

ANNEX D

Nominating and Corporate Governance Committee Charter

STMICROELECTRONICS N.V.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER

1. PURPOSE

The Nominating and Corporate Governance Committee's primary purpose is to advise the Supervisory Board in relation to its responsibilities and to prepare the decisions to be made by the Supervisory Board relating to selection criteria and appointment procedures for the Supervisory Board and Managing Board members.

2. COMPOSITION

1. **Members.** The Nominating and Corporate Governance Committee shall consist of as many members as the Supervisory Board shall determine from time to time. The Nominating and Corporate Governance Committee is composed of the Chairman, Vice-Chairman and such other members as shall be appointed and dismissed annually by the Supervisory Board.
2. **Qualifications.** Each member of the Committee shall be a member of the Supervisory Board. Each of the members of the Nominating and Corporate Governance Committee must be independent according to the Independence Criteria defined by the Supervisory Board.
3. **Chair.** The Chair of the Nominating and Corporate Governance Committee shall be appointed by the Supervisory Board and should not be the Chair of the Supervisory Board. The Chair shall be primarily responsible for the proper functioning of the Committee. He/she shall act as the spokesman of the Nominating and Corporate Governance Committee and shall be the main contact for the Supervisory Board.
4. **Removal and Replacement.** The members of the Nominating and Corporate Governance Committee may be removed or replaced, and any vacancies on the Committee will be filled by the Supervisory Board in accordance with the Supervisory Board Charter.
5. **Secretary.** The Chair of the Nominating and Corporate Governance Committee may appoint a Secretary to its organization to assist in the preparation of minutes of Committee meetings.

3. OPERATIONS

1. **Meetings.** The Chair of the Nominating and Corporate Governance Committee, in consultation with Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least once per year.
2. **Agenda.** The Chair of the Nominating and Corporate Governance Committee shall develop and set the Committee's agenda in consultation with the other members of the Committee, the Managing Board and/or senior management (human resources,

legal, etc.). The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be distributed to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Minutes. Minutes of the meeting shall be prepared by the Chair, as supported by the Secretary. These minutes shall generally be adopted at the next meeting of the Nominating and Corporate Governance Committee. If all members of the Committee agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the Chair. The Chair shall report to the Supervisory Board meeting following the Committee meeting.
4. Access to consultants and advisers. The Nominating and Corporate Governance Committee has the power to retain search firms having special competence to assist the Committee in evaluating director and executive appointments. The Nominating and Corporate Governance Committee may also retain counsel, accountants or other advisors as it deems appropriate. The Nominating and Corporate Governance Committee has the sole authority to retain and terminate search firms or advisors and to review and approve the search firm's or advisor's fees and other retention terms.
5. Report to Supervisory Board. The Nominating and Corporate Governance Committee shall report periodically, but no less than once annually, to the Supervisory Board and shall submit to the Supervisory Board the minutes of its meetings.
6. Self-Evaluation; Assessment of Charter. The Nominating and Corporate Governance Committee shall conduct an annual performance self-evaluation and shall report to the Supervisory Board the results of the self-evaluation. The Nominating and Corporate Governance Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Supervisory Board.

4. AUTHORITY AND DUTIES

1. The Nominating and Corporate Governance Committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare related resolutions of the Supervisory Board.
2. The responsibilities of the Nominating and Corporate Governance Committee shall include:
 - a) establishing selection criteria and appointment procedures for Supervisory Board members and Managing Board members;
 - b) assessing the size and composition of the Supervisory Board and the Managing Board and making a proposal for a composition profile of the Supervisory Board;
 - c) annually assessing the size and functioning of individual Supervisory Board members and reporting on this to the Supervisory Board;

- d) making proposals for appointments and reappointments of members of the Supervisory and Managing Boards;
- e) supervising the policy of the Managing Board on the selection criteria and appointment procedures for senior management, which is limited to issues of general policy and not decisions on individuals;
- f) reviewing a set of corporate governance principles, with periodic updates as necessary; and
- g) recommending all decisions relating to the organization and workings of the Supervisory Board establishing the selection criteria and appointment procedures for members of the Supervisory Board and the Managing Board.

The foregoing list of duties is not intended to be exhaustive, and the Nominating and Corporate Governance Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee has the power to delegate its authority and duties to subcommittees or to individual members of the Committee, as it deems appropriate in accordance with the delegations given by the Supervisory Board, applicable laws and regulations.