

As filed with the Securities and Exchange Commission on March 3, 2015

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 20-F

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report \_\_\_\_\_  
Commission file number: 1-13546

# STMicronics N.V.

(Exact name of registrant as specified in its charter)

**Not Applicable**  
(Translation of registrant's  
name into English)

**The Netherlands**  
(Jurisdiction of incorporation  
or organization)

WTC Schiphol Airport  
Schiphol Boulevard 265  
1118 BH Schiphol  
The Netherlands  
(Address of principal executive offices)

Carlo Bozotti  
39, chemin du Champ des Filles  
1228 Plan-Les-Ouates  
Geneva  
Switzerland  
Tel: +41 22 929 29 29  
Fax: +41 22 929 29 88

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class:</u>	<u>Name of Each Exchange on Which Registered:</u>
Common shares, nominal value €1.04 per share	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**873,939,583 common shares at December 31, 2014**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company  (Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

TABLE OF CONTENTS

	<u>Page</u>
<a href="#">PART I</a>	4
<a href="#">Item 1. Identity of Directors, Senior Management and Advisers</a>	4
<a href="#">Item 2. Offer Statistics and Expected Timetable</a>	4
<a href="#">Item 3. Key Information</a>	4
<a href="#">Item 4. Information on the Company</a>	15
<a href="#">Item 5. Operating and Financial Review and Prospects</a>	31
<a href="#">Item 6. Directors, Senior Management and Employees</a>	61
<a href="#">Item 7. Major Shareholders and Related Party Transactions</a>	83
<a href="#">Item 8. Financial Information</a>	88
<a href="#">Item 9. Listing</a>	91
<a href="#">Item 10. Additional Information</a>	92
<a href="#">Item 11. Quantitative and Qualitative Disclosures About Market Risk</a>	109
<a href="#">Item 12. Description of Securities Other than Equity Securities</a>	111
<a href="#">PART II</a>	113
<a href="#">Item 13. Defaults, Dividend Arrearages and Delinquencies</a>	113
<a href="#">Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds</a>	113
<a href="#">Item 15. Controls and Procedures</a>	113
<a href="#">Item 16A. Audit Committee Financial Expert</a>	114
<a href="#">Item 16B. Code of Ethics</a>	114
<a href="#">Item 16C. Principal Accountant Fees and Services</a>	114
<a href="#">Item 16D. Exemptions from the Listing Standards for Audit Committees</a>	115
<a href="#">Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</a>	116
<a href="#">Item 16F. Change in Registrant’s Certifying Accountant</a>	116
<a href="#">Item 16G. Corporate Governance</a>	116
<a href="#">PART III</a>	118
<a href="#">Item 17. Financial Statements</a>	118
<a href="#">Item 18. Financial Statements</a>	118
<a href="#">Item 19. Exhibits</a>	118

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report on Form 20-F (the “Form 20-F”), references to “we”, “us” and “Company” are to STMicroelectronics N.V. together with its consolidated subsidiaries, references to “EU” are to the European Union, references to “€” and the “Euro” are to the Euro currency of the EU, references to the “United States” and the “U.S.” are to the United States of America and references to “\$” and to “U.S. dollars” are to United States dollars. References to “mm” are to millimeters and references to “nm” are to nanometers.

We have compiled market size and our market share data in this Form 20-F using statistics and other information obtained from several third-party sources. Except as otherwise disclosed herein, all references to trade association data are references to World Semiconductor Trade Statistics (“WSTS”). Certain terms used in this Form 20-F are defined in “Certain Terms”.

We report our financial statements in U.S. dollars and prepare our Consolidated Financial Statements in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). We also report certain non-U.S. GAAP financial measures (free cash flow and net financial position), which are derived from amounts presented in the financial statements prepared under U.S. GAAP. Furthermore, we are required by Dutch law to report our Statutory and Consolidated Financial Statements, in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and adopted by the European Union. The IFRS financial statements are reported separately and can differ materially from the statements reported in U.S. GAAP.

Various amounts and percentages used in this Form 20-F have been rounded and, accordingly, they may not total 100%.

We and our affiliates own or otherwise have rights to the trademarks and trade names, including those mentioned in this Form 20-F, used in conjunction with the marketing and sale of our products.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this Form 20-F that are not historical facts, particularly in “Item 3. Key Information — Risk Factors”, “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects” and “— Business Outlook” are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) that are based on management’s current views and assumptions, and are conditioned upon and also involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those anticipated by such statements due to, among other factors:

- uncertain macro-economic and industry trends;
- customer demand and acceptance for the products which we design, manufacture and sell;
- unanticipated events or circumstances, which may either impact our ability to execute the planned reductions in our net operating expenses and/or meet the objectives of our R&D programs, which benefit from public funding;
- the loading and the manufacturing performance of our production facilities;
- the functionalities and performance of our IT systems, which support our critical operational activities including manufacturing, finance and sales;
- variations in the foreign exchange markets and, more particularly, the U.S. dollar exchange rate as compared to the Euro and the other major currencies we use for our operations;
- the impact of intellectual property (“IP”) claims by our competitors or other third parties, and our ability to obtain required licenses on reasonable terms and conditions;
- restructuring charges and associated cost savings that differ in amount or timing from our estimates;
- changes in our overall tax position as a result of changes in tax laws, the outcome of tax audits or changes in international tax treaties which may impact our results of operations as well as our ability to accurately estimate tax credits, benefits, deductions and provisions and to realize deferred tax assets;

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## [Table of Contents](#)

- the outcome of ongoing litigation as well as the impact of any new litigation to which we may become a defendant;
- natural events such as severe weather, earthquakes, tsunamis, volcano eruptions or other acts of nature, health risks and epidemics in locations where we, our customers or our suppliers operate;
- changes in economic, social, political, or infrastructure conditions in the locations where we, our customers, or our suppliers operate, including as a result of macro-economic or regional events, military conflict, social unrest, or terrorist activities; and
- availability and costs of materials, utilities, third-party manufacturing services, or other supplies required by our operations.

Such forward-looking statements are subject to various risks and uncertainties, which may cause actual results and performance of our business to differ materially and adversely from the forward-looking statements. Certain forward-looking statements can be identified by the use of forward-looking terminology, such as “believes”, “expects”, “may”, “are expected to”, “should”, “would be”, “seeks” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans or intentions. Some of these risk factors are set forth and are discussed in more detail in “Item 3. Key Information — Risk Factors”. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Form 20-F as anticipated, believed or expected. We do not intend, and do not assume any obligation, to update any industry information or forward-looking statements set forth in this Form 20-F to reflect subsequent events or circumstances.

Unfavorable changes in the above or other factors listed under “Item 3. Key Information — Risk Factors” from time to time in our Securities and Exchange Commission (“SEC”) filings, could have a material adverse effect on our business and/or financial condition.

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information**

**Selected Financial Data**

The table below sets forth our selected consolidated financial data for each of the years in the five-year period ended December 31, 2014. Such data have been derived from our audited Consolidated Financial Statements. Audited Consolidated Financial Statements for each of the years in the three-year period ended December 31, 2014, including the Notes thereto (collectively, the “Consolidated Financial Statements”), are included elsewhere in this Form 20-F, while data for prior periods have been derived from our audited Consolidated Financial Statements used in such periods.

The following information should be read in conjunction with “Item 5. Operating and Financial Review and Prospects” and the audited Consolidated Financial Statements and the related Notes thereto included in “Item 18. Financial Statements” in this Form 20-F.

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(In millions except per share and ratio data)				
<b>Consolidated Statements of Income Data:</b>					
Net sales	\$ 7,335	\$ 8,050	\$ 8,380	\$ 9,630	\$10,262
Other revenues	69	32	113	105	84
Net revenues	7,404	8,082	8,493	9,735	10,346
Cost of sales	4,906	(5,468)	(5,710)	(6,161)	(6,331)
Gross profit	2,498	2,614	2,783	3,574	4,015
Operating expenses:					
Selling, general and administrative	(927)	(1,066)	(1,166)	(1,210)	(1,175)
Research and development	(1,520)	(1,816)	(2,413)	(2,352)	(2,350)
Other income and expenses, net	207	95	91	109	90
Impairment, restructuring charges and other related closure costs	(90)	(292)	(1,376)	(75)	(104)
Total operating expenses	(2,330)	(3,079)	(4,864)	(3,528)	(3,539)
Operating income (loss)	168	(465)	(2,081)	46	476
Other-than-temporary impairment charge and realized gains (losses) on financial assets	—	—	—	318	—
Interest income (expense), net	(18)	(5)	(35)	(25)	(3)
Income (loss) on equity-method investments and gain on investment divestiture	(43)	(122)	(24)	(28)	242
Gain (loss) on financial instruments, net	(1)	—	3	25	(24)
Income (loss) before income taxes and noncontrolling interest	106	(592)	(2,137)	336	691
Income tax benefit (expense)	23	(37)	(51)	(181)	(149)
Net income (loss)	129	(629)	(2,188)	155	542
Net loss (income) attributable to noncontrolling interest	(1)	129	1,030	495	288
Net income (loss) attributable to parent company	128	(500)	(1,158)	650	830
Earnings per share (basic) attributable to parent company stockholders	0.14	(0.56)	(1.31)	0.74	0.94
Earnings per share (diluted) attributable to parent company stockholders	0.14	(0.56)	(1.31)	0.72	0.92
Number of shares used in calculating earnings per share (basic)	886.5	889.5	886.7	883.6	880.4
Number of shares used in calculating earnings per share (diluted)	889.8	889.5	886.7	904.5	911.1

[Table of Contents](#)

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(In millions except per share and ratio data)				
<b>Consolidated Balance Sheets Data (end of period):</b>					
Cash and cash equivalents	2,017	1,836	2,250	1,912	1,892
Short-term deposits	—	1	1	—	67
Marketable securities	334	57	238	413	1,052
Restricted cash	—	—	4	8	7
Non-current marketable securities	—	—	—	—	72
Total assets	9,008	9,173	10,434	12,094	13,349
Short-term debt	202	225	630	733	720
Long-term debt (excluding current portion)	1,603	928	671	826	1,050
Total parent company stockholders' equity	4,994	5,643	6,225	7,603	7,587
Common stock and capital surplus	3,898	3,737	3,711	3,700	3,671
<b>Other Data:</b>					
Dividend per share	0.40	0.40	0.40	0.40	0.28
Capital expenditures, net of proceeds from sales	(496)	531	476	1,258	1,034
Net cash from operating activities	715	366	612	880	1,794
Depreciation and amortization	\$ 811	\$ 910	\$ 1,107	\$ 1,279	\$ 1,240
Debt-to-equity ratio <sup>(1)</sup>	0.36	0.20	0.21	0.21	0.23

(1) Debt-to-equity ratio is the ratio between our total financial debt (bank overdrafts, short-term debt and long-term debt) and our total parent company stockholder's equity.

**Risks Related to the Semiconductor Industry which Impact Us**

*The semiconductor industry is cyclical and downturns in the semiconductor industry can negatively affect our results of operations and financial condition.*

The semiconductor industry is cyclical and has been subject to significant downturns at various times, impacted by global economic conditions. Downturns are typically characterized by reduction in overall demand, accelerated erosion of selling prices, reduced revenues and high inventory levels, which could result in a significant deterioration of our results of operations. Furthermore, downturns may be the result of industry-specific factors, such as built-in excess capacity, product obsolescence, price erosion and changes in end-customer demand. Such macroeconomic trends relate to the semiconductor industry as a whole and not necessarily to the individual semiconductor markets to which we sell our products. The negative effects on our business from industry downturns may also be increased to the extent that such downturns are concurrent with the timing of new increases in production capacity or the introduction of new advanced technologies in our industry. We have experienced revenue volatility and market downturns in the past and expect to experience them in the future, which could have a material adverse impact on our results of operations and financial condition.

In the event of a global or regional economic slowdown impacting business and consumer confidence, the demand for semiconductor products can decline significantly. As a result, our business, financial conditions and results of operations have been affected in the past and could also be affected in the future. To the extent that the economic environment in which we conduct our operations worsens, our business, financial condition and results of operations could be significantly and adversely affected.

In particular, economic downturns affecting the semiconductor industry may result in a variety of risks that could significantly affect our business, including, but not limited to, declines in revenues, reductions in selling prices, underutilization of manufacturing capacity, deterioration of our gross margins, profitability and net cash flow, closure of our wafer fabrication plants ("fabs") and associated restructuring plans and impairment of goodwill or other assets associated with our product segments.

***We may not be able to match our production capacity to demand.***

As a result of the cyclical and volatility of the semiconductor industry, it is difficult to predict future developments in the markets we serve, making it difficult to estimate requirements for production capacity. If markets, major customers or certain product designs or technologies do not perform as we have anticipated, we risk underutilization of our facilities or the manufacturing of excess inventories, in the event of overestimated demand or having insufficient capacity to meet customer demand in the event of underestimated demand.

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## [Table of Contents](#)

The net increase of manufacturing capacity, defined as the difference between capacity additions and capacity reductions, may exceed demand requirements, leading to overcapacity and price erosion. If the semiconductor market or major customers do not grow as we anticipated when making investments in production capacity, we risk overcapacity and related unused capacity charges. In addition, if demand for our products is lower than expected, this may result in write-offs of inventories and losses on products, and could require us to undertake restructuring measures that may involve significant charges to our earnings. Furthermore, during certain periods, we have also experienced increased demand in certain market segments and product technologies, which has led to a shortage of capacity and an increase in the lead times of our delivery to customers. See “Item 5. Operating and Financial Review and Prospects — Results of Operations — Impairment, restructuring charges and other related closure costs”.

***Competition in the semiconductor industry is intense, and we may not be able to compete successfully if our product design technologies, process technologies and products do not meet market requirements or if we are unable to obtain the necessary IP. Furthermore, the competitive environment of the semiconductor industry may result in consolidation and vertical integration at the customer level, which may lead to erosion of our market share, impact our capacity to compete and require us to restructure.***

We compete in different product lines to various degrees on certain characteristics, for example, price, technical performance, product features, product design, product availability, process technology, manufacturing capabilities and sales and technical support. Given the intense competition in the semiconductor industry, if our products are not selected based on any of these characteristics, our business, financial condition and results of operations could be materially adversely affected.

The intensely competitive environment of the semiconductor industry and the high costs associated with developing marketable products and manufacturing technologies as well as investing in production capabilities may lead to further changes, including consolidation and vertical integration, in the industry. Consolidation can allow a company to further benefit from economies of scale, provide improved or more diverse product portfolios and increase the size of its serviceable market.

***The semiconductor industry may also be impacted by changes in the political, social or economic environment, including as a result of military conflict, civil unrest and/or terrorist activities, as well as natural events such as severe weather, health risks or epidemics in the countries in which we, our key customers and our suppliers, operate.***

We may face greater risks due to the international nature of our business, including in the countries where we, our customers or our suppliers operate, such as:

- negative economic developments in global economies and instability of foreign governments, including the threat of war, military conflict, civil unrest or terrorist attacks;
- natural events such as severe weather, earthquakes or tsunamis;
- epidemics such as disease outbreaks, pandemics and other health related issues;
- changes in laws and policies affecting trade and investment, including through the imposition of new constraints on investment and trade; and
- varying practices of the regulatory, tax, judicial and administrative bodies.

## **Risks Related to Our Operations**

***Market dynamics have driven, and continue to drive us, to a strategic repositioning.***

In recent years, we have undertaken several new initiatives to reposition our business, both through divestitures and new investments. Our strategies to improve our results of operations and financial condition led us, and may in the future lead us, to acquire businesses that we believe to be complementary to our own, or to divest ourselves of activities that we believe do not serve our longer term business plans. Our potential acquisition strategies depend in part on our ability to identify suitable acquisition targets, finance their acquisition and obtain required regulatory and other approvals. Our potential divestiture strategies depend in part on our ability to compete and to identify the activities in which we should no longer engage, and then determine and execute appropriate methods to divest of them.

We are constantly monitoring our product portfolio and cannot exclude that additional steps in this repositioning process may be required; further, we cannot assure that any strategic repositioning of our business,

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## [Table of Contents](#)

including executed and possible future acquisitions, dispositions or joint ventures, will be successful and will not result in further impairment and associated charges.

Acquisitions and divestitures involve a number of risks that could adversely affect our operating results, including, but not limited to, the risk that we may be unable to successfully integrate businesses or teams we acquire with our culture and strategies on a timely basis or at all, the risk of the diversion of management's attention, the risk that we may be required to record charges related to the goodwill or other long-term assets associated with the acquired businesses and in the case of joint ventures, the risk of being unable to effectively control the joint venture when management acts independently. We cannot be certain that we will be able to achieve the full scope of the benefits we expect from a particular acquisition, divestiture or investment. Our business, financial condition and results of operations may suffer if we fail to coordinate our resources effectively to manage both our existing businesses and any acquired businesses. In addition, the financing of future acquisitions or divestitures may negatively impact our financial position and could require us to raise additional funding.

Other risks associated with acquisitions or joint ventures include: assumption of potential liabilities, disclosed or undisclosed, associated with the business acquired, which liabilities may exceed the amount of indemnification available from the seller; potential inaccuracies in the financials of the business acquired; and our ability to retain customers of an acquired entity or business. Identified risks associated with divestitures include: loss of activities and technologies that may have complemented our remaining businesses or operations; and loss of important services provided by key employees that are assigned to divested activities.

These and other factors may cause a materially adverse effect on our results of operations and financial condition.

***Our strategic plan may be unsuccessful if we cannot respond to significant changes in the semiconductor market.***

There can be no assurance that we will successfully implement our strategic plan and achieve our financial targets, which is dependent upon solid revenue growth, improving gross margins and reducing our operating costs. Our success is contingent upon our ability to respond to the following significant changes currently characterizing the semiconductor market: the long-term structural growth of the overall market for semiconductor products, which is strongly correlated with the global macroeconomic environment and now averages single digit annual growth; the acceleration of new product innovation and the strong development of new applications in areas such as smart consumer devices, trust and data security, healthcare and wellness, and energy and power management savings; the growing importance of the Asia Pacific region, particularly China and other emerging countries, which represent the fastest growing regional markets; the evolving customer demand to seek new system level, turnkey solutions from semiconductor suppliers; the evolution of the customer base, which also includes polarization and vertical integration at leading manufacturers; the expansion of available manufacturing capacity through third party providers; and the evolution of advanced process development R&D partnerships.

***In difficult market conditions, our high fixed costs adversely impact our results.***

Semiconductor manufacturing is characterized by high fixed costs. In difficult market conditions, we are driven to reduce prices in response to competitive pressures and we are also faced with a decline in the utilization rates of our manufacturing facilities due to decreases in product demand. We are not always able to cut our total costs in line with resulting revenue declines. As a result, our fixed costs associated with our manufacturing facilities may not be fully absorbed, leading to unused capacity charges, higher average unit costs and lower gross margins, adversely impacting our results.

***Our financial results can be affected by fluctuations in exchange rates, principally in the value of the U.S. dollar.***

A significant variation of the value of the U.S. dollar against the principal currencies that have a material impact on us (primarily the Euro, but also certain other currencies of countries where we have operations, such as the Singapore dollar) could result in a favorable impact on our net income in the case of an appreciation of the U.S. dollar, or a negative impact on our net income if the U.S. dollar depreciates relative to these currencies, in particular with respect to the Euro. Currency exchange rate fluctuations affect our results of operations because our reporting currency is the U.S. dollar, in which we receive the major portion of our revenues, while, more importantly, we incur a significant portion of our costs in currencies other than the U.S. dollar.

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## [Table of Contents](#)

In order to reduce the exposure of our financial results to the fluctuations in exchange rates, our principal strategy has been to balance as much as possible the proportion of sales to our customers denominated in U.S. dollars with the amount of purchases from our suppliers denominated in U.S. dollars and to reduce the weight of the other costs, including depreciation, denominated in Euros and in other currencies. In order to further reduce our exposure to U.S. dollar exchange rate fluctuations, we have hedged certain line items on our consolidated statements of income (“Consolidated Statements of Income”), in particular with respect to a portion of the cost of goods sold, most of the R&D expenses and certain SG&A expenses located in the Euro zone. We also hedge certain manufacturing costs denominated in Singapore dollars. No assurance can be given that our hedging transactions will prevent us from incurring higher Euro-denominated manufacturing costs when translated into our U.S. dollar-based accounts. See “Item 5. Operating and Financial Review and Prospects — Impact of Changes in Exchange Rates” and “Item 11. Quantitative and Qualitative Disclosures About Market Risk”.

***Our results of operations and financial condition could be adversely affected by economic conditions in Europe.***

The financial markets and global economic conditions have been negatively impacted by the European economic crisis that began in 2010, resulting in a general slowdown of economic growth and higher debt levels. We cannot exclude a potential further deterioration of economic conditions, which could have a material adverse effect on our results given our significant operations and assets in Europe, in particular, our manufacturing activities in France, Italy and Malta.

***Because we own manufacturing facilities, our capital needs are high compared to those competitors who do not produce their own products.***

As a result of our choice to maintain control of a certain portion of our manufacturing technologies, significant amounts of capital to maintain or upgrade our facilities could be required in the future. We monitor our capital expenditures taking into consideration factors such as trends in the semiconductor market and capacity utilization. These expenditures may increase in the future if we decide to upgrade or expand the capacity of our manufacturing facilities. There is no assurance that future market demand and products required by our customers will meet our expectations. Failure to invest appropriately or in a timely manner could have a material adverse effect on our business, and results of operations.

***We may also need additional funding in the coming years to finance our investments, to purchase other companies or technologies developed by third parties or to refinance our maturing indebtedness.***

We may need to invest in other companies, in IP and/or in technology developed either by us or by third parties to maintain or improve our position in the market or to complement or expand our existing business. The foregoing may require us to secure additional financing, including through the issuance of debt, equity or both. The timing and the size of any new share or bond offering would depend upon market conditions as well as a variety of factors. In addition, the capital markets may from time to time offer terms of financing that are particularly favorable. We cannot exclude that we may access the capital markets opportunistically to take advantage of market conditions. Any such transaction or any announcement concerning such a transaction could materially impact the market price of our common shares. If we are unable to access capital on acceptable terms, this may adversely affect our business and results of operations.

***Our R&D efforts are expensive and dependent on technology alliances, and our business and prospects could be materially adversely affected by the failure or termination of such alliances.***

We are dependent on alliances to develop or access new technologies, particularly in light of the high levels of investment required for R&D activities, and there can be no assurance that these alliances will be successful.

Our R&D alliances provide us with a number of important benefits, including the sharing of costs, reductions in our own capital requirements, acquisitions of technical know-how and access to additional production capacities. However, there can be no assurance that our alliances will be successful and allow us to develop and access new technologies in due time, in a cost-effective manner and/or to meet customer demands. If these alliances terminate before our intended goals are accomplished we may incur additional unforeseen costs, and our business and prospects could be adversely affected. In addition, if we are unable to develop or otherwise access new technologies independently, we may fail to keep pace with the rapid technology advances in the semiconductor industry, our participation in the overall semiconductor industry may decrease and we may also lose market share in the markets addressed by our products.

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## [Table of Contents](#)

***If we fail to meet the conditions and approval requirements applicable to public funding we have received in the past, we may face demands for repayment, which may increase our costs and impact our results of operations.***

To support our proprietary R&D for derivative technology investments and investments in cooperative R&D ventures, we have, in the past, benefited, and will continue to benefit in the future, from state funding, such as from France and Italy. To receive this funding, we enter into agreements which set forth the parameters for state support to us under selected programs. These funding agreements require compliance with extensive regulatory requirements and set forth certain conditions relating to the nature and amount of the investments, as well as employment locally. If we fail to meet the regulatory requirements or applicable conditions, we may, under certain circumstances, be required to refund previously received amounts, which could have a material adverse effect on our results of operations. See “Item 4. Information on the Company — Public Funding”. If there are changes in the state funding regimes, this could affect our continued ability to invest in R&D at current levels and we could experience a material adverse effect on our business and financial results.

***Our operating results may vary significantly from quarter to quarter and annually and may differ significantly from our expectations or guidance.***

Our operating results are affected by a wide variety of factors that could materially and adversely affect revenues and profitability or lead to significant variability of our operating results from one period to the next. These factors include, among others, capital requirements, inventory management, availability of funding, competition, new product developments, technological changes, manufacturing problems and effective tax rates. In addition, in periods of industry overcapacity or when our key customers encounter difficulties in their end markets, orders are more exposed to cancellations, reductions, price renegotiation or postponements, which in turn reduce our management’s ability to forecast the next quarter or full year production levels, revenues and margins. For these reasons and others that we may not yet have identified, our revenues and operating results may differ materially from our expectations or guidance as visibility is reduced. See “Item 4. Information on the Company — Backlog”.

***Our business is dependent in large part on continued growth in the industries and segments into which our products are sold and on our ability to retain existing customers and attract new ones. A market decline in any of these industries or our inability to retain and attract customers could have a material adverse effect on our results of operations.***

Growth of demand in the industries and segments into which our products are sold has fluctuated significantly in the past, and may in the future. Changes in these markets, coupled with a lower penetration of certain of our customers, could result in slower growth and a decline in demand for our products. In addition, if projected industry growth rates do not materialize as forecasted, our spending on process and product development ahead of market acceptance could have a material adverse effect on our business, financial condition and results of operations.

Our business is dependent upon our ability to retain existing customers. Our existing customers’ product strategy may change from time to time and we have no certainty that our business, financial position and results of operations will not be affected. Our business is also dependent upon our ability to attract new customers serving fast-growing markets. There can be no assurance that we will be successful in attracting and retaining new customers or be able to identify early on any new market prospects. Our failure to do so could materially adversely affect our business, financial position and results of operations.

***Disruptions in our relationships with any one of our key customers or distributors, and/or material changes in their strategy or financial condition, could adversely affect our results of operations.***

A substantial portion of our sales is derived from a limited number of customers and distributors. We cannot guarantee that our customers or distributors will continue to book the same level of sales with us that they have in the past, or will not purchase competing products over our products or will continue to succeed in the markets they serve. Many of our key customers and distributors operate in cyclical businesses that are also highly competitive, and their own demands and market positions may vary considerably. In recent years, some of our customers have experienced consolidation and have vertically integrated their businesses. Such consolidations and vertical integrations may impact our business in the sense that our relationships with the new entities could be either reinforced or jeopardized pursuant thereto. If we were unable to maintain or enhance our market share with our key customers or distributors, or if they were to increase product returns or fail to meet payment

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## [Table of Contents](#)

obligations, our results of operations would be materially adversely affected. If customers do not purchase products made specifically for them, we may not be able to resell such products to other customers or require the customers who have ordered these products to pay a cancellation fee.

***Our operating results can also vary significantly due to impairment of goodwill and other intangible assets incurred in the course of acquisitions and equity investments, as well as to impairment of tangible assets due to changes in the business environment.***

Our operating results can also vary significantly due to impairment of goodwill, other intangible assets and equity investments booked pursuant to acquisitions, joint venture agreements and the purchase of technologies and licenses from third parties. Because the market for our products is characterized by rapidly changing technologies, significant changes in the semiconductor industry, and the potential failure of our business initiatives, our future cash flows may not support the value of goodwill and other intangibles registered in our consolidated balance sheets (“Consolidated Balance Sheets”). See “Item 5. Operating and Financial Review and Prospects — Overview — Critical Accounting Policies Using Significant Estimates — Impairment of goodwill”, “— Intangible assets subject to amortization” and “— Income (loss) on Equity-method Investments”.

***We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others.***

We depend on our ability to obtain patents and other IP rights covering our products and their design and manufacturing processes. We intend to continue to seek patents on our inventions relating to product designs and manufacturing processes. However, the process of seeking patent protection can be long and expensive, and we cannot guarantee that we will receive patents from currently pending or future applications. Even if patents are issued, they may not be of sufficient scope or strength to provide meaningful protection or any commercial advantage. In addition, effective patent, copyright and trade secret protection may be unavailable or limited in some countries. Competitors may also develop technologies that are protected by patents and other IP and therefore either be unavailable to us or be made available to us subject to adverse terms and conditions. We have in the past used our patent portfolio to negotiate broad patent cross-licenses with many of our competitors enabling us to design, manufacture and sell semiconductor products, without fear of infringing patents held by such competitors. We may not, however, in the future be able to obtain such licenses or other rights to protect necessary IP on favorable terms for the conduct of our business, and such failure may adversely impact our results of operations.

We have from time to time received, and may in the future receive, communications alleging possible infringement of patents and other IP rights. Some of those claims are made by so-called non-practicing entities against which we are unable to assert our own broad patent portfolio to lever licensing terms and conditions. Competitors with whom we do not have patent cross-license agreements may also develop technologies that are protected by patents and other IP rights and which may be unavailable to us or only made available on unfavorable terms and conditions. We may therefore become involved in costly litigation brought against us regarding patents, mask works, copyrights, trademarks or trade secrets. See “Item 8. Financial Information — Legal Proceedings”. IP litigation may also involve our customers who in turn may seek indemnification from us should we not prevail and/or who may decide to curtail their orders for those of our products over which claims have been asserted. Such lawsuits may therefore have a material adverse effect on our business. We may be forced to stop producing substantially all or some of our products or to license the underlying technology upon economically unfavorable terms and conditions or we may be required to pay damages for the prior use of third party IP and/or face an injunction.

The outcome of IP litigation, given the complex technical issues it involves, is inherently uncertain and may divert the efforts and attention of our management and other specialized technical personnel. Furthermore, litigation can result in significant costs and, if not resolved in our favor, could materially and adversely affect our business, financial condition and results of operations.

***We operate in many jurisdictions with highly complex and varied tax regimes. Changes in tax rules or the outcome of tax assessments and audits could cause a material adverse effect on our results.***

We operate in many jurisdictions with highly complex and varied tax regimes. Changes in tax rules or the outcome of tax assessments and audits could have a material adverse effect on our results in any particular quarter. Our tax rate is variable and depends on changes in the level of operating results within various local jurisdictions and on changes in the applicable taxation rates of these jurisdictions, as well as changes in estimated

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## [Table of Contents](#)

tax provisions due to new events. We currently receive certain tax benefits in some countries, and these benefits may not be available in the future due to changes in the local jurisdictions. As a result, our effective tax rate could increase in the coming years. In addition, the acquisition or divestiture of businesses in certain jurisdictions could materially affect our effective tax rate.

We evaluate our deferred tax asset position and the need for a valuation allowance on a regular basis. The ultimate realization of deferred tax assets is dependent upon, among other things, our ability to generate future taxable income that is sufficient to utilize loss carry-forwards or tax credits before their expiration or our ability to implement prudent and feasible tax planning strategies. The recorded amount of total deferred tax assets could be reduced, resulting in a loss in our consolidated income statement, a decrease in our total assets and, consequently, in our stockholders' equity, if our estimates of projected future taxable income and benefits from available tax strategies are reduced as a result of a change in management's assessment or due to other factors, such as changes in tax laws and regulations.

We are subject to the possibility of loss contingencies arising out of tax claims, assessment of uncertain tax positions and provisions for specifically identified income tax exposures. We are also subject to tax audits in certain jurisdictions. There can be no assurance that we will be successful in resolving potential tax claims that arose or can arise from these audits, which could result in material adjustments in our tax positions. We have booked provisions on the basis of the best current understanding; however, we could be required to book additional provisions in future periods for amounts that cannot be assessed at this stage. Our failure to do so and/or the need to increase our provisions for such claims could have a material adverse effect on our consolidated income statement and our financial position.

***Because we depend on a limited number of suppliers for materials and certain equipment, we may experience supply disruptions if suppliers interrupt supply, increase prices or experience material adverse changes in their financial condition.***

Our ability to meet our customers' demand to manufacture our products depends upon obtaining adequate supplies of quality materials on a timely basis. Certain materials are available from a limited number of suppliers, or only from a limited number of suppliers in a particular region. We purchase certain materials such as copper and gold whose prices on the world markets have fluctuated significantly in the past and may in the future. Although supplies for the materials we currently use are adequate, shortages could occur in various essential materials due to interruption of supply or increased demand in the industry. In addition, the costs of certain materials have increased due to market pressures and we may not be able to pass on such cost increases to the prices we charge to our customers. We also purchase semiconductor manufacturing equipment from a limited number of suppliers and, because such equipment is complex, it is difficult to replace one supplier with another or to substitute one piece of equipment for another. In addition, suppliers may extend lead times, limit our supply or increase prices due to capacity constraints or other factors. Furthermore, suppliers tend to focus their investments on providing the most technologically advanced equipment and materials and may not be in a position to address our requirements for equipment or materials of older generations. Although we work closely with our suppliers to avoid these types of shortages, there can be no assurance that we will not encounter these problems in the future. Our results of operations would be adversely affected if we were unable to obtain adequate supplies of materials or equipment in a timely manner or if there were significant increases in the costs of materials or problems with the quality of these materials.

***If our outside contractors fail to perform, this could adversely affect our ability to exploit growth opportunities.***

We currently use outside contractors for a portion of our manufacturing activities. If our outside suppliers are unable to satisfy our demand, or experience manufacturing difficulties, delays or reduced yields, our results of operations and ability to satisfy customer demand could suffer. Prices for these services also vary depending on capacity utilization rates at our suppliers, quantities demanded, product technology and geometry. Furthermore, these outsourcing costs can vary materially and, in cases of industry shortages, they can increase significantly further, negatively impacting our gross margin and our results of operations.

***Our manufacturing processes are highly complex, costly and potentially vulnerable to impurities, disruptions or inefficient implementation of production changes that can significantly increase our costs and delay product shipments to our customers.***

Our manufacturing processes are highly complex, require advanced and increasingly costly equipment and are continuously being modified or maintained in an effort to improve yields and product performance.

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## [Table of Contents](#)

Impurities or other difficulties in the manufacturing process can lower yields, interrupt production or result in losses of products in process. As system complexity and production changes have increased and sub-micron technology has become more advanced, manufacturing tolerances have been reduced and requirements for precision have become even more demanding. We have from time to time experienced bottlenecks and production difficulties that have caused delivery delays and quality control problems. We cannot guarantee that we will not experience bottlenecks, production or transition difficulties in the future.

***We may be faced with product liability or warranty claims.***

Our products may not in each case comply with specifications or customer requirements and, as a result, we may face product liability or warranty claims. Although our general practice is to contractually limit our liability to the repair, replacement or refund of defective products, these claims could result in significant expenses relating to compensation payments or other actions to maintain good customer relationships. No assurance can be made that we will be successful in maintaining our relationships with customers with whom we incur quality problems, which could have a material adverse effect on our business. Furthermore, we could incur significant costs and liabilities if litigation occurs to defend against such claims and if damages are awarded against us. In addition, it is possible for one of our customers to recall a product containing one of our parts. Costs or payments we may make in connection with warranty claims or product recalls may adversely affect our results of operations. There is no guarantee that our insurance policies will be available or adequate to protect us against such claims.

