



## Annual General Meeting of Shareholders

2006

### Agenda

**Annual General Meeting of Shareholders of STMicroelectronics N.V., established in Amsterdam, the Netherlands, to be held on April 27, 2006 at 10.30 a.m. at the Pulitzer Hotel, Amsterdam, the Netherlands.**

1. Call to order and opening
2. Report of the Managing Board on the 2005 financial year and discussion thereof
3. Report of the Supervisory Board on the 2005 financial year and discussion thereof
4.
  - a. Discussion on and adoption of the annual accounts for the 2005 financial year
  - b. Adoption of a dividend of US\$0.12 per common share
  - c. Discharge of the sole member of our Managing Board
  - d. Discharge of the members of our Supervisory Board.
5. Appointment of three members of our Supervisory Board
6. Adoption of the compensation of the members of our Supervisory Board
7. Approval of the stock-based portion of the compensation of our President and CEO
8. Approval of the main terms for the grant of Stock-Based Compensation for selected employees and delegation to our Supervisory Board of the authority to approve all other terms of such grant
9. Delegation to our Supervisory Board for five years 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
10. Question time
11. Close

Copies of the annual accounts, the report of the Supervisory Board, the report of the Managing Board, the personal data of the proposed members of the Supervisory Board as referred to in Section 2:142 subsection 3 of the Dutch Civil Code and other information included pursuant to law and the proposed resolutions (including shareholders' information) will be deposited for inspection by the shareholders and other persons entitled to attend the meeting at the offices of Netherlands Management Company B.V. (Locatellikade 1, 1076 AZ Amsterdam, the Netherlands), at the offices of Crédit Agricole Investor Services Corporate Trust S.N.C. (14, Rouget de Lisle, 92862 Issy-les-Moulineaux, Cedex 09), at the offices of the Company in New York (Corporate Information Office, 780 Third Avenue, 9th Floor, New York, New York 10017, United States of America) and at the offices of Banca Intesa S.p.A. (Centro Amministrativo Elettronico, Via Langhirano 1, CAP 43100 Parma, Italy) as of March 28, 2006 up to and including the date of the meeting. The documents are also available on the Company's internet site [www.st.com](http://www.st.com) and in print at the Company's registered offices.