



2026 Annual General Meeting of Shareholders (the "AGM") STMicroelectronics N.V. (the "Company")

EXPLANATORY NOTES

The Supervisory Board proposes:

Agenda item 1 - Discussion item

Shareholders are invited to discuss the report of the Managing Board on the 2025 financial year. This agenda item is a non-voting item. In respect of this item, reference is made to the Report of the Managing Board included in chapter 3 of the 2025 annual accounts. The 2025 annual accounts are published on the Company's website.

Agenda item 2 - Discussion item

Shareholders are invited to discuss the corporate governance structure and compliance with the updated Dutch Corporate Governance Code. This agenda item is a non-voting item. In respect of this item, reference is made to the Corporate Governance outline included in chapter 5 of the 2025 annual accounts. The 2025 annual accounts are published on the Company's website.

Agenda item 3 - Discussion item

Shareholders are invited to discuss the report of the Supervisory Board on the 2025 financial year. This agenda item is a non-voting item. In respect of this item, reference is made to the Report of the Supervisory Board included in the 2025 annual accounts in chapter 4. The 2025 annual accounts are published on the Company's website.

Agenda item 4 - Voting item

In accordance with section 2:135b (2) of the Dutch Civil Code, the remuneration report for the Managing Board and the Supervisory Board will be discussed and be put to an advisory vote by the shareholders. In respect of this item, reference is made to the Report of the Supervisory Board as well as other information on remuneration included in the 2025 annual accounts in paragraph 4.9.1 (with respect to the Supervisory Board) and paragraph 4.9.3 (with respect to the Managing Board). The 2025 annual accounts are published on the Company's website.

Agenda item 5 - Voting item

To adopt the annual accounts for the 2025 financial year, as drawn up by the Managing Board, examined and audited by the Company's independent external auditors, Ernst and Young Accountants LLP, and approved by the Supervisory Board. The annual accounts, which include

the reports of the Managing Board and the Supervisory Board, have been prepared in English consistent with prior practice, and in accordance with IFRS Accounting Standards as adopted by the European Union, as IFRS constitute the Company's statutory reporting standards.

Agenda item 6 - Voting item

To distribute, in line with the Company's Dividend Policy, a quarterly dividend in cash of:

- US\$ 0.09 per common share in the second quarter of 2026,
- US\$ 0.09 per common share in the third quarter of 2026,
- US\$ 0.09 per common share in the fourth quarter of 2026, and
- US\$ 0.09 per common share in the first quarter of 2027. ⁽¹⁾

Shareholders' information:

Information on the ex-dividend dates, the record dates and the payment dates regarding the quarterly dividend distributions referred to above, if adopted by the General Meeting of Shareholders, is included in Annex A to these explanatory notes.

Agenda item 7 - Voting item

To discharge the members of the Managing Board for their management during the 2025 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the members of the Managing Board is separately adopted as agenda item.

Agenda item 8 - Voting item

To discharge the members of the Supervisory Board for their supervision during the 2025 financial year.

Shareholders' information:

In accordance with Dutch law, discharge of the members of the Supervisory Board is separately adopted as agenda item.

Agenda item 9 - Voting item

To approve that the Supervisory Board grants to Mr. Jean-Marc Chery up to a maximum number of 100,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in

⁽¹⁾ For practical purposes the agenda and the explanatory notes refer to dividend to reflect either dividend distributions or distributions out of the freely distributable reserves of the company.

2026 as the President and CEO, whereby the vesting of such Unvested Stock Awards will be tied to company performance, according to predetermined and quantifiable criteria to be fixed by the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders and other stakeholders. In accordance with the remuneration policy for the Managing Board, the performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

Shareholders' information:

The granting of Unvested Stock Awards is intended to provide an incentive to the President and CEO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 100,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable criteria as determined by the Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are described in the remuneration policy for the Managing Board and are based on Revenue Growth, Operating Margin Ratio and Composite Corporate Social Responsibility Index. The performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

In respect of this item reference is made to the Report of the Supervisory Board and more specifically to the Remuneration report, included in the 2025 annual accounts in paragraph 4.9.3, where past performance under this plan can be viewed. The 2025 annual accounts are published on the Company's website.

Agenda item 10 – Voting item

To approve that the Supervisory Board grants to Mr. Lorenzo Grandi up to a maximum number of 90,000 common shares, in the form of Unvested Stock Awards, for services to be rendered in 2026 as the President and CFO, whereby the vesting of such Unvested Stock Awards will be tied to company performance, according to predetermined and quantifiable criteria to be fixed by the Supervisory Board upon the recommendation of its Compensation Committee, with the objective of creating long-term value for our shareholders and other stakeholders. In accordance with the remuneration policy for the Managing Board, the performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

Shareholders' information:

The granting of Unvested Stock Awards is intended to provide an incentive to the CFO to increase his efforts for the success of us by offering him an opportunity to obtain or increase his proprietary interest in us through the vesting of the up to 90,000 Unvested Stock Awards to be granted to him, provided the applicable predetermined and quantifiable criteria as determined by the Supervisory Board upon the recommendation of its Compensation Committee are met. Such criteria are described in the remuneration policy for the Managing Board and are based on Revenue Growth,

Operating Margin Ratio and Composite Corporate Social Responsibility Index. The performance conditions will be assessed over a 3-year period, and granted Unvested Stock Awards will conditionally vest after 3 years, subject to the assessment of the performance conditions.