***Our computer systems and networks are subject to attempted security breaches and other cybersecurity incidents, which, if successful, could impact our business.***

We have, from time to time, experienced attempted cyber attacks of varying degrees to obtain access to our computer systems and networks. As of the date of this Form 20-F, no such attacks have succeeded in obtaining access to our critical systems. However, such attacks may be successful in future. Cyber attacks could result in the misappropriation of our proprietary information and technology, the compromise of personal and confidential information of our employees, customers or suppliers or interrupt our business. The reliability and security of our information technology infrastructure and software, and our ability to expand and continually update technologies in response to our changing needs is critical to our business. In the current environment, there are numerous and evolving risks to cybersecurity and privacy, including criminal hackers, state-sponsored intrusions, industrial espionage, employee malfeasance, and human or technological error. Computer hackers and others routinely attempt to breach the security of technology products, services, and systems, and those of customers, suppliers, and some of those attempts may be successful. Such breaches could result in, for example, unauthorized access to, disclosure, modification, misuse, loss, or destruction of our, our customer, or other third party data or systems, theft of sensitive or confidential data including personal information and intellectual property, system disruptions, and denial of service. In the event of such breaches, we, our customers or other third parties could be exposed to potential liability, litigation, and regulatory action, as well as the loss of existing or potential customers, damage to our reputation, and other financial loss. In addition, the cost and operational consequences of responding to breaches and implementing remediation measures could be significant. As these threats continue to develop and grow, we have been adapting the security measures and we continue to increase the amount we allocate to implement, maintain and/or update security systems to protect data and infrastructure. As a global enterprise, we could also be impacted by existing and proposed laws and regulations, as well as government policies and practices related to cybersecurity, privacy and data protection. Additionally, cyber attacks or other catastrophic events resulting in disruptions to or failures in power, information technology, communication systems or other critical infrastructure could result in interruptions or delays to us, our customers, or other third party operations or services, financial loss, potential liability, and damage our reputation and affect our relationships with our customers and suppliers.

***Some of our production processes and materials are environmentally sensitive, which could expose us to liability and increase our costs due to environmental regulations and laws or because of damage to the environment.***

We are subject to environmental laws and regulations that govern, among other things, the use, storage, discharge and disposal of chemicals, gases and other hazardous substances used in our operations. See “Item 4. Information on the Company — Environmental Matters”.

Compliance with such laws and regulations could adversely affect our manufacturing costs or product sales by requiring us to acquire costly equipment, materials or greenhouse gas allowances, or to incur other significant

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## [Table of Contents](#)

expenses in adapting our manufacturing processes or waste and emission disposal processes. Furthermore, environmental claims or our failure to comply with present or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of operations. Failure by us to control the use of, or adequately restrict the discharge of, chemicals or hazardous substances could subject us to future liabilities.

### ***Loss of key employees could hurt our competitive position.***

As is common in the semiconductor industry, success depends to a significant extent upon our key senior executives and R&D, engineering, marketing, sales, manufacturing, support and other personnel. Our success also depends upon our ability to continue to attract, retain and motivate qualified personnel. The competition for such employees is intense, and the loss of the services of any of these key personnel without adequate replacement or the inability to attract new qualified personnel could have a material adverse effect on us.

### ***The interests of our controlling shareholder, which is in turn indirectly controlled by the French and Italian governments, may conflict with other investors' interests. In addition, our controlling shareholder may sell our existing common shares or issue financial instruments exchangeable into our common shares at any time.***

We have been informed that as of December 31, 2014, STMicroelectronics Holding N.V. ("ST Holding"), owned 250,704,754 shares, or approximately 27.5%, of our issued common shares. ST Holding may therefore be in a position to effectively control the outcome of decisions submitted to the vote at our shareholders' meetings, including but not limited to the appointment of the members of our Managing and Supervisory Boards.

We have been informed that STHolding's shareholders, each of which is ultimately controlled by the French or Italian government, are party to a shareholders agreement (the "STH Shareholders Agreement"), which governs relations between them. We are not a party to the STH Shareholders Agreement. See "Item 7. Major Shareholders and Related Party Transactions — Major Shareholders". The STH Shareholders' Agreement includes provisions requiring the unanimous approval by the shareholders of ST Holding before ST Holding can vote its shares in our share capital, which may give rise to a conflict of interest between our interests and investors' interests, on the one hand, and the (political) interests of ST Holding's shareholders, on the other hand. Our ability to issue new shares or other securities giving access to our shares may be limited by ST Holding's desire to maintain its shareholding at a certain level and our ability to buy back shares may be limited by ST Holding due to a Dutch law requiring one or more shareholders acquiring 30% or more of our voting rights to launch a tender offer for our outstanding shares.

The STH Shareholders' Agreement also permits our respective French and Italian indirect shareholders to cause ST Holding to dispose of its stake in us at any time, thereby reducing the current level of their respective indirect interests in our common shares. Sales of our common shares or the issuance of financial instruments exchangeable into our common shares or any announcements concerning a potential sale by ST Holding could materially impact the market price of our common shares depending on the timing and size of such sale, market conditions as well as a variety of other factors.

### ***Our shareholder structure and our preference shares may deter a change of control.***

We have an option agreement (the "Option Agreement") with an independent foundation, Stichting Continuïteit ST (the "Stichting"), whereby we could issue a maximum of 540,000,000 preference shares in the event of actions considered hostile by our Managing Board and Supervisory Board, such as a creeping acquisition or an unsolicited offer for our common shares, which are not supported by our Managing Board and Supervisory Board and which the board of the Stichting determines would be contrary to the interests of our Company, our shareholders and our other stakeholders. See "Item 7. Major Shareholders and Related Party Transactions — Major Shareholders — Shareholders' Agreement — Preference Shares".

No preference shares have been issued to date. The effect of the issuance of preference shares pursuant to the Option Agreement may be to deter potential acquirers from effecting an unsolicited acquisition resulting in a change of control or otherwise taking actions considered hostile by our Managing Board and Supervisory Board. In addition, our shareholders have authorized us to issue additional capital within the limits of the authorization by our shareholders' meeting, subject to the requirements of our Articles of Association, without the need to seek a specific shareholder resolution for each capital increase. See "Item 7. Major Shareholders and Related Party Transactions — Major Shareholders — Shareholders' Agreement — Preference Shares".

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[Table of Contents](#)

***We are required to prepare financial statements under IFRS and we also prepare Consolidated Financial Statements under U.S. GAAP, and such dual reporting may impair the clarity of our financial reporting.***

We use U.S. GAAP as our primary set of reporting standards. Applying U.S. GAAP in our financial reporting is designed to ensure the comparability of our results to those of our competitors, as well as the continuity of our reporting, thereby providing our stakeholders and potential investors with a clear understanding of our financial performance. As we are incorporated in The Netherlands and our shares are listed on Euronext Paris and on the Borsa Italiana, we are subject to EU regulations requiring us to also report our results of operations and financial statements using IFRS.

As a result of the obligation to report our financial statements under IFRS, we prepare our results of operations using both U.S. GAAP and IFRS, which are currently not consistent. Such dual reporting can materially increase the complexity of our financial communications. Our financial condition and results of operations reported in accordance with IFRS will differ from our financial condition and results of operations reported in accordance with U.S. GAAP, which could give rise to confusion in the marketplace.

***There are inherent limitations on the effectiveness of our controls.***

There is no assurance that a system of internal control over financial reporting, including one determined to be effective, will prevent or detect all misstatements. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance regarding financial statement preparation and presentation. Projections of the results of any evaluation of the effectiveness of internal control over financial reporting into future periods are subject to inherent risk. The relevant controls may become inadequate due to changes in circumstances or the degree of compliance with the underlying policies or procedures may deteriorate.

***Because we are subject to the corporate law of The Netherlands, U.S. investors might have more difficulty protecting their interests in a court of law or otherwise than if we were a U.S. company.***

Our corporate affairs are governed by our Articles of Association and by the laws governing corporations incorporated in The Netherlands. The corporate affairs of each of our consolidated subsidiaries are governed by the Articles of Association and by the laws governing such corporations in the jurisdiction in which such consolidated subsidiary is incorporated. The rights of our investors and the responsibilities of members of our Managing and Supervisory Boards under Dutch law are not as clearly established as under the rules of some U.S. jurisdictions. Therefore, U.S. investors may have more difficulty in protecting their interests in the face of actions by our management, members of our Supervisory Board or our controlling shareholders than U.S. investors would have if we were incorporated in the United States.

Our executive offices and a substantial portion of our assets are located outside the United States. In addition, ST Holding and most members of our Managing and Supervisory Boards are residents of jurisdictions other than the United States and Canada. As a result, it may be difficult or impossible for shareholders to effect service within the United States or Canada upon us, ST Holding, or members of our Managing or Supervisory Boards. It may also be difficult or impossible for shareholders to enforce outside the United States or Canada judgments obtained against such persons in U.S. or Canadian courts, or to enforce in U.S. or Canadian courts judgments obtained against such persons in courts in jurisdictions outside the United States or Canada. This could be true in any legal action, including actions predicated upon the civil liability provisions of U.S. securities laws. In addition, it may be difficult or impossible for shareholders to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon U.S. securities laws.

We have been advised by Dutch counsel that the United States and The Netherlands do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. As a consequence, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws of the United States, will not be enforceable in The Netherlands. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in The Netherlands, such party may submit to The Netherlands court the final judgment that has been rendered in the United States. If The Netherlands court finds that the jurisdiction of the federal or state court in the United States has been based on grounds that are internationally acceptable and that proper legal procedures have been observed, the court in The Netherlands would, under current practice, give binding effect to the final judgment that has been rendered in the United States unless such judgment contradicts The Netherlands' public policy.

#### **Item 4. Information on the Company**

##### **History and Development of the Company**

STMicroelectronics N.V. was formed and incorporated in 1987 and resulted from the combination of the semiconductor business of SGS Microelettronica (then owned by Società Finanziaria Telefonica (S.T.E.T.), an Italian corporation) and the non-military business of Thomson Semiconducteurs (then owned by the former Thomson-CSF, now Thales, a French corporation). We completed our initial public offering in December 1994 with simultaneous listings on the Bourse de Paris (now known as “Euronext Paris”) and the New York Stock Exchange (“NYSE”). In 1998, we listed our shares on the Borsa Italiana S.p.A. (“Borsa Italiana”). We operated as SGS-Thomson Microelectronics N.V. until May 1998, when we changed our name to STMicroelectronics N.V. We are organized under the laws of The Netherlands. We have our corporate legal seat in Amsterdam, The Netherlands, and our head offices at WTC Schiphol Airport, Schiphol Boulevard 265, 1118 BH Schiphol, The Netherlands. Our telephone number there is +31-20-654-3210. Our headquarters and operational offices are managed through our wholly owned subsidiary, STMicroelectronics International N.V., and are located at 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates, Geneva, Switzerland. Our main telephone number there is +41-22-929-2929. Our agent for service of process in the United States related to our registration under the U.S. Securities Exchange Act of 1934, as amended, is Corporation Service Company (CSC), 80 State Street, Albany, New York, 12207. Our operations are also conducted through our various subsidiaries, which are organized and operated according to the laws of their country of incorporation, and consolidated by STMicroelectronics N.V.

##### **Business Overview**

We are a global independent semiconductor company that designs, develops, manufactures and markets a broad range of semiconductor products used in a wide variety of applications, such as the Internet of Things (“IoT”), and serving many different end markets. Our key products include automotive, microcontrollers, smart power, digital consumer and MEMS and sensors. We offer a broad and diversified product portfolio and develop products for a wide range of market applications to reduce our dependence on any single customer, product, application or end market. Our product families are comprised of discrete and standard commodity components and differentiated application-specific products (defined as dedicated analog, mixed-signal and digital application-specific integrated circuits (“ASIC”) and application-specific standard products (“ASSP”) offerings and semi-custom devices) that are organized under our two product segments, which are: (i) Sense & Power and Automotive Products (“SP&A”) comprised of Automotive (“APG”), Industrial & Power Discrete (“IPD”), Analog & MEMS (“AMS”) and Other SP&A; and (ii) Embedded Processing Solutions (“EPS”) comprised of Digital Convergence Group (“DCG”), Imaging, Bi-CMOS ASIC and Silicon Photonics (“IBP”), Microcontrollers, Memory & Secure MCU (“MMS”) and Other EPS.

Our diversified product portfolio is built upon a unique, strong foundation of proprietary and differentiated leading-edge technologies. We use all of the prevalent function-oriented process technologies, including CMOS, bipolar and non-volatile memory technologies. In addition, by combining basic processes, we have developed advanced systems-oriented technologies that enable us to produce differentiated and application-specific products, including our pioneering fully depleted silicon-on-insulator (“FD-SOI”) technology offering superior performance and power efficiency compared to bulk CMOS, bipolar CMOS technologies (“Bi-CMOS”) and radio frequency silicon-on-insulator (“RF-SOI”) for mixed-signal and high-frequency applications, and diffused metal-on silicon oxide semiconductor (“DMOS”) technology and bipolar, CMOS and DMOS (“BCD”) technologies for intelligent power applications, MEMS and embedded memory technologies. This broad technology portfolio, a cornerstone of our strategy, enables us to meet the increasing demand for System-on-Chip (“SoC”) and System-in-Package (“SiP”) solutions. Complementing this depth and diversity of process and design technology is our broad IP portfolio that we also use to enter into broad patent cross-licensing agreements with other major semiconductor companies.

Our principal investment and resource allocation decisions in the semiconductor business area are for expenditures on technology R&D as well as capital investments in front-end and back-end manufacturing facilities, which are planned at the corporate level; therefore, our product segments share common R&D for process technology and manufacturing capacity for some of their products.

For information on our segments and product lines, see “Item 5. Operating and Financial Review and Prospects — Results of Operations — Segment Information”.

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## [Table of Contents](#)

### Results of Operations

For our 2014 Results of Operations, see “Item 5. Operating and Financial Review and Prospects — Results of Operations — Segment Information”.

### Strategy

We are a global leader in the semiconductor market serving customers across the spectrum of Sense & Power and Automotive Products and Embedded Processing Solutions. From energy management and savings to trust and data security, from healthcare and wellness to smart consumer devices, in the home, car and office, at work and at play, we are found everywhere microelectronics make a positive and innovative contribution to people’s life. By getting more from technology to get more from life, ST stands for life.augmented.

Our strategy takes into account the evolution of the markets we serve and the environment and opportunities we see for the years to come. It is based on our leadership in our two product segments, SP&A and EPS. Both segments are supported by a Sales & Marketing organization with a particular focus on our major accounts, as well as on expanding our penetration of the mass market. Furthermore, we focus on five growth drivers: (i) Automotive Products, which make driving safer, greener and more entertaining; (ii) Digital Consumer and ASIC Products, which power the augmented digital lifestyle; (iii) MEMS and Sensors, which augment the consumer experience; (iv) Microcontrollers, which make everything smarter and more secure; and (v) Smart Power, which makes more of our energy resources. These product families are expected to experience solid growth rates driven by secular trends and are aligned with our market-leading positions and competitive advantages. Our innovative products in these areas, combined with our competitive technology and flexible and independent manufacturing capabilities, bring us even more opportunities to significantly grow and gain market share.

### Product Segments

In the Semiconductors business area, we design, develop, manufacture and market a broad range of products, including discrete and standard commodity components, application-specific integrated circuits (“ASICs”), full custom devices and semi-custom devices and application-specific standard products (“ASSPs”) for analog, digital and mixed-signal applications. In addition, we further participate in the manufacturing value chain of Smartcard products, which include the production and sale of both silicon chips and Smartcards.

Our product segments are as follows:

- Sense & Power and Automotive Products (SP&A), comprised of the following product lines:
  - Automotive (APG);
  - Industrial & Power Discrete (IPD);
  - Analog & MEMS (AMS); and
  - Other SP&A;
- Embedded Processing Solutions (EPS), comprised of the following product lines:
  - Digital Convergence Group (DCG);
  - Imaging, Bi-CMOS ASIC and Silicon Photonics (IBP);
  - Microcontrollers, Memory & Secure MCU (MMS); and
  - Other EPS.

In the second half of 2014, we announced that as of the first quarter of 2015 the Digital Convergence Group (DCG) and Imaging, BI-CMOS and Silicon Photonics (IBP) groups would be combined under one single organization, called Digital Product Group (DPG). DPG’s focus is on ASSPs addressing home gateway and set-top box, as well as FD-SOI ASICs for consumer applications; FD-SOI and mixed process ASICs, including silicon photonics, addressing communication infrastructure; and differentiated imaging products.

In 2014, we revised our revenues by product line from prior periods following the reclassification of Image Signal Processor business from IBP product line to DCG product line. In addition, the Wireless former product line has been reclassified into the DCG product line. We believe that the revised 2013 and 2012 revenues presentation is consistent with that of 2014 and we use these comparatives when managing our company.

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## [Table of Contents](#)

In the Subsystems business area, we design, develop, manufacture and market subsystems and modules for the telecommunications, automotive and industrial markets including mobile phone accessories, battery chargers, ISDN power supplies and in-vehicle equipment for electronic toll payment. Based on its immateriality to our business as a whole, the Subsystems business area does not meet the requirements for a reportable segment as defined in the guidance on disclosures about segments of an enterprise and related information. See “Item 5. Operating and Financial Review and Prospects — Results of Operations — Segment Information”.

### **Sense & Power and Automotive Products (SP&A)**

Sense & Power is our way of defining the boundaries of our broad analog products portfolio. It is a simple indication that our analog products can be used to design any system requiring semiconductors from sensors, signal channel devices, output power stages –discrete and/or integrated, as well as the complete power management blocks. Complemented by a comprehensive range of general purpose and application specific microcontrollers, Sense & Power analog devices can fulfill the needs of any design.

In addition, we have historically been one of the leading suppliers and innovators in the domain of semiconductor devices dedicated to automotive applications. With a portfolio spanning from complex power train microcontrollers, audio and infotainment devices and body and convenience dedicated and standard functions, we continue to maintain the leading edge position and focus. The products designed and manufactured specifically for automotive applications are complemented by a large range of “automotive grade” products, both tested and guaranteed to perform under the stringent automotive environmental conditions.

#### *Automotive (APG)*

We are a top automotive semiconductor vendor supplying chips to major car makers worldwide. We combine an unparalleled platform of advanced technologies with an unswerving commitment to quality, and a thorough understanding of the automotive market gained through close collaboration with leading customers. Our automotive-solutions portfolio covers all key application areas in the car: Powertrain, Safety, Body Electronics, and Infotainment.

(i) *Powertrain.* We provide silicon solutions for the full range of engine-management systems: for motorbikes and scooters to the most advanced drive-by-wire solutions. Developments in engine management are driven by both government emission regulations and energy concerns. We continue to work closely with major automotive OEMs, as we have for years, to reduce fuel consumption via advanced technologies such as Variable Valve Timing and Gasoline Direct Injection.

(ii) *Safety.* We provide a broad range of solutions to increase vehicle-occupant safety, including devices for airbags, anti-lock brakes, traction control, electric power steering and suspension systems. We are the leading supplier of chips for automotive airbags and anti-lock braking systems, which currently represent the largest portion of automotive safety electronics.

We are also a leading player in advanced safety systems that help avoid or minimize the severity of traffic accidents manufacturing chips for visual-aid driving-assistance such as lane-departure warning, forward-collision warning, vision/radar fusion and pedestrian detection for active safety behind the wheel. Our 3<sup>rd</sup> generation ADAS Vision Processor product reached production maturity and we are now developing the 4<sup>th</sup> generation in FD-SOI.

(iii) *Body Electronics.* Today’s car body is a myriad of inter-networked electronic systems, from dome and door-zone controls, HVAC (heating, ventilation, and air-conditioning) systems, and seat controls to wiper and lighting controls. The penetration of electronics in the car is increasing all the time, as are the requirements for improved reliability and diagnostic capabilities.

We address the concept of the “smart” junction box, which is an intelligent power and switching center for the vehicle that integrates functions and features from exterior and cabin lighting to wipers, with a comprehensive architecture that consists of upgradable hardware and software modules.

With our proprietary VIPower silicon technology and thorough application knowledge, we have become the market leader in automotive lighting electronics, offering solutions for both exterior and interior lighting, from incandescent bulbs to LED- or HID (High-Intensity Discharge)-based systems.

(iv) *Infotainment.* Our car infotainment and navigation portfolio includes complete turnkey solutions for digital radio, navigation and telematics, and wireless connectivity in the car.

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## [Table of Contents](#)

We have leveraged our more than 20 years at the forefront of AM/FM radio technology to lead in digital radio. We produce all of the semiconductor components for car radios — from the tuner through the baseband to multimedia processing and playback — and the Company's car-radio systems are optimized for harsh reception environments and minimized power consumption.

Our portfolio of products for navigation includes the System-on-Chip solutions that were the industry's first monolithic devices capable of receiving signals from multiple satellite navigation systems, including BeiDou, GPS, GALILEO, GLONASS and QZSS, to improve user position accuracy and navigation in poor satellite visibility conditions, such as in urban canyons.

In 2014, APG experienced growth across all customers, including distribution and across applications. From a geographical perspective, we expanded our footprint with key OEMs, while also strengthening our leadership in China in engine management, body and audio applications. And our independent manufacturing strategy and secured supply chain helped us continue our strong momentum in Japan. APG's success leveraged our technology leadership in power with VIPower and BCD products, and expanded the portfolio of 32-bit microcontrollers doubling shipments as design wins started to ramp.

### *Industrial and Power Discrete (IPD)*

IPD focuses on developing a broad range of innovative and competitive products including Power, Smart Power and Analog ICs to serve the most attractive markets such as smart grid, automation, portable and power conversion.

As one of the world's leading suppliers of both integrated and discrete power conversion semiconductors, our power management devices enable energy-saving, high-power-density and lower-standby-power design solutions. Our product portfolio includes highly-integrated AC-DC converters, switching DC-DC converters, linear voltage regulators, battery management ICs, LED drivers, photovoltaic ICs, MOSFET and IGBT drivers, motor drivers and more.

Leading-edge power technologies for both high-voltage and low-voltage applications combined with a full package range and innovative die bonding technologies exemplify our innovation in power transistors. Our portfolio includes MOSFETs ranging from -500 to 1500 V, silicon carbide (SiC) MOSFETs featuring the industry's highest temperature rating of 200 °C, IGBTs with breakdown voltages ranging from 350 to 1300 V and a wide range of power bipolar transistors.

Our portfolio of protection devices supports all industry requirements for electrical overstress and electrostatic surge protection, lightning surge protection and automotive protection. Our protection devices have passed all certifications, meeting or exceeding international protection standards for electrical hazards on electronics boards found in the demanding automotive, computer, consumer, industrial and telecom markets.

In 2014, we recorded growth in a number of applications in LED lighting (digital and analog solutions), Motor control ICs, IGBT and Intelligent Power modules for appliance and industrial applications and Field-Effect Rectifiers diodes to leading mobile phone charger manufacturers. We also ramped up production of high voltage rectifiers and transistors at a leading electric car maker.

IPD brought innovative technologies and products to the market, such as our power management chipset for servers, the galvanic isolation technology for industrial applications and our 1200V Silicon Carbide transistors. The group also expanded the automotive product portfolio with rectifiers, IGBT, Silicon Carbide diodes and thyristors.

### *Analog & MEMS (AMS)*

Our product portfolio serving AMS focuses on the high-end analog world that comprises MEMS (micro electro-mechanical sensors), many kinds of sensors, interfaces, low power RF transceivers and analog front-end.

Our sensor and actuator portfolio includes MEMS (including accelerometers, gyroscopes, digital compasses, inertial modules, pressure sensors, humidity sensors and microphones), smart sensors and sensor hubs, temperature sensors and touch sensors. MEMS technology has become widely popular in sensors for measuring motion, acceleration, inclination and vibration. We offer a unique sensor portfolio, from discrete to fully-integrated solutions, high performance sensor fusion to improve the accuracy of multi-axis sensor systems in

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## [Table of Contents](#)

order to enable highly-demanding applications, such as indoor navigation and location based services and high-level quality products, already tested in different application fields, including mobile, portable, gaming, consumer, automotive and health care.

AMS also develops a comprehensive range of op amps, comparators and current-sense amplifiers. In addition to our portfolio of mainstream op amps and comparators, we offer targeted devices for healthcare, industrial, and automotive applications, as well as a range of high-performance products specifically designed to meet the tight requirements of the wearable market. The main features of our growing portfolio are low power, high precision and tiny packages.

Our FingerTip® family of controllers provides true multi-touch capability, supporting unlimited simultaneous touches. FingerTip also enhances multi-touch actions such as pinch-to-zoom, and supports stylus operations. The latest FingerTip series, the S Series, addresses high-end smartphones and tablets. The FingerTip S series can support a passive stylus, track a hovering finger, reject water drops and work with thick gloves. These devices represent a marked improvement over competing technologies by providing an optimal mix of low power, small size and highly-precise multiple finger tracking in a single chip.

Our connectivity ICs range from wireline to wireless solutions. For wireline communication, we offer a complete family of transceivers compatible with different protocol standards used in the industry (PRIME, Meters and More, IEC 61334-5-1, CAN and others). Wireless solutions include low-power RF solutions (based on sub-1GHz RF, Bluetooth and Wi-Fi technologies) RF solutions (sub-GHz to 5 GHz) and infrared communication ICs.

During 2014, microphones and touchscreen controllers, two recently added product families, both recorded growth, becoming significant contributors to AMS sales. The group also pursued expansion in key customer and application diversification with a leadership position in MEMS for wearable devices, expanding from motion to environmental sensors, with the ramp of MEMS for Automotive and a first design win for a combo motion MEMS for active safety. On a regional basis, it recorded growth in China where our MEMS were adopted in over 60 new phone models from 12 companies during 2014. AMS also launched the “Open.MEMS” initiative toward the mass market, providing easy licensing of sensor fusion software.

The group continued to innovate, introducing new technologies such as Piezoelectric for micro-actuation, where we announced a partnership for a new smartphone autofocus application; and, importantly, setting new benchmarks in motion MEMS with a new generation of 6-axis motion sensors, with ultra-low-power and leading noise performance for the consumer market, as well as the industry’s smallest 6-axis sensor, qualified for non-safety automotive applications.

### **Embedded Processing Solutions (EPS)**

Our products in the embedded processing segment are at the heart of electronics systems, and include microcontrollers, digital consumer products, imaging products, Memories, application processors and ASICs.

Our full set of microcontrollers includes general-purpose devices, secure microcontrollers for applications such as bank cards, IT security, e-government, public transport, and mobile communications and a series of embedded microprocessors for various applications in industrial, computing and communications markets.

In the digital consumer segment, we provide a strong portfolio of media application processors for set-top boxes and, media servers/gateways with an emphasis on minimizing customer platform migration/market customization costs and optimizing core use to drive next-generation features, silicon technologies that enable maximum integration and power efficiency and interoperability solutions for key digital interface standards.

### *Digital Convergence Group (DCG) and Imaging, Bi-CMOS ASIC & Silicon Photonics (IBP)*

DCG and IBP (as combined, “DPG”) focus on three main areas: i) Consumer Products: ASSPs addressing home gateway and set-top box, as well as FD-SOI ASICs for consumer applications; ii) Networking Products: FD-SOI and mixed-process ASICs, including silicon photonics devices, addressing communications infrastructure; and (iii) Imaging: differentiated imaging and “Time-of-Flight” sensors for all applications.

Our products for home media and application platform SoCs comprise everything from multimedia/application processors, to front-end tuner ICs and bring a world of content into the home. We are placed to supply every IC used in home media and application platforms, ranging from simple broadcast set-top boxes

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## [Table of Contents](#)

(cable, digital terrestrial or satellite) to sophisticated media gateways/servers supporting broadcast and internet media. We leverage our vast experience, state-of-the-art technologies and IPs, and our network of partnerships to enable a new era of “connected home” products – smart consumer devices that allow people to seamlessly and securely access any type of content or services across multiple devices in the home – and on the go.

We have developed and patented our own technology, called FlightSense™, using Time-of-Flight principle in order to propose a new generation of high-accuracy proximity sensors. FlightSense™ technology can be used in a host of application areas such as communication and consumer, home appliance, auto and industrial, where accurate ranging, that is target reflectance independent, is required; as conventional infrared proximity sensor devices cannot output an absolute range measure in the same manner:

During 2014, we made the decision to discontinue our commodity camera module business and to focus on FlightSense™ proximity and specialized imaging sensors; last quarter, we also launched cost reduction initiatives targeting about \$100 million in annualized savings. At the same time, we focused on ramping up new families of innovative products. These included the Liege family of broadcast set-top-box products in 40-nm; 32-nm ASICs for Networking; and our FlightSense proximity sensor which went into volume production with a major smartphone maker. We also continued to focus our efforts on innovation and new products to boost our future revenues. We introduced Ultra HDP60-enabled 4K solutions in our Cannes and Monaco families and started shipping to lead customers. In addition, we won a number of important sockets with major operators both in the area of cable and satellite. We demonstrated full speed DOCSIS3.1, a key technology for cable operators; our FD-SOI technology progressed as we received first design awards in 14-nm for networking. In addition, we were awarded more than 20 new ASIC designs in Bi-CMOS, RF-SOI and Silicon Photonics.

### *Microcontrollers, Memory & Secure MCU (MMS)*

MMS activities focus on microcontrollers dedicated to general purpose and secure applications as well as small density serial non-volatile memories.

Our product portfolio contains a comprehensive range of microcontrollers, from robust, low-cost 8-bit microcontrollers up to 32-bit ARM®-based Cortex®-M0 and M0+, Cortex®-M3, Cortex®-M4, Cortex®-M7 Flash microcontrollers with a wide choice of peripherals. We have also extended this range to include an ultra-low-power MCU platform.

The STM32 family of 32-bit Flash microcontrollers based on the ARM® Cortex®-M processor is designed to offer new degrees of freedom to microcontroller users. It offers a 32-bit product range that combines very high performance, real-time capabilities, digital signal processing, and low-power, low-voltage operation, while maintaining full integration and ease of development.

The unparalleled and large range of STM32 devices, based on an industry-standard core and accompanied by a vast choice of tools and software, makes this family of products the ideal choice, both for small projects and for entire platform decisions.

We offer leading-edge products for secure applications in traditional smartcard applications and embedded security applications. Throughout our 20+ year presence in the smartcard security industry, we have supplied the market’s most advanced technologies and solutions, with a continuous focus on innovation and the highest levels of security certification. Our expertise in security is a key to our leadership in the banking, pay-TV, mobile communication, identity, and transport fields. We also actively contribute to the emergence of new applications such as secure mobile transactions on near field communication (“NFC”) mobile phones, trusted computing, brand protection, etc. Our secure microcontroller product portfolio offers compliance with the latest security standards up to Common Criteria EAL6+, ICAO, and TCG1.2. Our secure microcontrollers cover a complete range of interfaces for both contact and contactless communication, including ISO 7816, ISO 14443 Type A & B, NFC, USB, SPI and I<sup>2</sup>C.

Our secure-microcontroller platforms rely on a highly-secure architecture combined with leading edge CPUs, such as ARM’s SC300 and SC000, and advanced embedded non-volatile memory technologies such as 90-nm embedded Flash and 90-nm embedded EEPROM technologies. We offer a wide range of small density serial non-volatile memories. The serial EEPROM family ranges from 1 Kbit to 2 Mbits and offers different serial interfaces: I<sup>2</sup>C, SPI, Microwire. The wide range of products are also automotive compliant, and very thin packages are available for applications where space is critical.

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## [Table of Contents](#)

RF memory and transceiver products are based on the 13.56 MHz carrier frequency and are also compatible with the Near Field Communications (“NFC”) technology. We offer one of the most comprehensive portfolios, which includes NFC/RFID transceivers, Dynamic NFC/RFID tags (also known as Dual Interface EEPROM) and Standalone RFID tags.

During 2014 we built on our 32-bit leadership with the STM32 general purpose MCU family growing revenue over 50% year on year. We expanded our product range: with new low power and high-performance families such as the industry-first microcontroller based on Cortex-M7, while strengthening the surrounding ecosystem with the launch of STM32 Open Development Environment. We had success across a broad customer base, including important wins in Sensor Hub applications. In Secure Microcontrollers, we maintained a solid Secure Element business, while in the banking market we deployed the STPay program, boosting support for the U.S. switch to highly secure EMV chip payment cards.

### **Alliances with Customers and Industry Partnerships**

We believe that alliances with customers and industry partnerships are critical to success in the semiconductor industry. Customer alliances provide us with valuable systems and application know-how and access to markets for key products, while allowing our customers to gain access to our process technologies and manufacturing infrastructure. We are actively working to expand the number of our customer alliances, targeting OEMs in the United States, in Europe and in Asia.

Partnerships with other semiconductor industry manufacturers permit costly R&D and manufacturing resources to be shared among the partners. For more information on our R&D partnerships and collaborations, see “Item 4. Information on the Company — Research and Development”. We also have joint development programs with leading suppliers, such as Air Liquide, ASM Lithography and SOITEC, and electronic design automation tool producers, including Cadence, Mentor and Synopsys.

### **Customers and Applications**

We design, develop, manufacture and market thousands of products that we sell to thousands of customers. Our major customers include Apple, Bosch, Cisco, Conti, Delta, Hewlett-Packard, Microsoft, Samsung, Seagate and Western Digital. To many of our key customers we provide a wide range of products, including application-specific products, discrete devices, memory products and programmable products. Our broad range portfolio helps foster close relationships with customers, which provides opportunities to supply such customers’ requirements for multiple products, including discrete devices, programmable products and memory products. We also sell our products through distributors and retailers, including Arrow Electronics, Avnet, Wintech and WPG Holdings. The semiconductor industry has historically been cyclical and we have responded by emphasizing balance in our product portfolio, in the applications we serve and in the regional markets we address.

### **Sales, Marketing and Distribution**

Our Sales & Marketing organization is organized with the primary objectives of accelerating sales growth and gaining market share, particularly with regards to: strengthening the effectiveness of the development of our global accounts; boosting demand creation through an enhanced focus on geographical coverage; and establishing marketing organizations in our regional sales organizations that are fully aligned with the product lines. The Sales & Marketing organization is organized by a combination of country/area coverage and key accounts coverage.

#### *Regional Sales Organizations*

Our four regional sales organizations, a description of which follows below, have a similar structure to enhance coordination in the go-to-market activities. They are also strongly focused on accelerated growth.

(i) *EMEA* — In EMEA, there are seven sales organizations. Four are geographically defined and cover North, Central, West and South & Emerging Markets. Three sales units have worldwide responsibility for global sales of three Global Key Accounts. Marketing is organized to reflect the product lines. Combined, these organizations are collectively responsible for new and existing account development, technical support and logistics and services support. We also have an organization that manages our distribution network and supports EMS customers for manufacturing on behalf of our OEM customers.

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## [Table of Contents](#)

(ii) *Americas* — In the Americas region, the sales and marketing team is organized into the following major accounts: Global Key Accounts, four New Major Accounts and four geographic sales units consisting of the West Coast, Central, East Coast and Latin America. Our marketing team that support and promote specific products are organized in line with our product lines. We also have an organization that manages our distribution network and supports EMS customers mostly for manufacturing on behalf of our OEM customers.

(iii) *Greater China-South Asia* — The Greater China South Asia region comprises four geographic sales units with offices covering China (Hong Kong), India (Greater Noida), Taiwan (Taipei) and ASEAN/Australia & New Zealand (Singapore) including five New Major Accounts and four Regional Key Accounts. It is further supported by a dedicated Distribution and Mass Market coordination function, as well as key product lines.

(iv) *Japan-Korea* — The Japan-Korea region comprises three geographic sales units with offices covering East Japan (Tokyo and Nagoya), West Japan (Osaka), Korea (Seoul) and four new major accounts. It is further supported by key product lines, plus a comprehensive Sales Channel Management that provides products and sales support for the regional distribution network. Each geographical sales unit sells each product from our portfolio that fits the applications. Marketing and Application organization provides product support and training for standard products for the region. In addition, five central support functions (business management, field quality, human resources, finance and corporate communications) allow the region to run all of the necessary tasks smoothly.

