

Appendix I REQUEST FOR 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 must be received by your intermediary on May 7, 2008 at 17.00 hours, at the latest.

Mr./Mrs./Miss will attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the Sofitel The Grand Hotel, Oudezijdsvoorburgwal 197, Amsterdam, the Netherlands at 11.00 a.m. CET on Wednesday May 14, 2008.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	
I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a power of attorney in order to vote on behalf of Euroclear France S.A., for the number of STMicroelectronics N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 14, 2008.

(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at _____ on _____ 2008

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. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your intermediary by May 7th, 2008 at 17.00 hours, 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 MANAGING BOARD AND BOARD OF SUPERVISORY DIRECTORS OF STMICROELECTRONICS N.V., WHICH RECOMMENDS A VOTE **IN FAVOUR OF** EACH OF THE PROPOSALS LISTED BELOW

Mr./Mrs./Miss will not attend the Annual General Meeting of Shareholders of STMicroelectronics N.V., to be held at the Sofitel The Grand Hotel, Oudezijdsvoorburgwal 197, Amsterdam, the Netherlands at 11:00 a.m. CET on Wednesday, May 14, 2008.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF STMICROELECTRONICS N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	

The undersigned hereby authorises Euroclear France S.A. to exercise the voting instructions on behalf of the undersigned in respect of the shares mentioned above and as regards the following items on the agenda of the Annual General Meeting of Shareholders (“AGM”):

Item 4a: Resolution 1. Adoption of the statutory annual accounts for the 2007 financial year

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 4b: Resolution 2. Adoption of a dividend of \$0.36 per common share

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 4c: Resolution 3. Discharge of the sole member of the Managing Board for his management during the 2007 financial year

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 4d: Resolution 4. Discharge of the members of the Supervisory Board for their supervision during the 2007 financial year

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 5 Resolution 5. Reappointment of Mr. Bozotti as the sole member of the Managing Board for a three year term effective as of the 2008 AGM to expire at the end of the 2011 AGM

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 6: Resolution 6a. Reappointment of Mr. Bruno Steve as a Supervisory Board member for a three year term effective as of our 2008 AGM to expire at the end of the 2011 AGM

In favour

Against

Abstention

No. of shares:

Resolution 6b. Reappointment of Mr. Tom de Waard as a Supervisory Board member for a three year term effective as of the 2008 AGM to expire at the end of the 2011 AGM

In favour

Against

Abstention

No. of shares:

Resolution 6c. Reappointment of Mr. Gerard Arbola as a Supervisory Board Member for a three year term effective as of the 2008 AGM to expire at the end of the 2011 AGM

In favour

Against

Abstention

No. of shares:

Resolution 6d. Reappointment of Mr. Didier Lombard as a Supervisory Board Member for a three year term effective as of the 2008 AGM to expire at the end of the 2011 AGM

In favour

Against

Abstention

No. of shares:

Resolution 6e. Appointment of Mr. Antonino Turicchi as a Supervisory Board Member for a three year term effective as of our 2008 AGM to expire at the end of the 2011 AGM

In favour
No. of shares:

Against

Abstention

Item 7b: Resolution 7. Reappointment of PricewaterhouseCoopers N.V. as external auditor for the financial year 2008

In favour
No. of shares:

Against

Abstention

Item 8: Resolution 8. Approval of the stock-based portion of the compensation of the President and CEO

In favour
No. of shares:

Against

Abstention

Item 9: Resolution 9. Adoption of the cash compensation of the members of the Supervisory Board

In favour
No. of shares:

Against

Abstention

Item 10: Resolution 10. Approval of the three-year Stock-Based Compensation Plan for the members and professionals of the Supervisory Board

In favour

Against

Abstention

No. of shares:

Item 11: Resolution 11 a. Approval of the new five year Employee Share Plan

In favour

Against

Abstention

No. of shares:

Resolution 11 b. Authorization to the Supervisory Board to approve the Grant of Stock-Based Compensation to our Employees

In favour

Against

Abstention

No. of shares:

Item 12: Resolution 12. Authorization to the Managing Board, for eighteen months as of the 2008 AGM to repurchase shares, subject to approval of the Supervisory Board

In favour

Against

Abstention

No. of shares:

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is April 14, 2008.

(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at on 2008

Signature