In respect of this item reference is made to the Report of the Supervisory Board and more specifically to the Remuneration report, included in the 2025 annual accounts in paragraph 4.9.3, where past performance under this plan can be viewed. The 2025 annual accounts are published on the Company's website.

Agenda item 11 – Voting item

To reappoint Frédéric Sanchez as a member of the Supervisory Board for a 3-year term effective as of the 2026 AGM to expire at the end of the 2029 AGM.

Shareholders' information:

Frédéric Sanchez (65 years old | French nationality)

Frédéric Sanchez has been a member of our Supervisory Board since June 2017. He chairs our Supervisory Board's Compensation Committee and serves also on our Supervisory Board's Audit Committee, Strategic Committee and Nominating & Corporate Governance Committee. Mr. Sanchez is the chairman of Fives' executive board, an industrial engineering group with heritage of over 200 years of engineering excellence and expertise. Fives designs and supplies machines, process equipment and production lines for the world's largest industrial groups in various sectors such as aluminium, steel, glass, automotive, logistics, aerospace, cement and energy, in both developing and developed countries. Mr. Sanchez started his career in 1985 with Renault in Mexico, then in the U.S. In 1987 he became a mission manager at Ernst & Young. In 1990 he joined Fives-Lille group, in which he held various positions before being appointed chief financial officer in 1994 and becoming chief operating officer in 1997. In 2002, the "Compagnie de Fives-Lille" (renamed Fives in 2007) was created, with a management and supervisory board chaired by Mr. Sanchez. In 2018, Fives became a French simplified joint stock company (société par actions simplifiée) and Mr. Sanchez its chairman and chief executive officer. Within MEDEF (French Business Confederation), Mr. Sanchez is president of MEDEF International, and president of the Council of Entrepreneurs France-Japan, France-United Arab Emirates and France-Bahrain. Mr. Sanchez is an administrator of Orange, Thea and Bureau Veritas and he is honorary co-president of the Alliance Industrie du Futur. Frédéric Sanchez graduated from HEC Business School (1983) and Sciences-Po Paris (1985) and he also holds a master's degree in Economics from Université Paris-Dauphine (1984).

The re-appointment of Frédéric Sanchez as member of the Supervisory Board is being proposed on the basis of his specific expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform the activities as member of the Supervisory Board.

Agenda item 12 – Voting item

To authorize the Managing Board to acquire for a consideration on a stock exchange or otherwise up to such a number of fully paid-up common shares and/or preference shares in the Company's share capital as is permitted by law and the Articles of Association as per the moment of such acquisition for a price:

- (i) per common share which at such moment is within a range between the par value of a common share and 110% of the average of the highest share price per common share on each of the five trading days prior to the purchase date on respectively Euronext Paris, the New York Stock Exchange or Borsa Italiana, whichever average at such moment is the highest; and
- (ii) per preference share which is equal to the par value of a preference share increased with an amount equal to the accrued but unpaid dividend on such preference share per the relevant repurchase date calculated in accordance with article 37 paragraph 2 sub e of the Company's Articles of Association;

all subject to the approval of the Supervisory Board, until the conclusion of the 2027 AGM.

Shareholders' information:

During the 2025 AGM, the Managing Board, subject to the approval of the Supervisory Board, was authorized to repurchase shares for a period until the 2026 AGM. We propose to renew this authorization through the conclusion of the 2027 AGM. This authorization is requested to offer the Managing Board with the approval of the Supervisory Board the possibility to repurchase, when it is in the best interest of the Company's shareholders and other stakeholders for creating long term value, a number of fully paid-up ordinary and/or preference shares, within the limit of the Articles of Association (which is set at 10% of the Company' issued share capital).

Agenda item 13 – Voting item

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 2027 AGM.

Shareholders' information:

To delegate to the Supervisory Board the authority to resolve: (i) upon the issuance of common shares in the Company's share capital or to grant rights to subscribe for common shares in the Company's share capital, up to a maximum of 10% of the Company's issued common share capital as per 31 December 2025, but not exceeding the limits of the authorized share capital; (ii) upon the terms and conditions of an issuance of common shares; and (iii) upon limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of such common shares or rights to subscribe for such shares, until the conclusion of the 2027 AGM.

Annex A

As for rule amendments from the Securities and Exchange Commission (SEC) and conforming FINRA rule changes, on US market the standard for settlement is the next business day after a trade or t+1. European settlement rule remains at t+2 for the time being.

The table below summarizes the full schedule for the quarterly dividends:

Quarter	In Europe			in NYSE		Transfer between New York and Dutch registered shares restricted:	
	Ex-dividend Date	Record Date	Payment Date	Ex-dividend and Record Date	Payment Date: on or after	From End of Business in NY on:	Until Open of Business in NY on:
Q2 2026	22-Jun-26	23-Jun-26	24-Jun-26	23-Jun-26	30-Jun-26	18-Jun-26	24-Jun-26
Q3 2026	21-Sep-26	22-Sep-26	23-Sep-26	22-Sep-26	29-Sep-26	18-Sep-26	23-Sep-26
Q4 2026	14-Dec-26	15-Dec-26	16-Dec-26	15-Dec-26	22-Dec-26	11-Dec-26	16-Dec-26
Q1 2027	15-Mar-27	16-Mar-27	17-Mar-27	16-Mar-27	23-Mar-27	12-Mar-27	17-Mar-27