The sales and marketing activities performed by our regional sales organizations are supported by product marketing that is carried out by each product group, which also includes product development functions. This matrix system reinforces our sales and marketing activities and our broader strategic objectives. An important component of our regional sales and marketing efforts is to expand our customer base, which we seek to do by adding sales representatives, regional competence centers and new generations of electronic tools for customer support.

### *Mass Market and Online Marketing Programs*

During 2014, we created a new division, Mass Market and Online Marketing Programs, designed to help provide consistency and coordination of key activities associated with mass market development by working in close co-operation with the regions and product lines. The division covers several important responsibilities, such as mass market customer programs, mass market applications, global distribution administration, online marketing and mass market tools enablement.

We also engage distributors and representatives to distribute our products around the world. Typically, distributors handle a wide variety of products, including products that compete with our products, and fill orders for many customers. Most of our sales to distributors are made under agreements allowing for price protection and/or the right of return on unsold merchandise. We generally recognize revenues upon the transfer of ownership of the goods at the contractual point of delivery. Sales representatives generally do not offer products that compete directly with our products, but may carry complementary items manufactured by others. Representatives do not maintain a product inventory. Their customers place large quantity orders directly with us and are referred to distributors for smaller orders.

At the request of certain of our customers, we also sell and deliver our products to EMS, which, on a contractual basis with our customers, incorporate our products into the application specific products they manufacture for our customers. Certain customers require us to hold inventory on consignment in their hubs and only purchase inventory when they require it for their own production. This may lead to delays in recognizing revenues, as revenue recognition will occur, within a specific period of time, at the actual withdrawal of the products from the consignment inventory, at the customer's option.

For a breakdown of net revenues by product segment and geographic region for the last three fiscal years, see "Item 5. Operating and Financial Review and Prospects".

### **Research and Development**

We believe that market driven R&D founded on leading edge products and technologies is critical to our success. The main R&D challenge we face is continually increasing the functionality, speed and cost-effectiveness of our semiconductor devices, while ensuring that technological developments translate into profitable commercial products as quickly as possible.

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## [Table of Contents](#)

We combine front-end manufacturing and technology R&D under the same organization for our product segments, SP&A and EPS, to ensure a smooth flow of information between the R&D and manufacturing organizations. We leverage significant synergies and shared activities between the two segments to cross-fertilize both businesses. We manage our R&D projects by technology and by product segment. The relevant technology R&D expenses are allocated to the product segments on the basis of the estimated efforts. The total amount of R&D expenses in the past three fiscal years was \$1,520 million, \$1,816 million and \$2,413 million in 2014, 2013 and 2012, respectively.

We devote significant effort to R&D because we believe such investment can be leveraged into competitive advantages. New developments in semiconductor technology can make end products significantly cheaper, smaller, faster, more reliable and embedded with more functionalities than their predecessors. They also enable, through their timely appearance on the market, significant value creation opportunities. For a description of our R&D expenses, see “Item 5. Operating and Financial Review and Prospects — Results of Operations — Research and Development Expenses”.

With the core CMOS and analog technologies in our portfolio, we are aggressively proceeding to miniaturization in line with industry requirements. To differentiate our offering for higher value systems, we also seek to combine our core technologies with our specific knowhow and expertise, particularly in the area of System-in-Package.

Our R&D design centers offer a significant advantage for us in quickly and cost effectively introducing products. In addition, we have advanced R&D centers strategically located around the world, including in France, Italy, China, India, Singapore, the United Kingdom and the United States. Our R&D center in Greater Noida, India provides necessary support to the Group’s design activities worldwide and hosts R&D activities focused on software development and core libraries development, with a strong emphasis on system solutions.

We participate in partnerships with other semiconductor industry manufacturers. See “Item 4. Information on the Company – Alliances with Customers and Industry Partnerships”. We have participated in the IBM Technology Development Alliance led by IBM, with Samsung and GlobalFoundries as core members, to jointly develop 10-nm and below process technologies. During the fourth quarter of 2014, we notified IBM of our intention to end participation in this alliance. We are also working with the CEA Leti and IBM to develop in Crolles our next 14FD-SOI derivative technology. We believe this FD-SOI technology completes the industry roadmap with a better choice than the Fin FET technology for applications targeting the best tradeoff between embedded processor solutions figure of merit and cost-effective design and manufacturing.

In France, our manufacturing facility in Crolles houses a R&D center, “Centre Commun de Microelectronique de Crolles”. Laboratoire d’Electronique de Technologie d’Instrumentation, a research laboratory of CEA (one of our indirect shareholders), is our partner in this center. We also participate in the Institut de Recherche Technologique (“IRT”), which was set up by CEA in the frame of the French initiative “Investissements d’Avenir” and takes place on CEA’s premises, through investment and by contributing the expertise of some of our researchers.

In Italy, our technology R&D development activities occur principally in Agrate and Catania. In Agrate, such activities encompass development, prototyping, pilot and volume production of new technologies with the objective of accelerating process industrialization and time to market for Smart Power (BCD) products, including on SOI, High Voltage CMOS as well as MEMS. In addition, we plan to set up a 300 mm pilot line for manufacturing and R&D for advanced BCD technology. We also run a joint operation under a consortium agreement with Micron Technologies (“Micron”) in which we and Micron each manage our respective technology R&D programs. In Catania, we develop new technologies for power discretes, including Silicon Carbide (SiC) and Gallium Nitride (GaN) based devices. We also have an Advanced Systems Technology (“AST”) organization, primarily located in Agrate, which creates system knowledge that supports our SoC development. AST’s objective is to develop the advanced architectures that will drive key strategic applications, including health care, wireless and data security. AST’s challenge is to combine the expertise and expectations of our customers, industrial and academic partners, our central R&D teams and product segments to create a cohesive, practical vision that defines the hardware, software and system integration knowledge that we will need in the next three to five years and the strategies required to master them.

We play leadership roles in numerous projects running under the European Union’s IST (Information Society Technologies) programs. We also participate in certain R&D programs established by the EU, individual countries and local authorities in Europe (primarily in France and Italy). See “Item 4. Information on the Company — Public Funding”.

[Table of Contents](#)

**Property, Plants and Equipment**

We currently operate 13 main manufacturing sites around the world. The table below sets forth certain information with respect to our current manufacturing facilities, products and technologies. Front-end manufacturing facilities are fabs and back-end facilities are assembly, packaging and final testing plants.

<u>Location</u>	<u>Products</u>	<u>Technologies</u>
<b>Front-end facilities</b>		
Crolles1, France	Application-specific products	Fab: 200-mm CMOS and Bi-CMOS, Analog/RF
Crolles2, France	Application-specific products and leading edge logic products; non-volatile memories and microcontrollers	Fab: 300 mm research and development on deep sub-micron (20-nm bulk and FD-SOI 14-nm) CMOS and differentiated SoC technology and manufacturing on advanced CMOS, imaging technologies and non-volatile memories and microcontrollers at (80, 55 and 40-nm)
Agrate, Italy	Non-volatile memories, microcontrollers and application-specific products MEMS	Fab 1: 200-mm BCD, MEMS, Microfluidics Fab 2: 200-mm, embedded Flash, research and development on non-volatile memories and BCD technologies and Flash (operating in consortium with Micron)
Rousset, France	Microcontrollers, non-volatile memories and Smartcard ICs, application-specific products	Fab 1: 200-mm CMOS, Smartcard, embedded Flash, Analog/RF
Catania, Italy	Power transistors, Smart Power and analog ICs and application-specific products, MEMS	Fab 1: 150-mm Power metal-on silicon oxide semiconductor process technology (“MOS”), VIPpower™, MO-3, MO-5 and Pilot Line RF Fab 2: 200-mm, Microcontrollers, Advanced BCD, power MOS
Tours, France	Protection thyristors, diodes and ASD power transistors, IPAD	Fab: 125-mm, 150-mm and 200-mm pilot line discrete
Ang Mo Kio, Singapore	Analog, microcontrollers, power transistors, commodity products, non-volatile memories, and application-specific products	Fab 1: 150-mm-bipolar, power MOS and BCD, EE PROM, Smartcard, Micros, CMOS logic  Fab 2: 150-mm Microfluidics, MEMS, power MOS, Bi-CMOS, CMOS (wind-down of certain manufacturing lines ongoing)  Fab 3: 200-mm BCD and Power MOS (Pilot line installation ongoing, under ramp-up)
<b>Back-end facilities</b>		
Muar, Malaysia	Application-specific and standard products, microcontrollers	Ball Grid Array, Power Automotive, SOIC, QFP

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## Table of Contents

<u>Location</u>	<u>Products</u>	<u>Technologies</u>
Kirkop, Malta	Application-specific products, Embedded Flash for Automotive	MEMS, Ball Grid Array, QFP, Land Grid Array
Toa Payoh, Singapore	Optical packages research and development, EWS	
Bouskoura, Morocco	Non-volatile memories, discrete and standard products, micro modules, RF and subsystems	Power, Power Automotive, SOIC, Micromodules
Shenzhen, China <sup>(1)</sup>	Non-volatile memories, optical packages, discrete, application-specific and standard products	Camera Module, SOIC, Power
Calamba, Philippines	Application specific products and standard products, MEMS	Ball Grid Array, QFN, Micromodules, Land Grid Array

(1) Jointly operated with SHIC, a subsidiary of Shenzhen Electronics Group.

Fab 2 in Ang Mo Kio is to be reduced essentially to Microfluidics products, while in Catania Fab 1 will be progressively converted into 200-mm and merged with Fab 2. In 2014, our Longgang plant was closed and our backend activities in China were consolidated to Shenzhen.

At the end of 2014, our front-end facilities had a total maximum capacity of approximately 120,000 200-mm equivalent wafer starts per week. The number of wafer starts per week varies from facility to facility and from period to period as a result of changes in product mix. Our advanced 300-mm wafer pilot-line fabrication facility in Crolles, France had an installed capacity of 3,600 wafers per week at the end of 2014, and we plan to increase production as required by market conditions and within the framework of our R&D Nano-2017 program.

We own all of our manufacturing facilities, but certain facilities (Muar-Malaysia, Shenzhen and Longgang, China, Toa Payoh and Ang Mo Kio-Singapore) are built on land, which are the subject of long-term leases.

We have historically subcontracted a portion of total manufacturing volumes to external suppliers. In 2014, we purchased approximately 8% from external foundries of our total silicon production. Our plan is to continue sourcing silicon from external foundries to give us flexibility in supporting our growth.

At December 31, 2014, we had approximately \$171 million in outstanding commitments for purchases of equipment and other assets for delivery in 2015. In 2014, our capital spending, net of proceeds, was \$496 million, below the \$531 million registered in 2013. In the 2012-2014 period the ratio of capital investment spending to net revenues was about 6.3%. For more information, see “Item 5. Operating and Financial Review and Prospects — Financial Outlook: Capital Investment”.

### **Intellectual Property (IP)**

IP rights that apply to our various products include patents, copyrights, trade secrets, trademarks and mask work rights. A mask work is the two- or three-dimensional layout of an integrated circuit. We currently own approximately 15,000 patents and pending patent applications, corresponding to over 9,000 patent families (each patent family containing all patents originating from the same invention), including 500 original new patent applications filed in 2014.

Our success depends in part on our ability to obtain patents, licenses and other IP rights covering our products and their design and manufacturing processes. To that end, we intend to continue to seek patents on our innovations in our circuit designs, manufacturing processes, packaging technology and system applications as well as on industry standards and other inventions. The process of seeking patent protection can be long and expensive, and there can be no assurance that patents will issue from currently pending or future applications or that, if patents are issued, they will be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. In addition, effective copyright and trade secret protection may be unavailable or limited in certain countries. Competitors may also develop technologies that are protected by patents and other IP

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## [Table of Contents](#)

rights and therefore such technologies may be unavailable to us or available to us subject to adverse terms and conditions. Management believes that our IP represents valuable assets and intends to protect our investment in technology by enforcing all of our IP rights. We have also set up a dedicated team actively seeking to optimize the value from our IP portfolio by the licensing of our design technology and other IP, including patents. We have used our patent portfolio to enter into several broad patent cross-licenses with several major semiconductor companies enabling us to design, manufacture and sell semiconductor products without fear of infringing patents held by such companies, and intend to continue to use our patent portfolio to enter into such patent cross-licensing agreements with industry participants on favorable terms and conditions. As our sales increase compared to those of our competitors, the strength of our patent portfolio may not be sufficient to guarantee the conclusion or renewal of broad patent cross-licenses on terms that do not affect our results of operations. Furthermore, as a result of litigation, or to address our business needs, we may be required to take a license to third party IP rights upon economically unfavorable terms and conditions, and possibly pay damages for prior use, and/or face an injunction or exclusion order, all of which could have a material adverse effect on our results of operations and ability to compete.

From time to time, we are involved in IP litigation and infringement claims. See “Item 8. Financial Information — Legal Proceedings”. In the event a third party IP claim were to prevail, our operations may be interrupted and we may incur costs and damages, which could have a material adverse effect on our results of operations, cash flow and financial condition.

Finally, we have received from time to time, and may in the future receive communications from competitors or other third parties alleging infringement of certain patents and other IP rights of others, which have been and may in the future be followed by litigation. Regardless of the validity or the successful assertion of such claims, we may incur significant costs with respect to the defense thereof, which could have a material adverse effect on our results of operations, cash flow or financial condition. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others”.

### **Backlog**

Our sales are made primarily pursuant to standard purchase orders that are generally booked from one to twelve months in advance of delivery. Quantities actually purchased by customers, as well as prices, are subject to variations between booking and delivery and, in some cases, to cancellation due to changes in customer needs or industry conditions. During periods of economic slowdown and/or industry overcapacity and/or declining selling prices, customer orders are not generally made far in advance of the scheduled shipment date. Such reduced lead time can reduce management’s ability to forecast production levels and revenues. When the economy rebounds, our customers may strongly increase their demands, which can result in capacity constraints due to our inability to match manufacturing capacity with such demand.

In addition, our sales are affected by seasonality, with the first quarter generally showing lowest revenue levels in the year, and the third or fourth quarter historically generating higher amounts of revenues.

We also sell certain products to key customers pursuant to frame contracts. Frame contracts are annual contracts with customers setting forth quantities and prices on specific products that may be ordered in the future. These contracts allow us to schedule production capacity in advance and allow customers to manage their inventory levels consistent with just-in-time principles while shortening the cycle times required to produce ordered products. Orders under frame contracts are also subject to a high degree of volatility, because they reflect expected market conditions which may or may not materialize. Thus, they are subject to risks of price reduction, order cancellation and modifications as to quantities actually ordered resulting in inventory build-ups.

Furthermore, developing industry trends, including customers’ use of outsourcing and their deployment of new and revised supply chain models, may reduce our ability to forecast changes in customer demand and may increase our financial requirements in terms of capital expenditures and inventory levels.

We entered 2014 with a backlog lower than we had compared to 2013, reflecting the impact of the wind down of the ST Ericsson business. For 2015, we entered the year with a backlog slightly lower than what we had entering 2014.

### **Competition**

Markets for our products are intensely competitive. While only a few companies compete with us in all of our product lines, we face significant competition in each of them. We compete with major international

## [Table of Contents](#)

semiconductor companies. Smaller niche companies are also increasing their participation in the semiconductor market, and semiconductor foundry companies have expanded significantly, particularly in Asia. Competitors include manufacturers of standard semiconductors, ASICs and fully customized ICs, including both chip and board-level products, as well as customers who develop their own IC products and foundry operations. Some of our competitors are also our customers.

The primary international semiconductor companies that compete with us include Analog Devices, Atmel, Avago, Broadcom, Fairchild Semiconductor, Freescale Semiconductor, Infineon, Intel, InvenSense, Marvell, Maxim, MediaTek, Microchip Technology, NXP Semiconductors, ON Semiconductor, Qualcomm, Renesas, ROHM Semiconductor, Samsung, Texas Instruments, Toshiba, TSMC and Vishay.

We compete in different product lines to various degrees on the basis of price, technical performance, product features, product system compatibility, customized design, availability, quality and sales and technical support. In particular, standard products may involve greater risk of competitive pricing, inventory imbalances and severe market fluctuations than differentiated products. Our ability to compete successfully depends on elements both within and outside our control, including successful and timely development of new products and manufacturing processes, product performance and quality, manufacturing yields and product availability, customer service, pricing, industry trends and general economic trends.

### **Organizational Structure and History**

We are organized in a matrix structure with geographic regions interacting with product lines, both supported by shared technology and manufacturing operations and by central functions, designed to enable us to be closer to our customers and to facilitate communication among the R&D, production, marketing and sales organizations.

While STMicroelectronics N.V. is the parent company, we also conduct our operations through service activities from our subsidiaries. We provide certain administrative, human resources, legal, treasury, strategy, manufacturing, marketing and other overhead services to our consolidated subsidiaries pursuant to service agreements for which we recover the cost.

The following table lists our consolidated subsidiaries and our percentage ownership as of December 31, 2014:

<u>Legal Seat</u>	<u>Name</u>	<u>Percentage Ownership (Direct or Indirect)</u>
Australia, Sydney	STMicroelectronics PTY Ltd	100
Belgium, Diegem	Proton World International N.V.	100
Brazil, Sao Paulo	South America Comércio de Cartões Inteligentes Ltda	100
Brazil, Sao Paulo	STMicroelectronics Ltda	100
Canada, Ottawa	STMicroelectronics (Canada), Inc.	100
China, Beijing	STMicroelectronics (Beijing) R&D Co. Ltd	100
China, Shanghai	STMicroelectronics (Shanghai) Co. Ltd	100
China, Shanghai	STMicroelectronics (China) Investment Co. Ltd	100
China, Shenzhen	Shenzhen STS Microelectronics Co. Ltd	60
China, Shenzhen	STMicroelectronics (Shenzhen) Manufacturing Co. Ltd	100
China, Shenzhen	STMicroelectronics (Shenzhen) R&D Co. Ltd	100
Czech Republic, Prague	STMicroelectronics Design and Application s.r.o.	100
Finland, Nummela	STMicroelectronics Finland OY	100
France, Crolles	STMicroelectronics (Crolles 2) SAS	100
France, Grenoble	STMicroelectronics (Grenoble 2) SAS	100
France, Le Mans	STMicroelectronics (Grand Ouest) SAS	100
France, Grenoble	STMicroelectronics (Alps) SAS	100
France, Montrouge	STMicroelectronics S.A.	100
France, Rousset	STMicroelectronics (Rousset) SAS	100
France, Tours	STMicroelectronics (Tours) SAS	100
Germany, Aschheim-Domach	STMicroelectronics GmbH	100
Germany, Aschheim-Domach	STMicroelectronics Application GmbH	100
Holland, Amsterdam	STMicroelectronics Finance B.V.	100
Holland, Amsterdam	STMicroelectronics Finance II N.V.	100

## Table of Contents

<u>Legal Seat</u>	<u>Name</u>	<u>Percentage Ownership (Direct or Indirect)</u>
Holland, Amsterdam	STMicroelectronics International N.V.	100
Hong Kong	STMicroelectronics Ltd	100
India, New Delhi	STMicroelectronics Marketing Pvt Ltd	100
India, Noida	STMicroelectronics Pvt Ltd	100
Israel, Netanya	STMicroelectronics Ltd	100
Italy, Agrate Brianza	STMicroelectronics S.r.l.	100
Italy, Aosta	Dora S.p.A.	100
Italy, Catania	CO.R.I.M.M.E.	100
Italy, Naples	STMicroelectronics Services S.r.l.	100
Italy, Torino	ST-POLITO Scarl	75
Japan, Tokyo	STMicroelectronics KK	100
Malaysia, Kuala Lumpur	STMicroelectronics Marketing SDN BHD	100
Malaysia, Muar	STMicroelectronics SDN BHD	100
Malta, Kirkop	STMicroelectronics (Malta) Ltd	100
Mexico, Guadalajara	STMicroelectronics Marketing, S. de R.L. de C.V.	100
Morocco, Casablanca	Electronic Holding S.A.	100
Morocco, Casablanca	STMicroelectronics S.A.S. (Maroc)	100
Philippines, Calamba	STMicroelectronics, Inc.	100
Philippines, Calamba	Mountain Drive Property, Inc.	40
Singapore, Ang Mo Kio	STMicroelectronics Asia Pacific Pte Ltd	100
Singapore, Ang Mo Kio	STMicroelectronics Pte Ltd	100
Spain, Barcelona	STMicroelectronics Iberia S.A.	100
Sweden, Kista	STMicroelectronics A.B.	100
Switzerland, Geneva	STMicroelectronics S.A.	100
Switzerland, Geneva	INCARD S.A.	100
Switzerland, Geneva	ST New Ventures S.A.	100
Thailand, Bangkok	STMicroelectronics (Thailand) Ltd	100
United Kingdom, Marlow	Inmos Limited	100
United Kingdom, Marlow	STMicroelectronics Limited	100
United Kingdom, Bristol	STMicroelectronics (Research & Development) Limited	100
United Kingdom, Marlow	Synad Technologies Limited	100
United States, Coppel	STMicroelectronics Inc.	100
United States, Coppel	Genesis Microchip Inc.	100
United States, Coppel	Genesis Microchip (Delaware), Inc.	100
United States, Coppel	Genesis Microchip LLC	100
United States, Coppel	Genesis Microchip Limited Partnership	100
United States, Coppel	Sage Inc.	100
United States, Coppel	Faroudja, Inc.	100
United States, Coppel	Faroudja Laboratories Inc.	100
United States, Coppel	STMicroelectronics (North America) Holding, Inc.	100
United States, Wilsonville	The Portland Group, Inc.	100

The following table lists our principal equity-method investments and our percentage ownership as of December 31, 2014:

<u>Legal Seat</u>	<u>Name</u>	<u>Percentage Ownership (Direct or Indirect)</u>
Italy, Catania	3Sun S.r.l.	33.3
Brazil, Sao Paulo	Incarn do Brazil Ltda	50.0
Switzerland, Geneva	ST-Ericsson SA	50.0

## Public Funding

We receive funding mainly from French, Italian and European Union governmental entities. Such funding is generally provided to encourage R&D activities, industrialization and local economic development. Public funding in France, Italy and Europe generally is open to all companies, regardless of their ownership or country of incorporation. The conditions for receipt of government funding may include eligibility restrictions, approval by EU authorities, annual budget appropriations, compliance with European Union regulations, as well as

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## [Table of Contents](#)

specifications regarding objectives and results. Certain specific contracts contain obligations to maintain a minimum level of employment and investment during a certain period of time. There could be penalties if these objectives are not fulfilled. Other contracts contain penalties for late deliveries or for breach of contract, which may result in repayment obligations. Our funding programs are classified under three general categories: funding for research and development activities, capital investment, and loans. We also benefit from tax credits for R&D activities in several countries (notably in France). See “Item 5. Operating and Financial Review and Prospects – Results of Operations” and Notes to our Consolidated Financial Statements.

The main programs for R&D in which we are involved include: (i) the Eureka CATRENE cooperative R&D program (Cluster for Application and Technology Research in Europe on NanoElectronics); (ii) EU R&D projects with FP7 (Seventh Frame Program) for Information and Communication Technology; (iii) European Joint Technology Initiatives (JTI) such as ENIAC (European Nanoelectronics Initiative Advisory Committee) and ARTEMIS (Embedded Computing Systems Initiative) operated by Joint Undertakings formed by the European Union, some member states and industry; and (iv) national or regional programs for R&D and for industrialization in the electronics industries involving many companies and laboratories. The pan European programs cover a period of several years, while national or regional programs in France and Italy are subject mostly to annual budget appropriation. In 2014, we submitted new large projects supporting, in particular, our digital CMOS power roadmaps, to ECSEL (Electronic Components and Systems for European Leadership), a public-private partnership for electronic components and systems, which started in early 2014 and will run for 7 years. We were awarded 3 projects, two in France and one in Italy.

In Italy, there are national funding programs intended to support industry R&D in any segment. These programs often cover several years and the approval phase is quite long, up to two or three years. There are also regional funding tools for research that are supported by local initiatives, primarily in the regions of Sicily, Campania and Val d’Aosta. These programs require local economic development in terms of industrial exploitation, new professional hiring and/or cooperation with local academia and public laboratories. In 2014, we signed a contract with the Italian government to set-up manufacturing processes based on Cu and NiPd in Catania.

In 2006, the EU Commission allowed the modification of the conditions of a grant pertaining to the building, facilitation and equipment of our facility in Catania, Italy (the “M6 Plant”). Following this decision, the authorized timeframe for completion of the project was extended and the Italian government was authorized to allocate €446 million, out of the €542 million grants originally authorized, for the completion of the M6 Plant if we made a further investment of €1,700 million between January 1, 2006 through the end of 2009. On the basis of the investments actually realized during the period, we recorded an amount of approximately €78 million as funding for capital investment of which approximately €44 million has been received to date. On September 13, 2011, the European Commission initiated a review of the M6 Plant investment and related benefits, requesting information from the Italian government about the status and the ownership of the benefits of the M6 Plant investment during the period 2001-2006. The Italian authorities responded to all such requests for information in 2011 and 2012 concerning primarily the history of the investment made, the motivation of the state aid granted, the formal interpretation related to the definition of “investment activation”, and its application to the M6 Plant case. To our knowledge, no proceedings are ongoing.

In France, support for R&D is given by public research agencies, generally to a consortium of partners involving universities, public laboratories and private actors (large and small). The agencies operate via calls for project proposals, most often related to the identified “clusters of competitiveness” (*Pôles de Compétitivité*) throughout the French territory. The most relevant for us are ‘Minalogic’ around Grenoble, ‘SCS’ in the south-east area covering Rousset and ‘S2E2’ in the Tours area. The selected projects receive a support limited to 25% or 35% of the actual R&D expenses, depending on the type of project. The funding is given when technical reports have been accepted by the agencies; all expenses must be documented and financial audits are organized by the agencies to check their eligibility.

In France, additional R&D funding is given by the French Ministry of Industry (“FCE”) and local public authorities. Specific support for microelectronics is provided through FCE to all the companies in the semiconductor industry with activities in France.

In support of our R&D activities, we signed the Nano2017 program with the French government in 2013, which was approved by the European Union in the second quarter of 2014 and, in our role as Coordinator and Project Leader of Nano2017, we have been allocated an overall funding budget of about €400 million for the period 2013-2017, subject to the conclusion of agreements every year with the public authorities and linked to

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## [Table of Contents](#)

the achievement of technical parameters and objectives. See “Item 5. Operating and Financial Review and Prospects”. We believe the Nano2017 R&D program will strengthen our leadership in key technologies such as FD-SOI (low-power, high-performance processing), next-generation imaging (differentiated and “Time of Flight” sensors) and next-generation embedded non-volatile memories. These technologies are at the core of our embedded processing solutions which include microcontrollers, imaging solutions, digital consumer products, application processors and digital ASICs. The pan-European enlargement of this program (with partners in about 20 European countries) will also contribute to the strengthening of European cooperation in the micro-nanoelectronics sector, along the entire value chain, from materials and equipment to components and system design. This program relies on leading industry clusters in Europe, such as Dresden (Germany), Leuven-Eindhoven (Belgium-the Netherlands) and Grenoble-Crolles (France). This program contains obligations to maintain a minimum level of employment and investment during a certain period of time.

There can be no assurance that we will receive anticipated funding on a timely basis or that we will continue to benefit from such government support. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — If we fail to meet the condition and approval requirements applicable to public funding we have received in the past, we may face demands for repayment, which may increase our costs and impact our results of operations”.

### **Suppliers**

We use three main critical types of suppliers in our business: equipment suppliers, material suppliers and external silicon foundries and back-end subcontractors.

In the front-end process, we use steppers, scanners, tracking equipment, strippers, chemo-mechanical polishing equipment, cleaners, inspection equipment, etchers, physical and chemical vapor-deposition equipment, implanters, furnaces, testers, probers and other specialized equipment. The manufacturing tools that we use in the back-end process include bonders, burn-in ovens, testers and other specialized equipment. The quality and technology of equipment used in the IC manufacturing process defines the limits of our technology. Demand for increasingly smaller chip structures means that semiconductor producers must quickly incorporate the latest advances in process technology to remain competitive. Advances in process technology cannot occur without commensurate advances in equipment technology, and equipment costs tend to increase as the equipment becomes more sophisticated.

Our manufacturing processes use many materials, including silicon wafers, lead frames, mold compound, ceramic packages and chemicals and gases. The prices of many of these materials are volatile due to the specificity of the market. We have therefore adopted a “multiple sourcing strategy” designed to protect us from the risk of price disruption. The same strategy applies to supplies for the materials used by us to avoid potential material disruption of essential material when industry demand is ramping up. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — Because we depend on a limited number of suppliers for materials and certain equipment, we may experience supply disruptions if suppliers interrupt supply, increase prices or experience material adverse changes in their financial condition”. Our “multiple sourcing strategy”, our Financial Risk Monitoring (FRISK) as well as the robustness of our supply chain and strong partnership with suppliers are intended to mitigate these risks.

Finally, we also use external subcontractors to outsource wafer manufacturing, as well as assembly and testing of finished products. See “— Property, Plants and Equipment” above.

### **Environmental Matters**

Our manufacturing operations use many chemicals, gases and other hazardous substances, and we are subject to a variety of evolving environmental, health and safety regulations related, among other things, to the use, storage, discharge and disposal of such chemicals and gases and other hazardous substances, emissions and wastes, as well as the investigation and remediation of soil and ground water contamination. In most of the jurisdictions in which we operate, we must obtain permits, licenses and other forms of authorization, or give prior notification, in order to operate. Because a large portion of our manufacturing activities are located in the EU, we are subject to European Commission regulation on environmental protection, as well as regulations of the other jurisdictions where we have operations.

Consistent with our Principles of Sustainable Excellence (“PSE”) and Sustainability Strategy, we have established proactive environmental policies with respect to the handling of chemicals, gases, emissions and waste disposals from our manufacturing operations, and we have not suffered material environmental claims in

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## [Table of Contents](#)

the past. We believe that our activities comply with presently applicable environmental regulations in all material respects. We have engaged outside consultants to audit all of our environmental activities and created environmental management teams, information systems and training. We have also instituted environmental control procedures for processes used by us as well as our suppliers. As a company, we have been certified to be in compliance with the quality standard ISO9001:2008, with the technical specification ISO/TS16949:2009; with the environmental standards ISO14001 and the European EMAS (Eco Management and Audit Scheme); and with the energy management standard ISO 50001 for all of our front-end sites.

Our activities are subject to two directives: Directive 2002/95/EC on the restriction of the use of certain hazardous substances in electrical and electronic equipment (“ROHS” Directive, as amended), which was replaced, with effect from January 3, 2013, by Directive 2011/65/EU of June 8, 2011, entitled “ROHS 2” Directive; and Directive 2002/96/EC on waste electrical and electronic equipment (“WEEE” Directive, as amended), which was replaced, with effect from February 15, 2014 by Directive 2012/19/EU of July 4, 2012. Moreover our products, due to their final applications, may be subject to the end of life vehicles Directive 2000/53/EC (“ELV” Directive, as amended) Directive 2006/66/EC (Battery Directive) and Directive 2007/47/EC (Medical Devices as amended). The ROHS Directive aims at banning the use of lead and other metals and of other flame retardant substances in electric and electronic equipment placed on the market and also introduces new requirements within the design and manufacturing phases of the products manufacturing electronic components. The WEEE Directive promotes the recovery and recycling of electrical and electronic waste, while not imposing any “take back” activities to our operations, since our products, being semiconductor components (not equipment) are excluded from the WEEE take back scope. At this stage, only one subsidiary (located in France) participates to a take back consortium for battery products.

We have also implemented voluntary reforestation projects in several countries in order to sequester additional CO2 emissions and report our emissions in our annual Corporate Sustainability Report as well as through the Carbon Disclosure Project.

Regulations implementing the registration, evaluation, authorization and restriction of chemicals (“REACH”) came into force in 2008, and are required to be fully implemented by 2018. We intend to proactively implement such legislation, in line with our commitment toward environmental protection. The implementation of any such legislation could adversely affect our manufacturing costs or product sales by requiring us to develop new processes, acquire costly equipment or materials, or to incur other significant expenses in adapting our manufacturing processes or waste and emission disposal processes. However, we are currently unable to evaluate such specific expenses and therefore have no specific reserves for environmental risks. Furthermore, environmental claims or our failure to comply with present or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of operations and, as with other companies engaged in similar activities, any failure by us to control the use of, or adequately restrict the discharge of hazardous substances could subject us to future liabilities. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — Some of our production processes and materials are environmentally sensitive, which could expose us to liability and increase our costs due to environmental regulations and laws or because of damage to the environment”.

## **Item 5. Operating and Financial Review and Prospects**

### **Overview**

*The following discussion should be read in conjunction with our Consolidated Financial Statements and Notes thereto included elsewhere in this Form 20-F. The following discussion contains statements of future expectations and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, or Section 21E of the Securities Exchange Act of 1934, each as amended, particularly in the sections “— Critical Accounting Policies Using Significant Estimates”, “— Business Outlook”, “— Liquidity and Capital Resources” and “— Financial Outlook: Capital Investment”. Our actual results may differ significantly from those projected in the forward-looking statements. For a discussion of factors that might cause future actual results to differ materially from our recent results or those projected in the forward-looking statements in addition to the factors set forth below, see “Cautionary Note Regarding Forward-Looking Statements” and Item 3. “Key Information — Risk Factors”. We assume no obligation to update the forward-looking statements or such risk factors.*

### Critical Accounting Policies Using Significant Estimates

The preparation of our Consolidated Financial Statements in accordance with U.S. GAAP requires us to make estimates and assumptions. The primary areas that require significant estimates and judgments by us include, but are not limited to:

- sales returns and allowances;
- inventory obsolescence reserves and normal manufacturing capacity thresholds to determine costs capitalized in inventory;
- recognition and measurement of loss contingencies;
- valuation at fair value of assets acquired or sold, including intangibles, goodwill, investments and tangible assets;
- annual and trigger-based impairment review of our goodwill and intangible assets, as well as an assessment, in each reporting period, of events, which could trigger impairment testing on long-lived assets;
- estimated value of the consideration to be received and used as fair value for asset groups classified as assets held for sale and the assessment of probability of realizing the sale;
- assessment of other-than-temporary impairment charges on financial assets, including equity-method investments;
- recognition and measurement of restructuring charges and other related exit costs;
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans;
- assumptions used in calculating pension obligations and other long-term employee benefits;
- determination of the amount of taxes expected to be paid and tax benefit expected to be received, including deferred income tax assets, valuation allowance and provisions for uncertain tax positions and claims; and
- allocation between debt and equity of the various components of an issued hybrid instrument and measurement at fair value of the liability component based on a discount rate adjustment technique.

We base the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While we regularly evaluate our estimates and assumptions, the actual results we experience could differ materially and adversely from our estimates. To the extent there are material differences between our estimates and actual results, future results of operations, cash flows and financial position could be significantly affected.

