hedge:** | | **74** | **—** |
| Derivatives not designated as a hedge: | | | |
| Foreign exchange forward contracts | Other current assets | 2 | 10 |
| **Total derivatives not designated as a hedge:** | | **2** | **10** |
| **Total Derivatives** | | **76** | **10** |

| Liability Derivatives | Balance sheet classification | As of December 31, 2025 Fair value | As of December 31, 2024 Fair value |
|---|---|---|---|
| Derivatives designated as a hedge: | | | |
| Foreign exchange forward contracts | Other payables and accrued liabilities | (1) | (66) |
| Foreign exchange forward contracts | Other non-current liabilities | — | (3) |
| Currency collars | Other payables and accrued liabilities | (1) | (15) |
| **Total derivatives designated as a hedge:** | | **(2)** | **(84)** |
| Derivatives not designated as a hedge: | | | |
| Foreign exchange forward contracts | Other payables and accrued liabilities | (13) | (5) |
| **Total derivatives not designated as a hedge:** | | **(13)** | **(5)** |
| **Total Derivatives** | | **(15)** | **(89)** |

The Company entered into currency collars as combinations of two options, which are reported, for accounting purposes, on a net basis. As of December 31, 2025, the fair value of these collars represented assets for a net amount of $6 million (composed of $7 million asset net of a $1 million liability) and liabilities for a net amount of $1 million (composed of $2 million liability offset with a $1 million asset). In addition, the Company entered into other derivative instruments, primarily forward contracts, which are governed by standard International Swaps and Derivatives Association agreements and are compliant with Protocols of the European Market Infrastructure Regulation and the ISDA 2018 U.S. Resolution Stay Protocol, which are not offset in the statement of financial position and representing total assets of $70 million and liabilities of $14 million as of December 31, 2025.

The effect of derivative instruments designated as cash flow hedge on the consolidated statements of income for the year ended December 31, 2025 and December 31, 2024 and on the “Accumulated other comprehensive income (loss)” (“AOCI”) as reported in the consolidated statements of equity as of December 31, 2025 and December 31, 2024 is presented in the table below:

| | Gain (loss) deferred in OCI on derivative | | Location of gain (loss) | Gain (loss) reclassified from OCI into earnings | |
|---|---|---|---|---|---|
| | December 31, 2025 | December 31, 2024 | reclassified from OCI into earnings | December 31, 2025 | December 31, 2024 |
| Foreign exchange forward contracts | 49 | (54) | Cost of sales | 24 | 13 |
| Foreign exchange forward contracts | 4 | (7) | Selling, general and administrative expenses | 3 | 1 |
| Foreign exchange forward contracts | 17 | (17) | Research and development expenses | 10 | 2 |
| Currency collars | 6 | (15) | Cost of sales | 11 | — |
| Currency collars | 1 | (2) | Selling, general and administrative expenses | 1 | — |
| Currency collars | 3 | (4) | Research and development expenses | 5 | — |
| **Total** | **80** | **(99)** | | **54** | **16** |

No significant ineffective portion of the cash flow hedge relationships was recorded in earnings for the years ended December 31, 2025 and December 31, 2024. No amount was excluded from effectiveness measurement on foreign exchange forward contracts and collars.

The effect on the consolidated statements of income for the year ended December 31, 2025 and December 31, 2024 of derivative instruments not designated as a hedge is presented in the table below:

| | Location of gain (loss) recognized in earnings | Gain (loss) recognized in earnings | |
|---|---|---|---|
| | | December 31, 2025 | December 31, 2024 |
| Foreign exchange forward contracts | Other income and expenses, net | (32) | 9 |
| **Total** | | **(32)** | **9** |

The Company did not enter into any derivative containing significant credit-risk-related contingent features.

*Credit risk*

The expected credit loss and impairment methodology applied on each category of financial assets is further described in each respective note. While cash and cash equivalents are also subject to the expected credit loss model, the identified expected credit loss is deemed to be immaterial. The maximum credit risk exposure for all financial assets is their carrying amount.

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk typically arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortized cost, the counterparty of derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure to customers, including outstanding receivables.

The Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed at the Group level. The Company selects banks and/or financial institutions that operate with the group based on the criteria of long-term rating from at least two major Rating Agencies and keeping a maximum outstanding amount per instrument with each bank not to exceed 20% of the total. For derivative financial instruments, management has established limits so that, at any time, the fair value of contracts outstanding is not concentrated with any individual counterparty.

The Company monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. If certain customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the customer's credit quality, considering its financial position, past experience and other factors. The utilization of credit limits is regularly monitored. Sales to customers are primarily settled in cash, which mitigates credit risk. As of December 31, 2025 and 2024, no individual customer represented more than 10% of trade accounts receivable, net. Any remaining concentrations of credit risk with respect to trade receivables are limited due to the large number of customers and their dispersion across many geographic areas.

The Company's investments in instruments carried at amortized cost primarily include receivables towards government bodies. As such, they are investments with immaterial expected credit loss. Any remaining receivable is of low credit risk and is individually not significant. The credit ratings of the investments are monitored for credit deterioration.

*Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and cash equivalents, short-term deposits and marketable securities, the availability of funding from committed credit facilities and

the ability to close out market positions. The Company's objective is to maintain a significant cash position and a low debt-to-equity ratio, which ensures adequate financial flexibility. Liquidity management policy is to finance the Company's investments with net cash from operating activities.

Management monitors rolling forecasts of the Company's liquidity reserve based on expected cash flows.

### 27.2 Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to create sustainable value, benefits and returns for its stakeholders, as to maintain an optimal capital structure. In order to maintain or adjust its capital structure, the Company may review the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares.

Consistent with other peers in the industry, the Company monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as the net financial position of the Company, defined as the difference between total cash position (cash and cash equivalents, short-term deposits, marketable securities and restricted cash, if any) and total financial debt (short-term and long-term debt), divided by total parent company stockholders' equity.

### 27.3 Fair value measurement

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the bid price. If the market for a financial asset is not active and if no observable market price is obtainable, the Company measures fair value by using significant assumptions and estimates. When measuring fair value, the Company makes maximum use of market inputs and minimizes the use of unobservable inputs.

The table below details financial assets (liabilities) measured at fair value on a recurring basis as of December 31, 2025:

| | | Fair Value Measurements using | | |
|---|---|---|---|---|
| | **December 31, 2025** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
| Marketable securities – U.S. Treasury debt securities | 985 | 985 | — | — |
| Cash equivalents – Short-term investments | 313 | — | 313 | — |
| Equity securities measured at fair value through earnings | 165 | 165 | — | — |
| Derivative assets designated as cash flow hedge | 74 | — | 74 | — |
| Derivative assets not designated as cash flow hedge | 2 | — | 2 | — |
| Derivative liabilities designated as cash flow hedge | (2) | — | (2) | — |
| Derivative liabilities not designated as cash flow hedge | (13) | — | (13) | — |
| Contingent consideration on business acquisition | (18) | — | — | (18) |
| **Total** | **1,506** | **1,150** | **374** | **(18)** |

The table below details financial assets (liabilities) measured at fair value on a recurring basis as of December 31, 2024:

| | | Fair Value Measurements using | | |
|---|---|---|---|---|
| | December 31, 2024 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Marketable securities – U.S. Treasury debt securities | 2,452 | 2,452 | — | — |
| Equity securities measured at fair value through earnings | 88 | 88 | — | — |
| Derivative assets designated as cash flow hedge | — | — | — | — |
| Derivative assets not designated as cash flow hedge | 10 | — | 10 | — |
| Derivative liabilities designated as cash flow hedge | (84) | — | (84) | — |
| Derivative liabilities not designated as cash flow hedge | (5) | — | (5) | — |
| Contingent consideration on business acquisitions | (15) | — | — | (15) |
| **Total** | **2,446** | **2,540** | **(79)** | **(15)** |

For liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3), there was no material movement between January 1, 2025 and December 31, 2025.

For liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3), there was no material movement between January 1, 2024 and December 31, 2024.

Contingent consideration reported as liabilities on the consolidated balance sheet as of December 31, 2025 and December 31, 2024 is based on the probability that the milestones defining the variable components of the consideration will be achieved.

No asset (liability) was measured at fair value on a non-recurring basis using significant unobservable inputs (Level 3) as of December 31, 2025 and December 31, 2024.

The Company evaluated in 2025, 2024 and 2023 for impairment the carrying amount of long-term investments for which the Company applies the cost method as a measurement alternative, as described in Note 2.22. No significant impairment charge was recorded on these investments in 2025, 2024 and 2023.

The following table includes additional fair value information on financial assets and liabilities as of December 31, 2025 and 2024:

| | | 2025 | | 2024 | |
|---|---|---|---|---|---|
| | Level | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| **Cash equivalents** [(1)] | **1 - 2** | 2,264 | 2,264 | 1,611 | 1,611 |
| **Short-term, deposits** | **1** | 1,100 | 1,100 | 1,450 | 1,450 |
| **Long-term debt** | | | | | |
| – Bank loans (including current portion) | **2** | 1,281 | 1,281 | 1,389 | 1,389 |
| – Finance leases (including current portion) | **2** | 103 | 103 | 66 | 66 |
| – Senior unsecured convertible bonds issued on August 4, 2020 [(2)] | **1** | 749 | 731 | 1,498 | 1,442 |

(1) Cash equivalents primarily correspond to deposits at call with banks, money market funds and other short-term investments.

(2) The carrying amount as of December 31, 2025 of the senior unsecured convertible bonds as reported above, corresponds to the nominal value of the bonds, net of $1 million unamortized debt issuance costs. The fair value represented the market price of the bonds trading on the Frankfurt Stock Exchange.

The methodologies used to estimate fair value are as follows:

| Components | Methodology used to estimate fair value |
|---|---|
| Debt securities classified as available-for-sale | Quoted market prices for identical instruments |
| Foreign exchange forward contracts, currency options and collars | Quoted market prices for similar instruments |
| Equity securities measured at fair value through earnings | Quoted market prices for identical instruments |
| Equity securities carried at cost as a measurement alternative | Valuation of the underlying investments on a new round of third-party financing or upon liquidation |
| Long-term debt and current portion of long-term debt | Future cash flows on a borrowing-by-borrowing basis and discounting these future cash flows using the Company's incremental borrowing rates for similar types of borrowing arrangements. For convertible bonds, the fair value represents the market price of the bonds trading on the Frankfurt Stock Exchange |
| Cash and cash equivalents, short-term deposits, accounts receivable, short-term borrowings, and accounts payable | The carrying amounts reflected in the consolidated financial statements are considered as reasonable estimates of fair value due to the relatively short period of time between the origination of the instruments and their expected realization. |

## 28. RELATED PARTY TRANSACTIONS

The Group enters into arrangements and incurs transactions with companies for which certain members of its management perform similar policymaking functions. These include, but are not limited to: Capgemini, Dassault Systèmes, Orange, Politecnico di Milano and Sopra Steria. Each of the aforementioned arrangements and transactions is negotiated without the personal involvement of the Supervisory Board members and are made in line with market practices and conditions. The transactions are reported from and up to the date members of the Group's management hold these similar functions. The below table summarizes the transactions incurred in 2025, 2024 and 2023.

| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
|---|---|---|---|
| Sales and services | — | — | 5 |
| Purchases and other contributions | 49 | 29 | 27 |
| Accounts payable | 8 | 4 | 6 |

The Company did not hold any significant equity-method investments as of December 31, 2025, 2024 and 2023. Consequently, the Company did not report any material transaction with this type of investees in the corresponding years.

The Company made a cash contribution of $1.0 million for the year ended December 31, 2025 to the ST Foundation, a non-profit organization established to deliver and co-ordinate independent programs in line with its mission. A cash contribution of $1.0 million and $1.0 million was made for each of the years ended December 31, 2024 and 2023, respectively. Certain members of the Foundation’s Board are senior members of the Company’s management.

**29. SUBSEQUENT EVENTS**

On February 2, 2026, the Company completed the acquisition of NXP Semiconductors' MEMS sensors business. Announced in July 2025, and subject to customary closing conditions, including regulatory approvals, which have now been satisfied or waived, this transaction, focused on automotive safety and non-safety products and sensors for industrial applications, expands the Company's global sensors capabilities. The MEMS businesses of the Company and NXP are strongly complementary in terms of technology and product portfolio, with the combined product offering to be well balanced across automotive, industrial and consumer end markets.

The all-cash transaction includes an upfront payment of $900 million, before closing adjustments, and up to $50 million subject to the achievement of specified technical milestones. Given the close proximity of the completion of the transaction to the date the financial statements are issued, the purchase price allocation and the fair value of the consideration have not been determined yet. These assessments will be completed in 2026, in accordance with the acquisition method applicable to business combinations.

On February 6, 2026, the Company issued warrants to Amazon Web Services ("AWS") for the acquisition of up to 24.8 million ordinary shares of the Company. The warrants will vest in tranches over the term of the agreement, with vesting substantially tied to payments for the Company's products and services purchased by AWS and its affiliates. AWS may exercise the warrants in one or more transactions over a seven-year period from the issue date at an initial exercise price of $28.38.

**STMICROELECTRONICS N.V.**

**VALUATION AND QUALIFYING ACCOUNTS**

| Valuation and qualifying accounts deducted from the related asset accounts | Balance at beginning of period | Translation adjustment | Charged to costs and expenses | Additions/ (Deductions) | Balance at end of period |
|---|---|---|---|---|---|
| | (Currency—millions of U.S. dollars) | | | | |
| **2025** | | | | | |
| Accounts Receivable | $ 19 | $ — | $ — | $ 3 | $ 22 |
| Deferred Tax Assets | $ 699 | $ 30 | $ (46) | $ 92 | $ 775 |
| **2024** | | | | | |
| Accounts Receivable | $ 19 | $ (1) | $ — | $ 1 | $ 19 |
| Deferred Tax Assets | $ 782 | $ (9) | $ (14) | $ (60) | $ 699 |
| **2023** | | | | | |
| Accounts Receivable | $ 21 | $ — | $ — | $ (2) | $ 19 |
| Deferred Tax Assets | $ 416 | $ 5 | $ 360 | $ 1 | $ 782 |

**Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act")**

As of December 31, 2025, STMicroelectronics N.V. (the "Company", "we", "us" and "our") had the following series of securities registered pursuant to Section 12(b) of the Exchange Act:

| Title of Each Class: | Trading Symbol(s) | Name of Each Exchange on Which Registered: |
|---|---|---|
| **Common shares, nominal value €1.04 per share** | **STM** | **New York Stock Exchange** |

Our common shares have a nominal value of €1.04. As of December 31, 2025 our common shares are the only class of securities of the company that are registered under Section 12 of the Exchange Act.

Capital terms used but not defined herein have the meanings given to them in Company's annual report on Form 20-F for the fiscal year ended December 31, 2025 (the "2025 Form 20-F").

