



Annual General Meeting of Shareholders

2007

Agenda

Annual General Meeting of Shareholders ("AGM") of STMicroelectronics N.V., established in Amsterdam, the Netherlands, to be held on April 26, 2007 at 10.30 a.m. at the Pulitzer Hotel, Amsterdam, the Netherlands.

1. Call to order and opening
2. Report of our Managing Board on the 2006 financial year and discussion thereof
3. Report of our Supervisory Board on the 2006 financial year and discussion thereof
4.
 - a. Discussion on and adoption of our statutory annual accounts for the 2006 financial year
 - b. Adoption of a dividend of US \$0.30 per ordinary share
 - c. Discharge of the sole member of our Managing Board
 - d. Discharge of the members of our Supervisory Board
5. Appointment of two members of our Supervisory Board
6. Approval of the modification of the Stock-Based Compensation Plan for the members and professionals of our Supervisory Board
7. Approval of the stock-based portion of the compensation of our President and CEO
8. Delegation to our Supervisory Board, for five years as of our 2007 AGM, 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
9. Authorization to our Managing Board, for eighteen months as of our 2007 AGM, to repurchase our shares, subject to the approval of our Supervisory Board
10. Amendment to our Articles of Association¹
11. Question time
12. Close

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the personal data of the proposed members of our Supervisory Board as referred to in section 2:142 subsection 3 of the Dutch Civil Code, the draft deed of amendment to our Articles of Association, including an unofficial English translation thereof, and other information included pursuant to law and the proposed resolutions (including shareholders' information) will be deposited for inspection by our shareholders and other persons entitled to attend the meeting at the offices of the Company at Schiphol Airport as of March 29, 2007 up to and including the date of the meeting. The documents are also available on our website www.st.com.

¹ With respect to this item the meeting shall also be considered as a meeting of holders of ordinary shares



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