Our Consolidated Financial Statements include the ST-Ericsson joint ventures; in particular, until the end of August 2013, we fully consolidated ST-Ericsson SA and related affiliates (“JVS”), which was owned 50% plus a controlling share by us. Following the transfer of one share to Ericsson and the new shareholder agreement, we ceased to hold control and to consolidate JVS and started to account for it under the equity method as of September 1, 2013. The other joint venture, focused on fundamental R&D activities, whose parent company is ST-Ericsson AT SA (“JVD”), was owned 50% plus a controlling share by Ericsson and was therefore accounted for by us under the equity method until its sale to Ericsson on August 2, 2013.

We believe the following critical accounting policies require us to make significant judgments and estimates in the preparation of our Consolidated Financial Statements:

*Revenue recognition.* Our policy is to recognize revenues from sales of products to our customers when all of the following conditions have been met: (a) persuasive evidence of an arrangement exists; (b) delivery has occurred; (c) the selling price is fixed or determinable; and (d) collectability is reasonably assured. Our revenue recognition usually occurs at the time of shipment.

Consistent with standard business practice in the semiconductor industry, price protection is granted to distribution customers on their existing inventory of our products to compensate them for declines in market prices. We accrue a provision for price protection based on a rolling historical price trend computed on a monthly

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## [Table of Contents](#)

basis as a percentage of gross distributor sales. This historical price trend represents differences in recent months between the invoiced price and the final price to the distributor, adjusted if required, to accommodate for a significant change in the current market price. We record the accrued amounts as a deduction of revenue at the time of our sale to distributors. The ultimate decision to authorize a distributor refund remains fully within our control. The short outstanding inventory time period, our visibility into the standard inventory product pricing and our long distributor pricing history, have enabled us to reliably estimate price protection provisions at period-end. If market conditions differ from our assumptions, this could have an impact on future periods. In particular, if market conditions were to deteriorate, net revenues could be reduced due to higher product returns and price reductions at the time these adjustments occur, which could severely impact our profitability.

Our customers occasionally return our products for technical reasons. Our standard terms and conditions of sale provide that if we determine that products do not conform, we will repair or replace them, or issue a credit note or rebate of the purchase price. In certain cases, when the products we have supplied have been proven to be defective, we have agreed to compensate our customers for claimed damages in order to maintain and enhance our business relationship. Quality returns are usually associated with end-user customers, not with distribution channels. Quality returns are not related to any technological obsolescence issues and are identified shortly after sale in customer quality control testing. We provide for such returns when they are considered probable and can be reasonably estimated. We record the accrued amounts as a reduction of revenue.

Our insurance policy relating to product liability only covers physical and other direct damages caused by defective products. We carry limited insurance against immaterial non-consequential damages. We record a provision for warranty costs as a charge against cost of sales based on historical trends of warranty costs incurred as a percentage of sales which we have determined to be a reasonable estimate of the probable losses to be incurred for warranty claims in a period.

Any potential warranty claims are subject to our determination that we are at fault for damages, and that such claims usually must be submitted within a short period of time following the date of sale. This warranty is given in lieu of all other warranties, conditions or terms expressed or implied by statute or common law. Our contractual terms and conditions typically limit our liability to the sales value of the products that gave rise to the claims.

While the majority of our sales agreements contain standard terms and conditions, we may, from time to time, enter into agreements that contain multiple elements or non-standard terms and conditions, which require revenue recognition judgments. In such cases, following the guidance related to revenue recognition, the arrangement is allocated to the different elements based on vendor-specific objective evidence, third party evidence or our best estimates of the selling price of the separable deliverables. These arrangements generally do not include performance-, cancellation-, termination-, or refund-type provisions.

*Trade accounts receivable.* We maintain an allowance for doubtful accounts for potential estimated losses resulting from our customers' inability to make required payments. We base our estimates on historical collection trends and record a provision accordingly. Furthermore, we evaluate our customers' financial condition periodically and record a provision for any specific account we consider as doubtful. In 2014, we did not record any new material specific provision related to bankrupt customers. If we receive information that the financial condition of our customers has deteriorated, resulting in an impairment of their ability to make payments, additional allowances could be required.

*Business combinations and goodwill.* The purchase accounting method applied to business combinations requires extensive use of estimates and judgments to allocate the purchase price to the fair value of the identifiable assets acquired and liabilities assumed. If the assumptions and estimates used to allocate the purchase price are not correct or if business conditions change, purchase price adjustments or future asset impairment charges could be required. At December 31, 2014, the value of goodwill in our Consolidated Balance Sheet amounted to \$82 million.

*Impairment of goodwill.* Goodwill recognized in business combinations is not amortized but is tested for impairment annually in the third quarter, or more frequently if a triggering event indicating a possible impairment exists. Goodwill subject to potential impairment is tested at a reporting unit level, which represents a component of an operating segment for which discrete financial information is available, after performing a qualitative assessment to determine whether an impairment test is necessary, in cases when we have chosen such option. This impairment test determines whether the fair value of each reporting unit for which goodwill is allocated is lower than the total carrying amount of relevant net assets allocated to such reporting unit, including

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## [Table of Contents](#)

its allocated goodwill. If lower, the implied fair value of the reporting unit goodwill is then compared to the carrying value of the goodwill and an impairment charge is recognized for any excess. In determining the fair value of a reporting unit, we use the lower of a value determined by applying a market approach with financial metrics of comparable public companies compared to an estimate of the expected discounted future cash flows associated with the reporting unit. Significant management judgments and estimates are used in forecasting the future discounted cash flows, including: the applicable industry's sales volume forecast and selling price evolution, the reporting unit's market penetration and its revenues evolution, the market acceptance of certain new technologies and products, the relevant cost structure, the discount rates applied using a weighted average cost of capital and the perpetuity rates used in calculating cash flow terminal values. Our evaluations are based on financial plans updated with the latest available projections of the semiconductor market, our sales expectations and our costs evaluation, and are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may prove to be incorrect, and future adverse changes in market conditions, changes in strategies, lack of performance of major customers or operating results of acquired businesses that are not in line with our estimates may require impairments.

We performed our annual impairment test of goodwill on our MMS reporting unit goodwill during the third quarter of 2014 and concluded that there was no impairment. Impairment charges could result from new valuations triggered by changes in our product portfolio or strategic alternatives, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the current carrying value.

*Intangible assets subject to amortization.* Intangible assets subject to amortization include intangible assets purchased from third parties recorded at cost and intangible assets acquired in business combinations recorded at fair value, comprised of technologies and licenses, trademarks, contractual customer relationships and computer software. Intangible assets with finite useful lives are reflected net of any impairment losses and are amortized over their estimated useful life. We evaluate each reporting period whether there is reason to suspect that intangible assets held for use might not be recoverable. If we identify events or changes in circumstances which are indicative that the carrying amount is not recoverable, we assess whether the carrying value exceeds the undiscounted cash flows associated with the intangible assets. If exceeded, we then evaluate whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. An impairment charge is recognized for the excess of the carrying amount over the fair value. Significant management judgments and estimates are required to forecast undiscounted cash flows associated with the intangible assets. Our evaluations are based on financial plans updated with the latest available projections of growth in the semiconductor market and our sales expectations. They are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may be incorrect and that future adverse changes in market conditions or operating results of businesses acquired may not be in line with our estimates and may therefore require us to recognize impairment charges on certain intangible assets.

During the third quarter of 2014, we tested the dedicated long-lived assets of DCG reporting unit for impairment. The result was that all dedicated intangible assets, composed of acquired technologies, and amounting to \$23 million, were fully impaired due to the fact that their projected cash flows, over their remaining useful life, were less than their carrying value. The current DCG plan has been impacted by faster-than-expected revenue decline of legacy products and slower than anticipated customer transition to new key technologies.

We will continue to monitor the carrying value of our assets. If market conditions deteriorate, this could result in future non-cash impairment charges against earnings. Further impairment charges could also result from new valuations triggered by changes in our product portfolio or by strategic transactions, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the one underlying the carrying amount.

At December 31, 2014, the value of intangible assets subject to amortization in our Consolidated Balance Sheet amounted to \$193 million.

*Property, plant and equipment.* Our business requires substantial investments in technologically advanced manufacturing facilities, which may become significantly underutilized or obsolete as a result of rapid changes in demand and ongoing technological evolution. We estimate the useful life for the majority of our manufacturing equipment, the largest component of our long-lived assets, to be six years, except for our 300-mm manufacturing equipment whose useful life is estimated to be ten years. This estimate is based on our experience using the equipment over time. Depreciation expense is a major element of our manufacturing cost structure. We begin to depreciate newly acquired equipment when it is placed into service.

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## [Table of Contents](#)

We evaluate each reporting period if there is reason to suspect impairment on tangible assets or groups of assets held for use and we perform an impairment review when there is reason to suspect that the carrying value of these long-lived assets might not be recoverable, particularly in case of a restructuring plan. If we identify events or changes in circumstances which are indicative that the carrying amount is not recoverable, we assess whether the carrying value exceeds the undiscounted cash flows associated with the tangible assets or group of assets. If exceeded, we then evaluate whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. We normally estimate this fair value based on independent market appraisals or the sum of discounted future cash flows, using market assumptions such as the utilization of our fabrication facilities and the ability to upgrade such facilities, change in the selling price and the adoption of new technologies. We also evaluate and adjust, if appropriate, the assets' useful lives at each Balance Sheet date or when impairment indicators are identified. Assets classified as held for sale are reported as current assets at the lower of their carrying amount and fair value less costs to sell and are not depreciated. Costs to sell include incremental direct costs to transact the sale that we would not have incurred except for the decision to sell. In 2014, no impairment charge was recorded on property, plant and equipment.

Our evaluations are based on financial plans updated with the latest projections of growth in the semiconductor market and our sales expectations, from which we derive the future production needs and loading of our manufacturing facilities, and which are consistent with the plans and estimates that we use to manage our business. These plans are highly variable due to the high volatility of the semiconductor business and therefore are subject to continuous modifications. If future growth differs from the estimates used in our plans, in terms of both market growth and production allocation to our manufacturing plants, this could require a further review of the carrying amount of our tangible assets and result in a potential impairment loss.

*Inventory.* Inventory is stated at the lower of cost or market value. Cost is based on the weighted average cost by adjusting the standard cost to approximate actual manufacturing costs on a quarterly basis; therefore, the cost is dependent on our manufacturing performance. In the case of underutilization of our manufacturing facilities, we estimate the costs associated with the excess capacity. These costs are not included in the valuation of inventory but are charged directly to cost of sales. Market value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses and cost of completion. As required, we evaluate inventory acquired in business combinations at fair value, less completion and distribution costs and related margin.

While we perform, on a continuous basis, inventory write-offs of products and semi-finished products, the valuation of inventory requires us to estimate a reserve for obsolete or excess inventory as well as inventory that is not of saleable quality. Reserve for obsolescence is estimated for excess uncommitted inventories based on the previous quarter's sales, order backlog and production plans. To the extent that future negative market conditions generate order backlog cancellations and declining sales, or if future conditions are less favorable than the projected revenue assumptions, we could record additional inventory reserve, which would have a negative impact on our gross margin.

*Restructuring charges.* We have undertaken, and we may continue to undertake, significant restructuring initiatives, which have required us, or may require us in the future, to develop formalized plans for exiting any of our existing activities. We recognize the fair value of a liability for costs associated with exiting an activity when we have a present obligation and the amount can be reasonably estimated. Given the significance and timing of the execution of our restructuring activities, the process is complex and involves periodic reviews of estimates made at the time the original decisions were taken. This process can require more than one year due to requisite governmental and customer approvals and our capability to transfer technology and know-how to other locations. As we operate in a highly cyclical industry, we monitor and evaluate business conditions on a regular basis. If broader or newer initiatives, which could include production curtailment or closure of other manufacturing facilities, were to be taken, we may incur additional charges as well as change estimates of the amounts previously recorded. The potential impact of these changes could be material and could have a material adverse effect on our results of operations or financial condition. In 2014, the restructuring charges and other related closure costs amounted to \$66 million before taxes, mainly in connection with our plan affecting around 450 employees worldwide and targeting an estimated \$100 million of annualized savings in the EPS segment, as well as our initiative to reduce quarterly net operating expenses, comprised of combined selling, general and administrative and research and development expenses, net of R&D grants, in the range of \$550 to \$600 million.

*Share-based compensation.* We measure the cost of share-based service awards based on the fair value of the award on the grant date. In 2014, our share-based compensation plans awarded shares contingent on the achievement of certain performance conditions based on financial objectives, including our financial results

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## [Table of Contents](#)

when compared to industry performance. In 2014, approximately one-half of the shares awarded were contingent on the achievement of certain performance conditions. In order to determine share-based compensation to be recorded for the period, we use significant estimates on the number of awards expected to vest, including the probability of achieving the fixed performance conditions including those relating to industry performance compared to our financial results, and our best estimates of award forfeitures and employees' service periods. Our assumptions related to industry performance are generally taken with a one quarter lag in line with the availability of market information. In 2014, we recorded a total charge of approximately \$36 million relating to our outstanding stock award plans.

*Income (loss) on Equity-method Investments.* We record our share in the results of entities that we account for under the equity method. This recognition is based on results reported by these entities, relying on their internal reporting systems to measure financial results. In case of triggering events, such as continuing difficult market conditions, which could lead to continued operating losses and negative cash flow, or in the case of a strategic repositioning by one or more of our partners, we determine whether our investment is temporarily or other-than-temporarily impaired. If impairment is considered to be other-than-temporary, we need to assess the fair value of our investment and record an impairment charge directly in earnings when fair value is lower than the carrying value of the investment. We make this assessment by evaluating the business on the basis of the most recent plans and projections or to the best of our estimates. In 2014, we recognized a loss of approximately \$51 million related to our equity investment in 3Sun. On July 22, 2014, we signed an agreement with Enel Green Power to transfer our equity stake in 3Sun. Pursuant to this agreement, at closing, subject to customary precedent conditions, we will pay up to €15 million to Enel Green Power in exchange for our full release from any obligation concerning the joint venture or Enel Green Power. Also, at closing, we will forgive the outstanding €13 million shareholders loan to the joint venture. In addition, we recognized a profit of \$8 million related to other investments, including our share of profit in ST-Ericsson JVS for about \$9 million and a loss of approximately \$1 million related to our equity investment in Incard do Brazil Ltda which has been accounted for under the equity method since August 31, 2014. We are continuing to monitor our equity investments and, if required, other-than-temporary impairment charges could negatively impact our future results. As of December 31, 2014, the value in our Consolidated Balance Sheets of our equity investments was \$56 million.

*Financial assets.* We classify our financial assets in the following two categories, trading and available-for-sale. Such classification depends on the purpose for which the investments are acquired. We determine the classification of our financial assets at initial recognition. Unlisted equity securities with no readily determinable fair value are carried at cost; they are neither classified as trading nor as available-for-sale financial assets.

Trading and available-for-sale financial assets are measured at fair value. The fair value of quoted debt and equity securities is based on current market prices. If the market for a financial asset is not active, if no observable market price is obtainable, or if the security is not quoted, we measure fair value by using assumptions and estimates. For unquoted equity securities, these assumptions and estimates include the use of recent arm's-length transactions; for debt securities without available observable market price, we establish fair value by reference to publicly available indexes of securities with the same rating and comparable or similar underlying collaterals or industries' exposure, which we believe approximates the amount that would be received from the sale of the asset in an orderly transaction between market participants. In measuring fair value, we make maximum use of market inputs and minimize the use of unobservable inputs. As of December 31, 2014, the value in our Consolidated Balance Sheet of our financial assets was \$334 million invested in U.S. Treasury Bonds classified as assets available-for-sale.

*Income taxes.* We make estimates and judgments in determining income tax for the period, comprising current and deferred income tax. We need to assess the income tax expected to be paid or the tax benefit expected to be received related to the current year taxable profit and loss in each individual tax jurisdiction and recognize deferred income tax for all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the Consolidated Financial Statements. Furthermore, we assess all material open income tax positions in all tax jurisdictions to determine any uncertain tax positions, and to record a provision for those that are not more likely than not to be sustained upon examination by the taxing authorities, which could require potential tax claims or assessments in various jurisdictions. In such an event and in case any tax assessment exceeds our provisions, we could be required to record additional charges in our accounts, which could significantly exceed our best estimates and our existing provisions.

We also assess the likelihood of realization of our deferred tax assets originated by our net operating loss carry forwards. The ultimate realization of deferred tax assets is dependent upon, among other things, our

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## [Table of Contents](#)

ability to generate future taxable profit available against loss carry forwards or tax credits before their expiration or our ability to implement prudent and feasible tax planning strategies or the possibility to settle uncertain tax positions against available net operating loss carry forwards or similar tax losses and credits. We record a valuation allowance against the deferred tax assets when we consider it is more likely than not that the deferred tax assets will not be realized.

As of December 31, 2014, we had current deferred tax assets of \$97 million and non-current deferred tax assets of \$386 million, net of valuation allowances.

We could be required to record further valuation allowances thereby reducing the amount of total deferred tax assets, resulting in an increase of our income tax charge, if our estimates of projected future taxable income and benefits from available tax strategies are reduced as a result of a change in our assessment or due to other factors, or if changes in current tax regulations are enacted that impose restrictions on the timing or extent of our ability to utilize net operating losses and tax credit carry-forwards in the future. Likewise, a change in the tax rates applicable in the various jurisdictions or unfavorable outcomes of any ongoing tax audits could have a material impact on our future tax provisions in the periods in which these changes could occur.

*Patent and other Intellectual Property (“IP”) litigation or claims.* As is the case with many companies in the semiconductor industry, we have from time to time received, and may in the future receive, communications alleging possible infringement of patents and other IP rights of third parties. Furthermore, we may become involved in costly litigation brought against us regarding patents, mask works, copyrights, trademarks or trade secrets. In the event the outcome of a litigation claim is unfavorable to us, we may be required to take a license for the underlying IP right on economically unfavorable terms and conditions, possibly pay damages for prior use, and/or face an injunction, all of which singly or in the aggregate could have a material adverse effect on our results of operations and on our ability to compete. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others”.

We record a provision when we believe that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate losses and claims to determine whether they need to be adjusted based on current information available to us. Such estimates are difficult to the extent that they are largely dependent on the status of ongoing litigation that may vary based on positions taken by the Court with respect to issues submitted, demands of opposing parties, changing laws, discovery of new facts or other matters of fact or law. As of December 31, 2014, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to probable risks. In the event of litigation that is adversely determined with respect to our interests, or in the event that we need to change our evaluation of a potential third-party claim based on new evidence, facts or communications, unexpected rulings or changes in the law, this could have a material adverse effect on our results of operations or financial condition at the time it were to materialize. We are in discussion with several parties with respect to claims against us relating to possible infringement of IP rights. We are also involved in certain legal proceedings concerning such issues. See “Item 8. Financial Information — Legal Proceedings”.

*Other claims.* We are subject to the possibility of loss contingencies arising in the ordinary course of business. These include, but are not limited to: warranty costs on our products not covered by insurance, breach of contract claims, tax claims beyond assessed uncertain tax positions as well as claims for environmental damages. We are also exposed to numerous legal risks which until now have not resulted in legal disputes and proceedings. These include risks related to product recalls, environment, anti-trust, anti-corruption and competition as well as other compliance regulations. We may also face claims in the event of breaches of law committed by individual employees or third parties. In determining loss contingencies, we consider the likelihood of a loss of an asset or the occurrence of a liability, as well as our ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when we believe that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly re-evaluate any losses and claims and determine whether our provisions need to be adjusted based on the current information available to us. As of December 31, 2014, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to either probable or possible risks. In the event we are unable to accurately estimate the amount of such loss in a correct and timely manner, this could have a material adverse effect on our results of operations or financial condition at the time such loss was to materialize. For further details of our legal proceedings refer to “Item 8. Financial Information — Legal Proceedings” and Note 22 to our Consolidated Financial Statements.

## Table of Contents

There can be no assurance that all IP litigation or claims and other claims to which we are currently subject will be resolved in our favor or as currently anticipated. If the outcome of any claim or litigation were to be unfavorable to us, we could incur monetary damages, and/or face an injunction, all of which singly or in the aggregate could have an adverse effect on our results of operations and our ability to compete.

**Pension and Post-Employment Benefits.** Our results of operations and our Consolidated Balance Sheets include amounts for pension obligations and post-employment benefits that are measured using actuarial valuations. At December 31, 2014, our pension and post-employment benefit obligations net of plan assets amounted to \$392 million. These valuations are based on key assumptions, including discount rates, expected long-term rates of return on funds, turnover rates and salary increase rates. These assumptions used in the determination of the net periodic benefit cost are updated on an annual basis at the beginning of each fiscal year or more frequently upon the occurrence of significant events. Any changes in the pension schemes or in the above assumptions can have an impact on our valuations. The measurement date we use for our plans is December 31.

As a consequence of our decision to downsize our United Kingdom (“UK”) operations, we have proposed that the UK pension schemes (the Bristol Scheme and the Marlow Scheme) be merged, which will generate moderate funding savings and provide the Trustees with additional security. The merger of the two schemes is still under discussion with the Trustees and is not expected to materially change our pension liabilities.

### Fiscal Year 2014

Under Article 35 of our Articles of Association, our financial year extends from January 1 to December 31, which is the period end of each fiscal year. In 2014, the first quarter ended on March 29, the second quarter ended on June 28, the third quarter of 2014 ended on September 27 and the fourth quarter ended on December 31. Based on our fiscal calendar, the distribution of our revenues and expenses by quarter may be unbalanced due to a different number of days in the various quarters of the fiscal year and can also differ from equivalent prior years’ periods. In 2015, the first quarter will end on March 28, the second quarter will end on June 27, the third quarter will end on September 26 and the fourth quarter will end on December 31.

### 2014 Business Overview

Our results of operations for each period were as follows:

	Year ended December 31,		Three Months Ended		
	2014	2013	December 31, 2014	September 27, 2014	December 31, 2013
	(In millions, except per share amounts)		(Unaudited, in millions, except per share amounts)		
Net revenues	\$ 7,404	\$ 8,082	\$ 1,829	\$ 1,886	\$ 2,015
Gross profit	2,498	2,614	619	646	662
Gross margin as percentage of net revenues.	33.7%	32.3%	33.8%	34.3%	32.9%
Operating income (loss)	168	(465)	38	37	(11)
Net income (loss) attributable to parent company	128	(500)	43	72	(36)
Earnings per share	\$ 0.14	\$ (0.56)	\$ 0.05	\$ 0.08	\$ (0.04)

The total available market is defined as the “TAM”, while the serviceable available market, the “SAM”, is defined as the market for products sold by us (which consists of the TAM and excludes major devices such as Microprocessors (MPUs), DRAMs, optoelectronics devices, Flash Memories and the Wireless Application Specific market products such as Baseband and Application Processor).

Based on published industry data by WSTS, semiconductor industry revenues increased in 2014 on a year-over-year basis by approximately 10% for the TAM and 8% for the SAM, to reach approximately \$336 billion and \$151 billion, respectively. In the fourth quarter, the TAM and the SAM increased on a year-over-year basis by approximately 9% and 6%, respectively. Sequentially, in the fourth quarter of 2014, the TAM decreased by less than 1% while the SAM decreased by approximately 3%.

Overall, 2014 has been a year where we have made significant steps forward along three main axes: 1) Product and Technology Leadership; 2) Customer Expansion; and 3) Operational and Financial performance.

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## [Table of Contents](#)

We have worked hard to re-focus our product portfolio, de-emphasizing certain areas and redeploying our resources. As a result, we have become a much stronger company in terms of innovation and time-to-market.

In terms of our product and technology leadership, new flagship products in 2014 included, among many others, our 32-bit microcontrollers for general purpose and automotive applications, MEMS microphones and motion MEMS, touch-screen controllers, ultra-HD products for set-top box and low voltage power MOSFETs and IGBTs. With regards to customer expansion, our mass market initiatives were successful, with revenues in the distribution channel reaching 31% of total 2014 revenues compared to 26% last year. Finally, in 2014, the company made solid progress on key performance and financial metrics. Despite lower revenues, we achieved a significant turnaround year-over-year with operating income, improving by \$633 million; net income, improving by \$628 million and free cash flow, improving by \$376 million.

With reference to our revenues performance, we registered in 2014 a decline of 8.4%, mainly due to the significant reduction of legacy ST-Ericsson products revenues following our decision to exit the joint venture. Excluding the former ST-Ericsson products our revenues declined by 1.8%, mainly due to a decline in sales of commodity image sensor products and a faster than anticipated revenues decline of set-top-box prior generation products and motion MEMS prior generation products, only partially compensated by increased revenues in microcontrollers, automotive products, industrial and power products and new generations of acoustic and environmental MEMS.

Our fourth quarter 2014 revenues amounted to \$1,829 million, a 3.0% sequential decrease, slightly above the midpoint of our guidance for the quarter. The decrease in revenues was mostly due to a weaker performance from our SP&A segment resulting from a market softening in IPD and a temporary manufacturing delay in APG. On a year-over-year basis, our fourth quarter revenues decreased by 9.2% or a 4.6% decrease excluding legacy ST-Ericsson products. SP&A segment revenues decreased by approximately 6% mainly due to lower sales in AMS. EPS segment revenues decreased by about 15% mainly due to the phasing-out of the legacy ST-Ericsson products. Excluding legacy ST-Ericsson products, our EPS segment revenues decreased by approximately 3%. Compared to the served market, our quarterly performance was in line with SAM sequentially while it was below it on a year-over-year basis.

Our effective average exchange rate was \$1.34 for €1.00 for the full year 2014, compared to \$1.31 for €1.00 for the full year 2013. Our effective average exchange rate for the fourth quarter of 2014 was \$1.29 for €1.00, compared to \$1.34 for €1.00 for the third quarter of 2014 and \$1.34 for €1.00 in the fourth quarter of 2013. For a more detailed discussion of our hedging arrangements and the impact of fluctuations in exchange rates, see “Impact of Changes in Exchange Rates”.

Our 2014 gross margin was 33.7% of revenues, increasing by 140 basis points compared to the prior year, primarily due to improved manufacturing efficiencies and a positive product mix, partially offset by declining selling prices, higher unused capacity charges in digital technology and an unfavorable currency effect.

Our fourth quarter 2014 gross margin was 33.8%, decreasing by 50 basis points on a sequential basis, in line with our guidance for the quarter. The sequential erosion of the gross margin is reflecting a pricing pressure and higher unused capacity charges, partially offset by manufacturing efficiencies and a favorable currency effect. On a year-over-year basis, our fourth quarter gross margin improved by 90 basis points reflecting the combined benefits of manufacturing efficiencies, a more favorable product mix and a favorable currency effect, partially offset by lower selling prices and higher unused capacity charges.

Our operating expenses amounted to \$2,447 million in 2014, decreasing by about 15% from \$2,882 million in the prior year, primarily due to the ST-Ericsson exit as well as the savings resulting from our cost control initiatives and savings plans initiated in the prior year. Our fourth quarter 2014 operating expenses experienced a slight sequential increase of about 1% mainly due to a longer calendar. On a year-over-year basis, our quarterly operating expenses decreased by approximately 7% mostly due to the savings resulting from our cost control initiatives and a favorable currency effect.

Other income and expenses, net, in 2014 increased to \$207 million compared to \$95 million in the prior year, mainly due to the higher level of R&D funding following the European Union approval of the Nano2017 program, partially offset by a lower gain on sale of businesses and non-current assets as well as higher phase-out costs resulting from our manufacturing consolidation plans.

Our operating income was \$168 million in 2014, improving from a loss of \$465 million in the prior year, mainly due to lower operating expenses as a result of the exit of ST-Ericsson and the savings resulting from our cost savings plans initiated in the prior year.

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## [Table of Contents](#)

In 2014, our free cash flow significantly improved from negative \$179 million in 2013 to positive \$197 million in 2014. In the course of the year, we have paid dividends to shareholders totaling \$354 million and used \$156 million of cash to repurchase 20 million shares of our common stock.

### **Business Outlook**

In the first quarter, we expect revenues to decrease sequentially by about 5% at the midpoint plus or minus 3.5 percentage points, which is better than our normal seasonal evolution. First quarter revenues outlook reflects no one-time licensing revenue compared to the fourth quarter, our high exposure to New Year holidays in Asia as well as a shorter accounting calendar. Gross margin in the first quarter is expected to be about 33.2%, plus or minus 2.0 percentage points and reflects high unused capacity charges negatively impacting gross margin by about 120 basis points. In 2015, our main objective is to continue to deliver year-over-year improvement by returning to revenue growth and by continuing to improve our cost structure.

*This outlook is based on an assumed effective currency exchange rate of approximately \$1.24 to €1.00 for the 2015 first quarter and includes the impact of existing hedging contracts. The first quarter will close on March 28, 2015.*

*These are forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially; in particular, refer to those known risks and uncertainties described in “Cautionary Note Regarding Forward-Looking Statements” and “Item 3. Key Information — Risk Factors” herein.*

### **Other Developments**

On February 10, 2014, we announced that we and InvenSense have settled all pending proceedings between us and have entered into a patent cross license agreement. Under the terms of the settlement, neither we nor InvenSense has made any admission of liability with respect to such proceedings. Other terms between the parties are confidential.

On April 28, 2014, we announced the appointment of Mr. Jean-Marc Chery as Chief Operating Officer. Mr. Chery continues to hold overall responsibility for Embedded Processing Solutions, as well as for central manufacturing operations including Packaging and Test Manufacturing. He also continues in his role of Vice Chairman of our Corporate Strategic Committee and will continue to report to Carlo Bozotti, President and Chief Executive Officer.

On April 28, 2014, we announced the main resolutions that were submitted for shareholder adoption at our Annual General Meeting of Shareholders which was held in Amsterdam, The Netherlands, on June 13, 2014. The main resolutions, proposed by the Supervisory Board, included:

- The distribution of a cash dividend of US\$0.10 in the second quarter of 2014, and of US\$0.10 in the third quarter of 2014, per common share, which was paid in June and September of 2014, respectively, to shareholders of record in the month of each quarterly payment. The amount of the second and third quarter of 2014 cash dividend was stable with respect to previous quarterly dividend distributions;
- The reappointment of Mr. Carlo Bozotti as the sole member of the Managing Board and the Company’s President and Chief Executive Officer for a three-year term, expiring at the 2017 Annual General Meeting;
- The reappointment for a three-year term, expiring at the 2017 Annual General Meeting, of the following members of the Supervisory Board: Messrs. Didier Lombard, Jean d’Arthuys, Jean-Georges Malcor and Alessandro Rivera;
- The appointment as new members of the Supervisory Board, for a three-year term expiring at the 2017 Annual General Meeting, of: Ms. Heleen Kersten and Mr. Maurizio Tamagnini in replacement of Mr. Tom de Waard and Mr. Bruno Steve, whose terms expired;
- The adoption of our 2013 Statutory Annual Accounts prepared in accordance with International Financial Reporting Standards. The Statutory Annual Accounts for the year ended December 31, 2013, are posted on the Company’s website and were filed with the Netherlands Authority for the Financial Markets (AFM) on April 28, 2014; and
- The appointment of PricewaterhouseCoopers Accountants N.V. as our external auditor for the 2014 and 2015 financial years.

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## [Table of Contents](#)

On April 30, 2014, we announced the appointment of Mr. Paul Grimme as Executive Vice President, Mass Market and Online Marketing Programs, a new position created to coordinate the sales & marketing activities in this strategic and growing area for the company. He continues to report to Carlo Bozotti, President and Chief Executive Officer. Mr. Paul Cihak takes over from Mr. Grimme as Executive Vice President and General Manager, Sales & Marketing, Europe, Middle East and Africa. Mr. Bob Krysiak, Executive Vice President and President for the Americas Region, joins the Corporate Strategic Committee replacing Mr. Paul Grimme in his role.

In the first quarter of 2014, we obtained a favorable ruling in Switzerland on the transfer of the majority of ST-Ericsson deductible operating losses. In addition, ST-Ericsson JVS entered into liquidation on April 15, 2014.

On May 14, 2014, we and Samsung Electronics Co. Ltd. announced the signing of a comprehensive agreement on 28-nm Fully Depleted Silicon-on-Insulator (“FD-SOI”) technology for multi-source manufacturing collaboration. The licensing accord provides customers with advanced manufacturing solutions from Samsung’s state-of-the-art 300-mm facilities and assures the industry of high-volume production for our FD-SOI technology.

On June 13, 2014, we announced that all the resolutions announced on April 28, 2014 were approved at our Annual General Meeting of Shareholders (“AGM”). Following the conclusion of the AGM, the members of the Supervisory Board appointed Mr. Maurizio Tamagnini as the Chairman and Mr. Didier Lombard as the Vice-Chairman of the Supervisory Board, respectively, for a three-year term expiring at the 2017 AGM.

On June 25, 2014, the European Commission approved €400 million in aid for the Nano2017 R&D program led by us; the aid, granted to us by France for the development of new technologies in the Nanoelectronics sector, was in line with European Union state-aid rules.

On June 26, 2014, we announced the pricing of a \$1 billion dual-tranche offering of convertible bonds (the “Senior Bonds”). The Senior Bonds were issued in two tranches, one of \$600 million with a maturity of 5 years and one of \$400 million with a maturity of 7 years. We intend to use the net proceeds of the offering for general corporate purposes. We also announced the launch of a share buy-back program for the repurchase of up to twenty million ordinary shares, intended to meet our obligations in relation to our employee stock award plans.

On June 27, 2014, we announced the publication of our 2013 Sustainability Report. This Form 20-F contains comprehensive details of our Sustainability strategy, policies and performance during 2013 and illustrates how our sustainability programs play a major role throughout the business to create value for all of our stakeholders.

On July 22, 2014, we signed an agreement with Enel Green Power to transfer our equity stake in 3Sun, a joint venture in the photovoltaic panels manufacturing. Pursuant to this agreement, at closing, subject to customary precedent conditions, we will pay up to €15 million to Enel Green Power in exchange for our full release from any obligation concerning the joint venture or Enel Green Power. Also, at closing, we will forgive the outstanding €13 million shareholders loan to the joint venture.

On August 21, 2014, we announced the posting of our IFRS 2014 Semi Annual Accounts for the six-month period ended June 28, 2014, on our website and filed with the Netherlands Authority for the Financial Markets.

On September 3, 2014, we announced that we and Tessera Technologies, Inc. reached a settlement for all outstanding claims and litigation between us. The terms and conditions of the agreement between the companies are confidential.

On November 10, 2014, we announced the completion of the repurchase of 20 million shares of our common stock for a total of \$156 million under the share buy-back program announced on June 26, 2014. The repurchased shares will be held as treasury shares and used to meet our obligations in relation to our employee stock award plans.

On November 20, 2014, we were recognized among the world’s most innovative companies, as we were named a Thomson Reuters Top 100 Global Innovator for the third consecutive year. This prestigious award recognizes companies around the world for their outstanding commitment to innovation, the protection of ideas and the commercialization of inventions.

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## [Table of Contents](#)

On December 4, 2014, our Supervisory Board approved a cash dividend of \$0.10 per common share for each of the fourth quarter of 2014 and the first quarter of 2015, paid in December 2014 and to be paid in March 2015, respectively, to shareholders of record of each quarterly payment.

### **Results of Operations**

#### **Segment Information**

We operate in two business areas: Semiconductors and Subsystems.

In the Semiconductors business area, we design, develop, manufacture and market a broad range of products, including discrete and standard commodity components, application-specific integrated circuits (“ASICs”), full-custom devices and semi-custom devices and application-specific standard products (“ASSPs”) for analog, digital and mixed-signal applications. In addition, we further participate in the manufacturing value chain of Smartcard products, which include the production and sale of both silicon chips and Smartcards.

