

Instructions to holders of ordinary shares in the share capital of STMicroelectronics NV traded on Euronext Paris / Milan Stock Exchange holding their shares through a securities account with a financial intermediary

**STMICROELECTRONICS N.V.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON APRIL 26, 2007**

As shareholder holding STMicroelectronics NV ordinary shares through a securities account with a financial intermediary, you may vote your shares by following one of the two procedures described below:

1) Voting in person

If you would like to attend the annual general meeting of shareholders and would like to vote at the meeting you will have to obtain a power of attorney from Euroclear France and to complete and sign appendix I (the request for a power of attorney to Euroclear France). By obtaining the power of attorney you will obtain the legal ownership rights of Euroclear France to vote your STMicroelectronics NV ordinary shares. If you obtain a power of attorney from Euroclear France your shares will be blocked and cannot be transferred until April 27, 2007.

2) Voting by proxy

You may also give Euroclear France your voting instructions for the annual general meeting of shareholders. You must therefore provide Euroclear France with your voting instructions by completing and signing Appendix II. If you give voting instructions to Euroclear France, your shares will be blocked and cannot be transferred until April 27, 2007.

Appendix I or II has to be received by your account holder or intermediary (not STMicroelectronics N.V. or Euroclear France) **by April 23, 2007 at the latest.**

**If you wish to attend the meeting, please make sure you return appendix I to your account holder or intermediary on time. Do not use appendix II.**

**If you wish to give voting instructions to Euroclear France, please make sure that you return appendix II to your account holder or intermediary on time. Do not use appendix I.**

Amsterdam, April 5, 2007

on behalf of  
STMicroelectronics N.V.

Netherlands Management Company B.V.  
Registrar

**Appendix I REQUEST FOR A POWER OF ATTORNEY**

**YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V.**

This form has to be received by your account holder or intermediary by April 23, 2007 at the latest.

**Mr/Mrs ..... will attend the annual general meeting of shareholders of STMicroelectronics N.V. in Amsterdam, the Netherlands, at April 26, 2007.**

|  |  |
|--|--|
| NAME AND ADDRESS OF UNDERSIGNED "INDIRECT" SHAREHOLDER   |  |
| NUMBER OF STMICROELECTRONICS N.V. SHARES IN RESPECT OF WHICH A POWER OF ATTORNEY IS REQUESTED  |  |
| SECURITIES ACCOUNT NUMBER WITH ACCOUNT HOLDER OR INTERMEDIARY (please provide only the number of the account in which you hold STMicroelectronics N.V. shares) |  |
| EUROCLEAR FRANCE ACCOUNT (to be filled in by your account holder or intermediary)  |  |
| TELEPHONE NUMBER AND CONTACT PERSON OF ACCOUNT HOLDER OR INTERMEDIARY (to be filled in by your account holder or intermediary)                                 |  |

By signing this appendix, the undersigned hereby requests Euroclear France to grant a power of attorney to the undersigned (or its representative).

By signing this appendix, the undersigned undertakes not to transfer the above-mentioned shares during the period from the date this appendix is signed until April 27, 2007.

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2007

\_\_\_\_\_  
Signature

## Appendix II VOTING INSTRUCTIONS FORM

**YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STMICROELECTRONICS N.V. TO BE HELD ON APRIL 26, 2007 BUT DO WISH TO GIVE VOTING INSTRUCTIONS TO EUROCLEAR FRANCE.**

*This form has to be received by your account holder or intermediary by April 23, 2007 at the latest.*

