



Annual General Meeting of Shareholders

2011

Agenda

**of the Annual General Meeting of Shareholders (the "AGM") of
STMicroelectronics N.V., established in Amsterdam, the Netherlands, to be held
on May 3, 2011 at 11.00 a.m. CET at the Sofitel The Grand Hotel, Amsterdam, the
Netherlands**

1. Call to order and opening
2. Report of the Managing Board on our 2010 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2010 financial year (*discussion item*)
4.
 - a. Adoption of our statutory annual accounts for our 2010 financial year (*voting item*)
 - b. Adoption of a dividend of US \$0.40 per common share for our 2010 financial year (*voting item*)
 - c. Discharge of the sole member of our Managing Board (*voting item*)
 - d. Discharge of the members of our Supervisory Board (*voting item*)
5. Reappointment of the sole member of our Managing Board (*voting item*)
6. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
7. (Re)appointment of members of our Supervisory Board:
 - a. re-appointment of Mr. Didier Lombard (*voting item*)
 - b. re-appointment of Mr. Tom de Waard (*voting item*)
 - c. re-appointment of Mr. Bruno Steve (*voting item*)
 - d. appointment of Mr. Jean d'Arthuys (*voting item*)
 - e. appointment of Mr. Jean-Georges Malcor (*voting item*)
 - f. appointment of Mr. Alessandro Rivera (*voting item*)
8. Reappointment of PricewaterhouseCoopers Accountants N.V. as our Auditors (*voting item*)
9. Approval of the new three-year Stock-Based Compensation Plan for the members and professionals of our Supervisory Board (*voting item*)
10. Delegation to our Supervisory Board, for 3 years as of April 25, 2012, of the authority to issue new shares, to grant rights to subscribe for new shares and to limit and/or exclude existing shareholders' pre-emptive rights (*voting item*)
11. Authorization to our Managing Board, for eighteen months as of our 2011

AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)

12. Question time
13. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on April 5, 2011 (the "**Record Date**"), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM do not need to block the relevant shares from the Record Date until our AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the proposed resolutions including shareholders' information and the personal data of the proposed sole member of our Managing Board and the proposed members of our Supervisory Board as referred to in section 2:142 subsection 3 of the Dutch Civil Code, as well as the other information included pursuant to the law will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol Airport (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of March 17, 2011 up to and including the date of our AGM. These documents will also be available on our website www.st.com.

ST Mission: to offer strategic independence to our partners worldwide, as a profitable and viable broad range semiconductor supplier.