Our product segments are as follows:

- Sense & Power and Automotive Products (SP&A), comprised of the following product lines:
  - Automotive (APG);
  - Industrial & Power Discrete (IPD);
  - Analog & MEMS (AMS); and
  - Other SP&A;
- Embedded Processing Solutions (EPS), comprised of the following product lines:
  - Digital Convergence Group (DCG);
  - Imaging, BI-CMOS ASIC and Silicon Photonics (IBP);
  - Microcontrollers, Memory & Secure MCU (MMS); and
  - Other EPS.

In the second half of 2014, we announced that as of the first quarter of 2015 the Digital Convergence Group (DCG) and Imaging, BI-CMOS and Silicon Photonics (IBP) groups would be combined under one single organization, called Digital Product Group (DPG). DPG’s focus is on ASSPs addressing home gateway and set-top box, as well as FD-SOI ASICs for consumer applications; FD-SOI and mixed process ASICs, including silicon photonics, addressing communication infrastructure; and differentiated imaging products.

In 2014, we revised our revenues by product line from prior periods following the reclassification of Image Signal Processor business from IBP product line to DCG product line. In addition, the Wireless former product line has been reclassified into the DCG product line. We believe that the revised 2013 and 2012 revenues presentation is consistent with that of 2014 and we use these comparatives when managing our company.

In the Subsystems business area, we design, develop, manufacture and market subsystems and modules for the telecommunications, automotive and industrial markets including mobile phone accessories, battery chargers, ISDN power supplies and in-vehicle equipment for electronic toll payment. Based on its immateriality to our business as a whole, the Subsystems business area does not meet the requirements for a reportable segment as defined in the guidance on disclosures about segments of an enterprise and related information. All the financial values related to Subsystems including net revenues and related costs, are reported in the segment “Others”.

For the computation of the segments’ internal financial measurements, we use certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, selling, general and administrative (“SG&A”) expenses and a part of research and development (“R&D”) expenses. In compliance with our internal policies, certain cost items are not charged to the segments, including impairment, restructuring charges and other related closure costs, unused capacity charges, phase-out and start-up costs of certain manufacturing facilities, certain one-time corporate items, strategic and special R&D programs or other corporate-sponsored initiatives, including certain corporate-level operating expenses and certain other miscellaneous charges. As of the first quarter of 2015, our internal policy regarding unallocated costs will be amended to allocate unused capacity charges to our product lines. In addition, depreciation and amortization expense is part of the manufacturing costs allocated to the product segments and is neither identified as part of the inventory variation nor as part of the unused capacity charges; therefore, it cannot be isolated in the costs of goods sold. Finally, R&D grants are allocated to our product lines proportionally to the incurred R&D expenses on the sponsored projects.

[Table of Contents](#)

**Annual Results of Operations**

The following table sets forth certain financial data from our Consolidated Statements of Income:

	Year Ended December 31,					
	2014		2013		2012	
	\$ million	% of net revenues	\$ million	% of net revenues	\$ million	% of net revenues
Net sales	\$ 7,335	99.1%	\$ 8,050	99.6%	\$ 8,380	98.7%
Other revenues	69	0.9	32	0.4	113	1.3
<b>Net revenues</b>	<b>7,404</b>	<b>100</b>	<b>8,082</b>	<b>100</b>	<b>8,493</b>	<b>100</b>
Cost of sales	(4,906)	(66.3)	(5,468)	(67.7)	(5,710)	(67.2)
<b>Gross profit</b>	<b>2,498</b>	<b>33.7</b>	<b>2,614</b>	<b>32.3</b>	<b>2,783</b>	<b>32.8</b>
Selling, general and administrative	(927)	(12.5)	(1,066)	(13.2)	(1,166)	(13.8)
Research and development	(1,520)	(20.5)	(1,816)	(22.5)	(2,413)	(28.4)
Other income and expenses, net	207	2.8	95	1.2	91	1.1
Impairment, restructuring charges and other related closure costs	(90)	(1.2)	(292)	(3.6)	(1,376)	(16.2)
<b>Operating income (loss)</b>	<b>168</b>	<b>2.3</b>	<b>(465)</b>	<b>(5.8)</b>	<b>(2,081)</b>	<b>(24.5)</b>
Interest expense, net	(18)	(0.2)	(5)	(0.0)	(35)	(0.4)
Loss on equity-method investments	(43)	(0.6)	(122)	(1.5)	(24)	(0.3)
Gain (loss) on financial instruments, net	(1)	(0.0)	—	—	3	0.0
<b>Income (loss) before income taxes and noncontrolling interest</b>	<b>106</b>	<b>1.4</b>	<b>(592)</b>	<b>(7.3)</b>	<b>(2,137)</b>	<b>(25.2)</b>
Income tax benefit (expense)	23	0.3	(37)	(0.5)	(51)	(0.6)
<b>Net income (loss)</b>	<b>129</b>	<b>1.7</b>	<b>(629)</b>	<b>(7.8)</b>	<b>(2,188)</b>	<b>(25.8)</b>
Net loss (income) attributable to noncontrolling interest	(1)	(0.0)	129	1.6	1,030	(12.2)
<b>Net income (loss) attributable to parent company</b>	<b>\$ 128</b>	<b>1.7%</b>	<b>\$ (500)</b>	<b>(6.2)%</b>	<b>\$(1,158)</b>	<b>(13.6)%</b>

*Net revenues*

	Year Ended December 31,			% Variation	
	2014	2013	2012	2014 vs 2013	2013 vs 2012
	(In millions)				
Net sales	\$7,335	\$8,050	\$8,380	(8.9)%	(3.9)%
Other revenues	69	32	113	113.7	(71.5)
<b>Net revenues</b>	<b>\$7,404</b>	<b>\$8,082</b>	<b>\$8,493</b>	<b>(8.4)%</b>	<b>(4.8)%</b>

Our 2014 net revenues decreased compared to prior year, mainly due to the significant reduction of legacy ST-Ericsson products revenues following our decision to exit the joint venture, in addition to revenues reduction in DCG, Imaging products and AMS, mostly due to transition from prior generation products. Net revenues decreased by 8.4% as a result of a decline in average selling prices of approximately 7% and a decline in volume of approximately 2%. The reduction in average selling prices resulted from a pricing effect, down by approximately 5%, and a less favorable product mix of about 2%. Excluding legacy ST-Ericsson products, our revenues decreased by 1.8% compared to prior year.

In 2013, our net revenues decreased compared to the year-ago period mainly due to our decision to exit from ST-Ericsson, less favorable market conditions and a lower level of licenses. Net revenues decreased by 4.8% with a decrease of approximately 9% in average selling prices of which approximately 6% was due to a pure price effect and 3% was due to a less favorable product mix, partially offset by an increase of approximately 4% in volume. In 2013, net revenues excluding the Wireless product line increased by 3.2%.

No customer exceeded 10% of our total net revenues for the years 2014, 2013 and 2012.

[Table of Contents](#)

*Net revenues by product line and product segment*

	Year Ended December 31,			% Variation	
	2014	2013	2012	2014 vs 2013	2013 vs 2012
	(In millions)				
Automotive (APG)	\$1,807	\$1,668	\$1,554	8.3%	7.3%
Industrial & Power Discrete (IPD)	1,865	1,801	1,747	3.6	3.1
Analog & MEMS (AMS)	1,102	1,306	1,320	(15.7)	(1.0)
Other SP&A	—	—	1		
<b>Sense &amp; Power and Automotive Products (SP&amp;A)</b>	<b>4,774</b>	<b>4,775</b>	<b>4,622</b>	<b>0.0</b>	<b>3.3</b>
Digital Convergence Group (DCG)	756	1,492	2,275	(49.3)	(34.4)
Imaging, BI-CMOS ASIC and Silicon Photonics (IBP)	330	409	395	(19.4)	3.8
Microcontrollers, Memory & Secure MCU (MMS)	1,507	1,367	1,147	10.2	19.2
Other EPS	15	1	9		
<b>Embedded Processing Solutions (EPS)</b>	<b>2,608</b>	<b>3,269</b>	<b>3,826</b>	<b>(20.2)</b>	<b>(14.6)</b>
<b>Total net revenues of product segments</b>	<b>7,382</b>	<b>8,044</b>	<b>8,448</b>	<b>(8.2)</b>	<b>(4.8)</b>
Others	22	38	45		
<b>Total consolidated net revenues</b>	<b>\$7,404</b>	<b>\$8,082</b>	<b>\$8,493</b>	<b>(8.4)%</b>	<b>(4.8)%</b>

For the year 2014, our revenues were down by approximately 20% for EPS, mainly due to the weak performance of DCG, including the wind-down of the legacy ST-Ericsson products and IBP, partially offset by a strong increase in MMS. Excluding legacy ST-Ericsson products, EPS segment revenues decreased by approximately 4%. SP&A revenues were stable as a result of the increase in APG and IPD being offset by the decrease in AMS resulting from portfolio pruning and MEMS product generation transition. The segment Others includes revenues from the sales of Subsystems of \$8 million and sales of materials and other products not allocated to product segments of \$14 million.

In 2013, SP&A registered an increase of approximately 3%, while EPS revenues were down by approximately 15%. Within SP&A, all product lines except AMS increased their revenues with APG up by approximately 7% and IPD up by approximately 3%. Within EPS, DCG registered a decline of approximately 34% following the wind-down of the ST-Ericsson joint venture while IBP and MMS increased by about 4% and 19%, respectively.

*Net Revenues by Market Channel:<sup>(1)</sup>*

	Year Ended December 31,		
	2014	2013	2012
	(As percentage of net revenues)		
OEM	69%	74%	78%
Distribution	31	26	22
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

(1) Original Equipment Manufacturers (“OEM”) are the end-customers to which we provide direct marketing application engineering support, while Distribution customers refers to the distributors and representatives that we engage to distribute our products around the world.

Our revenues in Distribution registered an increase of about 5 percentage points and 4 percentage points for the years 2014 and 2013, respectively, reaching a 31% share of total revenues as of December 31, 2014. The increase in Distribution plays an important role in our customer base expansion and diversification while also contributing to the increase of our gross margin.

*Net Revenues by Location of Shipment:<sup>(1)</sup>*

	Year Ended December 31,			% Variation	
	2014	2013	2012	2014 vs 2013	2013 vs 2012
	(In millions)				
EMEA	\$1,938	\$1,958	\$2,100	(1.1)%	(6.8)%
Americas	1,128	1,221	1,253	(7.6)	(2.5)
Greater China-South Asia	3,334	3,400	3,555	(1.9)	(4.4)
Japan-Korea	1,004	1,503	1,585	(33.2)	(5.2)
<b>Total</b>	<b>\$7,404</b>	<b>\$8,082</b>	<b>\$8,493</b>	<b>(8.4)%</b>	<b>(4.8)%</b>

## Table of Contents

- (1) Net revenues by location of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S.-based companies to be invoiced to Greater China-South Asia affiliates are classified as Greater China-South Asia revenues. Furthermore, the comparison among the different periods may be affected by shifts in shipment from one location to another, as requested by our customers.

By location of shipment, revenues declined in all regions for both years 2014 and 2013. In 2014, the largest decline is in the Japan & Korea region, mainly due to the phasing out of legacy ST-Ericsson products.

### Gross profit

	Year Ended December 31,			Variation	
	2014	2013	2012	2014 vs 2013	2013 vs 2012
	(In millions)				
Cost of sales	\$(4,906)	\$(5,468)	\$(5,710)	10.3%	4.2%
Gross profit	\$ 2,498	\$ 2,614	\$ 2,783	(4.4)%	(6.1)%
Gross margin (as percentage of net revenues)	33.7%	32.3%	32.8%	140 bps	(50) bps

In 2014, gross margin was 33.7%, increasing by approximately 140 basis points compared to prior year due to improvement in manufacturing efficiencies and a positive product mix, partially offset by declining selling prices, higher unused capacity charges in digital technology and an unfavorable currency effect. Unused capacity charges amounted to \$53 million in 2014 compared to \$32 million in 2013.

In 2013, gross margin was 32.3%, decreasing by 50 basis points compared to the prior year, mainly due to the negative impact of selling prices, lower technology licensing revenues and a less favorable product mix, partially offset by improved manufacturing efficiencies, lower unused capacity charges and the absence of the \$53 million one-time charge related to the 2012 arbitration award to NXP.

### Operating expenses

	Year Ended December 31,			Variation	
	2014	2013	2012	2014 vs 2013	2013 vs 2012
	(In millions)				
Selling, general and administrative expenses	\$ (927)	\$(1,066)	\$(1,166)	13.1%	8.6%
Research and development expenses	\$(1,520)	\$(1,816)	\$(2,413)	16.3%	24.7%
As percentage of net revenues	(33.0)%	(35.7)%	(42.2)%	270 bps	650 bps

The 2014 operating expenses decreased compared to 2013 mainly due to the ST-Ericsson exit as well as the savings resulting from our cost savings plans initiated in the prior year. As a percentage of revenues, our operating expenses amounted to 33.0%, decreasing by approximately 270 basis points.

The 2013 operating expenses decrease is mainly associated with the exit of ST-Ericsson and our cost savings initiatives. As a percentage of revenues, operating expenses amounted to 35.7% in 2013, decreasing by approximately 650 basis points.

The R&D expenses were net of research tax credits, which amounted to \$145 million in 2014, \$146 million in 2013 and \$152 million in 2012.

### Other income and expenses, net

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Research and development funding	\$231	\$ 57	\$102
Phase-out and start-up costs	(16)	(4)	—
Exchange gain, net	4	8	5
Patent costs	(28)	(40)	(20)
Gain on sale of businesses and non-current assets	24	83	9
Other, net	(8)	(9)	(5)
<b>Other income and expenses, net</b>	<b>\$207</b>	<b>\$ 95</b>	<b>\$ 91</b>
As percentage of net revenues	2.8%	1.2%	1.1%

## [Table of Contents](#)

In 2014, we recognized an income, net, of \$207 million, improving compared to \$95 million in 2013. The increase is mainly due to the higher level of R&D funding following the European Union approval of the Nano2017 program and includes in the year the catch-up related to year 2013, partially offset by a lower gain on sale of businesses and non-current assets as well as higher phase-out costs resulting from our manufacturing consolidation plans.

In 2013, we recognized an income, net, of \$95 million, increasing compared to an income, net, of \$91 million in 2012, mainly due to the sale of businesses and non-current assets associated with the Global Navigation Satellite System business in ST-Ericsson and with the sale of Portland Compiler Group in ST, partially offset by a lower amount of R&D funding. No grants from the Nano-2017 R&D program were recognized in 2013.

### ***Impairment, restructuring charges and other related closure costs***

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Impairment, restructuring charges and other related closure costs	\$(90)	\$(292)	\$(1,376)

In 2014, we recorded \$90 million of impairment, restructuring charges and other related closure costs, primarily consisting of: (i) \$30 million of restructuring charges related to the “EPS restructuring plan”; (ii) \$24 million of restructuring charges related to our “plan 600”; (iii) \$23 million of impairment charges on the DCG dedicated intangible assets; and (iv) \$12 million of restructuring charges related to the manufacturing consolidation plans.

In 2013, we recorded \$292 million of impairment, restructuring charges and other related closure costs, consisting of: (i) \$88 million in restructuring charges related to our “plan 600”; (ii) \$86 million in impairment and restructuring charges related to the ST-Ericsson exit; (iii) \$56 million in impairment charges on the DCG goodwill and dedicated intangible assets following our yearly impairment test; (iv) \$37 million in impairment and restructuring charges related to the manufacturing consolidation plans; (v) \$9 million in restructuring charges related to the ST-Ericsson restructuring plans before deconsolidation; (vi) \$5 million impairment charge on Veredus as a result of the reclassification of its assets as Assets held for sale as of December 31, 2013, following the sale of a 51% stake of the company to a third party investor in 2014; and (vii) \$11 million related to other restructuring initiatives.

In 2012, we recorded \$1,376 million of impairment, restructuring charges and other related closure costs, consisting of: (i) \$1,234 million as a non-cash impairment on our Wireless goodwill and other intangible assets; (ii) \$66 million related to the ST-Ericsson restructuring plan announced in April 2012; (iii) \$23 million related to the manufacturing restructuring plan as part of the closure of our Carrollton (Texas) and Phoenix (Arizona) sites; (iv) \$21 million related to the ST-Ericsson restructuring plans previously announced in 2011 and 2009; (v) \$20 million recorded in relation to our Digital restructuring plan announced in October 2012; (vi) \$8 million related to other restructuring initiatives; and (vii) \$4 million impairment charge on certain intangibles.

### ***Operating income (loss)***

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Operating income (loss)	\$168	\$(465)	\$(2,081)
As percentage of net revenues	2.3%	(5.8)%	(24.5)%

Our operating results in 2014 improved compared to 2013, mainly due to improved manufacturing efficiencies, savings in operating expenses, higher other income and lower amounts of impairment and restructuring charges, which were partially offset by declining selling prices and an unfavorable currency impact.

Our operating results improved in 2013 compared to the prior year, positively impacted by lower impairment charges and savings in operating expenses, mainly in R&D, and negatively impacted by a lower level of gross profit primarily due to the reduced level of net revenues.

[Table of Contents](#)

**Operating income (loss) by product segment:**

	Year Ended December 31,					
	2014		2013		2012	
	\$ millions	% of net revenues	\$ millions	% of net revenues	\$ millions	% of net revenues
Sense & Power and Automotive Products (SP&A)	\$ 447	9.4%	\$ 270	5.7%	\$ 409	8.8%
Embedded Processing Solutions (EPS)	(103)	(3.9)	(399)	(12.2)	(883)	(23.1)
<b>Total operating income (loss) of product segments</b>	<b>344</b>	<b>4.7</b>	<b>(129)</b>	<b>(1.6)</b>	<b>(474)</b>	<b>(5.6)</b>
Others <sup>(1)</sup>	(176)	—	(336)	—	(1,607)	—
<b>Total consolidated operating income (loss)</b>	<b>\$ 168</b>	<b>2.3%</b>	<b>\$ (465)</b>	<b>(5.8)%</b>	<b>\$(2,081)</b>	<b>(24.5)%</b>

(1) Operating loss of “Others” includes items such as impairment, restructuring charges and other related closure costs, unused capacity charges, phase-out and start-up costs of certain manufacturing facilities, certain one-time corporate items and other unallocated expenses such as: strategic or special R&D programs, certain corporate-level operating expenses and other costs that are not allocated to the product segments, as well as operating earnings of the Subsystems and Other Products Group.

In 2014, SP&A registered an operating income of \$447 million or approximately 9% of revenues, improving from \$270 million or about 6% of revenues and reflecting a significant improvement across a number of product families, in particular in the area of Automotive and Industrial, Power and Discrete products. EPS registered an improvement in its operating loss from \$399 million or approximately 12% of revenues to an operating loss of \$103 million or about 4% of revenues, mainly due to the exit of ST-Ericsson, the savings resulting from our costs savings plans initiated in the prior year and the impact of the Nano2017 R&D funding. The segment “Others” decreased its losses to \$176 million, from \$336 million in the prior year, mainly due to lower impairment and restructuring charges, partially offset by higher phase-out costs resulting from our manufacturing consolidation plans as well as higher unused capacity charges.

In 2013, SP&A registered operating income of \$270 million or approximately 6% of revenues, down from \$409 million or about 9% of revenues, mainly as a consequence of increased operating expenses also following the reassignment to the segment of some resources from ST-Ericsson aimed to accelerate and improve product innovation for the segment. EPS registered an improvement in its operating loss from \$883 million or approximately 23% of revenues to an operating loss of \$399 million or about 12% of revenues, mainly due to the reduced level of operating expenses as a consequence of the exit from ST-Ericsson and the gain from the sale of businesses only partially offset by reduced gross profit due to the lower revenues level. The segment “Others” decreased its losses to \$336 million in 2013, from \$1,607 million in 2012, mainly due to lower impairment and restructuring charges.

**Reconciliation to consolidated operating income (loss):**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Total operating income (loss) of product segments	\$ 344	\$(129)	\$ (474)
Unused capacity charges	(53)	(32)	(172)
Impairment, restructuring charges and other related closure costs	(90)	(292)	(1,376)
Strategic and other research and development programs	(7)	(15)	(12)
Phase-out and start-up costs	(16)	(5)	—
NXP arbitration award	—	—	(54)
Other non-allocated provisions <sup>(1)</sup>	(10)	8	7
Total operating loss Others	(176)	(336)	(1,607)
<b>Total consolidated operating income (loss)</b>	<b>\$ 168</b>	<b>\$(465)</b>	<b>\$(2,081)</b>

(1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other costs/income that are not allocated to the product segments.

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**Table of Contents****Interest expense, net**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Interest expense, net	\$ (18)	\$ (5)	\$ (35)

In 2014, interest expense and fees on our borrowings and our committed credit facilities amounted to \$30 million, of which \$10 million non-cash interest expense related to the dual tranche senior unsecured convertible bonds issued on July 3, 2014 (the "Senior Bonds"), partially balanced by a \$12 million interest income.

In 2013, interest expense was \$5 million, comprised of \$23 million interest expense partially offset by \$18 million of interest income, including a one-time interest payment received with respect to a U.S. tax refund in the second quarter of 2013.

**Loss on equity-method investments**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Loss on equity-method investments	\$ (43)	\$ (122)	\$ (24)

In 2014, we recorded a charge of \$43 million, of which \$1 million related to our share in Incard do Brazil Ltda which has been accounted for under the equity method since August 31, 2014 and \$51 million related to 3Sun, including impairment and other charges associated with our decision to exit the joint venture, partially offset by a \$9 million gain related to our share in ST-Ericsson JVS. On July 22, 2014, we signed an agreement to transfer all 3Sun ownership and obligations to Enel Green Power.

In 2013, we recorded a charge of \$122 million, of which \$104 million related to our share in 3Sun, which consisted of a \$35 million operating loss and \$69 million as non-cash item following their asset impairment, \$7 million loss related to ST-Ericsson JVS which has been accounted for under the equity-method since September 1, 2013, \$6 million loss in relation with MicroOLED SAS and \$5 million loss for ST-Ericsson JVD.

**Income tax benefit (expense)**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Income tax benefit (expense)	\$ 23	\$ (37)	\$ (51)

During 2014, we registered an income tax benefit of \$23 million, reflecting the actual taxes calculated on our income before income taxes in each of our jurisdictions. This tax benefit included the recognition of deferred tax assets, net of valuation allowances, associated with our estimates of the net operating loss recoverability in certain jurisdictions, one-time tax benefits related to previous year adjustments and our best estimate on additional tax charges related to potential uncertain tax positions and claims.

**Net loss (income) attributable to noncontrolling interest**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Net loss (income) attributable to noncontrolling interest	\$ (1)	\$ 129	\$ 1,030
As percentage of net revenues	(0.0)%	1.6%	12.2%

In 2014, we recorded \$1 million representing the income attributable to noncontrolling interest. In 2013, we recorded \$129 million loss attributable to noncontrolling interest, mainly relating to Ericsson's interest in the ST-Ericsson joint venture prior to the deconsolidation as of September 1, 2013.

**Net loss attributable to parent company**

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Net loss (income) attributable to parent company	\$ 128	\$ (500)	\$ (1,158)
As percentage of net revenues	1.7%	(6.2)%	(13.6)%

## [Table of Contents](#)

For 2014, we reported a net income of \$128 million, compared to a net loss of \$500 million and \$1,158 for 2013 and 2012 respectively. The 2014 net income represented earnings per share of \$0.14 compared to \$(0.56) and \$(1.31) for 2013 and 2012, respectively.

In 2014, the impact after tax of impairment, restructuring charges and other related closure costs and other one-time items, a non U.S. GAAP measure, was approximately \$(0.15) per share, while it was approximately \$(0.33) and \$(0.98) per share in 2013 and 2012, respectively.

### Quarterly Results of Operations

Certain quarterly financial information for the years 2014 and 2013 are set forth below. Such information is derived from our unaudited Consolidated Financial Statements, prepared on a basis consistent with the Consolidated Financial Statements that include, in our opinion, all normal adjustments necessary for a fair statement of the interim information set forth therein. Operating results for any quarter are not necessarily indicative of results for any future period. In addition, in view of the significant volatility we have experienced in recent years, the increasingly competitive nature of the markets in which we operate, the changes in products mix and the currency effects of changes in the composition of sales and production among different geographic regions, we believe that period-to-period comparisons of our operating results should not be relied upon as an indication of future performance.

Our quarterly and annual operating results are also affected by a wide variety of other factors that could materially and adversely affect revenues and profitability or lead to significant variability of operating results, including, among others, capital requirements and the availability of funding, competition, new product development, changes in technology, manufacturing problems, litigation and possible IP claims. In addition, a number of other factors could lead to fluctuations in operating results, including order cancellations or reduced bookings by key customers or distributors, IP developments, international events, currency fluctuations, problems in obtaining adequate raw materials on a timely basis, impairment, restructuring charges and other related closure costs, as well as the loss of key personnel. As only a portion of our expenses varies with our revenues, there can be no assurance that we will be able to reduce costs promptly or adequately in relation to revenue declines to compensate for the effect of any such factors. As a result, unfavorable changes in the above or other factors have in the past and may in the future adversely affect our operating results. Quarterly results have also been and may be expected to continue to be substantially affected by the cyclical nature of the semiconductor and electronic systems industries, the speed of some process and manufacturing technology developments, market demand for existing products, the timing and success of new product introductions and the levels of provisions and other unusual charges incurred. Certain additions of our quarterly results will not total our annual results due to rounding.

### Net revenues

	Three Months Ended			% Variation	
	December 31, 2014	September 27, 2014	December 31, 2013	Sequential	Year-Over- Year
	(Unaudited, in millions)				
Net sales	\$ 1,806	\$ 1,870	\$ 2,008	(3.4)%	(10.1)%
Other revenues	23	16	7	42.7	239.4
<b>Net revenues</b>	<b>\$ 1,829</b>	<b>\$ 1,886</b>	<b>\$ 2,015</b>	<b>(3.0)%</b>	<b>(9.2)%</b>

Our fourth quarter 2014 net revenues were \$1,829 million, decreasing by 9.2% compared to the year-ago period as a result of an approximate 10% decrease in average selling prices, slightly offset by higher volume. Excluding legacy ST-Ericsson products, our revenues decreased by 4.6%.

On a sequential basis, our revenues decreased by 3.0%, slightly above the midpoint of our guidance for the quarter. The sequential decrease resulted from an approximate 1% decrease in average selling prices combined with an approximate 2% decrease in units sold.

No customer exceeded 10% of our total net revenues in the fourth quarters of 2014 and 2013 as well as in the third quarter of 2014.

[Table of Contents](#)

*Net revenues by product line and product segment*

	Three Months Ended			% Variation	
	December 31, 2014	September 27, 2014	December 31, 2013	Sequential	Year-Over- Year
	(Unaudited, in millions)				
Automotive (APG)	\$ 436	\$ 464	\$ 449	(6.0)%	(3.0)%
Industrial & Power Discrete (IPD)	462	486	447	(5.1)	3.1
Analog & MEMS (AMS)	266	268	337	(0.4)	(20.9)
<b>Sense &amp; Power and Automotive Products (SP&amp;A)</b>	<b>1,164</b>	<b>1,218</b>	<b>1,233</b>	<b>(4.4)</b>	<b>(5.7)</b>
Digital Convergence Group (DCG)	166	202	307	(18.0)	(46.1)
Imaging, BI-CMOS ASIC and Silicon Photonics (IBP)	93	84	112	11.6	(16.3)
Microcontrollers, Memory & Secure MCU (MMS)	388	377	357	2.9	8.6
Other EPS	13	—	—		
<b>Embedded Processing Solutions (EPS)</b>	<b>660</b>	<b>663</b>	<b>776</b>	<b>(0.4)</b>	<b>(14.9)</b>
<b>Total net revenues of product segments</b>	<b>1,824</b>	<b>1,881</b>	<b>2,009</b>	<b>(3.0)</b>	<b>(9.2)</b>
Others	5	5	6		
<b>Total consolidated net revenues</b>	<b>\$ 1,829</b>	<b>\$ 1,886</b>	<b>\$ 2,015</b>	<b>(3.0)%</b>	<b>(9.2)%</b>

By product segment, both SP&A and EPS registered a decrease of approximately 6% and 15% respectively on a year-over-year basis. Excluding legacy ST-Ericsson products, EPS segment revenues decreased by approximately 3% year-over-year. Within SP&A, both APG and AMS decreased their revenues by approximately 3% and 21% respectively while IPD revenues increased by approximately 3%. Within EPS, IBP and DCG, including legacy ST-Ericsson products, registered a decline of revenues of approximately 16% and 46% respectively while MMS increased by about 9%.

By product segment, SP&A revenues decreased by approximately 4% while EPS revenues were stable on a sequential basis. Within the SP&A segment, IPD suffered from a market slowdown while a temporary manufacturing delay impacted APG performance. Within EPS, IBP and MMS increased their revenues by about 12% and 3% respectively while DCG, including legacy ST-Ericsson products, registered a decline of revenues of approximately 18%.

*Net Revenues by Market Channel<sup>(1)</sup>*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in %)		
OEM	68%	68%	73%
Distribution	32	32	27
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

- (1) Original Equipment Manufacturers (“OEM”) are the end-customers to which we provide direct marketing application engineering support, while Distribution customers refers to the distributors and representatives that we engage to distribute our products around the world.

Our revenues in Distribution registered an increase of about 5 percentage points year-over-year, reaching a 32% share of total revenues.

*Net Revenues by Location of Shipment<sup>(1)</sup>*

	Three Months Ended			% Variation	
	December 31, 2014	September 27, 2014	December 31, 2013	Sequential	Year-Over- Year
	(Unaudited, in millions)				
EMEA	\$ 458	\$ 503	\$ 474	(8.9)%	(3.2)%
Americas	277	297	293	(6.8)	(5.7)
Greater China-South Asia	869	842	902	3.2	(3.6)
Japan-Korea	225	244	346	(8.1)	(35.1)
<b>Total</b>	<b>\$ 1,829</b>	<b>\$ 1,886</b>	<b>\$ 2,015</b>	<b>(3.0)%</b>	<b>(9.2)%</b>

## Table of Contents

- (1) Net revenues by location of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S.-based companies to be invoiced to Greater China-South Asia affiliates are classified as Greater China-South Asia revenues. Furthermore, the comparison among the different periods may be affected by shifts in shipment from one location to another, as requested by our customers.

By location of shipment, revenues declined in all regions year-over-year while sequentially only Greater China-South Asia region's revenue increased. On a year-over-year basis, the largest decline is in the Japan & Korea region, mainly due to the phasing out of legacy ST-Ericsson products.

### Gross profit

	Three Months Ended			Variation	
	December 31, 2014	September 27, 2014	December 31, 2013	Sequential	Year-Over- Year
	(Unaudited, in millions)				
Cost of sales	\$ (1,210)	\$ (1,240)	\$ (1,353)	2.4%	10.5%
Gross profit	\$ 619	\$ 646	\$ 662	(4.3)%	(6.6)%
Gross margin (as percentage of net revenues)	33.8%	34.3%	32.9%	(50) bps	90 bps

Fourth quarter gross margin was 33.8%, increasing on a year-over-year basis by approximately 90 basis points, mainly due to improved manufacturing efficiencies, a more favorable product mix and a positive currency effect, partially offset by the negative impact of lower selling prices and higher unused capacity charges. Unused capacity charges amounted to \$29 million compared to \$7 million in the previous year quarter.

On a sequential basis, gross margin in the fourth quarter decreased by 50 basis points, mainly due to the negative impact of selling prices and increased unused capacity charges, partially offset by improved manufacturing efficiencies and a positive currency effect. Unused capacity charges amounted to \$14 million in the previous quarter.

### Operating expenses

	Three Months Ended			Variation	
	December 31, 2014	September 27, 2014	December 31, 2013	Sequential	Year-Over- Year
	(Unaudited, in millions)				
Selling, general and administrative expenses	\$ (235)	\$ (226)	\$ (249)	(3.9)%	5.6%
Research and development expenses	\$ (376)	\$ (377)	\$ (407)	0.2%	7.7%
As percentage of net revenues	(33.5)%	(32.0)%	(32.6)%	(150) bps	(90) bps

The amount of our operating expenses decreased on a year-over-year basis, mainly due to the savings resulting from our cost savings plans initiated in the prior year and a favorable currency effect. On a sequential basis our operating expenses increased mainly due to a longer calendar. As a percentage of revenues, our operating expenses amounted to 33.5%, increasing both year-over-year and sequentially by approximately 90 and 150 basis points, respectively.

Fourth quarter 2014 R&D expenses were net of research tax credits, which amounted to \$42 million, compared to \$43 million in the fourth quarter of 2013 and \$34 million in the third quarter of 2014.

[Table of Contents](#)

*Other income and expenses, net*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Research and development funding	\$ 53	\$ 27	\$ 28
Phase-out and start-up costs	(3)	(7)	(3)
Exchange gain, net	—	2	2
Patent costs, net of reversal of unused provisions	—	1	(13)
Gain on sale of non-current assets	—	11	1
Other, net	—	(2)	(3)
<b>Other income and expenses, net</b>	<b>\$ 50</b>	<b>\$ 32</b>	<b>\$ 12</b>
As percentage of net revenues	2.7%	1.7%	0.6%

In the fourth quarter of 2014, we recognized an income, net, of \$50 million, increasing year-over-year due mostly to the recognition of Nano 2017 R&D grants, including some catch-up related to previous period, as well as lower patent costs.

On a sequential basis the increase is mostly related to lower phase-out costs and the catch-up of some R&D funding, partially offset by lower gain on sale of businesses.

*Impairment, restructuring charges and other related closure costs*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Impairment, restructuring charges and other related closure costs	\$ (20)	\$ (38)	\$ (29)

In the fourth quarter of 2014, we recorded \$20 million of impairment, restructuring charges and other related closure costs, consisting of: (i) \$17 million of restructuring charges related to the “EPS restructuring plan”; (ii) \$1 million of restructuring charges related to our “plan 600”; and (iii) \$2 million of restructuring charges related to the manufacturing consolidation plans.

In the fourth quarter of 2013, we recorded \$29 million of impairment, restructuring charges and other related closure costs, consisting of: (i) \$20 million restructuring charges related to our “plan 600”; (ii) \$5 million impairment charge on Veredus as a result of the reclassification of its assets as Assets held for sale as of December 31, 2013; (iii) \$2 million restructuring charges related to the manufacturing consolidation plans; and (iv) \$2 million related to other restructuring initiatives.

In the third quarter of 2014, we recorded \$38 million of impairment, restructuring charges and other related closure costs, primarily consisting of: (i) \$23 million of impairment charges on the DCG dedicated intangible assets; and (ii) \$13 million of restructuring charges related to the “EPS restructuring plan”.

*Operating income (loss)*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Operating income (loss)	\$ 38	\$ 37	\$ (11)
As percentage of net revenues	2.1%	1.9%	(0.6)%

The fourth quarter of 2014 registered an operating income of \$38 million compared to an operating loss of \$11 million in the year-ago quarter and an operating income of \$37 million in the prior quarter. Compared to the year-ago period, the improvement in our operating results was mainly due to the savings in operating expenses, lower amounts of impairment and restructuring charges and higher other income. On a sequential basis, while the operating income was stable, we experienced an increase in operating expenses offset by lower impairment and restructuring charges and higher other income.