***Type and Class of Securities (Item 9.A.5 of Form 20-F)***

Each common share has a nominal value of €1.04 per share. As of December 31, 2025, the number of shares of common stock issued was 911,281,920 shares and the number of shares of common stock outstanding was 888,768,152.

Of the 888,768,152 common shares outstanding as of December 31, 2025, 96,386,055, or 10.8%, were registered in the common share registry maintained on our behalf in New York.

***Pre-emptive Rights (Item 9.A.3 of Form 20-F)***

See "Item 10. Additional information — Memorandum and Articles of Association — Share Capital (Articles 4, 5 and 6)" of the 2025 Form 20-F.

***Limitations or Qualifications (Item 9.A.6 of Form 20-F)***

Not applicable.

***Other Rights (Item 9.A.7 of Form 20-F)***

Not applicable.

***Rights of the Common Shares (Item 10.B.3 of Form 20-F)***

See "Item 10. Additional information — Memorandum and Articles of Association" of the 2025 Form 20-F.

***Requirements for Amendments (Item 10.B.4 of Form 20-F)***

See "Item 10. Additional information — Memorandum and Articles of Association" of the 2025 Form 20-F.

***Limitations on the Rights to Own Shares (Item 10.B.6 of Form 20-F)***

Not applicable.

***Provisions Affecting Any Change of Control (Item 10.B.7 of Form 20-F)***

Not applicable.

***Ownership Threshold (Item 10.B.8 of Form 20-F)***

Not applicable.

***Differences Between the Law of Different Jurisdictions (Item 10.B.9 of Form 20-F)***

See the references to Dutch law throughout "Item 10. Additional information — Memorandum and Articles of Association" of the form 2025 20-F.

***Changes in Capital (Item 10.B.10 of Form 20-F)***

Not applicable.

***Debt Securities (Item 12.A of Form 20-F)***

Not applicable.

***Warrants and Rights (Item 12.B of Form 20-F)***

Not applicable.

***Other Securities (Item 12.C of Form 20-F)***

Not applicable.

***American Depositary Shares (Items 12.D.1 and 12.D.2 of Form 20-F)***

Not applicable.

*[Certain identified information in this document has been omitted because it is both (i) not material and (ii) is of a type that is treated as private and confidential, and has been marked with "[***]" to indicate where omissions have been made.]*

# WARRANT TO PURCHASE ORDINARY SHARES

THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE TRANSFERRED, SOLD, OR OTHERWISE DISPOSED OF EXCEPT IN CONNECTION WITH AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS OR UNDER AN EXEMPTION FROM REGISTRATION UNDER SUCH ACT OR SUCH LAWS.

THIS INSTRUMENT IS ISSUED IN CONNECTION WITH AND SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER PROVISIONS OF A TRANSACTION AGREEMENT, DATED AS OF FEBRUARY 6, 2026, BY AND BETWEEN THE ISSUER OF THESE SECURITIES AND AMAZON.COM, INC., A DELAWARE CORPORATION, A COPY OF WHICH IS ON FILE WITH THE ISSUER. THE SECURITIES REPRESENTED BY THIS INSTRUMENT MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH SAID AGREEMENT. ANY SALE OR OTHER TRANSFER NOT IN COMPLIANCE WITH SAID AGREEMENT WILL BE VOID.

**WARRANT**
**to purchase**
**24,755,584**
**Ordinary Shares of**
**STMicroelectronics N.V.**
**a company incorporated under the laws of The Netherlands**

Issue Date: February 6, 2026

1. Number of Warrant Shares; Exercise Price. This certifies that, for value received, Warrantholder or its permitted assigns or transferees is entitled, upon the terms hereinafter set forth, to acquire from the Company, in whole or in part, up to a maximum aggregate of 24,755,584 fully paid and nonassessable Ordinary Shares (the "Warrant Shares"), at a purchase price per Ordinary Share equal to $28.38 (the "Exercise Price"). The Warrant Shares and Exercise Price are subject to adjustment and/or may be supplemented by or converted into other Equity Securities as provided herein, and all references to "Ordinary Shares," "Warrant Shares," and "Exercise Price" herein shall be deemed to include any such adjustment, supplement, and/or conversion or series of adjustments, supplements, or conversions. The Company hereby consents to payment of the aggregate nominal value of the relevant Warrant Shares in a currency other than Euro.

2. Exercise of Warrant; Term; Other Agreements; Book Entry; Cancellation.

(i) Promptly following the end of each calendar quarter during which a Vesting Event has occurred (or promptly after a written request by Amazon for a Notice of Vesting Event as of a certain day, provided that a Vesting Event has occurred for which such Notice of Vesting Event is requested), the Company shall deliver to Warrantholder a Notice of Vesting Event in the form attached as Annex A hereto; provided that neither the delivery, nor the failure of the Company to deliver, such Notice of Vesting Event shall affect or impair Warrantholder's rights or the Company's obligations hereunder; and provided, further, that no Notice of Vesting Event shall be required to be delivered for the Vesting Event that is the Issue Date or the sixth ($6^{th}$) month anniversary of the Issue Date.

(ii) Subject to (A) Section 1, Section 9(iv), and Section 10, and (B) compliance with the Antitrust Laws and Foreign Investment Regulations (including with respect to any Warrant Shares issuable upon exercise of this Warrant), as may be applicable, this Warrant may be exercised to purchase the vested Warrant Shares underlying this Warrant, in whole or in part by Warrantholder, at any time or from time to time, from and after the applicable Vesting Event, but in no event later than 5:00 p.m., Seattle time, on February 7, 2033 (subject to extension in accordance with Section 2(iii), such time as extended if applicable, the "Expiration Time" and such period from and after the applicable Vesting Event through the Expiration Time, the "Exercise Period"), by (a) the delivery of the Notice of Exercise to the Company in accordance with Section 14 (or such other office or agency of the Company in the United States as it may designate by notice to Warrantholder in accordance with Section 14) and (b) payment of the Exercise Price for the Warrant Shares thereby purchased by (I) Warrantholder making payment of the aggregate nominal value for the relevant Warrant Shares by wire transfer of immediately available funds to an account designated by the Company, and (II) reducing the number of Warrant Shares issuable upon such exercise of this Warrant to become equal to the product of (x) the number of Warrant Shares issuable upon such exercise of this Warrant if payment of the Exercise Price were made through a cash exercise and (y) the Cashless Exercise Ratio (such manner of exercise, a "Cashless Exercise"); provided that such product shall be rounded to the nearest whole Warrant Share. Notwithstanding any other provision hereof, if an exercise of any portion of this Warrant is to be made in connection with a public offering of Ordinary Shares by the Company or an Acquisition Transaction, such exercise may at the election of Warrantholder be conditioned upon the consummation of such transaction, in which case such exercise shall be inclusive of any vesting that would occur upon the consummation of or immediately prior to such transaction but not be deemed to be effective until immediately prior to the consummation of such transaction. If such transaction is not consummated, such exercise shall be deemed void if so requested by Warrantholder in a Notice of Exercise.

(iii) Notwithstanding the foregoing, (a) if at any time in the sixty (60) day period prior to the Expiration Time, Warrantholder has not exercised this Warrant in full with respect to all of the vested Warrant Shares as a result of (I) there being insufficient Warrant Shares available for issuance under the Company's authorized share capital or any required

shareholder allotment or similar authorization (in each case to the extent such concept applies to the Company under Applicable Law), (II) the lack of any required regulatory, corporate or other approval that would be required by Applicable Law in order to allow such exercise by Warrantholder (including, for the avoidance of doubt, any approval required under the Antitrust Laws, including the Initial Antitrust Clearance or under the Foreign Investment Regulations, including the Initial Foreign Investment Clearance, if so applicable); provided that Warrantholder shall have filed the applicable notice(s) and otherwise complied with its obligations under Section 3.1 of the Transaction Agreement to obtain such approvals in advance, and in the case of a prescribed regulatory review period, sufficiently in advance such that the full prescribed period would have run before the Expiration Time, or (III) the Company has not been current with its Exchange Act public reporting requirements (collectively, the "Exercise Conditions"), the Expiration Time with respect to Warrant Shares that are vested as of the Expiration Time shall be extended until sixty (60) days after such date as Warrantholder is able to acquire all of the vested Warrant Shares without violating any Exercise Conditions, (b) if at the Expiration Time, or at any time during the five (5) Business Day period prior to the Expiration Time, the Company is or has been party to a definitive agreement for an Acquisition Transaction that has not closed, the Expiration Time shall be extended until five (5) Business Days after the closing of such Acquisition Transaction, or twenty (20) Business Days after the date on which the definitive agreement for such Acquisition Transaction has been terminated, as the case may be, or (c) if at any time prior to the Expiration Time, a third party has commenced, or announced its intention to commence, a tender offer for the Ordinary Shares which, if consummated, would result in an Acquisition Transaction, and without a definitive agreement for an Acquisition Transaction with respect to such tender offer having been executed by the Company, then the Expiration Time with respect to Warrant Shares that are vested as of the Expiration Time, shall be extended until the later of (I) five (5) Business Days after the expiration time or termination of such tender offer, or (II) if no tender offer is commenced, twenty-five (25) Business Days after the first public announcement of such third party's intention to commence such tender offer, but if a tender offer is commenced during such period, then five (5) Business Days after the expiration time or termination of such tender offer.

(iv) Whenever Warrantholder exercises this Warrant in part until this Warrant has been exercised in full, Warrantholder shall be entitled to receive from the Company, upon request, a new warrant of like tenor in substantially identical form for the purchase of that number of Warrant Shares equal to the difference between the maximum aggregate number of Warrant Shares and the number of Warrant Shares as to which this Warrant is or has been so exercised.

(v) The Company shall either (a) maintain itself, or (b) cause its transfer agent to maintain, in each case, books for the original issuance and the transfer and exercise of the Warrant issuable in connection therewith, in each case in accordance with the terms hereof in book-entry form. If the Company maintains books for the Warrant, then (I) the Company agrees that it will accept instructions from Warrantholder for the transfer and exercise of the Warrant, to

the extent permitted in accordance with the terms of the Warrant and the Transaction Agreement, and (II) the Company shall not require the delivery of the Warrant, which at all times shall be in book-entry form, in connection with the transfer or exercise thereof. The Company shall be responsible for all fees and expenses with respect to maintaining the Warrant in book-entry form. In no event shall Warrantholder be required to post any bond or incur any other financial cost related to the book-entry existence of this Warrant.

(vi) This Warrant, including with respect to its cancellation, is subject to the terms and conditions of the Transaction Agreement. Without affecting in any manner any prior exercise of this Warrant (or any Warrant Shares previously issued hereunder), if (a) the Transaction Agreement is terminated in accordance with Section 9.1 thereof, (b) Warrantholder delivers to the Company a written, irrevocable commitment not to exercise this Warrant, or (c) the Company is not obligated to issue, and Warrantholder is not entitled to receive, any Warrant Shares upon any exercise of this Warrant pursuant to Section 3.1(i) of the Transaction Agreement (only for so long as the Exercise Conditions have not been met), then the Company shall have no obligation to issue, and Warrantholder shall have no right to acquire, any Warrant Shares under this Warrant.

3. Issuance of Warrant Shares; Authorization; Listing.

(i) Upon receipt of a Notice of Exercise for part or all of this Warrant, the Company shall comply with the Delivery Covenants.

(ii) The Company's obligations to issue and deliver Warrant Shares in accordance with the terms and subject to the conditions hereof are absolute and unconditional, irrespective of any action or inaction by Warrantholder to enforce the same, any waiver or consent with respect to any provision hereof, the recovery of any judgment against any Person or any action to enforce the same, or any setoff, counterclaim, recoupment, limitation, or termination; provided, however, that the Company shall not be required to deliver Warrant Shares with respect to an exercise prior to Warrantholder's delivery of a notice of Cashless Exercise with payment of the associated aggregate nominal value of the relevant Warrant Shares.

(iii) The Warrant Shares issuable upon an exercise of this Warrant shall be deemed for all purposes to have been issued to Warrantholder as of the close of business on the date on which the Company has received both a notice of Cashless Exercise and payment of the associated aggregate nominal value of the relevant Warrant Shares in accordance with the terms of this Warrant, notwithstanding that the book-entries representing such Warrant Shares may not be actually delivered on such date or credited to Warrantholder. The Company shall at all times reserve and keep available, out of the unissued (and not otherwise reserved) Ordinary Shares comprised in its authorized share capital, the Warrant Shares, solely for the purpose of providing for the exercise of this Warrant, the aggregate Warrant Shares then issuable upon exercise of this Warrant in full (disregarding whether or not this Warrant is exercisable by its terms at any such time).

(iv) The Company shall, at its sole expense, procure, subject to issuance or notice of issuance, the listing of any Warrant Shares issuable upon exercise of this Warrant on the Principal Trading Market on which such same class of Equity Securities are then listed or traded, promptly after such Warrant Shares are eligible for listing thereon.

4. No Fractional Shares or Scrip. No fractional Warrant Shares or other Equity Securities or scrip representing fractional Warrant Shares or other Equity Securities shall be issued upon any exercise of this Warrant. In lieu of any fractional Warrant Share or other Equity Securities, to which a Warrantholder would otherwise be entitled, the fractional Warrant Shares or other Equity Securities shall be rounded up to the next whole Warrant Share or other Equity Securities, and Warrantholder shall be entitled to receive such rounded-up number of Warrant Shares or other Equity Securities.

5. No Rights as Shareholders. Without limiting in any respect the provisions of the Transaction Agreement and except as otherwise provided by the terms of this Warrant, this Warrant does not entitle Warrantholder to (i) consent to any action of the shareholders of the Company, (ii) receive notice of or vote at any general meeting of the Company, (iii) receive notice of any other proceedings of the Company, or (iv) benefit from or exercise any other rights whatsoever, in any such case, as a shareholder of the Company prior to the date of exercise of this Warrant.

6. Voting Undertakings After Exercise. For so long as STH Nominees constitute one third (1/3) or more of the members of the Supervisory Board, Warrantholder irrevocably undertakes to vote all Warrant Shares acquired pursuant to the exercise of this Warrant, or to cause such Warrant Shares to be voted, in each case to the extent Amazon or any of its Affiliates remains the beneficial owner of such Warrant Shares as of the record date of a general meeting of the Company (i) against any resolution of such general meeting that has been proposed by one or more shareholders of the Company (except if the Company has issued a public statement indicating that the Management Board and the Supervisory Board each approves or endorses such proposal) and (ii) in favor of all other resolutions proposed by the Management Board and the Supervisory Board to be adopted at such general meeting. Warrantholder hereby grants an irrevocable power of attorney to the Company, with full right of substitution, to perform on its behalf all acts necessary to give effect to this Section 6.

