



2024 Annual General Meeting of Shareholders
STMicroelectronics N.V.
AGENDA

The Annual General Meeting of Shareholders of STMicroelectronics N.V. (the “Company”) will be held on 22 May 2024 at 11:00 a.m. CET (the “AGM”) at the hotel Waldorf Astoria Amsterdam, the Netherlands, to discuss and vote on the following agenda:

1. Report of the Managing Board on the Company’s 2023 financial year *(discussion item)*
2. Report on the Company’s corporate governance structure and compliance with the updated Dutch Corporate Governance Code *(discussion item)*
3. Report of the Supervisory Board on the Company’s 2023 financial year *(discussion item)*
4. Remuneration Report *(advisory vote)*
5. Adoption of the Remuneration Policy for the Supervisory Board *(voting item)*
6. Adoption of the Company’s annual accounts for its 2023 financial year *(voting item)*
7. Adoption of a dividend *(voting item)*
8. Discharge of the member of the Managing Board *(voting item)*
9. Discharge of the members of the Supervisory Board *(voting item)*
10. Amendment to the Company's Articles of Association *(voting item)*
11. Adoption of the Remuneration Policy for the Managing Board *(voting item)*
12. Re-appointment of Mr. Jean-Marc Chery as member and chairman of the Managing Board *(voting item)*
13. Approval of the stock-based portion of the compensation of the President and CEO *(voting item)*
14. Appointment of Mr. Lorenzo Grandi as member of the Managing Board *(voting item)*
15. Approval of the stock-based portion of the compensation of the CFO *(voting item)*
16. Approval of a new Unvested Stock Award Plan for Management and Key Employees *(voting item)*
17. Re-appointment of EY as external auditor for the 2024 and 2025 financial years *(voting item)*
18. Re-appointment of Mr. Nicolas Dufourcq as member of the Supervisory Board *(voting item)*
19. Re-appointment of Ms. Janet Davidson as member of the Supervisory Board *(voting item)*
20. Appointment of Mr. Pascal Daloz as member of the Supervisory Board *(voting item)*
21. Authorization to the Managing Board, until the conclusion of the 2025 AGM, to repurchase shares, subject to the approval of the Supervisory Board *(voting item)*

22. 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 conclusion of the 2025 AGM (*voting item*)
23. Question time (*discussion item*)

In accordance with article 30 paragraph 2 of the Company's Articles of Association and Dutch law, persons entitled to attend and, to the extent applicable, to vote at the AGM will be those who were recorded as having those rights on 24 April 2024 at close of markets (the "**Record Date**"), in a register designated by the Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend general meetings of shareholders of the Company at the time of the AGM. This means that shareholders and other persons entitled to attend the AGM need to hold their shares in the capital of the Company or be otherwise entitled to attend general meetings of shareholders of the Company on the Record Date, but they do not need to continue to hold their shares or remain entitled until the AGM.

Copies of the Company's annual accounts, which include the reports of the Managing Board and the Supervisory Board, the explanatory notes and the personal data of Jean-Marc Chery (in connection with his proposed re-appointment as member of the Managing Board) and the personal data of Janet Davidson, Nicolas Dufourcq and Pascal Daloz (in connection with their proposed (re)appointment as member of the Supervisory Board pursuant to Section 2:142 (3) of the Dutch Civil Code), as well as the other information included pursuant to law, will be deposited for inspection by shareholders and other persons entitled to attend the AGM at the Company's offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of 21 March 2024 up to and including the date of the AGM. Copies of these documents are available for shareholders and other persons entitled to attend the AGM free of charge. These documents will also be available on the Company's website www.st.com.