[Table of Contents](#)

*Operating income (loss) by product segment*

	Three Months Ended (unaudited)					
	December 31, 2014		September 27, 2014		December 31, 2013	
	\$ million	% of net revenues	\$ million	% of net revenues	\$ million	% of net revenues
Sense & Power and Automotive Products (SP&A)	\$ 102	8.8%	\$ 114	9.4%	\$ 96	7.7%
Embedded Processing Solutions (EPS)	(10)	(1.5)	(27)	(4.1)	(66)	(8.5)
<b>Total operating income (loss) of product segments</b>	<b>92</b>	<b>5.0</b>	<b>87</b>	<b>4.6</b>	<b>30</b>	<b>1.5</b>
Others <sup>(1)</sup>	(54)	—	(50)	—	(41)	—
<b>Total consolidated operating income (loss)</b>	<b>\$ 38</b>	<b>2.1%</b>	<b>\$ 37</b>	<b>1.9%</b>	<b>\$ (11)</b>	<b>(0.6)%</b>

(1) Operating loss of “Others” includes items such as impairment, restructuring charges and other related closure costs, unused capacity charges, phase-out and start-up costs of certain manufacturing facilities, certain one-time corporate items and other unallocated expenses such as: strategic or special R&D programs, certain corporate-level operating expenses and other costs that are not allocated to the product segments, as well as operating earnings of the Subsystems and Other Products Group.

On a year-over-year basis, both segments improved their performance with SP&A increasing its operating income and EPS decreasing its operating loss. On a sequential basis, EPS decreased its operating loss while SP&A operating income decreased.

*Reconciliation to consolidated operating income (loss)*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Total operating income of product segments	\$ 92	\$ 87	\$ 30
Unused capacity charges	(29)	(14)	(7)
Impairment, restructuring charges and other related closure costs	(20)	(38)	(29)
Strategic and other research and development programs	(2)	(2)	(1)
Phase-out and start-up costs	(3)	(7)	(3)
Other non-allocated provisions <sup>(1)</sup>	—	11	(1)
Total operating loss Others	(54)	(50)	(41)
<b>Total consolidated operating income (loss)</b>	<b>\$ (38)</b>	<b>\$ 37</b>	<b>\$ (11)</b>

(1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other costs/income that are not allocated to the product segments.

*Interest expense, net*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Interest expense, net	\$ (6)	\$ (7)	\$ (3)

We recorded a net interest expense of \$6 million, compared to an expense of \$3 million in the prior-year quarter and \$7 million in the prior quarter. The year-over-year increase resulted from the interest expense on the Senior Bonds. The non-cash interest expense of the Senior Bonds amounted to \$5 million in the third and fourth quarter of 2014.

*Income (loss) on equity-method investments*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Income (loss) on equity-method investments	\$ 17	\$ —	\$ (12)

## [Table of Contents](#)

In the fourth quarter of 2014, we recorded a profit of \$17 million mostly related to our share of the profit in ST-Ericsson JVS. In the fourth quarter of 2013, we recorded a charge of \$12 million, of which \$7 million related to our share of the losses in ST-Ericsson JVS and \$5 million related to our share in 3Sun.

### *Income tax benefit (expense)*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Income tax benefit (expense)	\$ (3)	\$ 42	\$ (8)

During the fourth quarter of 2014, we registered an income tax expense of \$3 million, reflecting actual tax charges and benefits in each jurisdiction as well as the true-up of tax provisions based upon the most updated visibility on open tax matters in several jurisdictions.

Our tax rate is variable and depends on changes in the level of operating results within various local jurisdictions and on changes in the applicable taxation rates of these jurisdictions, as well as changes in estimations of our tax provisions. Our income tax amounts and rates depend also on our loss carry-forwards and their relevant valuation allowances, which are based on estimated projected plans and available tax planning strategies; in the case of material changes in these plans, the valuation allowances could be adjusted accordingly with an impact on our tax charges. We currently enjoy certain tax benefits in some countries. Such benefits may not be available in the future due to changes in the local jurisdictions; our effective tax rate could be different in future periods and may increase in the coming years. In addition, our yearly income tax charges include the estimated impact of provisions related to potential tax positions which have been considered uncertain.

### *Net income (loss) attributable to parent company*

	Three Months Ended		
	December 31, 2014	September 27, 2014	December 31, 2013
	(Unaudited, in millions)		
Net income (loss) attributable to parent company	\$ 43	\$ 72	\$ (36)
As percentage of net revenues	2.3%	3.8%	(1.8)%

For the fourth quarter of 2014, we reported a net income of \$43 million, compared to a net loss of \$36 in the prior-year quarter and a net income of \$72 million in the prior quarter. The fourth quarter net income represented earnings per share of \$0.05 compared to \$(0.04) in the prior-year quarter and \$0.08 in the prior quarter.

In the fourth quarter of 2014, the impact per share after tax of impairment, restructuring charges and other related closure costs and other one-time items, a non U.S. GAAP measure, was approximately \$(0.02) per share, while it was approximately \$(0.03) and \$(0.05) per share in the prior-year and prior quarters, respectively.

### **Impact of Changes in Exchange Rates**

Our results of operations and financial condition can be significantly affected by material changes in the exchange rates between the U.S. dollar and other currencies, particularly the Euro.

As a market rule, the reference currency for the semiconductor industry is the U.S. dollar and the market prices of semiconductor products are mainly denominated in U.S. dollars. However revenues for some of our products (primarily certain of our products sold in Europe) are quoted in currencies other than the U.S. dollar and as such are directly affected by fluctuations in the value of the U.S. dollar. As a result of currency variations, the appreciation of the Euro compared to the U.S. dollar could increase our level of revenues when reported in U.S. dollars or the depreciation of the Euro compared to the U.S. dollar could decrease our level of revenues when reported in U.S. dollars. Over time the prices in the industry tend to align to the equivalent amount in U.S. dollars, except that there is a lag between the changes in the currency rate and the adjustment in the price paid in local currency, which is proportional to the amplitude of the currency swing, and such adjustment could be only partial. Furthermore, certain significant costs incurred by us, such as manufacturing costs, SG&A expenses, and R&D expenses, are largely incurred in the currency of the jurisdictions in which our operations are located. Given that most of our operations are located in the Euro zone and other non U.S. dollar currency areas, including Singapore, our costs tend to increase when translated into U.S. dollars when the dollar weakens or to decrease when the U.S. dollar strengthens.

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## [Table of Contents](#)

In summary, as our reporting currency is the U.S. dollar, exchange rate fluctuations affect our results of operations: in particular, if the U.S. dollar weakens, our results are negatively impacted since we receive only a limited part of our revenues, and more importantly, we incur a significant part of our costs, in currencies other than the U.S. dollar. On the other hand, our results are favorably impacted when the dollar strengthens. The impact on our accounts could therefore be material, in the case of a material variation of the U.S. dollar exchange rate.

Our principal strategy to reduce the risks associated with exchange rate fluctuations has been to balance as much as possible the proportion of sales to our customers denominated in U.S. dollars with the amount of materials, purchases and services from our suppliers denominated in U.S. dollars, thereby reducing the potential exchange rate impact of certain variable costs relative to revenues. Moreover, in order to further reduce the exposure to U.S. dollar exchange fluctuations, we have hedged certain line items on our Consolidated Statements of Income, in particular with respect to a portion of the costs of goods sold, most of the R&D expenses and certain SG&A expenses, located in the Euro zone, which we account for as cash flow hedging contracts. We use three different types of hedging contracts, consisting of forward contracts, collars and options.

Our Consolidated Statements of Income for 2014 included income and expense items translated at the average U.S. dollar exchange rate for the period, plus the impact of the hedging contracts expiring during the period. Our effective average exchange rate was \$1.34 for €1.00 for the full year 2014, compared to \$1.31 for €1.00 for the full year 2013. Our effective exchange rate was \$1.29 for €1.00 for the fourth quarter of 2014, \$1.34 for €1.00 for the third quarter of 2014 and \$1.34 for €1.00 for the fourth quarter of 2013. These effective exchange rates reflect the actual exchange rates combined with the impact of cash flow hedging contracts that matured in the period.

The time horizon of our cash flow hedging for manufacturing costs and operating expenses may run up to 24 months, for a limited percentage of our exposure to the Euro and under certain currency market circumstances. As of December 31, 2014, the outstanding hedged amounts were €625 million to cover manufacturing costs and €432 million to cover operating expenses, at an average exchange rate of about \$1.32 to €1.00 (considering the collars at upper strike), maturing over the period from January 5, 2015 to December 3, 2015. As of December 31, 2014, these outstanding hedging contracts and certain expiring contracts covering manufacturing expenses capitalized in inventory resulted in a deferred loss of approximately \$73 million before tax, recorded in "Accumulated other comprehensive income (loss)" in the Consolidated Statements of Equity, compared to a deferred profit of approximately \$39 million before tax at December 31, 2013.

We also hedge certain manufacturing costs denominated in Singapore dollars (SGD); as of December 31, 2014, the outstanding hedged amounts were SGD 136 million at an average exchange rate of about SGD 1.28 to \$1.00 maturing over the period from January 8, 2015 to December 4, 2015. As of December 31, 2014, these outstanding hedging contracts resulted in a deferred loss of approximately \$3 million before tax, recorded in "Accumulated other comprehensive income (loss)" in the Consolidated Statements of Equity, compared to a deferred loss of approximately \$1 million before tax at December 31, 2013.

Our cash flow hedging policy is not intended to cover our full exposure and is based on hedging a portion of our exposure in the next four quarters and a declining percentage of our exposure in each quarter thereafter. In 2014, as a result of our cash flow hedging, we recorded a net loss of \$2 million, consisting of a loss of about \$1 million to selling, general and administrative expenses and a loss of about \$1 million to costs of goods sold, while in 2013, we recorded a net profit of \$33 million.

In addition to our cash flow hedging, in order to mitigate potential exchange rate risks on our commercial transactions, we purchase and enter into forward foreign currency exchange contracts and currency options to cover foreign currency exposure in payables or receivables at our affiliates, which we account for as fair value instruments. We may in the future purchase or sell similar types of instruments. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk". Furthermore, we may not predict in a timely fashion the amount of future transactions in the volatile industry environment. No assurance may be given that our hedging activities will sufficiently protect us against declines in the value of the U.S. dollar. Consequently, our results of operations have been and may continue to be impacted by fluctuations in exchange rates. The net effect of our consolidated foreign exchange exposure resulted in a net gain of \$4 million recorded in "Other income and expenses, net" in our 2014 Consolidated Statement of Income compared to a net gain of \$8 million recorded in 2013.

The assets and liabilities of subsidiaries are, for consolidation purposes, translated into U.S. dollars at the period-end exchange rate. Income and expenses, as well as cash flows, are translated at the average exchange rate for the period. The balance sheet impact, as well as the income statement and cash flow impact, of such translations have been, and may be expected to be, significant from period to period since a large part of our assets and liabilities and activities are accounted for in Euros as they are located in jurisdictions where the Euro

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## [Table of Contents](#)

is the functional currency. Adjustments resulting from the translation are recorded directly in equity, and are shown as “Accumulated other comprehensive income (loss)” in the Consolidated Statements of Equity. At December 31, 2014, our outstanding indebtedness was denominated mainly in U.S. dollars and in Euros.

For a more detailed discussion, see “Item 3. Key Information — Risk Factors — Risks Related to Our Operations”.

### **Impact of Changes in Interest Rates**

Interest rates may fluctuate upon changes in financial market conditions and material changes can affect our results of operations and financial condition, since these changes can impact the total interest income received on our cash and cash equivalents and marketable securities, as well as the total interest expense paid on our financial debt.

Our interest income (expense), net, as reported in our Consolidated Statements of Income, is the balance between interest income received from our cash and cash equivalents and marketable securities investments and interest expense paid on our financial liabilities (including the sale without recourse of receivables), non-cash interest expense on the Senior Bonds and bank fees (including fees on committed credit lines). Our interest income is dependent upon fluctuations in interest rates, mainly in U.S. dollars and Euros, since we invest primarily on a short-term basis; any increase or decrease in the market interest rates would mean an equivalent increase or decrease in our interest income. Our interest expenses are also dependent upon fluctuations in interest rates, since our financial liabilities include European Investment Bank Floating Rate Loans at Libor and Euribor plus variable spreads.

At December 31, 2014, our total financial resources, including cash and cash equivalents and marketable securities, generated an average interest income rate of 0.63%. At the same date, the average interest rate on our outstanding debt was 1.83% while the average rate of the cash interests on our total debt at redemption value was 0.67%.

### **Impact of Changes in Equity Prices**

As of December 31, 2014, we did not hold any significant equity participations, which could be subject to a material impact in changes in equity prices. However, we hold equity participations whose carrying value could be reduced due to further losses or impairment charges of our equity-method investments. See Note 10 to our Consolidated Financial Statements.

### **Liquidity and Capital Resources**

Treasury activities are regulated by our policies, which define procedures, objectives and controls. The policies focus on the management of our financial risk in terms of exposure to currency rates and interest rates. Most treasury activities are centralized, with any local treasury activities subject to oversight from our head treasury office. The majority of our cash and cash equivalents are held in U.S. dollars and Euros and are placed with financial institutions rated at least a single A long-term rating, meaning at least A3 from Moody’s Investors Service (“Moody’s”) and A- from Standard & Poor’s (“S&P”) or Fitch Ratings (“Fitch”), or better. Marginal amounts are held in other currencies. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk”.

Our total liquidity and capital resources were \$2,351 million as of December 31, 2014, increasing compared to \$1,894 million at December 31, 2013. As of December 31, 2014, our total liquidity and capital resources were comprised of \$2,017 million in cash and cash equivalents and \$334 million in marketable securities, all considered as current assets.

As of December 31, 2014, marketable securities were \$334 million invested in U.S. Government Treasury Bonds with an average rating of Aaa/AA+/AAA from Moody’s, S&P and Fitch, respectively. The weighted average maturity of the marketable securities portfolio was 5.3 years. The securities are classified as available-for-sale and reported at fair value. This fair value measurement corresponds to a Level 1 fair value hierarchy measurement.

### **Liquidity**

We maintain a significant cash position and a low debt-to-equity ratio, which provide us with adequate financial flexibility. As in the past, our cash management policy is to finance our investment needs mainly with net cash generated from operating activities.

During 2014, our net cash increased by \$181 million, due to the net cash from operating and financing activities exceeding the net cash used in investing activities.

## Table of Contents

The components of our cash flow for the last three years are set forth below:

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Net cash from operating activities	\$ 715	\$ 366	\$ 612
Net cash used in investing activities	(784)	(379)	(396)
Net cash from (used in) financing activities	262	(388)	135
Effect of changes in exchange rates	(12)	(13)	(13)
<b>Net cash increase (decrease)</b>	<b>\$ 181</b>	<b>\$(414)</b>	<b>\$ 338</b>

*Net cash from operating activities.* Net cash from operating activities is the sum of (i) net income (loss) adjusted for non-cash items and (ii) changes in net working capital. The net cash from operating activities in 2014 was \$715 million, increasing compared to \$366 million in the prior year period. Net cash from operating activities for 2014 compared to the prior year benefited from an increased net income adjusted for non-cash items, partially offset by the unfavorable changes in net working capital.

*Net cash used in investing activities.* Investing activities used \$784 million of cash in 2014, mainly due to payments for the purchase of tangible, intangible, financial assets and marketable securities, partially offset by the proceeds from the sale of marketable securities and the sale of businesses. The increase in net cash used in investing activities compared to the \$379 million in the prior year was primarily due to a higher payment for purchase of marketable securities, net of proceeds, a lower amount of proceeds from the sale of businesses and a lower amount of payments for purchase of tangible assets, net of proceeds. Payments for purchase of tangible assets, net of proceeds, totaled \$496 million, compared to \$531 million in 2013.

*Net cash from (used in) financing activities.* Net cash from financing activities was \$262 million for 2014, compared to the \$388 million used in 2013. The increase in the net cash from financing activities was primarily due to the \$994 million net proceeds from the issuance of the Senior Bonds in 2014, partially offset by \$156 million of repurchases of common stock. The 2014 amount included \$354 million in dividends paid to stockholders compared to \$346 million paid in 2013.

*Free Cash Flow (non U.S. GAAP measure).* We also present Free Cash Flow, which is a non U.S. GAAP measure, defined as (i) net cash from operating activities plus (ii) net cash used in investing activities, excluding payment for purchases (and proceeds from the sale) of marketable securities, which are considered as temporary financial investments. The result of this definition is ultimately net cash from operating activities plus payment for purchase and proceeds from sale of tangible, intangible and financial assets and proceeds received in the sale of businesses. We believe Free Cash Flow, a non U.S. GAAP measure, provides useful information for investors and management because it measures our capacity to generate cash from our operating and investing activities to sustain our operations. Free Cash Flow is not a U.S. GAAP measure and does not represent total cash flow since it does not include the cash flows generated by or used in financing activities. Free Cash Flow reconciles with the total cash flow and the net cash increase (decrease) by including the payment for purchases (and proceeds from the sale) of marketable securities and net cash variation from joint ventures deconsolidation, the net cash from (used in) financing activities and the effect of changes in exchange rates. In addition, our definition of Free Cash Flow may differ from definitions used by other companies. Free Cash Flow is determined as follows from our Consolidated Statements of Cash Flows:

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Net cash from operating activities	\$ 715	\$ 366	\$ 612
Net cash used in investing activities	(784)	(379)	(396)
Excluding:			
<i>Payment for purchase and proceeds from sale of marketable securities, change in short-term deposits, restricted cash, net and net variation for joint ventures deconsolidation</i>	266	(166)	(183)
<i>Payment for purchase and proceeds from sale of tangible and intangible assets<sup>(1)</sup></i>	(518)	(545)	(579)
<b>Free Cash Flow (non U.S. GAAP measure)</b>	<b>\$ 197</b>	<b>\$(179)</b>	<b>\$ 33</b>

- (1) Reflects the total of the following line items reconciled with our Consolidated Statements of Cash Flows relating to the investing activities: Payment for purchase of tangible assets, Proceeds from sale of tangible assets, Payment for purchase of intangible assets, Payment for purchase of financial assets, Proceeds from sale of financial assets, Proceeds received in sale of businesses.

## [Table of Contents](#)

Free Cash Flow was positive \$197 million in 2014, compared to negative \$179 million in 2013, reflecting the exit from ST-Ericsson, our performance improvement, monetization of non strategic assets and collection of a higher level of R&D grants including a catch-up of prior year grants.

### Capital Resources

*Net Financial Position (non U.S. GAAP measure).* Our Net Financial Position represents the difference between our total financial resources and our total financial debt. Our total financial resources include cash and cash equivalents, marketable securities, short-term deposits and restricted cash, and our total financial debt includes bank overdrafts, short-term debt and long-term debt, as represented in our Consolidated Balance Sheets. Net Financial Position is not a U.S. GAAP measure but we believe it provides useful information for investors because it gives evidence of our global position either in terms of net indebtedness or net cash by measuring our capital resources based on cash and cash equivalents and marketable securities and the total level of our financial indebtedness. Our Net Financial Position for each period has been determined as follows from our Consolidated Balance Sheets:

	Year Ended December 31,		
	2014	2013	2012
	(In millions)		
Cash and cash equivalents	\$ 2,017	\$ 1,836	\$ 2,250
Marketable securities	334	57	238
Restricted cash	—	—	4
Short-term deposits	—	1	1
<b>Total financial resources</b>	<b>2,351</b>	<b>1,894</b>	<b>2,493</b>
Bank overdrafts and short-term debt	(202)	(225)	(630)
Long-term debt	(1,603)	(928)	(671)
<b>Total financial debt</b>	<b>(1,805)</b>	<b>(1,153)</b>	<b>(1,301)</b>
<b>Net Financial Position</b>	<b>\$ 546</b>	<b>\$ 741</b>	<b>\$ 1,192</b>

Our Net Financial Position as of December 31, 2014 was a net cash position of \$546 million, decreasing compared to the net cash position of \$741 million at December 31, 2013, as a result of our dividends payment, the repurchase of common stock and the debt resulting from the issuance of the Senior Bonds exceeding our positive Free Cash Flow and the net proceeds from the issuance of the Senior Bonds.

At December 31, 2014, our financial debt was \$1,805 million, composed of (i) \$202 million of current portion of long-term debt and (ii) \$1,603 million of long-term debt. The breakdown of our total financial debt included: (i) \$900 million in European Investment Bank loans (the "EIB Loans"), (ii) \$888 million in the Senior Bonds, (iii) \$16 million in loans from other funding programs, and (iv) \$1 million of capital leases. The EIB Loans are comprised of four long-term amortizing credit facilities as part of our R&D funding programs. The first for R&D in France was drawn in U.S. dollars from 2006 to 2008 for a total amount of \$341 million, of which \$48 million remained outstanding as at December 31, 2014. The second for R&D projects in Italy, was drawn in U.S. dollars in 2008 for a total amount of \$380 million, of which \$109 million remained outstanding as of December 31, 2014. The third, signed in 2010, is a €350 million multi-currency loan to support our industrial and R&D programs. It was drawn mainly in U.S. dollars for an amount of \$321 million and only partially in Euros for an amount of €100 million, of which \$331 million remained outstanding as of December 31, 2014. The fourth, signed in the first quarter of 2013, is a €350 million multicurrency loan which also supports our R&D programs. It was drawn in U.S. dollars for an amount of \$471 million, of which \$412 million is outstanding as of December 31, 2014.

Additionally, we had unutilized committed medium-term credit facilities with core relationship banks of \$583 million.

Our long-term debt contains standard conditions, but does not impose minimum financial ratios.

As of December 31, 2014, debt payments at redemption value by period were as follows:

	Payments Due by Period						
	Total	2015	2016	2017	2018	2019	Thereafter
	(In millions)						
Long-term debt (including current portion)	\$1,917	\$202	\$193	\$117	\$116	\$715	\$ 574

## Table of Contents

The Senior Bonds were issued on July 3, 2014, for a principal amount of \$1,000 million (Tranche A for \$600 million and Tranche B for \$400 million), due 2019 and 2021, respectively, for net proceeds of approximately \$994 million. Tranche A bonds were issued as zero-coupon bonds while Tranche B bonds bear a 1% per annum nominal interest, payable semi-annually. The conversion price at issuance was approximately \$12 on each tranche. The Senior Bonds are convertible by the bondholders if certain conditions are satisfied on a net-share settlement basis, except if an alternative settlement is elected by us. We can also redeem the Senior Bonds prior to their maturity in certain circumstances. Upon initial recognition, the proceeds were allocated between debt and equity by determining the fair value of the liability component using an income approach. The liability component will accrete to par value until maturity based on the effective interest rate (Tranche A: 2.40% and Tranche B: 3.22%, including 1% p.a. nominal interest). In the computation of diluted earnings per share, the Senior Bonds will be dilutive only for the portion of net-share settlement underlying the conversion premium when the conversion option is in the money.

In March 2006, STMicroelectronics Finance B.V. ("ST BV"), a wholly owned subsidiary, issued floating rate senior bonds. These bonds, which matured on March 17, 2013, paid a quarterly coupon rate of the three-month Euribor plus 0.40%. On March 17, 2013, we repaid at maturity with available cash the residual outstanding bonds in the amount of \$455 million.

On June 26, 2014 we announced the launch of a share buy-back program for the purchase of up to 20 million ordinary shares, as authorized by the shareholders' meeting held on June 13, 2014. Purchases of shares were made on the Borsa Italiana exclusively and were completed on November 10, 2014. The purchased shares will not be retired but are currently intended to meet our future obligations in relation to the employee stock award plans.

Our current rating with rating agencies are as follow: Moody's: "Baa3" with stable outlook; S&P: "BBB-" with stable outlook; Fitch (on an unsolicited basis): "BBB-" with stable outlook.

### Contractual Obligations, Commercial Commitments and Contingencies

Our contractual obligations, commercial commitments and contingencies as of December 31, 2014, and for each of the five years to come and thereafter, were as follows:<sup>(1)</sup>

	Total	2015	2016	2017	2018	2019	Thereafter
Operating leases <sup>(2)</sup>	\$ 199	\$ 47	\$ 34	\$ 27	\$ 21	\$ 13	\$ 57
Purchase obligations <sup>(2)</sup>	391	362	15	6	5	3	—
of which:							
<i>Equipment and other asset purchases</i>	171	171	—	—	—	—	—
<i>Foundry purchases</i>	83	83	—	—	—	—	—
<i>Software, design, technologies and licenses</i>	137	108	15	6	5	3	—
Other obligations <sup>(2)</sup>	512	284	117	81	28	2	—
Long-term debt obligations (including current portion) <sup>(3)(4)</sup>	1,917	202	193	117	116	715	574
of which:							
<i>Capital leases<sup>(3)</sup></i>	1	1	—	—	—	—	—
Pension obligations <sup>(3)</sup>	392	9	21	24	33	31	274
Other long-term liabilities <sup>(3)</sup>	182	—	60	10	9	7	96
<b>Total</b>	<b>\$3,593</b>	<b>\$904</b>	<b>\$440</b>	<b>\$265</b>	<b>\$212</b>	<b>\$771</b>	<b>\$ 1,001</b>

(1) Contingent liabilities which cannot be quantified are excluded from the table above.

(2) Items not reflected on the Consolidated Balance Sheet at December 31, 2014.

(3) Items reflected on the Consolidated Balance Sheet at December 31, 2014. For long-term debt obligations the difference between the total obligations and the total carrying amount of long-term debt is due to the unamortized discount on the dual tranche senior unsecured convertible bonds.

(4) See Note 13 to our Consolidated Financial Statements at December 31, 2014 for additional information related to long-term debt.

As a result of our planned closures of certain manufacturing facilities, some of the aforementioned contracts have been terminated. The termination fees for the sites still in operation have not been taken into account.

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## [Table of Contents](#)

Operating leases are mainly related to building leases and to equipment. The amount disclosed is composed of minimum payments for future leases from 2015 to 2019 and thereafter. We lease land, buildings, plants and equipment under operating leases that expire at various dates under non-cancelable lease agreements.

Purchase obligations are primarily comprised of purchase commitments for equipment, for outsourced foundry wafers and for software licenses.

Other obligations primarily relate to firm contractual commitments with respect to partnership and cooperation agreements.

Long-term debt obligations mainly consist of bank loans and Senior Bonds. In 2015, we expect to redeem with available cash and cash equivalents a \$202 million loan received from European Investment Bank as an annual installment. See “— Net financial position (non U.S. GAAP measure)” above.

Pension obligations amounting to \$392 million consist of our best estimates of the amounts projected to be payable by us for the pension and post-employment plans. The final actual amount to be paid and related timing of such payments may vary significantly due to early retirements, terminations and changes in assumptions rates. See Note 14 to our Consolidated Financial Statements. As part of the Flash divestiture, we retained the obligation to fund the severance payment (*trattamento di fine rapporto*) due to certain transferred employees by the defined amount of about \$10 million which qualifies as a defined benefit plan and was classified as an “other long-term liability” at December 31, 2014.

Other long-term liabilities include future obligations related to our restructuring plans and miscellaneous contractual obligations. In accordance with the authoritative guidance for accounting for uncertainty in income taxes, as of December 31, 2014, we had unrecognized tax benefits of \$313 million. We do not expect to recognize any of these tax benefits in 2015. We are not, however, able to provide a reasonably reliable estimate of when these benefits will be recognized.

### *Off-Balance Sheet Arrangements*

We had no material off-balance sheet arrangements at December 31, 2014.

### **Financial Outlook: Capital Investment**

Our policy is to modulate our capital spending according to the evolution of the semiconductor market. Based on current visibility on demand, we anticipate our capital expenditure to be approximately \$600 million in 2015, to be adjusted based on demand thereafter. The most important of our 2015 capital expenditure projects are expected to be: (a) for our front-end facilities: (i) in our 300-mm fab in Crolles, technology evolution and mix evolution to support the production ramp up of new technologies and start-up of the infrastructure for its next expansion phase; (ii) a few selective programs of mix evolution, mainly in the area of analog processes; (iii) qualification and ramp-up of technologies in 200-mm in Singapore and Catania and start-up of the infrastructure for the next expansion phase in Catania; and (iv) quality, safety, maintenance, and productivity and cost savings investments in both 150-mm and 200-mm front-end fabs; (b) for our back-end facilities, capital expenditures will mainly be dedicated to: (i) capacity growth on certain package families, to sustain market demand and secure service to strategic customers; (ii) modernization and rationalization of package lines targeting cost savings benefits; and (iii) specific investments in the areas of factory automation, quality, environment and energy savings; and (c) an overall capacity adjustment in final testing and wafers probing (EWS) to meet increased demand and changed product mix.

We will continue to monitor our level of capital spending by taking into consideration factors such as trends in the semiconductor industry and capacity utilization. We expect to need significant financial resources in the coming years for capital expenditures and for our investments in manufacturing and R&D. We plan to fund our capital requirements from cash provided by operating activities, available funds and support from third parties, and may have recourse to borrowings under available credit lines and, to the extent necessary or attractive based on market conditions prevailing at the time, the issuance of debt, convertible bonds or additional equity securities. A substantial deterioration of our economic results, and consequently of our profitability, could generate a deterioration of the cash generated by our operating activities. Therefore, there can be no assurance that, in future periods, we will generate the same level of cash as in prior years to fund our capital expenditure plans for expanding/upgrading our production facilities, our working capital requirements, our R&D and manufacturing costs.

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## [Table of Contents](#)

In support of our R&D activities, we signed the Nano2017 program with the French government in 2013, which was approved by the European Union in the second quarter of 2014 and, in our role as Coordinator and Project Leader of Nano2017, we have been allocated an overall funding budget of about €400 million for the period 2013-2017, subject to the conclusion of agreements every year with the public authorities and linked to the achievement of technical parameters and objectives. The Nano2017 contract contains certain covenants which, in the event they are not fulfilled, may affect our ability to access such funding.

As a result of our exit from the ST-Ericsson joint venture, our exposure is limited to covering 50% of ST-Ericsson's needs to complete the wind-down, which are estimated to be not material to our consolidated cash flows, based on our current visibility of the ST-Ericsson liquidation balance.

We believe that we have the financial resources needed to meet our currently projected business requirements for the next twelve months, including capital expenditures for our manufacturing activities, working capital requirements, approved dividend payments and the repayment of our debts in line with their maturity dates.

### **Impact of Recently Issued U.S. Accounting Standards**

See Note 2 to our Consolidated Financial Statements.

### **Equity-method investments**

See Note 10 to our Consolidated Financial Statements.

### **Backlog and Customers**

See "Item 4. Information on the Company — Backlog".

## **Item 6. Directors, Senior Management and Employees**

### **Directors and Senior Management**

The management of our Company is entrusted to the Managing Board under the supervision of the Supervisory Board.

#### ***Supervisory Board***

Our Supervisory Board advises our Managing Board and is responsible for supervising the policies pursued by our Managing Board and the general course of our affairs and business. Our Supervisory Board consists of such number of members as is resolved by our Annual General Meeting of Shareholders ("AGM") upon a non-binding proposal of our Supervisory Board, with a minimum of six members. Decisions by our AGM concerning the number and the identity of our Supervisory Board members are taken by a simple majority of the votes cast at a meeting, provided quorum conditions are met.

Our Supervisory Board was composed of the following nine members as of December 31, 2014:

<u>Name</u>	<u>Position</u>	<u>Year Appointed</u>	<u>Term Expires</u>	<u>Age</u>
Maurizio Tamagnini	Chairman	2014 <sup>(1)</sup>	2017	49
Didier Lombard	Vice Chairman	2004	2017	72
Jean d'Arthuys	Member	2011	2017	48
Janet G. Davidson	Member	2013	2016	58
Heleen Kersten	Member	2014 <sup>(2)</sup>	2017	49
Jean-Georges Malcor	Member	2011	2017	58
Alessandro Ovi	Member	2007	2016	70
Alessandro Rivera	Member	2011	2017	44
Martine Verluyten	Member	2012	2015	63

(1) Mr. Tamagnini was appointed as a member of our Supervisory Board on June 13, 2014.

(2) Ms. Kersten was appointed as a member of our Supervisory Board on June 13, 2014.

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## [Table of Contents](#)

Resolutions of our Supervisory Board require the approval of at least three quarters of its members in office. Our Supervisory Board must meet upon request by two or more of its members or by our Managing Board. Our Supervisory Board meets at least five times a year, including once per quarter to approve our quarterly, semi-annual and annual accounts and their release. Our Supervisory Board has adopted a Supervisory Board Charter setting forth its duties, responsibilities and operations, as mentioned below. This charter is available on our website ([www.st.com](http://www.st.com)).

Pursuant to Dutch law, there is no mandatory retirement age for members of our Supervisory Board. Members of the Supervisory Board may be suspended or dismissed by our annual shareholders' meeting. Our Supervisory Board may make a proposal to our annual shareholders' meeting for the suspension or dismissal of one or more of its members. Each member of our Supervisory Board must resign no later than three years after appointment, as described in our Articles of Association, but may be reappointed following the expiration of his/her term of office.

### *Biographies of our Current Supervisory Board Members*

Maurizio Tamagnini has been a member and the Chairman of our Supervisory Board since June 2014. He also serves on our Supervisory Board's Nominating and Corporate Governance Committee and chairs its Compensation Committee and Strategic Committee. Mr. Tamagnini is currently Chief Executive Officer and Chairman of the Investment Committee of Fondo Strategico Italiano Spa (FSI), an investment company with €4.4 billion capital which invests in large corporates, sponsored by Cassa depositi e prestiti Spa. He was previously Southern European Manager of the Corporate & Investments Banking division of Bank of America Merrill Lynch and a member of the Executive Committee of Bank of America Merrill Lynch for the EMEA region. Mr. Tamagnini has gained over 25 years of experience in the financial sector specializing in the areas of Corporate Finance, Private Equity, Debt and Equity. Mr. Tamagnini is also Chairman of the Joint Venture between FSI and Qatar Holding (IQ Made in Italy Investment Company Spa) with capital endowment of up to €2 billion in total for investments in the food, brands, furniture & design and tourism sectors. He is also a member of the Advisory Board of RDIF (the Russian Direct Investment Fund), of the Italian Ministry of Economic Development Industrial Compact task force and was a member of the Organization Committee for the 2014 Worldwide Female Volleyball Championships, held in Milan. He holds a degree in International Monetary Economics from Bocconi University in Milan and has also studied at the Rensselaer Polytechnic Institute — Troy in New York, USA.

Didier Lombard has been a member of our Supervisory Board since 2004 and has been its Vice-Chairman since June 2014. He was the Supervisory Board's Chairman from 2011 until 2014. Mr. Lombard serves on our Supervisory Board's Compensation Committee, Strategic Committee and Nominating and Corporate Governance Committee. Mr. Lombard was appointed Chairman and Chief Executive Officer of Orange (formerly France Telecom) in March 2005, and served as Chief Executive Officer until February 2010 and Chairman until March 2011. Mr. Lombard began his career in the Research and Development division of Orange in 1967. From 1989 to 1990, he served as scientific and technological director at the Ministry of Research and Technology. From 1991 to 1998, he served as General Director for industrial strategies at the French Ministry of Economy, Finances and Industry, and from 1999 to 2003 he served as an Ambassador at large for foreign investments in France and as President of the French Agency for International Investments. From 2003 through February 2005, he served as Orange's Senior Executive Vice President in charge of technologies, strategic partnerships and new usages and as a member of Orange's Executive Committee. Mr. Lombard was also a member of the board of directors of Thales until May 2014. He is also the Chairman of the board of directors of Technicolor (previously Thomson), one of our customers, as well as a member of the supervisory board of Radiall. Mr. Lombard was also a member until his resignation on November 15, 2006 of the supervisory board of ST Holding, our largest shareholder. Mr. Lombard is a graduate of the Ecole Polytechnique and the Ecole Nationale Supérieure des Télécommunications.