7. Charges, Taxes, and Expenses. Issuance of this Warrant and issuance of certificates or book entries for Warrant Shares to Warrantholder upon the exercise of this Warrant shall be made without charge to Warrantholder for any issue, registration or transfer tax, assessment or similar governmental charge (other than any such taxes, assessments or charges in respect of any transfer occurring contemporaneously therewith) or other incidental expense in respect of such issuance, all of which taxes, assessments, charges, and expenses shall be paid by the Company, other than the costs and expenses of counsel for Warrantholder or its Affiliates.

8. Transfer/Assignment.

(i) This Warrant may be Transferred only in accordance with the terms of the Transaction Agreement and this Warrant and the Warrant Shares may be Transferred only in accordance with Sections 4.2 and 4.4 of the Transaction Agreement and this Warrant. Subject to compliance with the first sentence of this Section 8(i), the legend as set forth on the cover page of this Warrant and the terms of the Transaction Agreement, this Warrant and all rights hereunder are transferable, in whole or in part, upon the books of the Company by the registered holder hereof in person or by a duly authorized attorney, and a new Warrant shall be made and delivered by the Company, of the same tenor and date as this Warrant but registered in the name of one or more Transferees. If the transferring holder does not Transfer the entirety of its rights to purchase all Warrant Shares hereunder, such holder shall be entitled to receive from the Company a new Warrant in substantially identical form for the purchase of that number of Warrant Shares as to which the right to purchase was not Transferred. All expenses (other than stock transfer taxes) and other charges payable in connection with the preparation, execution and delivery of the new Warrant in accordance with this Section 8 shall be paid by the Company, other than the costs and expenses of counsel for the transferor and Transferee.

(ii) If and for so long as required by the Transaction Agreement, any Warrant and Warrant Shares book entry issued hereunder shall contain a legend as set forth in Section 4.2 of the Transaction Agreement.

(iii) solely with respect to any unvested portion of the Warrant, if Warrantholder or any Transferee is no longer an Affiliate of Amazon, Warrantholder or such Transferee shall promptly Transfer the Warrant to Amazon or to an Affiliate of Amazon, and until the Warrant is so Transferred, Warrantholder or such Transferee shall not be entitled to exercise any rights (including the right to exercise the Warrant) under this Agreement or under the Warrant other than the right to Transfer the Warrant to Amazon or to an Affiliate of Amazon.

(iv) Warrant Shares subject to any restrictive legends may only be Transferred in accordance with Applicable Law.

9. Adjustments and Other Rights. The Exercise Price and Warrant Shares issuable upon exercise of this Warrant shall be subject to adjustment from time to time as follows; provided that, if more than one subsection of this Section 9 is applicable to a single event, the subsection shall be applied that produces the largest adjustment, and no single event shall cause an adjustment under more than one subsection of this Section 9 so as to result in duplication; and provided, further, that the Exercise Price shall never become lower than the nominal value of one Ordinary Share.

(i) Share Splits, Subdivisions, Reclassifications, or Combinations. If the Company shall at any time or from time to time (a) declare, order, pay, or make a dividend or make a distribution on its Ordinary Shares in additional Ordinary Shares, (b) split, subdivide, or

reclassify the outstanding Ordinary Shares into a greater number of Ordinary Shares, or (c) combine or reclassify the outstanding Ordinary Shares into a smaller number of Ordinary Shares, the number of Warrant Shares issuable upon exercise of this Warrant at the time of the record date for such dividend or distribution or the effective date of such split, subdivision, combination, or reclassification shall be proportionately adjusted so that Warrantholder immediately after such record date or effective date, as the case may be, shall be entitled to purchase the number of Ordinary Shares which such holder would have owned or been entitled to receive in respect of the Ordinary Shares subject to this Warrant after such date had this Warrant been exercised in full immediately prior to such record date or effective date, as the case may be (disregarding whether or not this Warrant had been exercisable by its terms at such time, but following adjustment, still subject to the vesting provisions of this Warrant on an as-adjusted share number basis). In the event of such adjustment, the Exercise Price in effect at the time of the record date for such dividend or distribution or the effective date of such split, subdivision, combination, or reclassification shall be immediately adjusted to the number obtained by dividing (x) the product of (1) the number of Warrant Shares issuable upon the exercise of this Warrant in full before the adjustment determined in accordance with the immediately preceding sentence (disregarding whether or not this Warrant was exercisable by its terms at such time) and (2) the Exercise Price in effect immediately prior to the record or effective date, as the case may be, for the dividend, distribution, split, subdivision, combination, or reclassification giving rise to such adjustment by (y) the new number of Warrant Shares issuable upon exercise of the Warrant in full determined in accordance with the immediately preceding sentence (disregarding whether or not this Warrant is exercisable by its terms at such time).

(ii) [***].

(iii) Distributions. If the Company, at any time while this Warrant is outstanding, declares or makes any dividend or distributes to holders of Ordinary Shares (and not to Warrantholder) evidence of its indebtedness or assets (including cash and cash dividends or property) or rights or warrants to subscribe for or purchase any security (including, without limitation, any distribution of cash, shares, or other securities, property, or options by way of a dividend, spin-off, reclassification, corporate rearrangement, scheme of arrangement, or other similar transaction other than dividends or distributions under Section 9(i)) (collectively, a "Distribution"), then the Exercise Price will be adjusted concurrent with the date and time as of which a record is taken for such Distribution, or, if no such record is taken, concurrent with the date and time as of which the record holders of Ordinary Shares are to be determined for the participation in such Distribution, (such date, the "Distribution Reference Date") (and the Warrant may not be exercised concurrent with such record date or Distribution Reference Date), by reducing the Exercise Price by the Fair Market Value of such Distribution calculated on a per Ordinary Share basis, provided that if such reduction – had the final provision of the introductory provision of this Section 9 been disregarded – would have resulted in the Exercise Price becoming less than the nominal value per Ordinary Share, then the Exercise Price will be reduced to such nominal value and Warrantholder will be entitled to participate in such

Distribution for an amount equal to the aggregate Fair Market Value of such Distribution *less* the aggregate Exercise Price so reduced for all Warrant Shares as if Warrantholder had previously exercised and would be the holder of all Warrant Shares, whether vested or not, subject to the Warrant on the record date or Distribution Reference Date of such Distribution.

(iv) Acquisition Transactions. In case of any Acquisition Transaction or reclassification of Ordinary Shares (other than a reclassification of Ordinary Shares for the purposes of adjusting a greater or smaller number of Ordinary Shares and thus subject to adjustment under Section 9(i)), notwithstanding anything to the contrary contained herein, (a) the Company shall notify Warrantholder in writing of such Acquisition Transaction or reclassification as promptly as practicable (but in no event later than twenty (20) Business Days prior to the effectiveness thereof), which notice shall specify the expected date on which such Acquisition Transaction is to take place and set forth the facts with respect thereto as shall be reasonably necessary to indicate the amount and type of consideration to each outstanding Ordinary Shares, (b) with respect to any Acquisition Transaction consummated on or prior to the fifth (5th) anniversary of the Issue Date, the Warrant Shares shall vest and the Warrant shall become exercisable immediately prior to the consummation of such Acquisition Transaction or reclassification, and (c) in the event of the consummation prior to the Expiration Time of an Acquisition Transaction where the consideration in such transaction is not solely cash consideration, Warrantholder's right to receive Warrant Shares upon exercise of this Warrant shall, at the option of Warrantholder and to the fullest extent legally possible under Applicable Law, be converted, effective upon the occurrence of such Acquisition Transaction or reclassification, into (I) the right to exercise this Warrant to acquire the number of shares or other securities or property (including cash) that the Ordinary Shares issuable (at the time of such Acquisition Transaction or reclassification) upon exercise of this Warrant immediately prior to such Acquisition Transaction or reclassification would have been entitled to receive upon consummation of such Acquisition Transaction or reclassification or, (II) if any exemption, authorization, consent, notice, or approval under Applicable Law is required or advisable from a Governmental Entity in connection with such Acquisition Transaction or reclassification, upon Warrantholder's election in its sole discretion, cash in an amount equal to the Ordinary Shares issuable (at the time of such Acquisition Transaction or reclassification) upon exercise of this Warrant immediately prior to such Acquisition Transaction or reclassification that Warrantholder would have been entitled to receive upon consummation of such Acquisition Transaction or reclassification based on the Fair Market Value of such consideration (or in case of a tender offer, at the price in cash offered by the offeror to the other shareholders). In determining the kind and amount of shares, securities, or property receivable upon exercise of this Warrant upon and following adjustment under this paragraph, if the holders of Ordinary Shares have the right to elect the kind or amount of consideration receivable upon consummation of such Acquisition Transaction, then Warrantholder shall have the right to make the same election upon exercise of this Warrant with respect to the number of shares or other securities or property which Warrantholder shall receive upon exercise of this Warrant. [***].

(v) Rounding of Calculations; Minimum Adjustments. All calculations under this Section 9 shall be made to the nearest one-tenth (1/10th) of a cent or to the nearest one-hundredth (1/100th) of a share, as the case may be. Notwithstanding any provision of this Section 9 to the contrary, no adjustment in the Exercise Price or the number of Warrant Shares into which this Warrant is exercisable shall be made if the amount of such adjustment would be less than $0.01 or one-tenth (1/10th) of an Ordinary Share, but any such amount shall be carried forward, and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate $0.01 or one-tenth (1/10th) of an Ordinary Share, or more.

(vi) Timing of Issuance of Additional Securities Upon Certain Adjustments. In any event in which (a) the provisions of this Section 9 shall require that an adjustment (the "Subject Adjustment") shall become effective immediately after a record date (the "Subject Record Date") for an event and (b) Warrantholder exercises this Warrant after the Subject Record Date and before the consummation of such event, the Company may defer until the consummation of such event issuing to such Warrantholder the incrementally additional Ordinary Shares or other property issuable upon such exercise by reason of the Subject Adjustment; provided, however, that the Company upon request shall promptly deliver to such Warrantholder a due bill or other appropriate instrument evidencing such Warrantholder's right to receive such additional shares (or other property, as applicable) upon the consummation of such event.

(vii) Statement Regarding Adjustments. Whenever the Exercise Price or the Warrant Shares into which this Warrant is exercisable shall be adjusted as provided in Section 9, the Company shall promptly prepare a statement showing in reasonable detail the facts requiring such adjustment and the Exercise Price that shall be in effect and the Warrant Shares into which this Warrant shall be exercisable after such adjustment, and cause a copy of such statement to be delivered to Warrantholder as promptly as practicable after the event giving rise to the adjustment.

(viii) Notice of Adjustment Event. In the event that the Company shall propose to take any action of the type described in this Section 9 (but only if the action of the type described in this Section 9 would result in an adjustment in the Exercise Price or the Warrant Shares into which this Warrant is exercisable or a change in the type of securities or property to be delivered upon exercise of this Warrant), the Company shall provide as promptly as practicable written notice to Warrantholder, which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth the facts with respect thereto as shall be reasonably necessary to indicate the effect on the Exercise Price and the number, kind, or class of shares or other securities or property which shall be deliverable upon exercise of this Warrant. In the case of any action which would require the fixing of a record date, such notice shall be given at least ten (10) days prior to the date so fixed. In case of all other actions, such notice shall be given at least ten (10) days prior to the taking of such proposed action unless the Company reasonably

determines in good faith that, given the nature of such action, the provision of such notice at least ten (10) days in advance is not reasonably practicable from a timing perspective, in which case such notice shall be given as far in advance prior to the taking of such proposed action as is reasonably practicable from a timing perspective.

(ix) Adjustment Rules. Any adjustments under this Section 9 shall be made successively whenever an event referred to herein shall occur. If an adjustment in the Exercise Price made hereunder would reduce the Exercise Price to an amount below the nominal value of the Ordinary Shares, then such adjustment in the Exercise Price made hereunder shall reduce the Exercise Price to the nominal value of the Ordinary Shares.

(x) No Impairment. The Company shall not, by amendment of its articles of association or any other organizational document, or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue, or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall at all times in good faith assist in the carrying out of all the provisions of this Warrant. In furtherance and not in limitation of the foregoing, the Company shall not take or permit to be taken any action that would (a) increase the nominal value of any Ordinary Shares receivable upon the exercise of this Warrant above the Exercise Price then in effect or (b) entitle Warrantholder to an adjustment under this Section 9 if the total number of Ordinary Shares issuable after such action upon exercise of this Warrant in full (disregarding whether or not this Warrant is exercisable by its terms at such time), together with all Ordinary Shares then outstanding and all Ordinary Shares then issuable upon the exercise in full of any and all outstanding Equity Securities (disregarding whether or not any such Equity Securities are exercisable by their terms at such time) would exceed the total number of Ordinary Shares comprised in the authorized share capital included its articles of association, unless the Company's general meeting has resolved upon an increase of such authorized share capital and such increase would become effective prior to or on the effective date of the applicable adjustment under this Section 9.

(xi) Proceedings Prior to Any Action Requiring Adjustment. As a condition precedent to the taking of any action which would require an adjustment under this Section 9, the Company shall promptly take any and all action which may be necessary, including obtaining approvals of regulatory or other governmental bodies, the Principal Trading Market, or other applicable securities exchange, corporate, or shareholder approvals or exemptions, so that the Company may thereafter validly and legally issue as fully paid and nonassessable all Ordinary Shares, or all other securities or other property, that Warrantholder is entitled to receive upon exercise of this Warrant in accordance with this Section 9.

(xii) No Adjustment for Permitted Transactions. Notwithstanding anything in this Warrant to the contrary, no adjustment shall be made under this Section 9 in connection with any Permitted Transaction.

