

**ANNEX E**

**Strategic Committee Charter**

STMICROELECTRONICS N.V.

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STRATEGIC COMMITTEE CHARTER

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## 1. **PURPOSE**

The Strategic Committee's primary purpose is to advise on and prepare Supervisory Board decisions with respect to (i) monitoring strategic developments in the semiconductor industry; (ii) reviewing long-term planning and budgeting; (iii) assessing and recommending corporate strategies and issues related to risk management; (iv) proposals for major merger and acquisition projects and evaluating their execution; and (v) proposals for the undertaking of major research and development projects and other projects.

## 2. **COMPOSITION**

1. **Members.** The Strategic Committee shall consist of as many members as the Supervisory Board shall determine from time to time, including the Chairman and Vice Chairman.
2. **Qualifications.** Each member of the Committee shall be a member of the Supervisory Board. Each of the members of the Compensation Committee must be independent according to the Independence Criteria defined by the Supervisory Board.
3. **Chair.** The Chair of the Strategic Committee shall be appointed by 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 Strategic Committee and shall be the main contact for the Supervisory Board.
4. **Removal and Replacement.** The members of the Strategic Committee may be removed or replaced, and any vacancies on the Committee will be filled in accordance with the Supervisory Board Charter.
5. **Secretary.** The Chair of the Strategic Committee may appoint a Secretary to its organization to assist in the preparation of minutes of Committee meetings.

## 3. **OPERATIONS**

1. **Meetings.** The Strategic Committee meets as often as required by our ongoing business or any significant new opportunities. The Chair of the Strategic Committee, in consultation with Committee members, shall determine the schedule and frequency of the Committee meetings.
2. **Agenda.** The Chair of the Strategic 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, as appropriate. 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 Strategic 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 at the Supervisory Board meeting following the Committee meeting.

4. Access to consultants and advisers. The Strategic Committee has the power to retain and terminate outside specialists to assist it in its mission if deemed necessary.
5. Report to Supervisory Board. The Strategic 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 Strategic Committee shall conduct an annual performance self-evaluation and shall report to the Supervisory Board the results of the self-evaluation. The Strategic Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Supervisory Board.

#### 4. **AUTHORITY AND DUTIES**

1. The Strategic 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 Strategic Committee shall include:
  - a) monitoring strategic developments in the semiconductor industry;
  - b) reviewing long-term planning and budgeting;
  - c) assessing and recommending corporate strategies and issues related to risk management;
  - d) proposals for major merger and acquisition projects and evaluating their execution; and
  - e) proposals for the undertaking of major research and development projects and other projects.

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