Jean d'Arthuys has been a member of our Supervisory Board since May 2011. Mr. d'Arthuys serves on our Supervisory Board's Compensation Committee, Strategic Committee and Nominating and Corporate Governance Committee. Mr. d'Arthuys is also the Chairman and CEO of FTICI. He joined Bpifrance (formerly Fonds Stratégique d'Investissement) in 2010 as Director and member of the Executive Committee. Mr. d'Arthuys was a partner in the fund PAI Partners from 2007 until 2010, in particular in charge of the sectors media, internet and telecom. He was previously Chairman and Chief Executive Officer of television channels Paris Première and W9. Mr. d'Arthuys spent the main part of his career at the Executive Board of the Group M6, where he had various functions (from 1996 until 2007). He managed in particular the activities of digital television and the development of the Group. He was a board member of TPS, Sportfive and Newsweb. Mr. d'Arthuys was also Chairman and Chief Executive Officer of the soccer club Girondins de Bordeaux. Mr. d'Arthuys is also a member of the board of directors of Eutelsat Communications S.A. and Talend Inc. Mr. d'Arthuys graduated from HEC Business School.

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## [Table of Contents](#)

Janet G. Davidson has been a member of our Supervisory Board since June 2013. She serves on our Supervisory Board's Audit Committee and Strategic Committee. She began her career in 1979 as a member of the Technical Staff of Bell Laboratories, Lucent Technologies (as of 2006 Alcatel Lucent), and served from 1979 through 2011 in several key positions, most recently as Chief Strategy Officer (2005 – 2006), Chief Compliance Officer (2006 – 2008) and EVP Quality & Customer Care (2008 – 2011). From 2005 through 2012, Ms. Davidson was a member of the Lehigh University Board of Trustees. In 2007 she served on the Riverside Symphonia Board of Trustees and in 2005 and 2006, Ms. Davidson was a member of the Liberty Science Center Board of Trustees. Ms. Davidson was a member of the board of the Alcatel Lucent Foundation from 2011 until 2014. Ms. Davidson is a graduate of the Georgia Institute of Technology (Georgia Tech), Atlanta, GA, USA, and Lehigh University, Bethlehem, PA, USA and holds a Master's degree in Electrical Engineering.

Heleen Kersten has been a member of our Supervisory Board since June 2014. She serves on our Supervisory Board's Audit Committee and Compensation Committee and chairs its Nominating and Corporate Governance Committee. Ms. Kersten is a partner at Stibbe in Amsterdam, where she held the position of managing partner from 2008 to 2013. Stibbe is a Benelux law firm with offices in Amsterdam, Brussels, Luxembourg, London, New York, Dubai and Hong Kong. She began her career in 1989 with Stibbe before joining Davis Polk in New York and London (1992-1993). After her return to Stibbe Amsterdam, she rose through the ranks to become a partner in 1997. As a member of the Bar of Amsterdam since 1989, Ms. Kersten specializes in mergers and acquisitions, equity capital markets, corporate law and corporate governance. Ms. Kersten is currently a member of the supervisory boards of Egeria Investment B.V. (since 2007 and Chairman since October 2014) and Van Lanschot N.V. (since 2011). Ms. Kersten holds master's degrees in Dutch law and tax law, both from Leiden University in the Netherlands.

Jean-Georges Malcor has been a member of our Supervisory Board since May 2011. He also serves on our Supervisory Board's Audit Committee. Mr. Malcor is the Chief Executive Officer of CGG. He is a graduate of Ecole Centrale de Paris. He also holds a Master of Sciences degree from Stanford University, and a Doctorat from Ecole des Mines. Mr. Malcor began his career at the Thales group as an acoustic engineer in the Underwater Activities division where he was particularly in charge of hydrophone and geophone design and towed streamer programs. He then moved to the Sydney based Thomson Sintra Pacific Australia, becoming Managing Director of the company in 1990. Back in France, he became Director of Marketing and Communications (1991), then Director, Foreign Operations of Thomson Sintra Activités Sous Marines (1993). In 1996, he was appointed Managing Director of Thomson Marconi Sonar Australia which was, in addition to its military activities, the lead developing company for the solid geophysical streamer. In 1999, Mr. Malcor became the first Managing Director of the newly formed joint venture Australian Defense Industry. During this time he operated the Sydney based Woolloomooloo Shipyard (the largest dry dock in the southern hemisphere). In 2002, he became Senior Vice President, International Operations of Thales International. From 2004 to 2009, he was Senior Vice President in charge of the Naval Division, supervising all naval activities in Thales including ship design, building and maintenance. In January 2009, he became Senior Vice President, in charge of the Aerospace Division. In June 2009, he moved to the position of Senior Vice President, Continental Europe, Turkey, Russia, Asia, Africa, Middle East, and Latin America. Mr. Malcor joined CGG in January 2010 as President and became CEO on June 30, 2010. Since June 2013, Mr. Malcor has been a member of the Supervisory Board (as well as its Appointment and Compensation Committee) of the Fives Group.

Alessandro Ovi was a member of our Supervisory Board from 1994 until his term expired at our Annual General Meeting of Shareholders in March 2005. He was reappointed to our Supervisory Board at the 2007 Annual General Meeting of Shareholders. Mr. Ovi serves on our Supervisory Board's Audit Committee and Strategic Committee. Mr. Ovi received a doctoral degree in Nuclear Engineering from the Politecnico in Milan and a Master's Degree in Operations Research from the Massachusetts Institute of Technology. He has been special advisor to the President of the European Community for five years and has served on the boards of Telecom Italia S.p.A, Finmeccanica S.p.A. and Alitalia S.p.A. Currently, he is also a director of LandiRenzo S.p.A and Almaviva S.p.A. Mr. Ovi is a Life Trustee in Carnegie Mellon University and a member of the board in the Italian Institute of Technology. Until April 2000, he was the Chief Executive Officer of Tecnitel S.p.A., a subsidiary of Telecom Italia Group. Prior to joining Tecnitel S.p.A., Mr. Ovi was the Senior Vice President of International Affairs and Communications at I.R.I.

Alessandro Rivera has been a member of our Supervisory Board since May 2011. Mr. Rivera serves on our Supervisory Board's Compensation Committee and Nominating and Corporate Governance Committee. He has been the Head of Directorate IV "Financial Sector Policy and Regulation Legal Affairs" at the Department of the Treasury, Ministry of Economy and Finance, since 2008. He served as Head of Unit in the Department of the Treasury from 2000 to 2008 and was responsible for a variety of policy matters: financial services and markets,

## [Table of Contents](#)

banking foundations, accounting, finance, corporate governance and auditing. Since 2008, Mr. Rivera has been the Government representative in the “Consiglio Superiore” of the Bank of Italy, and in the Financial Services Committee. Since 2013 he has been a member of the Board of Directors and Compensation Committee of Cassa Depositi e Prestiti. From 2011 to 2014 he was a member of the Board of Directors and Compensation Committee of Poste Italiane S.p.A.. From 2008 to 2011 he was a member of the European Securities Committee. He was a member of the Accounting Regulatory Committee from 2002 to 2008 and a member of the Audit Regulatory Committee from 2005 to 2008. He served on the board of Italia Lavoro S.p.A. from 2005 to 2008 and was a member of the Audit Committee and the Compensation Committee. Mr. Rivera was also the Chairman of the Audit Committee of the “Fondo nazionale di garanzia degli intermediari finanziari” (Italian investor compensation scheme) from 2003 to 2008. From 2001 to 2010, he was the Project Leader and Deputy Project Leader in several twinning projects with Eastern European Countries (the Russian Federation, the Czech Republic, Lithuania, and Bulgaria). He also served on the board of Mediocredito del Friuli — Venezia Giulia S.p.A from 2001 to 2003.

Martine Verluysen has been a member of our Supervisory Board since May 2012. Ms. Verluysen serves on our Supervisory Board’s Audit Committee and has been its Chair since April 22, 2013. Until 2011, Ms. Verluysen acted as CFO of Umicore N.V. based in Brussels. Previously she was CFO of Mobistar N.V. (2001-2006), having initially joined Mobistar in 2000 as Group Controller. She had earlier worked at Raychem since 1976, holding various management positions during her 23 year tenure, from Manager European Consolidations (1976-1979), to General Accounting Manager based in the US (1979-1983). She was then promoted to Division Controller Telecom Division Europe from 1983 to 1990. In 1990, she was appointed Finance & Administration Director back in Europe, then in 1995, Europe Controller Finance & Administration Director until 1999. Ms. Verluysen is also member of the board of directors of Thomas Cook plc, 3i plc and GBL (group Bruxelles Lambert). Ms. Verluysen began her career in 1973 at KPMG as an Auditor.

### **Supervisory Board Committees**

*Membership and Attendance.* As of December 31, 2014, the composition of the four standing committees of our Supervisory Board was as follows: (i) Ms. Martine Verluysen is the Chair of the Audit Committee, and Ms. Janet G. Davidson, Ms. Heleen Kersten and Messrs. Jean-Georges Malcor and Alessandro Ovi are members of the Audit Committee; (ii) Mr. Maurizio Tamagnini is the Chairman of the Compensation Committee, and Mr. Jean d’Arthuys, Ms. Heleen Kersten, Messrs. Didier Lombard and Alessandro Rivera are members of the Compensation Committee; (iii) Ms. Heleen Kersten is the Chair of the Nominating and Corporate Governance Committee, and Messrs. Jean d’Arthuys, Didier Lombard, Alessandro Rivera and Maurizio Tamagnini are members of the Nominating and Corporate Governance Committee; and (iv) Mr. Maurizio Tamagnini is the Chairman of the Strategic Committee, and Ms. Janet G. Davidson and Messrs. Jean d’Arthuys, Didier Lombard and Alessandro Ovi are members of the Strategic Committee.

Detailed information on attendance at full Supervisory Board and Supervisory Board Committee meetings during 2014 is as follows:

<b>Number of Meetings Attended in 2014</b>	<b>Full Board</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Strategic Committee</b>	<b>Nominating &amp; Corporate Governance Committee</b>
Maurizio Tamagnini <sup>(1)</sup>	7	n/a	1	5	2
Didier Lombard	11	n/a	2	5	7
Jean d’Arthuys	8	n/a	1	4	5
Janet G. Davidson	11	9	n/a	5	n/a
Heleen Kersten <sup>(2)</sup>	6	4	n/a	n/a	2
Jean-Georges Malcor	11	9	n/a	n/a	n/a
Alessandro Ovi	10	7	n/a	5	n/a
Alessandro Rivera	9	n/a	2	n/a	6
Bruno Steve <sup>(3)</sup>	4	n/a	1	0	6
Martine Verluysen	11	10	n/a	n/a	n/a
Tom de Waard <sup>(4)</sup>	4	4	1	n/a	5

(1) Mr. Tamagnini was appointed as a member of our Supervisory Board on June 13, 2014.

(2) Ms. Kersten was appointed as a member of our Supervisory Board on June 13, 2014

(3) Mr. Steve’s mandate as member of our Supervisory Board expired on June 13, 2014.

(4) Mr. de Waard’s mandate as a member of our Supervisory Board expired on June 13, 2014.

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## [Table of Contents](#)

*Audit Committee.* Our Audit Committee was established in 1996 to assist the Supervisory Board in fulfilling its oversight responsibilities relating to corporate accounting, reporting practices, and the quality and integrity of our financial reports as well as our auditing practices, legal and regulatory related risks, execution of our auditors' recommendations regarding corporate auditing rules and the independence of our external auditors.

Our Audit Committee met 10 times during 2014. At many of the Audit Committee's meetings, the committee received presentations on current financial and accounting issues and had the opportunity to discuss with our CEO, CFO, Head of Corporate Control, General Counsel, Chief Compliance Officer, Chief Audit and Risk Executive and external auditors. Our Audit Committee also met with outside U.S. legal counsel to discuss corporate requirements pursuant to NYSE's corporate governance rules and the Sarbanes Oxley Act. Our Audit Committee also proceeded with its annual review of our internal audit function. Our Audit Committee reviewed our annual Consolidated Financial Statements in U.S. GAAP for the year ended December 31, 2014, and the results press release was published on January 28, 2015.

Our Audit Committee approved the compensation of our external auditors for 2014 and discussed the scope of their audit, audit related and non-audit related services for 2015. The Audit Committee also initiated the selection process of our next external auditors, who will be proposed for appointment at our 2015 General Meeting of Shareholders.

At the end of each quarter, prior to each Supervisory Board meeting to approve our quarterly results and earnings press release, our Audit Committee reviewed our interim financial information and the proposed press release and had the opportunity to raise questions to management and the independent registered public accounting firm. In addition, our Audit Committee reviewed our quarterly "Operating and Financial Review and Prospects" and Consolidated Financial Statements (and notes thereto) before they were furnished to the SEC and voluntarily certified by the CEO and the CFO (pursuant to sections 302 and 906 of the Sarbanes Oxley Act). Our Audit Committee also reviewed Operating and Financial Review and Prospects and our Consolidated Financial Statements contained in this Form 20-F, prior to its approval by our Supervisory Board. Furthermore, our Audit Committee monitored our compliance with the European Directive and applicable provisions of Dutch law that require us to prepare a set of accounts pursuant to IFRS in advance of our Annual General Meeting of Shareholders, which was held on June 13, 2014. See "Item 3. Key Information — Risk Factors — Risks Related to Our Operations".

Also in 2014, our Audit Committee reviewed with our external auditors our compliance with Section 404 of the Sarbanes-Oxley Act. In addition, our Audit Committee regularly reviewed management's conclusions as to the effectiveness of internal control over financial reporting, and supervised the implementation of our corporate Enterprise Risk Management ("ERM") process which is led by our Chief Audit and Risk Executive.

As part of each of its quarterly meetings, our Audit Committee reviewed our financial results as presented by Management and whistleblowing reports, including independent investigative reports provided by internal audit or outside consultants on such matters.

*Compensation Committee.* Our Compensation Committee was established to advise our Supervisory Board in relation to the compensation of our President and Chief Executive Officer and sole member of our Managing Board, including the variable portion of such compensation based on performance criteria recommended by our Compensation Committee. Our Compensation Committee also reviews the stock based compensation plans for our senior managers and key employees. Our Compensation Committee met 2 times in 2014.

Among its main activities, in 2014 our Compensation Committee: (i) reviewed the objectives met as compared to the performance criteria relating to the CEO bonus for the fiscal year ended on December 31, 2013; (ii) reviewed the performance criteria relating to the CEO bonus for the fiscal year ending on December 31, 2014; and (iii) established, on behalf and with the approval of the entire Supervisory Board, the applicable performance criteria, which must be met by senior managers and selected key employees participating in the employees stock award plans to benefit from such awards. In particular, our Compensation Committee recommended that the performance targets for the bonus of our CEO be based on, among other factors, the Company's share price evolution versus SOXX, revenues growth as well as certain financial targets and special programs.

For the 2014 unvested stock award plan, our Compensation Committee, on behalf, and with the approval, of the entire Supervisory Board, established the applicable performance criteria, which are based on sales and operating income evolution, as compared against a panel of semiconductor companies, and cash flow targets.

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## [Table of Contents](#)

*Strategic Committee.* Our Strategic Committee was established to advise the Supervisory Board on and monitor key developments within the semiconductor industry and our overall strategy, and is, in particular, involved in supervising the execution of corporate strategies and in reviewing long-term planning and budgeting. Our Strategic Committee met 5 times in 2014. In addition, there were strategic discussions, many of which occurred at extended Supervisory Board meetings and involved all Supervisory Board members. Among its main activities, our Strategic Committee reviewed prospects and various possible scenarios and opportunities to meet the challenges of the semiconductor market, including the evaluation of possible divestitures and partnerships to invest in new markets.

*Nominating and Corporate Governance Committee.* Our Nominating and Corporate Governance Committee was created to advise the Supervisory Board on the selection criteria and procedures relating to the appointment of members to our Supervisory Board and Managing Board, and to review principles relating to corporate governance. Our Nominating and Corporate Governance Committee met 7 times during 2014 to discuss proposals for the appointment of members to our Supervisory Board, recent developments in Dutch and U.S. law and best practices regarding corporate governance, the process for the self-evaluation of our Supervisory Board, and preparations for our annual general meeting.

*Secretariat and Controllers.* Our Supervisory Board appoints a Secretary and Vice Secretary. Furthermore, the Managing Board makes an Executive Secretary available to our Supervisory Board, who is also appointed by the Supervisory Board. The Secretary, Vice Secretary and Executive Secretary constitute the Secretariat of the Supervisory Board. The mission of the Secretariat is primarily to organize meetings, to ensure the continuing education and training of our Supervisory Board members and to maintain record keeping. Mr. Gabriele Pagnotta serves as Secretary, Mr. Bertrand Loubert serves as Vice Secretary and Mr. Philippe Dereeper, our Chief Compliance Officer, serves as Executive Secretary for our Supervisory Board, and for each of the Committees of our Supervisory Board.

Our Supervisory Board appoints two financial experts (“Controllers”). The mission of the Controllers is primarily to assist our Supervisory Board in evaluating our operational and financial performance, business plan, strategic initiatives and the implementation of Supervisory Board decisions, as well as to review the operational reports provided under the responsibility of the Managing Board. The Controllers generally meet once a month with the management of the Company and report to our Supervisory Board. The current Controllers are Messrs. Nicolas Manardo and Giorgio Ambrosini.

The STH Shareholders’ Agreement between our principal indirect shareholders contains provisions with respect to the appointment of the Secretary, Vice Secretary and Controllers. See “Item 7. Major Shareholders and Related Party Transactions”.

### ***Managing Board***

In accordance with Dutch law, our management is entrusted to the Managing Board under the supervision of our Supervisory Board. Mr. Carlo Bozotti, who was re-appointed in 2014 for a three-year term to expire at the end of our 2017 Annual General Meeting of Shareholders, is currently the sole member of our Managing Board with the function of President and Chief Executive Officer. Since its creation in 1987, our Managing Board has always been comprised of a sole member. The member of our Managing Board is appointed for a three year term, as described in our Articles of Association, which may be renewed one or more times in accordance with our Articles of Association upon a non-binding proposal by our Supervisory Board at our shareholders’ meeting and adoption by a simple majority of the votes cast at the shareholders’ meeting where at least 15% of the issued and outstanding share capital is present or represented. If our Managing Board were to consist of more than one member, our Supervisory Board would appoint one of the members of our Managing Board to be chairman of our Managing Board for a three year term, as defined in our Articles of Association (upon approval of at least three quarters of the members of our Supervisory Board). In such case, resolutions of our Managing Board would require the approval of a majority of its members.

Our shareholders’ meeting may suspend or dismiss one or more members of our Managing Board at a meeting at which at least one half of the outstanding share capital is present or represented. If a quorum is not present, a further meeting shall be convened, to be held within four weeks after the first meeting, which shall be entitled, irrespective of the share capital represented, to pass a resolution with regard to the suspension or dismissal of one or more members of our Managing Board. Such a quorum is not required if a suspension or dismissal is proposed by our Supervisory Board. In that case, a resolution to dismiss or to suspend a member of our Managing Board can be taken by a simple majority of the votes cast at a meeting where at least 15% of our

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## [Table of Contents](#)

issued and outstanding share capital is present or represented. Our Supervisory Board may suspend members of our Managing Board, but a shareholders' meeting must be convened within three months after such suspension to confirm or reject the suspension. Our Supervisory Board shall appoint one or more persons who shall, at any time, in the event of absence or inability to act of all the members of our Managing Board, be temporarily responsible for our management.

Under Dutch law, our Managing Board is entrusted with our general management and the representation of the Company. Our Managing Board must seek prior approval from our shareholders' meeting for decisions regarding a significant change in the identity or nature of the Company. Under our Articles of Association, our Managing Board must obtain prior approval from our Supervisory Board for (i) all proposals to be submitted to a vote at a shareholders' meeting; (ii) the formation of all companies, acquisition or sale of any participation, and conclusion of any cooperation and participation agreement; (iii) all of our multi-year plans and the budget for the coming year, covering investment policy, policy regarding R&D, as well as commercial policy and objectives, general financial policy, and policy regarding personnel; and (iv) all acts, decisions or operations covered by the foregoing and constituting a significant change with respect to decisions already taken by our Supervisory Board. In addition, under our Articles of Association, our Supervisory Board and our shareholders' meeting may specify by resolution certain additional actions by our Managing Board that require its prior approval.

In accordance with our Corporate Governance Charter, the sole member of our Managing Board and our senior managers may not serve on the board of a public company without the prior approval of our Supervisory Board. Pursuant to the charter adopted by our Supervisory Board, the sole member of our Managing Board must inform our Supervisory Board of any (potential) conflict of interest and pursuant to such charter and Dutch law, any Managing Board resolution regarding a transaction in relation to which the sole member of our Managing Board has a conflict of interest must be approved and adopted by our Supervisory Board. Should our entire Supervisory Board also have a conflict of interest, the resolution must be adopted by our shareholders' meeting pursuant to Dutch law. We are not aware of any potential conflicts of interests between the private interest or other duties of our sole Management Board member and our senior managers and their duties to our Company.

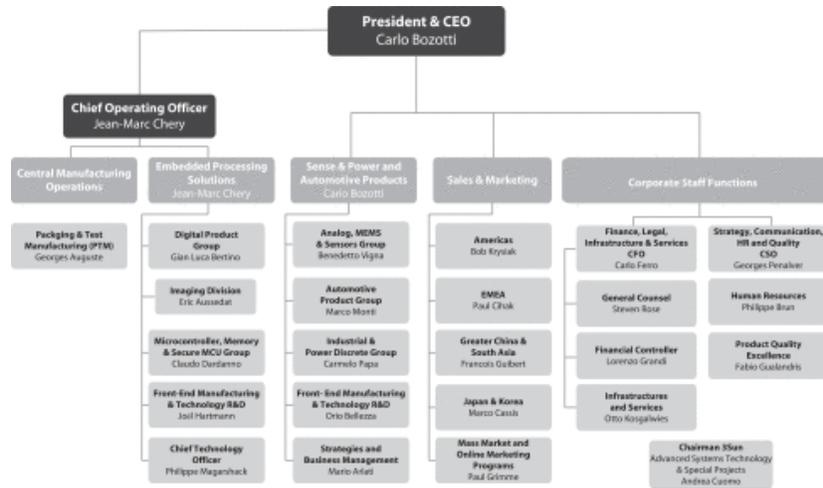
Pursuant to the charter adopted by our Supervisory Board, the following decisions by our Managing Board with regard to the Company and any of our direct or indirect subsidiaries (an "ST Group Company") require prior approval from our Supervisory Board: (i) any modification of our or any ST Group Company's Articles of Association or other constitutional documents, other than those of wholly owned subsidiaries; (ii) any change in our or any ST Group Company's authorized share capital or any issue, acquisition or disposal by us of our own shares, or any ST Group Company's shares, or change in share rights or issue of any instruments granting an interest in our or an ST Group Company's capital or profits other than those of our wholly owned subsidiaries; (iii) any liquidation or dissolution of us or any ST Group Company or the disposal of all or a substantial and material part of our business or assets, or those of any ST Group Company, or of any shares in any such ST Group Company; (iv) any merger, acquisition or joint venture agreement (and, if substantial and material, any agreement relating to IP) or formation of a new company to which we or any ST Group Company is, or is proposed to be, a party, as well as the formation of new companies by us or any ST Group Company (with the understanding that only acquisitions above \$25 million per transaction are subject to prior Supervisory Board approval); (v) approval of our draft Consolidated Balance Sheets and Consolidated Financial Statements, as well as our and our subsidiaries' profit distribution policies; (vi) entering into any agreement that may qualify as a related party transaction, including any agreement between us or any ST Group Company and ST Holding, FTICI, Italian Ministry of the Economy and Finance, Bpifrance or CEA; (vii) the key parameters of our five-year plans and our consolidated annual budgets, as well as any significant modifications to said plans and budgets, or any one of the matters set forth in our Articles of Association and not included in the approved plans or budgets; (viii) approval of operations of exceptional importance which have to be submitted for Supervisory Board prior approval even if their financing was already provided for in the approved annual budget; (ix) approval of our quarterly and annual Consolidated Financial Statements prepared in accordance with U.S. GAAP and semi-annual and annual accounts using IFRS, prior to submission for shareholder adoption; and (x) the exercise of any shareholder right in an ST joint venture company, which is a company (a) with respect to which we hold directly or indirectly either a minority equity position in excess of 25% or a majority position without the voting power to adopt extraordinary resolutions, or (b) in which we directly or indirectly participate and such participation has a value of at least one third of our total assets according to the Consolidated Balance Sheets and notes thereto in our most recently adopted (statutory) annual accounts.

[Table of Contents](#)

**Senior Management**

Our senior managers support our Managing Board in its management of the Company, without prejudice to our Managing Board’s ultimate responsibility.

Our organizational chart is as follows:



As a company committed to good governance, we hold several corporate meetings on a regular basis. Such meetings, which involve the participation of several of our senior management, include:

**Corporate Operations Reviews (COR)**, which meets twice per quarter to review monthly results and short-term forecasts.

**Corporate Staff Meeting**, which meets once per quarter to review the business in its entirety and to plan and forecast for the next quarter and beyond.

**Corporate Strategic Committee**, which meets six times per year, sets corporate policy, coordinates strategies of our various functions and drives major cross functional programs.

Our senior managers as of December 31, 2014 were:

Name	Position	Years with Company	Years in Semi-Conductor Industry	Age
Carlo Bozotti	President and Chief Executive Officer	38	38	62
Jean-Marc Chery	Chief Operating Officer	30	30	54
Carlo Ferro	Chief Financial Officer, Executive Vice President Finance, Legal, Infrastructure and Services	15	15	54
Mario Arlati	Executive Vice President, Strategies and Business Management Sense & Power and Automotive Products (SP&A)	40	40	66
Georges Auguste	Executive Vice President, General Manager, Packaging and Test Manufacturing	28	40	65
Eric Aussedat	Executive Vice President, General Manager, Imaging Division	33	33	61
Orio Bellezza	Executive Vice President, General Manager, Front-End Manufacturing & Technology R&D Sense & Power and Automotive Products (SP&A)	31	31	55

## Table of Contents

Name	Position	Years with Company	Years in Semi-Conductor Industry	Age
Gian Luca Bertino	Executive Vice President, General Manager, Digital Product Group	17	28	55
Philippe Brun	Corporate Vice President, Human Resources and Sustainable Development	28	28	56
Marco Luciano Cassis	Executive Vice President, President, Japan and Korea Region	27	27	51
Paul J. Cihak <sup>(1)</sup>	Executive Vice President, General Manager, Sales & Marketing, Europe, Middle East and Africa	16	21	43
Andrea Cuomo	Executive Vice President, Advanced Systems Technology and Special Projects, STMicroelectronics; Chairman 3Sun	31	31	60
Claude Dardanne	Executive Vice President, General Manager, Microcontroller, Memory & Secure MCU Group	32	35	62
Lorenzo Grandi	Corporate Vice President, Corporate Control	27	27	53
Paul Grimme	Executive Vice President, Mass Market and Online Marketing Programs	6	34	55
Fabio Gualandris	Executive Vice President, Product Quality Excellence	27	30	55
François Guibert	Executive Vice President, President, Greater China and South Asia Region	34	37	61
Joël Hartmann	Executive Vice President, Front-End Manufacturing & Technology R&D, Embedded Processing Solutions (EPS)	14	36	59
Otto Kosgalwies	Executive Vice President, Company Infrastructures and Services	31	31	59
Robert Krysiak	Executive Vice President, President, Americas Region	32	32	60
Philippe Magarshack	Executive Vice President, Chief Technology Officer, Embedded Processing Solutions	20	29	53
Marco Monti	Executive Vice President, General Manager Automotive Product Group	28	28	53
Carmelo Papa	Executive Vice President, General Manager, Industrial & Power Discrete Group	32	32	65
Georges Penalver	Chief Strategy Officer, Executive Vice President, Strategy, Communication, Human Resources and Quality	3	3	58
Steven Rose	Corporate Vice President & General Counsel	23	23	52
Benedetto Vigna	Executive Vice President, General Manager, Analog, MEMS & Sensors Group	20	20	45

(1) Mr. Paul J. Cihak has held this position since April 2014.

### *Biographies of our Current Senior Management*

Carlo Bozotti is President and Chief Executive Officer and has held this position since March 2005. He is the Sole Member of the Managing Board and chairs ST's Corporate Strategic Committee. Mr. Bozotti joined

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## [Table of Contents](#)

SGS-ATES (later renamed SGS Microelettronica), a predecessor company to STMicroelectronics, in 1977. Ten years later, when SGS Microelettronica of Italy merged with Thomson Semiconducteurs of France to form a new European champion, which is ST today and is among the leading semiconductor companies worldwide, Mr. Bozotti became General Manager of the Telecom Product Division. Subsequently, he was promoted to Director of Corporate Strategic Marketing and Key Accounts and, later, to Corporate Vice President, Marketing and Sales, Americas. In 1994, Mr. Bozotti was appointed Corporate Vice President for Europe and the Headquarters Regions, overseeing the Company's sales in Europe, as well as sales to key customers and strategic marketing worldwide. From 1998 to 2005, Mr. Bozotti served as Corporate Vice President and General Manager of the Memory Products Group. Mr. Bozotti is a member of the High-Level Group on Key Enabling Technologies (HLG) and the Electronics Leaders Group (ELG) launched in 2010 and 2013, respectively, by the European Commission. Mr. Bozotti graduated with a degree in Electronic Engineering from the University of Pavia, Italy.

Jean-Marc Chery is Chief Operating Officer and has held this position since April 2014. He is also in charge of ST's Embedded Processing Solutions (EPS) Segment and the Packaging & Test Manufacturing for the whole Company. Mr. Chery is Vice Chairman of ST's Corporate Strategic Committee. Chery began his career in the Quality organization of Matra, the French engineering group. In 1986, he joined Thomson Semiconducteurs, which subsequently became ST, and held various management positions in product planning and manufacturing, rising to lead ST's wafer fabs in Tours, France, and later in Rousset, France. In 2005, Mr. Chery led the company-wide 6-inch wafer-production restructuring program before taking charge of ST's Front-End Manufacturing operations in Asia Pacific. In 2008, he was promoted Chief Technology Officer and assumed additional responsibilities for Manufacturing and Quality (2011) and the Digital Product Sector (2012). He chairs the Board of STS, ST's manufacturing joint venture in China, and holds board memberships at the European microelectronics R&D programs CATRENE and AENEAS. Mr. Chery graduated with a degree in Engineering from the ENSAM engineering school in Paris, France.

Carlo Ferro is Executive Vice President, Finance, Legal, Infrastructure and Services, and Chief Financial Officer (CFO). He has held the CFO position at ST since May 2003, with temporary suspension during his tenure at ST-Ericsson, where he first served as Chief Operating Officer (February 2012 – March 2013) and President and Chief Executive Officer from April 2013 through April 2014, leading the re-organization to split up the joint-venture business and resources to the two shareholders ST and Ericsson and wind down the JV. Since August 2013, Mr. Ferro's overall responsibilities at ST have encompassed, in addition to Finance and Control, Central Operational Planning, Global Procurement, Legal, Intellectual Property, Compliance, Information and Communication Technology, Investor Relations, and Public Affairs in Italy. He is a member of ST's Corporate Strategic Committee. From 1992 to 1996, Mr. Ferro gained extensive experience in Planning and Control, Corporate Finance and M&A at Finmeccanica, the leading Italian high-tech engineering and manufacturing group and a former shareholder of STMicroelectronics. Over the next three years he held executive positions for Eltag Bailey Process Automation NV, a global leader in process control listed at NYSE, first as Vice President for Strategic Planning, and later as Vice President for Planning and Control and Principal Financial Officer. In 1999, Ferro joined ST as Group Vice President Corporate Finance, overseeing finance and accounting for all the Company's worldwide affiliates, tax planning, internal control, internal audit, and finance for M&A. In 2002, he became Deputy CFO, and was promoted to Chief Financial Officer in 2003. Mr. Ferro sits on the Board of Directors of STS, the Company's manufacturing joint venture in China, holds board memberships at ST's affiliates in France and Italy, and is Chairman of the Board of Directors of ST-Ericsson in liquidation SA. He served as Chairman of Incard and sole Managing Director of ST Service Srl. Mr. Ferro graduated in Business and Economics from the LUISS Guido Carli University in Rome, where he served as a professor of Planning and Control until 1996 and as an associate professor of Finance from 2008 through 2011. He is a Certified Public Accountant in Italy.

Mario Arlati is Executive Vice President, Strategies and Business Management for the Sense & Power and Automotive Products (SP&A) Segment and has held this position since August 2013. Mr. Arlati started his professional career at SGS-ATES, a predecessor company of STMicroelectronics. He was an integral member of the teams that managed the 1987 merger of SGS Microelettronica and Thomson Semiconducteurs, and later, in 1994, ST's Initial Public Offering on the NYSE and Euronext Paris, followed in 1998 by ST's listing on the Borsa Italiana. Mr. Arlati's career has covered all of the various functions including Accounting, Business Control, Finance, and Consolidation Reporting, in positions of increasing responsibility. He was promoted to Corporate Controller and later became Chief Accounting Officer and Head of External Reporting. He also participated in the establishment of the ST Foundation, an independent charitable organization, serving as a Director since its inception. From February 2012 to July 2013, Mr. Arlati served as Chief Financial Officer of ST. He graduated with a degree in Business and Economics from Università Cattolica in Milan, Italy.

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## [Table of Contents](#)

Georges Auguste is Executive Vice President and General Manager of the Packaging and Test Manufacturing organization and has held this position since May 2011. Mr. Auguste started his career in semiconductors with Philips as a technical manager. He joined Thomson Semiconducteurs, a predecessor company to STMicroelectronics, in 1986, and two years later was appointed General Manager of the manufacturing facility in Nancy, France. From 1990, Mr. Auguste served as Managing Director of the Company's operations in Morocco. In 1997, he was appointed Director of the Total Quality and Environment Group, and, in 1999, he was promoted to Corporate Vice President, responsible for implementing ST's goals to reduce consumption of natural resources and further improve quality. In 2005, Mr. Auguste's mission was enlarged to cover the coordination of ST's corporate responsibility strategy, encompassing social, ethical and environmental aspects. In 2008, he became Executive Vice President, Director of Product Quality Excellence, addressing product quality matters throughout the Company's operations. Mr. Auguste graduated with an engineering degree from the Ecole Supérieure d'Electricité in Paris and holds the diploma of the "Institut d'Administration des Entreprises" (Institute of Business Administration).