10. Beneficial Ownership Limitation.

(i) Notwithstanding anything in this Warrant to the contrary, the Company shall not honor any exercise of this Warrant, and a Warrantholder shall not have the right to exercise any portion of this Warrant, to the extent that, after giving effect to an attempted exercise set forth on an applicable Notice of Exercise, such Warrantholder (together with such Warrantholder's Affiliates, and any other Person whose beneficial ownership of Ordinary Shares would be aggregated with Warrantholder's for purposes of Section 14(d) or Section 17 of the Exchange Act, and any other applicable regulations of the Commission, including any Group of which Warrantholder is a member (the foregoing, "Attribution Parties")) would beneficially own a number of Ordinary Shares in excess of the Beneficial Ownership Limitation. For purposes of the foregoing sentence, the number of Ordinary Shares beneficially owned by such Warrantholder and its Attribution Parties shall include the number of Warrant Shares issuable under the Notice of Exercise with respect to which such determination is being made, but shall exclude the number of Ordinary Shares which are issuable upon (a) exercise of the remaining, unexercised portion of any Warrant beneficially owned by such Warrantholder or any of its Attribution Parties and (b) exercise or conversion of the unexercised or unconverted portion of any other securities of the Company (including any warrants) beneficially owned by such Warrantholder or any of its Attribution Parties that are subject to a limitation on conversion or exercise similar to the limitation contained herein. For purposes of this Section 10, beneficial ownership shall be calculated in accordance with Section 14(d) of the Exchange Act and any other applicable regulations of the Commission. For purposes of this Section 10, in determining the number of outstanding Ordinary Shares, a Warrantholder may rely on the number of outstanding Ordinary Shares as stated in the most recent of the following: (X) the Company's most recent periodic or annual filing with the Commission, as the case may be, (Y) a more recent public announcement by the Company that is filed with the Commission, or (Z) a more recent notice by the Company or the Company's transfer agent to Warrantholder setting forth the number of Ordinary Shares then outstanding. Upon the written request of a Warrantholder, the Company shall, within three Trading Days thereof, confirm in writing to such Warrantholder the number of Ordinary Shares then outstanding. In any case, the number of outstanding Ordinary Shares shall be determined after giving effect to any actual conversion or exercise of securities of the Company, including the exercise of this Warrant, by such Warrantholder or its Attribution Parties since the date as of which such number of outstanding Ordinary Shares was last publicly reported or confirmed to Warrantholder. The Company shall be entitled to rely on representations made to it by Warrantholder in any Notice of Exercise regarding its Beneficial Ownership Limitation. Warrantholder acknowledges that Warrantholder is solely responsible for any schedules or statements required to be filed by it in accordance with Section 14(d) or Section 17(a) of the Exchange Act.

(ii) The "Beneficial Ownership Limitation" shall initially be 4.999% of the number of Ordinary Shares outstanding immediately after giving effect to the issuance of Warrant Shares pursuant to such Notice of Exercise (to the extent permitted under

this Section 10); provided, however, that by written notice to the Company, which will not be effective until the 61st day after such notice is given by Warrantholder to the Company, Warrantholder may waive or amend the provisions of this Section 10 to change the Beneficial Ownership Limitation to any other number, and the provisions of this Section 10 shall continue to apply. Upon any such waiver or amendment to the Beneficial Ownership Limitation, the Beneficial Ownership Limitation may not be further waived or amended by Warrantholder without first providing the minimum written notice required by the immediately preceding sentence. Notwithstanding the foregoing, at any time following notice of an Acquisition Transaction under Section 9(iv) with respect to an Acquisition Transaction that is pursuant to any tender offer or exchange offer (by the Company or another Person (other than Warrantholder or any Affiliate of Warrantholder)), Warrantholder may waive or amend the Beneficial Ownership Limitation effective immediately upon written notice to the Company and may reinstitute a Beneficial Ownership Limitation at any time thereafter effective immediately upon written notice to the Company.

(iii) Notwithstanding the provisions of this Section 10, none of the provisions of this Section 10 shall restrict in any way the number of Ordinary Shares which Warrantholder may receive or beneficially own in order to determine the amount of securities or other consideration that Warrantholder may receive in the event of an Acquisition Transaction as contemplated in Section 9 of this Warrant.

11. Governing Law and Jurisdiction. **This Warrant shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without regard to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware. In addition, each of the parties expressly (a) submits to the personal jurisdiction and venue of the Chancery Court of Delaware, or if such court is unavailable, the United States District Court for Delaware (the "Chosen Courts"), in the event any dispute (whether in contract, tort, or otherwise) arises out of this Warrant or the transactions contemplated hereby, (b) agrees that it shall not attempt to deny or defeat such personal jurisdiction by motion or other request for leave from any such court and waives any claim of lack of personal jurisdiction, improper venue and any claims that such courts are an inconvenient forum, and (c) agrees that it shall not bring any claim, action, or proceeding relating to this Warrant or the transactions contemplated hereby in any court other than the Chosen Courts, and in stipulated preference ranking, of the preceding clause (a). Each party agrees that service of process upon such party in any such claim, action, or proceeding shall be effective if notice is given in accordance with the provisions of this Warrant. EACH PARTY HEREBY WAIVES TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY CLAIM, ACTION, OR PROCEEDING DIRECTLY OR INDIRECTLY ARISING OUT OF, UNDER, OR IN CONNECTION WITH THIS WARRANT OR THE TRANSACTIONS CONTEMPLATED HEREBY. EACH PARTY**

**(i) CERTIFIES THAT NO REPRESENTATIVE, AGENT, OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER AND (ii) ACKNOWLEDGES THAT IT HAS BEEN INDUCED TO ENTER INTO THIS WARRANT BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION 11.**

12. Binding Effect. This Warrant shall be binding upon any successors or assigns of the Company.

13. Amendments. This Warrant may be amended and the observance of any term of this Warrant may be waived only with the written consent of the Company and Warrantholder.

14. Notices. Any notice, request, instruction or other document to be given hereunder by any party to the other shall be in writing and shall be deemed to have been duly given if (a) sent by the U.S. Postal Service (registered, return receipt service required), United Parcel Service or FedEx, in each case on an overnight basis, signature receipt required, two Business Days after mailing, or (b) if otherwise personally delivered, when delivered with signature receipt required. No notice, request, or instruction may be deemed given through e-mail, and the e-mail addresses provided in this section are simply for courtesy purposes but in no event shall constitute notice under this Warrant. All notices hereunder shall be delivered as set forth below, or in accordance with such other instructions as may be designated in writing by the party to receive such notice.

If to the Company, to:

Name: STMicroelectronics N.V.
Address: WTC Schiphol Airport
Schiphol Boulevard 265
1118 BH Schiphol
The Netherlands
Attn: [***]
Email: [***]

with a copy to (which copy alone shall not constitute notice):

Name: Allen Overy Shearman Sterling US LLP
Address: 140 New Montgomery Street, 10th Floor
San Francisco, CA 94105
Attn: [***]
Email: [***]

If to Amazon.com NV Investment Holdings LLC, to:

Name: Amazon.com NV Investment Holdings LLC

c/o Amazon.com, Inc.
Address: 410 Terry Avenue North
Seattle, Washington 98109-5210
Attn: General Counsel

with a copy to (which copy alone shall not constitute notice):

Name: Gibson, Dunn & Crutcher LLP
Address: 310 University Avenue
Palo Alto, California 94301
Attn: [***]
Email: [***]

15. Entire Agreement. The Transaction Documents and the Confidentiality Agreement constitute the entire agreement and supersede all other prior agreements, understandings, representations, and warranties, both written and oral, between the parties, with respect to the subject matter hereof.

16. Specific Performance. The parties agree that the failure of any party to perform its agreements and covenants under this Warrant, including a party's failure to take all actions as are necessary on such party's part in accordance with the terms and conditions of this Warrant to consummate the transactions contemplated by this Warrant, will cause irreparable injury to the other party, for which monetary damages, even if available, will not be an adequate remedy. It is agreed that the parties shall be entitled to equitable relief, including injunctive relief and specific performance of the terms hereof, without the requirement of posting a bond or other security, and each party hereby consents to the issuance of injunctive relief by any court of competent jurisdiction to compel performance of a party's obligations and to the granting by any court of the remedy of specific performance of such party's obligations under this Warrant, this being in addition to any other remedies to which the parties are entitled at law or equity.

17. Cumulative Remedies. The rights and remedies provided in this Warrant are cumulative and are not exclusive of, and are in addition to, and not in substitution for, any other rights or remedies available at law, in equity or otherwise.

18. Limitation of Liability. No provision of this Warrant, in the absence of any affirmative action by Warrantholder to exercise this Warrant to purchase Warrant Shares, and no enumeration herein of the rights or privileges of Warrantholder, shall give rise to any liability of Warrantholder for the purchase price of any Warrant Shares or as a shareholder of the Company, whether such liability is asserted by the Company or by creditors of the Company. The sole liability of Warrantholder under this Warrant shall be the applicable aggregate Exercise Price if and when this Warrant is exercised in part or in whole.

19. Interpretation. Unless otherwise specified in this Warrant or the context otherwise requires:

(i) when a reference is made in this Warrant to "Sections" or "Annexes" such reference shall be to a Section of, or Annex to, this Warrant unless otherwise indicated;

(ii) references to "parties" refer to the parties to this Warrant;

(iii) the headings contained in this Warrant are for reference purposes only and are not part of this Warrant;

(iv) any reference to a wholly owned subsidiary of a Person shall mean such subsidiary is directly or indirectly wholly owned by such Person;

(v) the terms defined in the singular have a comparable meaning when used in the plural and vice versa;

(vi) if a term is defined as one part of speech (such as a noun), it shall have a corresponding meaning when used as another part of speech (such as a verb);

(vii) words importing the masculine gender shall include the feminine and neutral genders and vice versa;

(viii) references to "hereto," "herein," "hereby," "hereof," "hereunder," and the like refer to this Warrant as a whole and not to any particular section or provision, unless the context requires otherwise;

(ix) the word "extent" in the phrase "to the extent" shall mean the degree to which a subject or other thing extends and such phrase shall not mean simply "if;"

(x) whenever the words "include," "includes," or "including" are used in this Warrant, they shall be deemed followed by the words "without limitation;"

(xi) the rule known as the *ejusdem generis* rule shall not apply, and accordingly, general words introduced by the word "other" shall not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things;

(xii) no rule of construction against the draftsperson shall be applied in connection with the interpretation or enforcement of this Warrant. The parties have jointly negotiated and drafted this Warrant, and if an ambiguity or a question of intent or interpretation arises, this Warrant shall be construed as if drafted jointly by the parties, and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any provision of this Warrant;

(xiii) any forms of agreements attached to this Warrant as exhibits shall be subject only to such ministerial additions, deletions, and modifications as necessary to complete any missing terms contemplated by the form to be completed by the parties or to correct any scrivener's errors in the form;

(xiv) the term "dollars" and the symbol "$" mean U.S. Dollars and all amounts in this Warrant shall be paid in U.S. Dollars, and if any amounts, costs, fees or expenses incurred by any party in connection with this Warrant are denominated in a currency other than U.S. Dollars, to the extent applicable, the U.S. Dollar equivalent for such costs, fees and expenses shall be determined by converting such other currency to U.S. Dollars at the foreign exchange rates published in the Wall Street Journal or, if not reported thereby, another authoritative source reasonably determined by Warrantholder, in effect at the time such amount, cost, fee or expense is incurred, and if the resulting conversion yields a number that extends beyond two (2) decimal points, rounded to the nearest penny;

(xv) except as expressly stated in this Warrant, all references to any statute, rule, or regulation are to the statute, rule or regulation as amended, modified, supplemented, or replaced from time to time (and, in the case of statutes, include any rules and regulations promulgated under the statute) and to any section of any statute, rule, or regulation include any successor to the section;

(xvi) when calculating the period of time within which, or following which, any action is to be taken under this Warrant, the date that is the reference day in calculating such period shall be excluded and if the last day of the period is a non-Business Day, the period in question shall end on the next Business Day or if any action must be taken hereunder on or by a day that is not a Business Day, then such action may be validly taken on or by the next day that is a Business Day and references to a number of days shall refer to calendar days unless Business Days are specified.

20. Definitions. Unless the context otherwise requires, when used herein, the following terms shall have the meanings indicated.

"30-Day VWAP" means, as of any date, the volume-weighted average price per Ordinary Share, or any successor security thereto (rounded to the nearest second decimal place) on the Principal Trading Market (as reported by Bloomberg L.P. (or its successor) or if not available, by Dow Jones & Company Inc., or if neither is available, by another authoritative source mutually agreed by the Company and Warrantholder) from and including the Trading Day that is thirty (30) Trading Days preceding such date to and including the last Trading Day immediately preceding such date.

"Acquisition Transaction" has the meaning ascribed to it in the Transaction Agreement.

"Affiliate" has the meaning ascribed to it in the Transaction Agreement.

"Aggregate Consideration" means, in respect of an issuance of Ordinary Shares (or Convertible Securities) as set forth in Section 9(ii), an amount equal to the sum of the gross offering price (before deduction of any related expenses payable to third parties, including discounts and commissions) of all such Ordinary Shares and Convertible Securities, plus the aggregate amount, if any, payable upon conversion of any such Convertible Securities (assuming conversion in accordance with their terms immediately following their issuance (and further assuming for this purpose that such Convertible Securities are convertible at such time)).

"Amazon" means Amazon.com, Inc., a Delaware corporation.

"Antitrust Laws" has the meaning ascribed to it in the Transaction Agreement.

"Applicable Law" has the meaning ascribed to it in the Transaction Agreement.

"Appraisal Procedure" means a procedure in accordance with the American Institute of Certified Public Accountants, Inc. ("AICPA") "VS Section 100 - Valuation of a Business, Business Ownership Interest, Security or Intangible Asset" and such other associated AICPA guidance as is reasonable and applicable whereby two (2) independent appraisers, each employed by a firm nationally recognized for its valuation expertise and each reasonably experienced in appraising the market value of securities of size in value and characteristics of the Warrant (each a "Qualified Appraiser"), one chosen by the Company and one chosen by Warrantholder, shall mutually agree upon the determinations then the subject of appraisal. Each party shall deliver a notice to the other party appointing its Qualified Appraiser within fifteen (15) days after the date that the Appraisal Procedure is invoked. If within thirty (30) days after receipt by each party of the other party's notice appointing its Qualified Appraiser, such appraisers are unable to agree upon the amount in question, a third Qualified Appraiser shall be chosen within ten (10) days after the end of such 30-day period: (i) by the mutual consent of such first two (2) Qualified Appraisers; or (ii) if such two (2) first Qualified Appraisers fail to agree upon the appointment of a third appraiser, such appointment shall be made by the American Arbitration Association, or any organization successor thereto, from a panel of Qualified Appraisers on the application of either of the first two Qualified Appraisers. If any Qualified Appraiser initially appointed shall, for any reason, be unable to serve, a successor Qualified Appraiser shall be appointed in accordance with the procedures under which the predecessor Qualified Appraiser was appointed. In the event a third Qualified Appraiser is appointed, the decision of such third Qualified Appraiser shall be given within thirty (30) days after such Qualified Appraiser's appointment. If three (3) Qualified Appraisers are appointed and the determination of one appraiser is disparate from the middle determination by more than twice the amount by which the other determination is disparate from the middle determination, then (a) the determination of such appraiser shall be excluded, (b) the remaining two (2) determinations shall be averaged, and (c) such average shall be binding and conclusive upon the Company and Warrantholder; otherwise, the average of all three (3) determinations shall be binding and conclusive upon the Company and Warrantholder. The costs of conducting any Appraisal Procedure shall be borne 50% by the Company and 50% by Warrantholder. The Qualified Appraisers shall act as experts and not arbitrators.

"Attribution Parties" has the meaning set forth in Section 10(i).

"Beneficial Ownership Limitation" has the meaning set forth in Section 10(ii).

"Business Day" has the meaning ascribed to it in the Transaction Agreement.