EUROCLEAR FRANCE S.A. WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED. IF NO DIRECTION IS MADE, EUROCLEAR FRANCE S.A. WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE SUPERVISORY BOARD AND BOARD OF MANAGEMENT OF STMICROELECTRONICS N.V., WHICH RECOMMEND A VOTE FOR EACH OF PROPOSALS LISTED BELOW

|  |  |
|--|--|
| NAME AND ADDRESS OF UNDERSIGNED "INDIRECT" SHAREHOLDER   |  |
| NUMBER OF STMICROELECTRONICS N.V. SHARES IN RESPECT OF WHICH VOTING INSTRUCTIONS ARE GIVEN   |  |
| SECURITIES ACCOUNT NUMBER WITH ACCOUNT HOLDER OR INTERMEDIARY (please provide only the number of the account in which you hold STMicroelectronics N.V. shares) |  |
| EUROCLEAR FRANCE ACCOUNT (to be filled in by your account holder or intermediary)  |  |
| NAME AND ADDRESS OF ACCOUNT HOLDER OR INTERMEDIARY   |  |
| TELEPHONE NUMBER AND CONTACT PERSON OF ACCOUNT HOLDER OR INTERMEDIARY (to be filled in by your account holder or intermediary)                                 |  |

The undersigned hereby authorises Euroclear France to exercise the voting instructions on the undersigned's behalf with regard to the above-mentioned shares concerning the following items on the agenda of the annual general meeting of shareholders of STMicroelectronics N.V. on April 26, 2007.

Please mark your vote as shown in this example.

Item number 4a – Resolution 1

Adoption of the statutory annual accounts for the 2006 financial year

FOR       AGAINST       ABSTAIN

Item number 4b – Resolution 2

Adoption of a dividend of \$0.30 per ordinary share

FOR       AGAINST       ABSTAIN

Item number 4c – Resolution 3

Discharge of the sole member of the Managing Board for his management during the 2006 financial year

FOR       AGAINST       ABSTAIN

Item number 4d – Resolution 4

Discharge of the members of the Supervisory Board for their supervision during the 2006 financial year

FOR       AGAINST       ABSTAIN

Item number 5 – Resolution 5

a. Appointment of Mr. Alessandro Ovi as a member of the Supervisory Board for a three year term effective as of the 2007 annual meeting of shareholders to expire at the end of the 2010 annual general meeting of shareholders

FOR       AGAINST       ABSTAIN

b. Appointment of Mr. Ray Bingham as a member of the Supervisory Board for a three year term effective as of the 2007 annual general meeting to expire at the end of the 2010 annual general meeting

FOR       AGAINST       ABSTAIN

Item number 6 – Resolution 6

Approval of the modification to the three year Stock-Based Compensation Plan for members and professionals of the Supervisory Board with respect to its remaining year

FOR       AGAINST       ABSTAIN

Item number 7 – Resolution 7

Approval of the delegation to the Supervisory Board of the power to grant Mr C. Bozotti, President and CEO, up to a maximum of 100,000 ordinary shares in the form of Unvested Stock Awards.

FOR       AGAINST       ABSTAIN

Item number 8 – Resolution 8

Delegation to the Supervisory Board for five years as of the 2007 annual general meeting of shareholders 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

FOR       AGAINST       ABSTAIN

Item number 9 – Resolution 9

Authorisation to the Managing Board for eighteen months as of the 2007 annual general meeting of shareholders to repurchase ordinary and/or preference shares in the share capital of STMicroelectronics N.V., subject to the approval of the Supervisory Board.

FOR       AGAINST       ABSTAIN

Item number 10 – Resolution 10\*

Amendment to the articles of association in conformity with the draft deed prepared by De Brauw Blackstone Westbroek N.V. dated February 15, 2007 (Dutch wording), including authorization to execute the notarial deed of amendment.

FOR       AGAINST       ABSTAIN

\* With respect to this agenda item the meeting shall also be considered as a meeting of holders of ordinary shares. Consequently your vote will regard the general meeting of shareholders (as a whole) as well as the meeting of holders of ordinary shares.

By signing this appendix, the undersigned undertakes not to transfer the above-mentioned shares from the date this appendix is signed until April 27, 2007

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2007

\_\_\_\_\_  
Signature