"Cashless Exercise" has the meaning set forth in Section 2(ii).

"Cashless Exercise Ratio" with respect to any exercise of this Warrant means a fraction (i) the numerator of which is the excess of (x) the 30-Day VWAP as of the applicable exercise date over (y) the Exercise Price minus the aggregate nominal value of the number of Warrant Shares issuable upon the applicable Warrant exercise, and (ii) the denominator of which is the 30-Day VWAP as of the exercise date.

"Chosen Courts" has the meaning set forth in Section 11.

"Commercial Arrangements" has the meaning ascribed to it in the Transaction Agreement.

"Commission" has the meaning ascribed to it in the Transaction Agreement.

"Company" means STMicroelectronics N.V., a company incorporated under the laws of The Netherlands.

"Confidentiality Agreement" has the meaning ascribed to it in the Transaction Agreement.

"conversion" has the meaning ascribed to it in the Transaction Agreement.

"Convertible Securities" has the meaning set forth in Section 9(ii).

"Custom Processing Products" means [***].

"Delivery Covenants" has the meaning ascribed to it in the Transaction Agreement.

"Distribution" has the meaning set forth in Section 9(iii).

"Distribution Reference Date" has the meaning set forth in Section 9(iii).

"Equity Securities" has the meaning ascribed to it in the Transaction Agreement.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

"Exercise Conditions" has the meaning set forth in Section 2(iii).

"Exercise Period" has the meaning set forth in Section 2(ii).

"Exercise Price" has the meaning set forth in Section 1.

"Expiration Time" has the meaning set forth in Section 2(ii).

"Fair Market Value" means, with respect to any security or other property, the fair market value of such security or other property as determined by the Management Board, acting reasonably, in good faith and evidenced by a written notice delivered promptly to Warrantholder (which written notice shall include certified resolutions of the Management Board in respect thereof). If Warrantholder objects in writing to the Management Board's calculation of fair market value within ten (10) Business Days after receipt of written notice thereof, and Warrantholder and the Company are unable to agree on the fair market value during the 10-day period following the delivery of Warrantholder's objection, the Appraisal Procedure may be invoked by either the Company or Warrantholder to determine the fair market value of such security or other property by delivering written notification thereof not later than the 30th day after delivery of Warrantholder objection. For the avoidance of doubt, the Fair Market Value of cash shall be the amount of such cash.

"Foreign Investment Regulations" has the meaning ascribed to it in the Transaction Agreement.

"Governmental Entity" has the meaning ascribed to it in the Transaction Agreement.

"Group" has the meaning ascribed to it in the Transaction Agreement.

"Initial Antitrust Clearance" has the meaning ascribed to it in the Transaction Agreement.

"Initial Foreign Investment Clearance" has the meaning ascribed to it in the Transaction Agreement.

"Initial Number" has the meaning set forth in Section 9(ii).

"Management Board" has the meaning ascribed to it in the Transaction Agreement.

"Market Price" means, with respect to the Ordinary Shares or any other security, on any given day, the last sale price, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, of the Ordinary Shares or of such other security, as applicable, on the Principal Trading Market on such day (as reported by Bloomberg L.P. (or its successor) or if not available, by Dow Jones & Company Inc., or if neither is available, by another authoritative source mutually agreed by the Company and Warrantholder). If the Ordinary Shares or such other security, as applicable, are not listed on the Principal Trading Market as of any date of determination, the Market Price of the Ordinary Shares or such other security, as applicable, on such date of determination means the closing sale price on such

date as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the Ordinary Shares or such other security, as applicable, are so listed or quoted or, if no closing sale price is reported, the last reported sale price on such date on the principal U.S. national or regional securities exchange on which the Ordinary Shares or such other security, as applicable, are so listed or quoted, or if the Ordinary Shares or such other security, as applicable, is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price on such date for the Ordinary Shares or such other security, as applicable, in the over-the-counter market as reported by OTC Markets Group Inc. or a similar organization, or if that bid price is not available, the Market Price of the Ordinary Shares or such other security, as applicable, on that date shall mean the Fair Market Value per share as of such date of the Ordinary Shares or such other security (as reported by Bloomberg L.P. (or its successor) or if not available, by Dow Jones & Company Inc., or if neither is available, by another authoritative source mutually agreed by the Company and Warrantholder). To determine the Market Price of the Ordinary Shares or any such other security, as applicable, on the Trading Day preceding, on, or following the occurrence of an event, (a) that Trading Day shall be deemed to commence immediately after the regularly scheduled closing time of trading on the applicable exchange, market or organization, or if trading is closed at an earlier time, such earlier time and (b) that Trading Day shall end at the next regularly scheduled closing time, or if trading is closed at an earlier time, such earlier time (for the avoidance of doubt, and as an example, if the Market Price is to be determined as of the last Trading Day preceding a specified event and the closing time of trading on a particular day is 4:00 p.m. (New York City time), and the specified event occurs at 5:00 p.m. (New York City time) on that day, the Market Price would be determined by reference to such 4:00 p.m. (New York City time) closing price).

"nonassessable" means that a holder of an Ordinary Share will not, by reason of merely being such a holder, be subject to assessments or calls by the Company or its creditors for further payment (in addition to the amount required for the Ordinary Share to be fully paid) on such Ordinary Share.

"Notice of Exercise" means a duly completed notice of exercise in substantially the form attached as Annex B hereto and executed by Warrantholder.

"Notice of Vesting Event" means a duly completed notice of Vesting Event in substantially the form attached as Annex A hereto and executed by the Company.

"Ordinary Shares" means the Ordinary Shares, nominal value €1.04 per share, of the Company.

"Other Products" means [***].

"Permitted Transactions" means (a) issuances of Ordinary Shares (including upon exercise of options, granting of restricted share unit awards, or settlement of restricted share units, and the issuance of any such options, restricted share unit awards, or restricted share units)

to directors, advisors, employees, or consultants of the Company or any of its subsidiaries in accordance with a share option plan, employee share purchase plan, restricted share plan, other employee benefit plan, or other similar compensatory agreement or arrangement approved by the Management Board, (b) issuances of Ordinary Shares issuable upon exercise of this Warrant, (c) issuances of Ordinary Shares or Convertible Securities (and the issuance of the Ordinary Shares underlying such Convertible Securities) in a financing for capital raising purposes at a consideration per share (or having a conversion price per share) at or above the Market Price of the Ordinary Shares as of the last Business Day prior to the earliest of (i) the pricing of the transaction, or (ii) the public announcement of a proposed sale (or in the case of an underwritten public offering, at or above 95% of the Market Price of the Ordinary Shares as of the Business Day prior to the public announcement of the launch of such offering), (d) issuances of preference shares to Stichting Continuïteit ST pursuant to the Anti-Takeover Option Agreement (as defined in the Transaction Agreement), and (e) issuances of Ordinary Shares upon conversion of the Company's senior unsecured convertible bonds due 2027.

"Person" has the meaning given to it in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and Sections 14(d)(3) of the Exchange Act.

"Pricing Date" has the meaning set forth in Section 9(ii).

"Principal Trading Market" means the New York Stock Exchange for as long as the Ordinary Shares are listed on the New York Stock Exchange and, thereafter, the trading venue on which the Ordinary Shares, or any successor security thereto, are then listed and quoted for trading (and, in case of listing and quotation of the Ordinary Shares, or any successor security, on multiple trading venues, the trading venue that has the highest trading volume in the Ordinary Shares, or such successor security, on the relevant Trading Day(s)).

"Qualified Appraiser" has the meaning set forth in the definition of "Appraisal Procedure."

"Securities Act" means the Securities Act of 1933, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

"STH Nominee" has the meaning ascribed to it in the Transaction Agreement.

"Subject Adjustment" has the meaning set forth in Section 9(vi).

"Subject Record Date" has the meaning set forth in Section 9(vi).

"subsidiary" has the meaning ascribed to it in the Transaction Agreement.

"Supervisory Board" has the meaning ascribed to it in the Transaction Agreement.

"Trading Day" means a day on which the Principal Trading Market is open for trading.

"Transaction Agreement" means the Transaction Agreement, dated as of the date hereof, as it may be amended from time to time, by and between the Company and Amazon, including all annexes, schedules, and exhibits thereto.

"Transaction Documents" has the meaning ascribed to it in the Transaction Agreement.

"Transfer" has the meaning ascribed to it in the Transaction Agreement.

"Transferee" has the meaning ascribed to it in the Transaction Agreement.

"Vesting Event" means (a) with respect to [***] Warrant Shares, the Issue Date, (b) with respect to [***] Warrant Shares, the sixth ($6^{th}$) month anniversary of the Issue Date, and (c) with respect to [***] Warrant Shares, pursuant to the vesting schedules set forth in Vesting for Custom Processing Products and in Vesting for Other Products (in the case of Vesting for Other Products, as set forth on Schedule I attached to the Transaction Agreement). For the avoidance of doubt, (i) Vesting Events shall stop occurring once the Warrant Shares have vested in their entirety in accordance with such Vesting Events or upon the fifth ($5^{th}$) anniversary of the Issue Date, whichever is earlier, (ii) if a given Vesting Event would cause the number of Ordinary Shares that would have vested to exceed the number of Warrant Shares specified under Section 1 then only the number of Ordinary Shares up to and including the maximum aggregate number of Warrant Shares specified under Section 1 (subject to applicable adjustment or supplementation under this Warrant) shall vest during the final such Vesting Event, (iii) the number of Warrant Shares that will vest under this Warrant in connection with a Vesting Event is subject to adjustments as provided herein, and (iv) references in this Warrant to "vested" Warrant Shares are to the Warrant Shares issuable as a consequence of a Vesting Event having occurred.

"Vesting for Custom Processing Products" means (a) with respect to [***] Warrant Shares, once the Company and/or any of its Affiliates have collectively received aggregate gross payments under the Commercial Arrangements or otherwise totaling $[***] from or on behalf of Amazon and/or any of its Affiliates (including by third parties) for the Company's Custom Processing Products and (b) with respect to increments of [***] Warrant Shares, (i) each time at which the Company and/or any of its Affiliates have collectively received aggregate gross payments under the Commercial Arrangements or otherwise totaling $[***] from or on behalf of Amazon and/or any of its Affiliates (including by third parties) for the Company's Custom Processing Products until such time as the Company and/or any of its Affiliates have collectively received $[***] from or on behalf of Amazon and/or any of its Affiliates (including by third parties) for the Company's Custom Processing Products.

"Vesting for Other Products" means with respect to increments of [***] Warrant Shares, each time at which the Company and/or any of its Affiliates have collectively received aggregate gross payments under the Commercial Arrangements or otherwise totaling $[***] from or on behalf of Amazon and/or any of its Affiliates (including by third parties) for Other Products until

such time as the Company and/or any of its Affiliates have collectively received $[***] from or on behalf of Amazon and/or any of its Affiliates (including by third parties) for Other Products.

"Warrant" means this Warrant, issued in connection with the Transaction Agreement.

"Warrant Shares" have the meaning set forth in Section 1.

"Warrantholder" means, in relation to this Warrant, the Person who is the holder of this Warrant. Warrantholder shall initially be Amazon.com NV Investment Holdings LLC, a Nevada limited liability company.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Company has caused this Warrant to be duly executed by a duly authorized officer as of the Issue Date set forth herein.

**STMICROELECTRONICS N.V.**

By: __
Name: Lorenzo Grandi
Title: President and Chief Financial Officer

Acknowledged and Agreed

**AMAZON.COM NV INVESTMENT HOLDINGS LLC**

By: __
Name:
Title:

[Signature Page to Warrant]

**Annex A**

[Form of Notice of Vesting Event]

Date:

TO: Amazon.com, Inc.

RE: Notice of Vesting Event

Reference is made to that certain Warrant to Purchase Ordinary Shares, dated as of February 6, 2026 (the "Warrant"), issued to Amazon.com NV Investment Holdings LLC representing a warrant to purchase 24,755,584 Ordinary Shares of STMicroelectronics N.V. (the "Company"). Capitalized terms used herein without definition are used as defined in the Warrant.

The undersigned hereby delivers notice to you that a Vesting Event has occurred under the terms of the Warrant.

A. Vesting Event. The following Vesting Event has occurred on or around [●], 20__.

_____

B. Vested Warrant Shares. After giving effect to the Vesting Event referenced in Paragraph A above, the aggregate number of Warrant Shares issuable upon exercise of the Warrant that have vested under the terms of the Warrant is:

_____

C. Exercised Warrant Shares. The aggregate number of Warrant Shares issuable upon exercise of the Warrant that have been exercised as of the date hereof is:

_____

D. Purchase Price of Exercised Warrant Shares. The aggregate purchase price of the Warrant Shares that have been exercised as of the date hereof is:

_____

E. Unexercised Warrant Shares. After giving effect to the Vesting Event referenced in Paragraph A above, the aggregate number of Warrant Shares issuable upon exercise of the Warrant that have vested but remain unexercised under the Warrant is:

_____

F. Number of Shares Outstanding. The number of outstanding Ordinary Shares as of the date hereof is:

_____

STMicroelectronics N.V.

By: __

Name: __

Title: __

**Annex B**

[Form of Notice of Exercise]

Date:

TO: STMicroelectronics N.V.

RE: Election to Purchase Warrant Shares

The undersigned, in accordance with the provisions set forth in the attached Warrant, hereby agrees to subscribe for and purchase the number of Warrant Shares set forth below covered by such Warrant through a Cashless Exercise thereof. The undersigned, in accordance with Section 2 of the Warrant, hereby agrees to pay the aggregate Exercise Price for such Ordinary Shares. A new warrant evidencing the remaining Warrant Shares covered by such Warrant, but not yet subscribed for and purchased, if any, should be issued in the name of Warrantholder. Capitalized terms used herein without definition are used as defined in the Warrant.

Number of Warrant Shares with respect to which the Warrant is being exercised (including shares to be withheld as payment of the Exercise Price in accordance with Section 2(ii) of the Warrant, if any):

_____

Aggregate Exercise Price: _____

Holder: __
By: __
Name: __
Title: __

**Exhibit 8.1**

## Subsidiaries and Equity Investments of the Company

The following table lists our consolidated subsidiaries and our percentage ownership as of December 31, 2025:

| Legal Seat | Name | Percentage of Ownership (direct or indirect) |
|---|---|---|
| Australia, Sydney | STMicroelectronics PTY Ltd | 100 |
| Austria, Graz | STMicroelectronics Austria GmbH | 100 |
| Belgium, Diegem | STMicroelectronics Belgium N.V. | 100 |
| Brazil, Sao Paulo | STMicroelectronics Ltda | 100 |
| Canada, Ottawa | STMicroelectronics (Canada), Inc. | 100 |
| China, Beijing | STMicroelectronics (Beijing) R&D Co. Ltd | 100 |
| China, Chongqing[(1)] | SANAN, STMicroelectronics Co., Ltd. | 49 |
| China, Shanghai | STMicroelectronics (China) Investment Co. Ltd | 100 |
| China, Shenzhen | Shenzhen STS Microelectronics Co. Ltd | 60 |
| China, Shenzhen | STMicroelectronics (Shenzhen) R&D Co. Ltd | 100 |
| Czech Republic, Prague | STMicroelectronics Design and Application s.r.o. | 100 |
| Denmark, Aarhus | STMicroelectronics A/S | 100 |
| Egypt, Cairo | STMicroelectronics Egypt SSC | 100 |
| Finland, Nummela | STMicroelectronics Finland Oy | 100 |
| France, Crolles | STMicroelectronics (Crolles 2) SAS | 100 |
| France, Grenoble | STMicroelectronics (Alps) SAS | 100 |
| France, Grenoble | STMicroelectronics (Grenoble 2) SAS | 100 |
| France, Le Mans | STMicroelectronics (Grand Ouest) SAS | 100 |
| France, Montrouge | STMicroelectronics France SAS. | 100 |
| France, Rousset | STMicroelectronics (Rousset) SAS | 100 |
| France, Tours | STMicroelectronics (Tours) SAS | 100 |
| Germany, Aschheim-Dornach | STMicroelectronics GmbH | 100 |
| Germany, Aschheim-Dornach | STMicroelectronics Application GmbH | 100 |
| Hong Kong, Kowloon | STMicroelectronics Ltd | 100 |
| India, Noida | STMicroelectronics Pvt Ltd | 100 |
| Israel, Netanya | STMicroelectronics Limited | 100 |
| Italy, Agrate Brianza | STMicroelectronics S.r.l. | 100 |
| Italy, Naples | STMicroelectronics Services S.r.l. | 100 |
| Japan, Tokyo | STMicroelectronics KK | 100 |
| Malaysia, Kuala Lumpur | STMicroelectronics Marketing SDN BHD | 100 |
| Malaysia, Muar | STMicroelectronics SDN BHD | 100 |
| Malaysia, Muar | STMicroelectronics Services Sdn.Bhd. | 100 |
| Malta, Kirkop | STMicroelectronics (Malta) Ltd | 100 |
| Mexico, Guadalajara | STMicroelectronics Marketing, S. de R.L. de C.V. | 100 |
| Morocco, Casablanca | STMicroelectronics (MAROC) SAS, a associé unique | 100 |
| The Netherlands, Amsterdam | STMicroelectronics Finance B.V. | 100 |
| The Netherlands, Amsterdam | STMicroelectronics Finance II N.V. | 100 |
| The Netherlands, Amsterdam | STMicroelectronics International N.V. | 100 |
| Philippines, Calamba | STMicroelectronics, Inc. | 100 |
| Philippines, Calamba | Mountain Drive Property, Inc. | 40 |
| Singapore, Ang Mo Kio | STMicroelectronics Asia Pacific Pte Ltd | 100 |
| Singapore, Ang Mo Kio | STMicroelectronics Pte Ltd | 100 |
| Slovenia, Ljubljana | STMicroelectronics d.o.o. | 100 |
| Spain, Barcelona | STMicroelectronics Iberia S.A. | 100 |

| | |
|---|---|
| Sweden, Jönköping | STMicroelectronics Software AB |
| Sweden, Kista | STMicroelectronics AB |
| Sweden, Norrköping | STMicroelectronics Silicon Carbide AB |
| Switzerland, Geneva | STMicroelectronics S.A. |
| Switzerland, Geneva | STMicroelectronics Re S.A. |
| Thailand, Bangkok | STMicroelectronics (Thailand) Ltd |
| Tunisia, Ariana | STMicroelectronics Tunisie |
| United Kingdom, Marlow | STMicroelectronics (Research & Development) Limited |
| United Kingdom, Marlow | STMicroelectronics Limited |
| United States, Coppell | STMicroelectronics Inc. |
| United States, Coppell | STMicroelectronics (North America) Holding, Inc. |

(1) SANAN, STMicroelectronics Co., Ltd. has been identified as a variable interest entity for which the Company is the primary beneficiary, and is consequently fully consolidated.

**STMicroelectronics NV**

# INSIDER TRADING POLICY

**INDEX** **Pages**

1. PURPOSE/ SCOPE 2
2. ORGANIZATIONAL UNITS AFFECTED 2
3. POLICY STATEMENT 3
4. GENERAL PRINCIPLES 3
4.1 "Non-Public Material Information" 3
4.2 "Trade" or "Trading" 3
4.3 "Securities" 4
4.4 Financial Instruments 4
4.5 Rules for All ST Personnel 4
**4.5.1 No Insider Trading 4**
**4.5.2 No Tipping 5**
**4.5.3 No Unlawful Disclosure 5**
**4.5.4 No Dealing in Certain Other Listed Companies 5**
4.6 ST Insiders 6
**4.6.1 Permanent Insiders 6**
**4.6.2 Occasional Insiders 7**
**4.6.3 Updates and Format of Insider Lists 7**
**4.6.4 Associated Persons 7**
**4.6.5 Information and Acknowledgement 7**
4.7 Blackout and Open Window Periods 8
**4.7.1 Blackout Period for ST Personnel 8**
**4.7.2 Open Window Periods for ST Insiders and Pre-Clearance Procedures 9**
**4.7.3 Exceptions 10**
4.8 Additional Rules for Certain Executives 11
**4.8.1 Notifications by Persons Discharging Managerial Responsibility ("PDMRs") and their Associated Persons 11**
**4.8.2 Additional notifications by members of the Supervisory Board and Managing Board 11**
**4.8.3 Other rules relating to PDMRs 12**
4.9 Further Restrictions and Compliance 12
**4.9.1 Further Restrictions in Trading of shares by Permanent Insiders 12**
**4.9.2 Disclosure of Information 12**
**4.9.3 Compliance 13**
**4.9.4 Violation of this Policy 13**
**4.9.5 Inquiries 13**
APPENDIX 1: 14
APPENDIX 2: 16
APPENDIX 3: 17
APPENDIX 4: 18
APPENDIX 5: 19
Exhibit A 24


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

## 1. PURPOSE/ SCOPE

STMicroelectronics NV **("ST")** conducts its business with the highest level of integrity and in accordance with the highest ethical standards and opposes the misuse of inside information in the trading of securities. It is the intent of this Policy to implement procedures to prevent trading based on the use of Non-Public Material Information (see Section 4.1) and to prevent even the appearance of improper insider trading.

In the course of their duties, certain ST Personnel (see Section 2) are exposed to important information which is not yet publicly disclosed and which may qualify as Non-Public Material Information (see Section 4.1) under applicable laws and regulations **("Insider Trading Laws").** Such information may concern ST, but also ST's customers, suppliers, and / or competitors. It is therefore necessary, in line with Insider Trading Laws, for ST Personnel to refrain from using Non Public Material Information to trade in Securities (see Section 4.3).

The purpose of this policy (this **"Policy")** is to prevent the unlawful use of Non-Public Material Information by ST Personnel. Penalties for violation of Insider Trading Laws can be severe, for the person concerned and for ST. For example, an individual who trades in possession of, or assists a third party to trade in possession of, inside information can be subject in the U.S. to penalties of up to three times the profit gained or loss avoided, as well as to criminal penalties of up to US$ 5 million and twenty years' imprisonment. Also, under the U.S. rules, a company that fails to take appropriate steps to prevent illegal trading can be subject to civil penalties of US$ 1 million or more, as well as to criminal penalties of up to US$ 25 million. ST also maintains listings on Euronext Paris and the Borsa Italiana, meaning that the EU's Market Abuse Regulation **("EU MAR"**), which imposes additional and often stricter standards on the use and non-disclosure of Non-Public Material Information, applies. The UK and German market abuse rules will also be relevant to the trading in the securities of certain other companies within the scope of this policy (see Section 4.9.1). The image and reputation of ST can also be adversely affected if claims of unauthorized insider trading are brought against any members of its Supervisory Board, Managing Board or other ST Personnel.

## 2. ORGANIZATIONAL UNITS AFFECTED

This Policy applies to the members and professionals of the Supervisory Board, the members of the Managing Board and the Executive Committee, as well as to all employees of ST and its worldwide subsidiaries ("ST Personnel"), and to Associated Persons (as defined in section 4.6.4. below).


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

## 3. POLICY STATEMENT

All ST personnel must comply with all applicable Insider Trading Laws and this Policy.

## 4. GENERAL PRINCIPLES

### 4.1 "Non-Public Material Information"

For the purpose of this Policy, "Non-Public Material Information" includes:

- information of a "precise nature." Information is of a precise nature where it meets two tests: (1) it relates to (a) existing facts or circumstances; or (b) facts or circumstances that may be reasonably expected to occur; and (2) the information is specific enough to draw a conclusion about the possible effect of those facts or circumstances on the price of Securities;
- relating directly or indirectly to the Securities or to ST;
- which has not been made public through a press release by ST (or where applicable third parties), or has otherwise become public; and
- which, if it were made public, a reasonable investor would be likely to use as part of the basis of making investment decisions (ST personnel should assume this to be the case in relation to any non-public piece of information concerning the Securities or ST unless advised otherwise by the office of the Chief Compliance Officer).

Among other things, Non-Public Material Information may include: significant information about new products or technological breakthroughs, contracts, cyber security breaches, earnings estimates, changes in previously released earnings estimates, states of billings and bookings, mergers or acquisitions, high level management changes, litigation developments, changes in R&D funding or policy, joint ventures, IP development, budgets, long term plans, investment planning, sales of assets, dividends or stock splits or offerings, or other changes in capitalization structure or ownership. The office of the Chief Compliance Officer should be consulted concerning any doubts about whether or not specific information constitutes or may be considered "Non-Public Material Information".

### 4.2 "Trade" or "Trading"

"Trade" or "Trading" shall mean acquiring, disposing of or conducting any other transactions on a person's own account or for the account of a third party, directly or indirectly, relating to Financial Instruments (including Securities). Cancellation of or amendment to a previously placed order concerning a Financial Instrument is considered to be Trading.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

For purposes of this Policy, the timing at which Trading shall be deemed to occur begins when acts or communications are made to initiate a transaction and continues until the owner of the Securities has no ability to exercise any subsequent influence over how, when, or whether the transaction is completed.

### 4.3 "Securities"

"Securities" means: (i) any shares or other marketable Financial Instruments (see 4.4.4) issued by ST; (ii) any options, derivatives, convertibles, or other instruments giving rights to any shares or other marketable Financial Instruments issued by ST; or (iii) any Financial Instruments the price or value of which depends on any of the Financial Instruments referred to in (i) or (ii) above.

For the purposes of Section 4.9.1, Section 4.9.2 and Appendix 2 below, "Securities" also include (i) any Financial Instrument issued by a company for which the trading in securities is restricted by this policy (as further described in Section 4.9.1. below), or (ii) any Financial Instrument giving right to any Financial Instrument issued by a company for which the trading in securities is restricted by this policy (as further described in Section 4.9.1. below) ; or (iii) any Financial Instruments the price or value of which depends on any of the Financial Instruments referred to in (i) or (ii) above.

For the purposes of Section 4.5.4 and Appendices 2 and 3 below, "Securities" also include (i) any Financial Instruments issued by Certain Other Listed Companies; (ii) any Financial Instrument giving right to any Financial Instrument issued by Certain Other Listed Companies; or (iii) any Financial Instruments the price or value of which depends on any of the Financial Instruments referred to in (i) or (ii) above.

### 4.4 Financial Instruments

"Financial Instruments" includes, but is not limited to, shares, bonds, options, futures, swaps, derivatives, and convertibles.

### 4.5 Rules for All ST Personnel

4.5.1 No Insider Trading

All ST Personnel are strictly prohibited from Trading or attempting to Trade Securities while in possession of Non-Public Material Information.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

4.5.2No Tipping

All ST Personnel are strictly prohibited from recommending or inducing another person to Trade in Securities on the basis of Non-Public Material Information ("tipping"). Tipping includes recommending or inducing another person to post, cancel or amend an order on the basis of Non-Public Material Information.

4.5.3No Unlawful Disclosure

All ST Personnel are strictly prohibited from disclosing Non-Public Material Information to any person (which may of itself amount to market abuse), except where the disclosure is made in the normal exercise of employment, profession or duties. Under U.S. laws, the onward disclosure of a tip (see Section 4.5.2) amounts to disclosure of Non-Public Material Information where the person disclosing the tip knows or ought to know that the tip was based on Non-Public Material Information. If, contrary to the above, any ST Personnel inadvertently discloses Non-Public Material information, such ST Personnel should immediately notify the office of the Chief Compliance Officer of such inadvertent disclosure. The office of the Chief Compliance Officer will, upon receiving such information, consider the nature and substance of such inadvertent disclosure and take appropriate actions to remedy such inadvertent disclosure.

4.5.4No Dealing in Certain Other Listed Companies

ST Personnel may also, from time to time, be prohibited from Trading in Securities relating to certain other companies (such companies being "Certain Other Listed Companies") if (i) the office of the Chief Compliance Officer has prohibited such ST Personnel from doing so, regardless of whether such ST Personnel possesses Non-Public Material Information in relation to those companies, or (ii) if such ST Personnel is in possession of information about an upcoming material transaction between ST and such company.

In addition, all ST Personnel are strictly prohibited from Trading, tipping or unlawfully disclosing Non-Public Material Information in Securities relating to Certain Other Listed Companies on the basis of Non-Public Material Information obtained through the exercise of their employment, profession or in connection with their duties for ST.

 Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

## 4.6 ST Insiders

There are two categories of insiders: "Permanent Insiders" (see Section 4.6.1) and "Occasional Insiders" (see Section 4.6.2) (Permanent Insiders and Occasional Insiders together, "ST Insiders").

The office of the Chief Compliance Officer will keep a list of Permanent Insiders and, as and when necessary, a list of Occasional Insiders (collectively, the "Insider Lists") and has in place processes to generate such Insider Lists as required.

As required by applicable laws, each Insider List includes the following details of individuals who have access to Non-Public Material Information:

- First name(s) and surname(s), as well as birth surname(s) of each ST Insider;
- Professional telephone number(s);
- Function and reason for being insider;
- For Permanent Insiders, the date and time at which the ST Insider was included in the Permanent Insider section. For Occasional Insiders, the date and time at which an ST Insider obtained access to Non-Material Public Information;
- For Occasional Insiders, the date and time at which an ST Insider ceased to have access to Non-Public Material Information;
- Date of birth;
- National identification number;
- Personal telephone numbers; and
- Personal full home address.

Permanent Insiders and Occasional Insiders are responsible for ensuring that the office of the Chief Compliance Officer has updated information in relation to the above details. ST Insiders may be required to provide certain personal information for inclusion in the list of ST Insiders, as required by applicable laws.

### 4.6.1 Permanent Insiders

Permanent Insiders are ST Personnel who, through the exercise of employment, profession or in connection with their duties with ST, have frequent or periodic access to Non-Public Material Information, in particular as a result of participation in decisions,


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

presentations, meetings, informal discussions or observations, access to communications, materials or databases, or access to third party confidential information.

A list of Permanent Insiders, or functions representing Permanent Insiders, is attached as Exhibit A hereto.

4.6.2 Occasional Insiders

Occasional Insiders are persons other than Permanent Insiders who, through the exercise of employment, profession or in connection with their duties for ST, are likely to be, from time to time, in possession of Non-Public Material Information as a result of their involvement in a particular deal or event. For example, Occasional Insiders may include: (i) Group Vice Presidents, Business Unit directors and / or managers and their direct reports; or (ii) persons who become aware or involved in confidential projects relating to mergers, acquisitions, divestitures, restructurings, and important technology developments, including legal and financial advisors.

4.6.3 Updates and Format of Insider Lists

Insider Lists will be established and maintained as necessary by the office of the Chief Compliance Officer. The list of Permanent Insiders shall be reviewed by the office of the Chief Compliance Officer with the Executive Committee as often as necessary and at least once a year. The Insider Lists shall also be reviewed by the office of the Chief Compliance Officer promptly after any change occurs, including where there is a change in the reason for including an ST Insider on the relevant Insider List, where there is a new ST Insider who has access to Non-Material Public Information and where an ST Insider ceases to have access to Non-Material Public Information.

4.6.4 Associated Persons

For the purposes of this Policy, any Trading by the spouse, domestic partner, children, or certain other relatives of an ST Insider, as well as any trust, corporation, or other association or entity controlled by an ST Insider, as defined as a 'person closely associated' under EU MAR (each an "Associated Person"), is deemed to be Trading by such ST Insider.

4.6.5 Information and Acknowledgement


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

Each ST Insider will periodically be required to sign a form of acknowledgement certifying that he or she has received, read, and understood this Policy, and is aware of the legal and regulatory duties in relation to Non-Public Material Information and of the potential sanctions applicable to insider dealing and unlawful disclosure of Non-Public Material Information including completing and signing the form attached as Appendix 2 or Appendix 3 hereto.

ST Insiders may be required to provide certain personal information for inclusion in the list of ST Insiders, as required by applicable laws.

Any ST Personnel who has a doubt about whether he or she, or a person or entity associated with them, qualifies as an ST Insider, or an Associated Person, should contact the office of the Chief Compliance Officer.

Any ST Personnel, other than a Permanent Insider, who has doubt or questions about whether he or she is in possession of Non-Public Material Information and whether, as such, he or she may qualify as an Occasional Insider should contact the office of the Chief Compliance Officer.

### 4.7 Blackout and Open Window Periods

To help prevent inadvertent violations, and reduce the risk of an appearance of an improper transaction, Trading in Securities by ST Personnel (including ST Insiders) is prohibited during certain defined periods of time ("Blackout Periods"), and Trading by ST Insiders is otherwise restricted except during certain Open Window Periods subject to the requirements of the "Pre-Clearance" procedures described below.

4.7.1 Blackout Period for ST Personnel

4.7.1.1 PREDEFINED BLACKOUT PERIODS FOR ST PERSONNEL

ST Personnel are PROHIBITED from Trading in Securities during the period starting thirty days prior to the end of each fiscal quarter, according to ST's accounting procedures, and ending after the first business day following the publication by ST of its quarterly and annual results.

4.7.1.2 ADDITIONAL BLACKOUT PERIODS FOR OCCASIONAL INSIDERS


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

Specific ST Personnel may also be PROHIBITED from Trading in Securities during additional Blackout Periods identified in writing to such ST Personnel by the office of the Chief Compliance Officer or its substitute.

4.7.2 Open Window Periods for ST Insiders and Pre-Clearance Procedures

4.7.2.1 OPEN WINDOW PERIODS

ST Insiders are permitted to Trade in Securities during four defined periods of time each year that begin on the second business day following the release by ST of its quarterly, semi-annual and annual financial results and end at the start of the first day of the following Blackout Period ("Open Window Period"), provided that such ST Insider (i) is not prohibited from Trading in Securities during such Open Window Period pursuant to a communication received from the office of the Chief Compliance Officer pursuant to Section 4.7.1.2 above, and (ii) complies with the Pre-Clearance Procedure described in Section 4.7.2.2 below.

4.7.2.2 PRE-CLEARANCE PROCEDURE

Prior to initiating Trading of any quantity of Securities, an ST Insider must: (i) send a signed Pre-Clearance Form (in the form attached as Appendix 1 to this Policy) to the office of the Chief Compliance Officer (which, amongst others, confirms in writing to the office of the Chief Compliance Officer that he or she is not in possession of any Non-Public Material Information), and (ii) obtain a pre-clearance form from the office of the Chief Compliance Officer authorizing the requested Trading (the "Pre-Clearance").

The office of the Chief Compliance Officer will endeavour to respond to a request for a Pre-Clearance as soon as reasonably possible and in no event later than by the end of business on the next business day after the day of such request. The office of the Chief Compliance Officer may in its discretion refuse a request for Pre-Clearance if in its reasonable opinion there is good reason to believe that the timing of the proposed Trading is inappropriate in light of this Policy and / or Insider Trading Laws. The office of the Chief Compliance Officer will endeavour to reasonably explain any denial of Pre-Clearance upon request. In the event a Pre-Clearance is required by the Chief Compliance Officer it shall be requested from the office of the General Counsel which shall act in substitute for the office of the Chief Compliance Officer in applying this Policy.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

#### 4.7.2.3 VALIDITY OF PRE-CLEARANCE

A Pre-Clearance is valid for Trading that occurs before the end of three full business days after the date of delivery of Pre-clearance obtained from the Office of the Chief Compliance Officer, and is limited to the specific anticipated Trading identified in the Pre-clearance delivered by the office of the Chief Compliance Officer. If irrevocable instructions for Trading as described in the Pre-Clearance Form are not issued by the requesting ST Insider before the end of the aforementioned three-day period, the Pre Clearance will be deemed to have expired and the ST Insider must re-start the Pre-Clearance Procedure described in Section 4.7.2.2 above.

For avoidance of doubt, after obtaining Pre-Clearance and at all times, an ST Insider shall remain responsible for ensuring that no Trading is made while he or she is in possession of Non-Public Material Information and, if he or she is in doubt at the moment of initiating the Pre-Clearance Procedure described in Section 4.7.2.2 above, then he or she must raise the issue with the office of the Chief Compliance Officer at such time.

### 4.7.3 Exceptions

If an ST Insider initiates the Pre-Clearance Procedure described in Section 4.7.2.2 during a Blackout Period for exceptional reasons (e.g., medical condition, family issue, etc.), and the office of the Chief Compliance Officer is willing to authorize the Trading but for it occurring during a Blackout Period, then the office of the Chief Compliance Officer will consult with the Company's senior human resources officer and they together, in their sole discretion, will determine whether to grant the Pre-Clearance exception. The office of the Chief Compliance Officer will endeavour to respond to a request for a Pre-Clearance exception as soon as reasonably possible.

The office of Chief Compliance Officer may exceptionally allow Trading during a Blackout Period through prior consent in writing where such Trade would otherwise be permitted by applicable laws and regulations.

Any exception granted pursuant to this Section 4.7.3 shall be simultaneously reported by the Chief Compliance Officer to the Chair of the ST Audit Committee.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

## 4.8 Additional Rules for Certain Executives

### 4.8.1 Notifications by Persons Discharging Managerial Responsibility ("PDMRs") and their Associated Persons

A PDMR is a person who is: (a) a member of the Supervisory Board, Management Board and Executive Committee; or (b) any senior executive who is not a member of the bodies set out in (a) but who has regular access to Non-Public Material Information relating directly or indirectly to ST and has the power to take managerial decisions affecting the future development and business prospects of ST.

In addition to the other procedures described in this Policy, PDMRs and their Associated Persons (see Section 4.6.4) must, immediately upon conducting a transaction in Securities conducted by him or her or on his or her account, notify the office of the Chief Compliance Officer. A copy of the form of notification to the AMF is included at the end of this policy as Appendix 5. The office of the Chief Compliance Officer will make the required disclosure to competent authorities on behalf of the PDMR and/ or their Associated Person as soon as reasonably possible after receiving a notification from the PDMR.

### 4.8.2 Additional notifications by members of the Supervisory Board and Managing Board

In addition to the other procedures described in this Policy (including notifications by PDMRs and their Associated Persons as set out in Section 4.8.1), Article 5:48 of the Dutch Financial Markets Supervision Act *(Wet op het financiee/ toezicht)* **("DFSA")** requires each member of the Supervisory Board and the Managing Board to notify the Netherlands Authority for the Financial Markets *(Stichting Autoriteit Financiele Markten)* ("AFM"):

- without delay, of each change in the number and / or type in his or her share and / or voting interest in ST. In this context, "share" also includes rights to obtain shares such as employee stock options. A change in the type of interest will, for example, occur if an option is exercised and consequently shares are obtained; and
- within two weeks of the appointment of a member, his or her holding of the shares and / or voting rights in ST.

The office of the Chief Compliance Officer will make the above disclosures on behalf of the members of the respective boards as soon as reasonably possible after receiving a notification from a member.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

4.8.3 Other rules relating to PDMRs

Each PDMR must instruct any person arranging or executing transactions on their behalf, such as an individual portfolio manager, to timely inform them of any transaction or change that is notifiable under Sections 4.8.1 and 4.8.2.

Each PDMR must inform the office of the Chief Compliance Officer of all persons that are Associated Persons of that PDMR (see Section 4.6.4) and any changes in that respect.

Each PDMR must inform their Associated Persons in writing of their duty to notify the competent authorities and the office of the Chief Compliance Officer. Each PDMR must keep a copy of the written notification to their Associated Persons. A copy of this form of written notification to the Associated Persons is included at the end of this policy as Appendix 4.

## 4.9 Further Restrictions and Compliance

4.9.1 Further Restrictions in Trading of shares by Permanent Insiders

All Permanent Insiders are prohibited from Trading in the Securities of certain companies, a listing of which is circulated to Permanent Insiders from time to time, except where such Trading occurs following the transfer by the Permanent Insider of the fully discretionary management of the Securities to an independent third party by means of a written mandate agreement, a copy of which shall be provided to the office of the Chief Compliance Officer.

4.9.2 Disclosure of Information

4.9.2.1 INFORMING CHIEF COMPLIANCE OFFICER ON TRADING

Notwithstanding any other provisions of this Policy, all ST Insiders are required to timely disclose to the office of the Chief Compliance Officer any Trading in Securities.

4.9.2.2 DISCLOSURE TO AUTHORITIES

The office of the Chief Compliance Officers will make required disclosures to and filings with regulatory authorities that may identify ST Personnel and third parties that have (i) Traded in Securities, and (ii) who have had access to Non Public Material Information.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

4.9.3 Compliance

In support of compliance with this Policy, ST Insiders may, from time to time, be required to complete and sign the form attached as Appendix 2 or Appendix 3 hereto.

4.9.4 Violation of this Policy

The provisions and principles included in this Policy are mandatory. Any violation of this Policy will result in appropriate disciplinary measure(s), up to and including termination of employment.

4.9.5 Inquiries

Inquiries as to any of the matters discussed in this Policy should be directed to the office of the Chief Compliance Officer.


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**APPENDIX 1:**

**PRE-CLEARANCE FORM**

**REQUEST FOR PRE-CLEARANCE TO TRADE IN SECURITIES PURSUANT TO ST'S INSIDER TRADING POLICY**

To: Office of the Chief Compliance
Officer e-mail: *[Reserved]*

From:
(name)

(signature)

Date: Time:

**I confirm I am not in possession of any Non-Public Material Information and I hereby request pre-clearance for myself (or Associated Person) to execute the following transaction relating to Securities:**

Type of Transaction (check one, as applicable)

PURCHASE of Securities □

SALE of Securities □

Note:
The definitions of "Securities", "Non-Public Material Information," "Associated Person" and "Trading" are set out in the Insider Trading Policy.

Please indicate the amount of Securities involved in transaction (if over 1,000 Securities): __


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

---

**Office of the Chief Compliance Officer**

Pre-Clearance issued by:

Date:
Time:

***In accordance with the Insider Trading Policy, the above Pre-Clearance is valid only with respect to irrevocable instructions for Trading in Securities given before the end of three full business days after the above date that Pre-Clearance is issued.***


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**APPENDIX 2:**

**FORM OF CERTIFICATE OF COMPLIANCE BY PERMANENT INSIDER**

I, the undersigned, hereby confirm that neither I nor any Associated Person of mine have since _____, purchased or sold any Securities, including any instrument, bond, option or other title granting a right to acquire any Securities.

I, the undersigned, hereby also confirm that I have received, read and understood the Insider Trading Policy and that I am aware of the legal and regulatory duties of being a Permanent Insider and of the sanctions applicable to insider dealing and the unlawful disclosure of Non-Public Material Information. I, the undersigned, hereby consent to the disclosure of any Insider List in which I am included to any applicable regulator or authority.

Note:
The definitions of "Associated Person," "Securities," "Permanent Insider" and "Non-Material Public Information" are set out in the Insider Trading Policy.

I understand that the above declaration is not required where transactions concerning any of the *above* Securities are made through a listed investment fund, in which I or an Associated Person of mine are an investor or if such transaction follows the transfer of discretionary management of my Securities portfolio to an independent third party by means of a written mandate agreement.

**Date:**
**Signature:**
**Printed Name:**

**If for any reason you are unable to sign the aforementioned confirmation, please explain why**

**1.** Transaction with Pre-Clearance pursuant to Form A request and approval Yes ()*No () *Please provide date of approval

2. Transaction consists of an authorized exercise or issuance of ST Stock Options / Stock Awards Yes ( )* No ( ) *Please provide date of transaction
3. The fully discretionary management of my Securities portfolio has been entrusted by me to an independent third party

   Name: [] by means of a written mandate dated: []
   Other reason: (Please explain)


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**APPENDIX 3:**

**FORM OF CERTIFICATE OF COMPLIANCE BY OCCASIONAL INSIDER**

I, the undersigned hereby confirm that neither I nor any Associated Person of mine have since _____ purchased, sold or otherwise traded any Securities, or any instrument (bond, option or other title) granting a right to acquire Securities. I, the undersigned, hereby also confirm that I have received, read and understood the Insider Trading Policy and that I am aware of the legal and regulatory duties of being a Permanent Insider and of the sanctions applicable to insider dealing and the unlawful disclosure of Non-Public Material Information. I, the undersigned, hereby consent to the disclosure of any Insider List in which I am included to any applicable regulator or authority.

**Date:**
**Signature:**
**Printed Name**:

**Note**
The definitions of "Associated Person," "Securities," "Permanent Insider" and "Non-Material Public Information" are set out in the Insider Trading Policy.

**If for any reason you are unable to sign the aforementioned confirmation, please explain why.**

1. Transaction pre-clearance pursuant to Form A request and approved Yes ( )* No ( )
   **Please provide date of approval*

2. Transaction consists in an authorized exercise of ST Stock Options / Stock Awards : Yes ( )* No ( )
   **Please provide date of transaction*

3. Other reason: Please explain


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**APPENDIX 4:**

**FORM OF PDMR NOTIFICATION TO ASSOCIATED PERSONS**

To: [Name and address of Associated Person]

[Date]

Dear [Name of Associated Person],

**Restrictions and notification obligations with respect to ST**

I am a person discharging managerial responsibility ("**PDMR**") in relation to STMicroelectronics NV. ("**ST**"). For the purposes of the Market Abuse Regulation ("**MAR**"), you are a person closely associated with me ("**Associated Person**"). I am required to notify you of certain obligations to which you are subject under the Market Abuse Regulation.

This notice is a summary and is not exhaustive. Attached to this notice is the ST Insider Trading Policy. Please read carefully the sections detailing the dealing restrictions and additional rules for PDMRs and Associated Persons. Neither this notice nor the Policy are to be used as a substitute for specific legal advice. If you have any questions regarding this notice, please contact [compliance department].

**1. Notification obligation**

You are required, as an Associated Person, to notify ST and the Autoriteit Financiële Markten ("**AFM**") in writing of all transactions above the annual de minimis threshold of EUR 20,000 conducted on your own account in Securities. "Securities" are defined in the ST Insider Trading Policy.

Under MAR, your notification to ST and to the AFM must be made promptly and no later than three business days after the date of the transaction. ST, however, requires the notification from you to be made to it immediately and in any event within one business day of the day on which the transaction occurred, in order to allow time for ST to coordinate with you on the notification to the AFM. Under the law, you remain responsible for your own notifications even if you comply with this coordination procedure.

**2. Dealing restrictions**

You are subject to the restrictions on dealing detailed in the ST Insider Trading Policy. In summary, you are not permitted to transact in Securities (as defined in the Policy) during certain periods and may be restricted by pre-clearance procedures during other periods. Exceptions will be made only in exceptional circumstances with the written consent of the [compliance officer]. It is accordingly expected that the notification obligations set out above will not arise, or will arise only rarely, in practice.

Yours sincerely,

……
[Name of PDMR]


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**APPENDIX 5:**

**AFM notification form MAR 19**

**– Managers Transactions**

*[Note – to be mailed to* melden@afm.nl *]*

| | | |
|---|---|---|
| **1.** | **Details of the person discharging managerial responsibilities/person closely associated** | |
| a) | Name<br><br>*For natural persons: the first name and the last name(s).*<br><br>*For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.* | |
| **2.** | **Reason for the notification** | |
| a) | Position/ status<br>*For persons discharging managerial responsibilities: the position occupied within the issuer, emission allowances market participant/auction platform/auctioneer/auction monitor should be indicated, e.g. CEO, CFO.*<br><br>*For persons closely associated,*<br>*-An indication that the notification concerns a person closely associated with a person discharging managerial responsibilities;*<br>*- Name and position of the relevant person discharging managerial responsibilities.* | |
| b) | Initial notification/ correction<br><br>*Indication that this is an initial notification or a correction to prior notifications. In case of correction, explain the error that this notification is correcting.* | |


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

| | | | |
|---|---|---|---|
| **3.** | **Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor** | | |
| a) | Name<br>*Full name of the entity* | | |
| b) | LEI<br>*Legal Entity Identifier code in accordance with ISO 17442 LEI code.* | | |
| **4.** | **Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted** | | |
| a) | Description of the financial instrument, type of instrument<br><br>*Indication as to the nature of the instrument:*<br>*- a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;*<br>*- an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance.* | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |
| | Instrument identification code (ISIN) | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

| | | | |
|---|---|---|---|
| b) | Nature of the transaction<br>(i.e. buy, sell, subscription of exchange,…)<br><br>*Description of the transaction type using, where applicable, the type of transaction identified in Article 10 of the Commission Delegated Regulation (EU) 2016/522*(1) *adopted under Article 19(14) of Regulation (EU) No 596/2014 or a specific example set out in Article 19(7) of Regulation (EU) No 596/2014.* | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |
| | Transaction is linked to the exercise of a share option programme? **Yes/ No** | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

| | | | | |
|---|---|---|---|---|
| c) | Price(s) and volume(s)<br><br>*Where more than one transaction of the same nature* (i.e. buy, sell, subscription of exchange,…) *on the same financial instrument or emission allowance are executed on the same day and on the same place of transaction, prices and volumes of these transactions shall be reported in this field, in a two columns form as presented above, inserting as many lines as needed.* | | **Price (Prices)** | **Volume(s)** |
| | | **1.** | | |
| | | | | |
| | | **2.** | | |
| | | | | |
| | | **3.** | | |
| | | | | |
| | | **4.** | | |
| | | | | |
| | | **5.** | | |
| | | | | |
| | | **6.** | | |
| | | | | |
| d) | Aggregated information:<br>- Aggregated volume<br>- Price<br><br>*The volumes of multiple transactions are aggregated when these transactions:*<br>*-relate to the same financial instrument or emission allowance;*<br>*- are of the same nature;*<br>*-are executed on the same day; and*<br>*-are executed on the same place of transaction.*<br><br>*Price information:*<br>*-In case of a single transaction, the price of the single* | | **Volume (aggregated)** | **Price (weighted average price)** |
| | | **1.** | | |
| | | **2.** | | |
| | | **3.** | | |
| | | **4.** | | |
| | | **5.** | | |
| | | **6.** | | |


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

| | | | |
|---|---|---|---|
| | *transaction;*<br>*-In case the volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions.* | | |
| e) | Date of the transaction<br><br>*Date of the particular day of execution of the notified transaction. Using the ISO 8601 date format: YYYY-MM-DD* | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |
| f) | Trading venue/ platform (!) of the transaction<br><br>*Name and code to identify the MiFID trading venue, the systematic internaliser or the organised trading platform outside of the Union where the transaction was executed as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014, or if the transaction was not executed on any of the above mentioned venues, please mention 'outside a trading venue.* | **1.** | |
| | | **2.** | |
| | | **3.** | |
| | | **4.** | |
| | | **5.** | |
| | | **6.** | |
| | | | |

**Remarks:**


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

## Exhibit A

## LIST OF PERMANENT INSIDERS


Unauthorized reproduction and communication strictly prohibited Copyright STMicroelectronics

**Exhibit 12.1**

**CERTIFICATION**

I, Jean-Marc Chery, certify that:

1. I have reviewed this annual report on Form 20-F of STMicroelectronics N.V.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 26, 2026

By: /s/ Jean-Marc Chery

**Jean-Marc Chery**

**President and Chief Executive Officer and Member of our Managing Board**

**Exhibit 12.2**

**CERTIFICATION**

I, Lorenzo Grandi, certify that:

1. I have reviewed this annual report on Form 20-F of STMicroelectronics N.V.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 26, 2026

By: /s/ Lorenzo Grandi

**Lorenzo Grandi**

**President and Chief Financial Officer and Member of our Managing Board**

**Exhibit 13.1**

**CERTIFICATION OF JEAN-MARC CHERY, PRESIDENT AND CHIEF EXECUTIVE OFFICER AND MEMBER OF THE MANAGING BOARD OF STMICROELECTRONICS N.V. AND LORENZO GRANDI, PRESIDENT AND CHIEF FINANCIAL OFFICER AND MEMBER OF THE MANAGING BOARD OF STMICROELECTRONICS N.V., PURSUANT TO SECTION 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of STMicroelectronics N.V. (the "Company") on Form 20-F for the period ending December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 26, 2026

By: /s/ Jean-Marc Chery

**Jean-Marc Chery**

**President and Chief Executive Officer and Member of our Managing Board**

Date: February 26, 2026

By: /s/ Lorenzo Grandi

**Lorenzo Grandi**

**President and Chief Financial Officer and Member of our Managing Board**

**Exhibit 15.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-109572) pertaining to the 2001 Stock Option Plan of STMicroelectronics N.V. of our reports dated February 26, 2026, with respect to the consolidated financial statements and financial statements schedule on page S-1 of STMicroelectronics N.V., and the effectiveness of internal control over financial reporting of STMicroelectronics N.V., included in this Annual Report (Form 20-F) for the year ended December 31, 2025.

/s/ Ernst & Young AG

Lancy – Geneva, Switzerland

February 26, 2026

February 26, 2026

Securities and Exchange Commission

100 F Street, N.E.

Washington, DC 20549

Commissioners,

We have read Item 16F of the annual report of STMicroelectronics N.V. on Form 20-F dated February 26, 2026, and we are in agreement with the statements contained in the first, third and fourth paragraphs under the section “Change in Registrant’s Certifying Accountant” therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young AG

Lancy - Geneva, Switzerland

February 26, 2026

**STMICROELECTRONICS N.V.**
**STATEMENT OF COMPLIANCE WITH SECTION 303A.14 OF THE NEW YORK STOCK EXCHANGE LISTED COMPANY MANUAL**

STMicroelectronics N.V. (the "Company") has adopted this Statement of Compliance with Section 303A.14 of the New York Stock Exchange Listed Company Manual (this "Statement") in accordance with the applicable provisions of The New York Stock Exchange Listed Company Manual (the "Clawback Rules"), promulgated pursuant to the final rules adopted by the Securities and Exchange Commission enacting the clawback standards under Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Capitalized terms not otherwise defined in this Statement have the meanings given to them under the Clawback Rules.

**I. Recovery of Erroneously Awarded Compensation**.

The Company shall comply with the Clawback Rules and reasonably promptly recover Erroneously Awarded Compensation Received by current or former Executive Officers of the Company ("Covered Individuals") in the event the Company is required to prepare an accounting restatement due to the Company's material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The Administrator may determine not to recover Erroneously Awarded Compensation pursuant to this Statement in circumstances where non-enforcement is expressly permitted by the Clawback Rules, including where recovery would violate applicable Dutch laws in effect before November 28, 2022.

**II. Covered Individuals**.

The Administrator shall determine the Company's Covered Individuals, an initial list of whom is set forth as Annex A, which may be updated by the Administrator from time to time.

**III. Covered Compensation**.

This Statement applies to the Incentive-Based Compensation Received by a Covered Individual: (1) after such Covered Individual began service as an Executive Officer; (2) who served as an Executive Officer at any time during the performance period for that Incentive-Based Compensation; (3) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (4) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement as described above (or during any transition period, that results from a change in the Company's fiscal year, within or immediately following those three completed fiscal years, as determined in accordance with the Clawback Rules). Notwithstanding the foregoing, this Statement shall not apply to Incentive-Based Compensation Received by a Covered Individual prior to October 2, 2023.

The amount of Incentive-Based Compensation subject to this Statement is the Erroneously Awarded Compensation, which is be the amount of Incentive-Based Compensation Received by a Covered Individual that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received by the Covered Individual had it been determined based on the restated amount (or otherwise determined in accordance with the Clawback Rules), and will be computed without regard to any taxes paid by the Covered Individual (or withheld from the Incentive-Based Compensation). The Administrator shall make all determinations regarding the amount of Erroneously Awarded Compensation.

## IV. Method of Recovery.

The Administrator shall determine, in its sole discretion, the manner in which any Erroneously Awarded Compensation shall be recovered to the extent permitted under the Clawback Rules, which method of recovery need not be uniform with respect to each Covered Individual. Methods of recovery may include, but are not limited to: (1) seeking direct repayment from the Covered Individual; (2) reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement pursuant to which the Incentive-Based Compensation was paid) the amount that would otherwise be payable to the Covered Individual under any compensation, bonus, incentive, equity and other benefit plan, agreement, policy or arrangement maintained by the Company or any of its affiliates; (3) cancelling any award (whether cash- or equity-based) or portion thereof previously granted to the Covered Individual; or (4) any combination of the foregoing.

## V. No-Fault Basis.

This Statement applies on a no-fault basis, and Covered Individuals will be subject to recovery under this Statement without regard to their personal culpability.

## VI. Other Company Arrangements.

This Statement shall be in addition to, and not in lieu of, any other clawback, recovery or recoupment framework maintained by the Company from time to time, as well as any clawback, recovery or recoupment provision in any of the Company's plans, awards or individual agreements (including the clawback, recovery and recoupment provisions in the Company's equity award agreements) (collectively, "Other Company Arrangement") and any other rights or remedies available to the Company, including termination of employment; provided, however, that there is no intention to, nor shall there be, any duplicative recoupment of the same compensation under more than one policy, plan, award or agreement. In addition, no Other Company Arrangement shall serve to restrict the scope or the recoverability of Erroneously Awarded Compensation under this Statement or in any way limit recovery in compliance with the Clawback Rules.

## VII. No Indemnification.

Notwithstanding anything to the contrary set forth in any policy, arrangement, bylaws, charter, certificate of incorporation or plan of the Company or any individual agreement between a Covered Individual and the Company or any of its affiliates, no Covered Individual shall be entitled to indemnification from the Company or any of its affiliates for the amount that is or may be recovered by the Company pursuant to this Statement; provided, however, that to the extent expense advancement or reimbursement is available to a Covered Individual, this Statement shall not serve to prohibit such advancement or reimbursement.

## VIII. Administration; Interpretation.

This Statement was adopted by the Company through its Supervisory Board and Managing Board pursuant to their authority under the relevant Dutch statutory provisions. The Managing Board may delegate administration of this Statement to the Supervisory Board as allowed by the Clawback Rules, the Company's organizational documents and applicable law. The Compensation Committee of the Supervisory Board shall advise the Supervisory Board in its capacity as "Administrator" for purposes of this Statement.

The Administrator shall interpret and construe this Statement consistent with the Clawback Rules and applicable laws and regulations and shall make all determinations necessary, appropriate or

advisable for the administration of this Statement. Any determinations made by the Administrator shall be final, binding and conclusive on all affected individuals. As required by the Clawback Rules, the Company shall provide public disclosures related to this Statement and any applicable recoveries of Erroneously Awarded Compensation. To the extent this Statement conflicts or is inconsistent with the Clawback Rules, the Clawback Rules shall govern. In no event is this Statement intended to be broader than, or require recoupment in addition to, that required pursuant to the Clawback Rules.

## IX. Amendment or Termination

The Company reserves the right to amend this Statement at any time and for any reason, subject to applicable law and the Clawback Rules. To the extent that the Clawback Rules cease to be in force or cease to apply to the Company, this Statement shall also cease to be in force.

*Approved and Adopted: October 25, 2023*