Eric Aussedat is Executive Vice President and General Manager of the Imaging Division and has held this position since October 2014. Mr. Aussedat joined Thomson Semiconducteurs, a predecessor company to ST, as Product Engineer in 1981. He held various positions in product engineering and planning and was promoted Planning Manager of the Video Products Group in 1986. Later on, he was appointed to manage the product and manufacturing planning operations of INMOS, a UK company acquired by ST. Subsequently, he supervised the Engineering and Test Strategy for the Programmable Product Group before his promotion to head ST's Microcontroller Division in 1995. In 2000-2004, Mr. Aussedat led the TV and Display Division and became General Manager of ST's Cellular Communication Division in 2005. Two years later, he was appointed General Manager of the Imaging Division. In 2012, Mr. Aussedat was appointed ST's Executive Vice President in charge of the Imaging, Bi-CMOS ASIC and Silicon Photonics Group. Mr. Aussedat graduated with a degree in Electronic Engineering from the Institut National Polytechnique in Grenoble and earned a diploma from the Institut d'Administration des Entreprises of Grenoble.

Orio Bellezza is Executive Vice President and General Manager of Front-End Manufacturing & Technology R&D for the Sense & Power and Automotive Products (SP&A) Segment. He has been responsible for Front-End Manufacturing since 2008 and assumed additional responsibility for technology R&D for automotive and industrial & multisegment products in February 2012. He is a member of ST's Corporate Strategic Committee. Mr. Bellezza joined SGS-ATES, a predecessor company to STMicroelectronics, in 1984. He soon moved to the Company's Central R&D organization and participated in several key projects, including the introduction of process technology modules for manufacturing sub-micron non-volatile memories. In 1996, Mr. Bellezza was appointed Director of ST's R&D facility in Agrate and led its upgrade and expansion into the Company's development center for non-volatile memory and smart-power technologies. In 2002, he became Vice President of Central R&D, and in 2005, was appointed to Vice President and Assistant General Manager of Front-End Technology and Manufacturing. He has published technical papers and earned several patents in non-volatile memories. Mr. Bellezza graduated with a degree in Chemistry from the University of Milan (Università degli Studi di Milano), Italy.

Gian Luca Bertino is Executive Vice President and General Manager of the Digital Product Group that encompass Consumer, Networking and Imaging products. He has held this position since October 2014. Mr. Bertino started his professional career with Olivetti Personal Computers, where he rose through the ranks to Head of Development, Portable PCs. He joined SGS-Thomson Microelectronics (now STMicroelectronics) in 1997 as a Market Development Manager. The following year he was appointed Director of the Computer and Consumer Business Unit, responsible for sales and marketing in Europe, and was promoted to Europe Region Vice President, Computer and Consumer, in 2000. In 2003, Mr. Bertino joined ST's Telecommunications, Peripherals and Automotive Group as Vice President and General Manager of the Data Storage Division, where he strengthened the Company's partnerships in the storage segment. In 2005, he was promoted to Corporate Vice President and General Manager of ST's Computer Product Group, and in 2008, Mr. Bertino's group was expanded to include the Communication Infrastructure organization. Mr. Bertino graduated with a degree in Electronic Engineering from the Polytechnic of Turin, Italy.

Philippe Brun is a Corporate Vice President in charge of Human Resources & Sustainable Development. Responsible for HR since August 2012, his mission was expanded to cover the Company's social responsibility, as well as environment, health, and safety in August 2013. Mr. Brun started his career at the Pechiney Group (now Rio Tinto). In 1986, he joined Thomson Semiconducteurs, a predecessor to STMicroelectronics, as a back-end process engineer. From 1989 to 1996, Mr. Brun managed Human Resources at the Grenoble, France site and served as Site Director at the Company's St. Genis facility (France). In 1996, he was promoted to Human

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## [Table of Contents](#)

Resources Director responsible for over 10,000 employees in ST's manufacturing organization worldwide. From 1999 to 2010, Mr. Brun served as Fab Operations and Site Director at ST's plant in Rousset, France. In January 2011, he was appointed Group VP for execution excellence in ST's Front-End Manufacturing organization. Mr. Brun graduated with an engineering degree from the Ecole Nationale Supérieure d'Arts et Métiers (ENSAM) in France and holds a Master degree in Aerospace engineering from the University of Colorado and a management degree from the IFG School of Business (France).

Marco Cassis is an Executive Vice President and President of the Japan and Korea Region. Mr. Cassis has led ST's operations in Japan since 2005 and his mandate was expanded to include Korea after the re-organization of the Company's regional structure in January 2010. Mr. Cassis joined SGS-Thomson Microelectronics (now STMicroelectronics) as a car radio chip designer in 1987. Six years later, he moved to Japan to help expand the Company's audio business with major Japanese players and contributed to the establishment of ST's strategic alliance with Pioneer in the late 1990s. In 2000, Mr. Cassis took charge of the Audio Business Unit and he was subsequently promoted to Director of Audio and Automotive Group, responsible for design, marketing, sales, application support and customer service. In 2004, Mr. Cassis was named Vice President of Marketing for automotive, computer peripheral, and telecom products. In 2005, he advanced to VP Automotive Segment Group and joined the Board of STMicroelectronics K.K., the Japanese subsidiary. Mr. Cassis graduated with a degree in Electronic Engineering from the Polytechnic of Milan, Italy.

Paul Cihak is Executive Vice President and General Manager, Sales & Marketing for the Europe, Middle East and Africa Region, and has held this position since April 2014. Mr. Cihak began his career with Hewlett Packard in 1994. He spent five years working in HP's Inkjet printing business before being hired into strategic account management by STMicroelectronics in 1999. In 2003, Mr. Cihak managed an industry-leading e-Business supply chain project cited as one of the first successful B2B RosettaNet programs in the world. Mr. Cihak rose through the ranks to become Director of Sales in 2004, Vice President of Sales in 2007, and Vice President of ST's Computer and Peripheral accounts in 2011 leading all aspects of the sales, marketing, application engineering, customer service, and business development strategy. He was promoted in 2012 to lead ST's largest sales Business Unit managing three Global Key Accounts for the Company. Mr. Cihak was born in San Diego, CA, in 1971. He graduated from the University of Oregon with a degree in History and Political Science and holds a MBA from Portland State University.

Andrea Cuomo is Executive Vice President, Advanced Systems Technology (AST) and Special Projects, and has held this position since January 2012. He also serves as Chairman of the Board at 3Sun, ST's photovoltaic joint venture with Enel Green Power and Sharp. Mr. Cuomo joined SGS Microelettronica, a predecessor company to STMicroelectronics, in 1983, and rose to become Vice President for the Headquarters Region in 1994. In 1998, he created the AST group, a key organization in the development of ST's system knowledge and advanced architectures. In 2002, Mr. Cuomo was promoted to Corporate Vice President and AST General Manager, and took on further responsibilities as Chief Strategy Officer in 2005. In 2008, Mr. Cuomo was appointed Executive Vice President, General Manager of Sales and Marketing for Europe and AST and his portfolio was later expanded to include the Middle East and Africa. His board memberships include the International Advisory Board at the HEC Business School in Paris, the International Advisory Board of Nano-Tera, a Swiss National program for Nanotechnologies, and TTFactor, the IP utilization arm of the Istituto Europeo di Oncologia. Mr. Cuomo studied Nuclear Science at the Polytechnic of Milan.

Claude Dardanne is Executive Vice President and General Manager of the Microcontroller, Memory & Secure MCU (Microcontroller) Group and has held this position since January 2007. He is a member of ST's Corporate Strategic Committee. Mr. Dardanne started his career with Thomson Semiconducteurs, a predecessor company to ST. From 1982, he was responsible for microcontroller and microprocessor marketing. Between 1989 and 1994, he was Marketing Director at Apple Computer and Alcatel-Mietec. In 1994, he rejoined ST as Director of Central Marketing for the Memory Products Group. In 1998, Mr. Dardanne became Head of the EEPROM Division and was later appointed Group Deputy General Manager and Head of the Smart Card Division. He became head of MMS Group, consolidating Microcontroller, Memory and Secure microcontrollers activities, when it was formed in early 2007. Under his leadership the Group has become a key asset in revenue and market-share growth and profitability. ST is now a world leader of the Microcontroller market. Mr. Dardanne graduated with a degree in Electronic Engineering from the Ecole Supérieure d'Ingénieurs en Génie Electrique in Rouen, France.

Lorenzo Grandi is Corporate Vice President, Corporate Control and has held his position since February 2012. Mr. Grandi joined ST in 1987 as a process engineer working on BCD Technology development. In 1990, he moved to the Memory Product Group as Financial Analyst. In 1995, Mr. Grandi was promoted to the position of Group Controller of the Memory Product Group contributing to the expansion of the Flash/Memory

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## [Table of Contents](#)

business. In 2005, Mr. Grandi joined Corporate Finance with the responsibility for Budgeting and Reporting. He also contributed to the carve-out and deconsolidation of the ST Flash memory business. Mr. Grandi graduated cum laude in Physics from the University of Modena and holds a Master of Business Administration from SDA Bocconi Milano.

Paul Grimme is Executive Vice President, Mass Market and Online Marketing Programs, and has held this position since April 2014. Mr. Grimme began his career at Motorola, where he held positions of increasing responsibility in product engineering, marketing and operations management. He served as Corporate Vice President and General Manager of the 8/16-bit Products Division. In 1999, he was promoted to Vice President and General Manager of the Advanced Vehicle Systems Division. He was later appointed Senior Vice President of the Transportation and Standard Products Group and continued in that role at Freescale Semiconductor after Motorola spun off its semiconductor business. Mr. Grimme also served as Senior Vice President and General Manager of Freescale Semiconductor's Microcontroller Solutions Group. In 2009 Mr. Grimme joined STMicroelectronics and was appointed Executive Vice President and General Manager of STMicroelectronics' Automotive Product Group. In January 2012, Mr. Grimme became General Manager, Sales & Marketing, for STMicroelectronics' Europe, Middle East and Africa Region. He graduated from the University of Nebraska (Lincoln) with a degree in Electrical Engineering and from the University of Texas (Austin) with a Master of Business Administration.

Fabio Gualandris is an Executive Vice President in charge of Product Quality Excellence and has held this position since February 2011. Mr. Gualandris joined the R&D organization of SGS Microelettronica, a predecessor company to ST, in 1984, and was promoted to R&D Director of Operations in 1989. In 1996, Mr. Gualandris became Automotive Business Unit Director, focusing on product quality and development. After two years in the U.S. as President and CEO of Semitool, a semiconductor manufacturing equipment vendor, he rejoined ST in 2000 as Group VP responsible for the RAM/PSRAM Product Division and the Flash Automotive Business Unit. In 2005, Mr. Gualandris was appointed CEO of ST Incard, an ST smart-card subsidiary. Two years later, he contributed to the carve out of ST's Flash Memory Group and subsequently joined Numonyx, the joint venture with Intel, as VP and Supply Chain General Manager. Mr. Gualandris has authored several technical and managerial papers, holds some international patents, and served as a board member in Incard SA, ST Incard, and the Numonyx-Hynix joint venture in China. He also served as Board member and President of Numonyx Italy. Mr. Gualandris graduated in Physics from the University of Milan.

François Guibert is Executive Vice President and President of the Greater China and South Asia Region. He has led ST's operations in Asia Pacific since 2006; his responsibilities were expanded to include Greater China in 2010. Mr. Guibert joined Thomson Semiconducteurs, a predecessor company to STMicroelectronics, in 1981, after three years at Texas Instruments. He was appointed Director of Semicustom Business for Asia Pacific in 1987 and later became President of ST's Taiwan operations. Mr. Guibert also held senior positions in Corporate Business Development and Investor Relations. In 2005, he was promoted to Corporate Vice President, Emerging Markets Region General Manager. Mr. Guibert serves as Director of ST's JV with Shenzhen High Tech Industrial Company. He chairs the EU-ASEAN Business Council, the Board of Advisors for the Singapore Semiconductor Industry Association, and sits on boards at EuroCham in Singapore and Alliance Francaise de Singapour. Mr. Guibert previously chaired the Board at Veredus Laboratories and was a board member at the Singapore Economic Development Board. He was decorated Knight of the National Order of Merit in France in 2009. Mr. Guibert graduated with a degree in Electronic Engineering from Ecole Centrale Marseille, France.

Joël Hartmann is Executive Vice President, Front-End Manufacturing and Technology R&D, Embedded Processing Solutions (EPS), and has held this position since February 2012. He is in charge of ST's manufacturing operations in Crolles and Rousset, France, Technology and Design Platforms for EPS. From 1979 to 2000, Mr. Hartmann worked at CEA-Leti, an applied-research center for microelectronics, information and healthcare technologies in France. In 2000, he joined STMicroelectronics as Director of the Crolles2 Alliance, the semiconductor manufacturing R&D initiative of STMicroelectronics, NXP and Freescale Semiconductor. In 2008, Mr. Hartmann was promoted to Group Vice President and Director of Advanced CMOS Logic & Derivative Technologies. From 2010 to 2012, he gained additional responsibilities as a co-leader of the Semiconductor Research and Development Center in Fishkill, NY, within the IBM ISDA Technology Alliance for the development of advanced CMOS process. Mr. Hartmann sits on the Board of the SOI Industry Consortium Initiative and is a Member of the IEEE Electron Device Society. He has filed 15 patents on semiconductor technology and devices and authored 10 publications in this field to date. He graduated from the Ecole Nationale Supérieure de Physique de Grenoble with a degree in Physics.

Otto Kosgalwies is Executive Vice President in charge of Company Infrastructures and Services and has held this position since November 2004. Central Planning was added to his mandate in 2008. Mr. Kosgalwies is a

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## [Table of Contents](#)

member of ST's Corporate Strategic Committee. Mr. Kosgalwies joined SGS Bauelemente, a predecessor company to STMicroelectronics, in 1984. He took charge of central marketing for European distribution in 1992, and three years later, he began to oversee the regional sales and marketing operations. In 1997, Mr. Kosgalwies was appointed Managing Director of the Company's site in Munich, Germany. In 2001, he was promoted to Group Vice President for Sales & Marketing in Europe and General Manager of Supply Chain Management, responsible for the effective flow of goods and information from suppliers to end users at the global level. Mr. Kosgalwies graduated with a degree in Business and Economics from the Ludwigs-Maximilian University in Munich.

Robert Krysiak is an Executive Vice President and President of the Americas Region and has held this position since January 2010. He also chairs ST's Task Force on Electronic Manufacturing Services, the Worldwide Computer Market Program, and the Worldwide Medical Program. Mr. Krysiak is a member of ST's Corporate Strategic Committee. He started his career in 1983 with INMOS, a company acquired by SGS-Thomson Microelectronics (now STMicroelectronics) in 1989. He formed and led a CPU design group and in 1997 was appointed Group Vice President and General Manager of ST's STAR division, which incorporated 16/32/64-bit microcontrollers and DSP products. In 1999, he became Group VP responsible for micro cores development, including advanced System-on-Chip products for the digital consumer market. In 2001, Mr. Krysiak took charge of ST's DVD division. In 2004, he was promoted to Marketing Director for the Home, Personal, and Communications sector, the Company's largest product organization at the time. In 2005, Mr. Krysiak was appointed Corporate Vice President and General Manager of ST's Greater China region. Mr. Krysiak graduated from Cardiff University, UK, with a degree in Electronics and holds an MBA from the University of Bath, UK.

Philippe Magarshack is Executive Vice President, Chief Technology Officer, Embedded Processing Solutions, and has held this position since January 2015. From 1985 to 1989, Mr. Magarshack worked as a microprocessor designer at AT&T Bell Labs in the USA. In 1989, he joined Thomson-CSF in Grenoble, France, and took responsibility for libraries and ASIC design kits for the military market. In 1994, Mr. Magarshack joined the Central R&D Group of SGS-THOMSON Microelectronics (now STMicroelectronics), where he held several roles in CAD and Libraries management for advanced integrated-circuit manufacturing processes. In 2005, Mr. Magarshack was appointed Group Vice President and General Manager of Central CAD and Design Solutions at ST's Technology R&D and Manufacturing organization. In 2012, he was promoted to Executive Vice President in charge of Design Enablement & Services. He has been President of the Minalogic Collaborative R&D Cluster in Grenoble since June 2014. Mr. Magarshack graduated with an engineering degree in Physics from Ecole Polytechnique, Palaiseau, France, and with an Electronics Engineering degree from Ecole Nationale Supérieure des Télécommunications in Paris, France.

Marco Monti is Executive Vice President and General Manager of the Automotive Product Group and has held this position since January 2012. Mr. Monti joined ST in Central R&D in 1986 and transferred to the Automotive Division in 1988, where he designed automotive ICs incorporating smart-power technologies. He moved to Japan in 1990 working on a co-development activity designing a noise-reduction system for audio applications. Subsequently, Mr. Monti transferred into marketing, contributing to the expansion of ST's Automotive business in Japan. In 2000, he became the marketing manager for the ST Automotive Division. Two years later, Mr. Monti started the automotive microprocessor business and in 2004 was promoted to Division General Manager for Powertrain, Safety and Chassis products. In 2009, he took responsibility for the Automotive Electronics Division inside ST's Automotive Product Group. Mr. Monti graduated cum laude in Electronic Engineering from the Polytechnic of Milan, Italy, and two years later from the University of Pavia, Italy, with a PhD in Electronics.

Carmelo Papa is Executive Vice President, General Manager of the Industrial & Power Discrete Group and has held this position since January 2012. He also holds overall responsibility for the System Lab, part of ST's Central Labs organization. Mr. Papa sits on the Board of Directors of ST New Ventures SA and is a member of ST's Corporate Strategic Committee. Mr. Papa started his professional career with International Computers Limited. He joined SGS Microelettronica, a predecessor company to STMicroelectronics, in 1983, and three years later was promoted to Director of Product Marketing and Customer Service for Transistors and Standard ICs. In 2000, Mr. Papa was appointed Corporate Vice President, responsible for ST's sales and marketing in Emerging Markets. In 2005, he was chosen to lead the Micro, Power and Analog Group and his mandate was expanded in 2007 as head of the Industrial & Multisegment Sector. Mr. Papa is currently serving his second term as Chairman of the European Platform on Smart Systems, an industry-driven initiative focused on innovation in nanotechnologies and smart systems integration. Mr. Papa graduated with a degree in Nuclear Physics from the University of Catania.

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## [Table of Contents](#)

Georges Penalver is Chief Strategy Officer, Executive Vice President Strategy, Communication, Human Resources and Quality and has held this position since August 2013. His overall responsibilities include Corporate Strategy and Development, Corporate Communication, Human Resources, Corporate Security, Product Quality Excellence and Public Affairs in France and EU. He is a member of ST's Corporate Strategic Committee. Mr. Penalver started his career in 1980 with Sagem, where he developed the Broadband Communications Business, overseeing the launch of telecommunication products, the international industrial deployments, and the development of global sales networks. He was appointed to Sagem's Management Board in 2001 and served as Deputy CEO, pushing the mass development of mobile and Internet services. In 2005, he joined the France Telecom Orange Group as Deputy CEO for Strategy and Business Development, responsible, at the group level, for product marketing and management of services in France Telecom Orange, product creation and development for the entire group, and Orange Labs' activities worldwide. In 2011, Mr. Penalver used his extensive experience to become a co-founder and managing partner (until July 2012) of Cathaya Capital Fund. He was installed as a Knight of the French "Ordre National du Mérite" in 2003. Mr. Penalver holds a degree from the Ecole Nationale Supérieure d'Arts et Métiers (Gold) and from the Ecole Nationale Supérieure des Télécommunications in Paris.

Steven Rose is Corporate Vice President & General Counsel in charge of legal matters and has held this position since August 2013. Mr. Rose started his career as a corporate attorney at the law firm Gardere & Wynne in Dallas, Texas, providing legal advice and services to public and private companies. He joined SGS-THOMSON Microelectronics (now STMicroelectronics) in 1991 as the Associate General Counsel for the U.S. subsidiary, STMicroelectronics, Inc. In 2006, he was appointed to serve as the Senior Associate General Counsel for the Americas, Greater China & South Asia, and Japan & Korea regions, in addition to serving as Vice President, Secretary & General Counsel and a Director of STMicroelectronics, Inc. Mr. Rose obtained a degree in Accounting from Oklahoma State University and a Juris Doctor degree from the University of Oklahoma College of Law.

Benedetto Vigna is Executive Vice President, General Manager of the Analog, MEMS & Sensors Group, and has held this position since September 2011. He is a member of ST's Corporate Strategic Committee. In 1995, Mr. Vigna joined STMicroelectronics' R&D Labs and launched the Company's efforts in MEMS. Under his leadership, ST's MEMS accelerometers and gyroscopes found early success with large consumer equipment manufacturers for motion-activated user interfaces and more recently he has built on those wins piloting successful moves into microphones, magnetic sensors, and touch-screen controller markets. In 2007, Mr. Vigna's scope was enlarged to include management of Sensors, RF, High-Performance Analog and Mixed Signal, as well as Interface, Audio for Portable, and General-Purpose Analog products. Mr. Vigna has filed more than 170 patents on micromachining to date, authored numerous publications, and delivered many speeches at international conferences. He sits on the industrial board of several EU-funded programs. In 2013, Mr. Vigna won the prestigious European SEMI Award for his contribution to the MEMS industry and was acknowledged as the Executive of the Year by the MEMS Industry Group. Mr. Vigna graduated with a degree in Subnuclear Physics from the University of Pisa, Italy.

As is common in the semiconductor industry, our success depends to a significant extent upon, among other factors, the continued service of our key senior executives and research and development, engineering, marketing, sales, manufacturing, support and other personnel, and on our ability to continue to attract, retain and motivate qualified personnel. The competition for such employees is intense, and the loss of the services of any of these key personnel without adequate replacement or the inability to attract new qualified personnel could have a material adverse effect on us. We do not maintain insurance with respect to the loss of any of our key personnel. See "Item 3. Key Information — Risk Factors — Risks Related to Our Operations — Loss of key employees could hurt our competitive position".

## [Table of Contents](#)

### Compensation

#### *Supervisory Board Compensation*

The aggregate compensation for current and former members of our Supervisory Board with respect to service in 2014 was €1,011,500, before any applicable withholding taxes, as set forth in the following table.

<u>Supervisory Board Members</u>	<u>Directors' Fees<sup>(1)</sup></u>
Maurizio Tamagnini <sup>(2)</sup>	€ 159,000
Didier Lombard	€ 171,000
Jean d'Arthuys	€ 0 <sup>(3)</sup>
Janet G. Davidson	€ 106,500
Heleen Kersten <sup>(4)</sup>	€ 98,500
Jean-Georges Malcor	€ 97,500
Alessandro Ovi	€ 107,000
Alessandro Rivera	€ 95,500
Martine Verluyten	€ 150,500
Bruno Steve <sup>(5)</sup>	€ 11,000
Tom de Waard <sup>(6)</sup>	€ 15,000
<b>Total</b>	€ 1,011,500

- (1) These amounts include a fixed annual compensation for the directors' mandate, together with attendance fees from January 1, 2014 until December 31, 2014.
- (2) Mr. Tamagnini was appointed as a member and Chairman of our Supervisory Board on June 13, 2014.
- (3) Mr. d'Arthuys would have been entitled to receive €101,500 in 2014, but he waived his right to receive any compensation from the Company in relation to his mandate as a member of our Supervisory Board.
- (4) Ms. Kersten was appointed as a member of our Supervisory Board on June 13, 2014.
- (5) Mr. Steve's mandate as member of our Supervisory Board expired on June 13, 2014.
- (6) Mr. de Waard's mandate as a member of our Supervisory Board expired on June 13, 2014.

We do not have any service agreements with members of our Supervisory Board. We did not extend any loans or overdrafts to any of our Supervisory Board members. Furthermore, we have not guaranteed any debts or concluded any leases with any of our Supervisory Board members or their families.

#### *Senior Management Compensation*

Our senior management, including Mr. Carlo Bozotti, the sole member of our Managing Board and our President and CEO, receive a combination of short term and long term compensation, including fixed salary, annual cash bonus incentive, long term incentive in the form of unvested stock awards, pensions rights and other cash or non-cash benefits.

The following table sets forth the total amount paid as compensation in 2014, 2013 and 2012 to the members of our senior management (including Mr. Carlo Bozotti) on duty on December 31<sup>st</sup> of each year, before applicable withholding taxes and social contributions (amounts in millions):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Total<sup>(1)</sup></b>	\$18.0	\$17.4	\$20.4

- (1) In addition, relative charges and non-cash benefits were approximately \$11.7 million in 2014, \$10.9 million in 2013 and \$11.4 million in 2012.

The annual cash bonus incentive, which we call Corporate Executive Incentive Program (the "EIP"), entitles selected executives to a yearly bonus based upon the assessment of the achievement of individual objectives that are set on a yearly basis and focused, inter alia, on return on net assets, customer service, profit, cash flow and market share. The maximum bonus awarded under the EIP is based upon a percentage of the executive's salary and is adjusted to reflect the overall performance of our Company.

The amounts paid in 2014 to the 26 members of our senior management (including Mr. Carlo Bozotti, the sole member of our Managing Board, President and CEO) pursuant to the Corporate Executive Incentive Program represented approximately 29.84% of the total compensation paid to our senior management.

## [Table of Contents](#)

	<u>Bonus paid in 2014</u> <u>(2013 performance)</u>	<u>Bonus paid in 2013</u> <u>(2012 performance)</u>	<u>Bonus paid in 2012</u> <u>(2011 performance)</u>
<b>Bonus (cash) amount</b>	\$ 5,361,171	\$ 3,878,183	\$ 4,179,233
<b>Ratio bonus / base salary + EIP</b>	29.84%	22.67%	20.46%

Our Supervisory Board has approved the establishment of a complementary pension plan for certain members of our senior management, comprising the sole member of our Managing Board, President and CEO, and certain other key executives as selected by the sole member of our Managing Board, President and CEO, according to the general criteria of eligibility and service set up by the Supervisory Board upon the proposal of its Compensation Committee. With respect to such plan, we have set up an independent foundation under Swiss law which manages the plan and to which we make contributions. Pursuant to this plan, in 2014, we made a contribution of approximately \$0.3 million to the plan of our current sole member of our Managing Board, President and CEO, and \$0.5 million to the plan for all other beneficiaries. The amount of pension plan payments made for other beneficiaries, such as former employees retired in 2014 and no longer salaried in 2014, was \$0.7 million.

We did not extend any loans or overdrafts to the sole member of our Managing Board, President and CEO, nor to any other member of our senior management. Furthermore, we have not guaranteed any debts or concluded any leases with the sole member of the Managing Board, nor with any other member of our senior management or their families.

The members of our senior management, including the sole member of our Managing Board, President and CEO, were covered in 2014 under certain group life and medical insurance programs provided by us. The aggregate additional amount set aside by us in 2014 to provide pension, retirement or similar benefits for our senior management, including the sole member of our Managing Board, President and CEO, as a group is in addition to the amounts allocated to the complementary pension plan described above and is estimated to have been approximately \$5.1 million, which includes statutory employer contributions for state run retirement, similar benefit programs and other miscellaneous allowances.

### *Managing Board Compensation*

Mr. Carlo Bozotti, the sole member of our Managing Board and President and CEO, receives compensation in the form of: a fixed salary, annual bonus, stock awards, employer social contributions, company car allowance, pension contributions and miscellaneous allowances. Set forth in the following table is Mr. Carlo Bozotti's total compensation in 2014, 2013 and 2012:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Salary</b> (US dollars)	997,755	1,059,559	1,028,792
<b>Bonus<sup>(1)</sup></b> (US dollars)	808,308	1,165,514	823,035
<b>Charges and Non-cash Benefits<sup>(2)</sup></b> (US dollars)	1,183,521	1,181,232	655,807
<b>Total</b>	<b>\$ 2,989,584</b>	<b>\$ 3,406,305</b>	<b>\$ 2,507,634</b>

- (1) The bonus paid in 2014, 2013 and 2012 was approved by the Compensation Committee and Supervisory Board with respect to the 2013, 2012 and 2011 financial year, respectively, based on the evaluation and assessment of the actual fulfillment of a number of pre-defined objectives for such year.
- (2) Including stock awards, employer social contributions, company car allowance, pension contributions and miscellaneous allowances. In accordance with the resolutions adopted at our Annual General Meeting of Shareholders held on May 30, 2012, the bonus of the sole member of our Managing Board and President and CEO in 2014 and 2013 included a portion of a bonus payable in stock awards and corresponding to 47,809 and 33,621 shares, respectively, based on fulfillment of a number of pre-defined objectives. In addition, Mr. Bozotti was granted, in accordance with the compensation policy adopted by our General Meeting of Shareholders and subsequent shareholder authorizations, up to 100,000 unvested Stock Awards. The vesting of such stock awards is conditional upon certain performance criteria, fixed by our Supervisory Board, being achieved as well as Mr. Bozotti's continued service with us.

Mr. Bozotti was re-appointed as sole member of our Managing Board and President and Chief Executive Officer of our company by our Annual General Meeting of Shareholders on June 13, 2014 for a three year period. Mr. Bozotti has two employment agreements with us, the first with our Dutch parent company, which relates to his activities as sole member of our Managing Board and representative of the Dutch legal entity, and the second in Switzerland, which relates to his activities as President and CEO, the EIP, Pension and other items covered by

## [Table of Contents](#)

the compensation policy adopted by our General meeting of Shareholders. While, as of 2013, the relationship between a member of the managing board and a listed Dutch company will be treated as a mandate agreement, not an employment agreement, existing employment agreements, including the employment agreement between us and our sole member of the Managing Board, will remain in effect.

### *(i) CEO Bonus*

In accordance with the resolutions adopted at our Annual General Meeting of Shareholders held on May 30, 2012, the annual bonus of the sole member of our Managing Board and President and CEO is composed of a portion payable in cash (up to a maximum of 150% of the base salary for the relevant year) and a portion payable in shares (up to a maximum of 60% of the base salary for the relevant year), all subject to the assessment and fulfillment of a number of pre-defined conditions which are set annually by the Compensation Committee of our Supervisory Board.

Consistent with the compensation policy adopted by our General Meeting of Shareholders, the Supervisory Board, upon the recommendation of its Compensation Committee, set the conditions and performance criteria that must be met by Mr. Bozotti for the attribution of his 2014 bonus. Those conditions are based, inter alia, on revenues, certain budget targets, share price evolution, as well as certain special projects. The evaluation and assessment of the fulfillment of those conditions and performance criteria, will be done by the Compensation Committee of our Supervisory Board within the first months of the following year (i.e. in 2015 for the 2014 CEO bonus), in order to determine the actual amount of the CEO bonus for 2014.

### *(ii) CEO Stock Awards*

The Supervisory Board, upon recommendation of the Compensation Committee, determine whether the performance criteria, each equally weighted at 33.33% as described below, have been met and conclude whether and to which extent all eligible employees, including Mr. Bozotti, are entitled to any stock awards under the stock award plan. The stock awards vest 32% one year, a further 32% two years and the remaining 36% three years, respectively, after the date of the grant as defined by the plan, provided that Mr. Bozotti is still an employee at such time (subject to the acceleration provisions in the event of a change in control).

#### **Unvested Stock Awards Allocation**

<b>Year<sup>(1)</sup></b>	<b>Performance Achieved</b>	<b>Result</b>	<b>Details</b>
<b>2013</b>	33.33% <sup>(2)</sup>	1 criteria out of 3 met	Evolution of Sales criteria not met Evolution of Operating Income criteria not met Operating Cash Flow target met
<b>2012</b>	66.67% <sup>(2)</sup>	2 criteria out of 3 met	Evolution of Sales criteria met Evolution of Operating Income criteria not met Cash Flow target met
<b>2011</b>	0.00% <sup>(2)</sup>	0 criteria out of 3 met	Evolution of Sales criteria not met Evolution of Operating Income criteria not met Return on net assets (Rona) target not met

(1) For 2014, the assessment of the fulfillment of the conditions and performance criteria, will be done by the Compensation Committee of our Supervisory Board in March/April, 2015 in order to determine the actual number of stock awards to be allocated for 2014.

(2) In accordance with the resolution adopted by our General Meeting of Shareholders, the maximum grant allowed for each of 2011, 2012, 2013 and 2014 was 100,000 unvested stocks awards.

During 2014, Mr. Bozotti did not exercise any stock options granted to him, and did not sell any vested stock awards or purchase or sell any of our shares.

For further information regarding stock options and other stock based compensation granted to members of our Supervisory Board, the Managing Board and our senior management, please refer to “— Stock Awards and Options” below.

### **Share Ownership**

None of the members of our Supervisory Board and Managing Board or our senior management holds shares or options to acquire shares representing more than 1% of our issued share capital.

## **Stock Awards and Options**

Our stock-based compensation plans are designed to incentivize, attract and retain our executives and key employees by aligning compensation with our performance and the evolution of our share price. We have adopted stock based compensation plans comprising either stock options or unvested stock awards for our senior management as well as key employees. Upon the proposal of our Supervisory Board, our Annual General Meeting of Shareholders held on June 21, 2013 resolved to abolish and terminate the stock-based compensation for members and professionals of our Supervisory Board as (previously) included in the three-year stock-based compensation plans for members and professionals of the Supervisory Board.

Pursuant to the shareholders' resolutions adopted by our general meetings of shareholders, our Supervisory Board, upon the proposal of the Managing Board and the recommendation of the Compensation Committee, took the following actions:

- approved, for a five year period, our 2008 unvested Stock Award Plan for Executives and Key Employees, under which directors, managers and selected employees may be granted stock awards upon the fulfillment of restricted criteria, such as those linked to our performance and continued service with us;
- approved conditions relating to our 2009 unvested stock award allocation under the 2008 Stock Award Plan, including restriction criteria linked to our performance;
- approved conditions relating to our 2010 unvested stock award allocation under the 2008 Stock Award Plan, including restriction criteria linked to our performance;
- approved conditions relating to our 2011 unvested stock award allocation under the 2008 Stock Award Plan, including restriction criteria linked to our performance;
- approved conditions relating to our 2012 unvested stock award allocation under the 2008 Stock Award Plan, including restriction criteria linked to our performance;
- approved, for a four year period, our 2013 unvested Stock Award Plan for Executives and Key Employees, under which directors, managers and selected employees may be granted stock awards upon the fulfillment of restricted criteria, such as those linked to our performance (for selected employees) and continued service with us; and
- approved conditions relating to our 2014 unvested stock award allocation under the 2013 Stock Award Plan, including restriction criteria linked to our performance (for selected employees).

We use our treasury shares to cover the stock awards granted under the unvested stock award plans. In the year ended as of December 31, 2014, 3,238,820 stock awards granted in relation to 2012 and 2013 had vested, leaving 36,857,722 treasury shares outstanding. The stock based awards granted in 2014 generated an expense of \$15 million in the consolidated statement of income for 2014, which corresponds to the cost per service in the year for all granted shares that are (or are expected to be) vested pursuant to the financial performance criteria being met.

The exercise of stock options and the sale or purchase of shares of our stock by the members or professionals of our Supervisory Board, the sole member of our Managing Board and President and CEO, and all our employees are subject to an internal policy which involves, inter alia, certain blackout periods.

### ***Employee and Managing Board Stock Based Compensation Plans***

*2001 Stock Option Plan.* Our 2001 Annual General Meeting of Shareholders approved resolutions authorizing the Supervisory Board, for a period of five years, to adopt and administer a stock option plan (in the form of five annual tranches) that provided for the granting to our managers and professionals of options to purchase up to a maximum of 60 million common shares (the "2001 Stock Option Plan"). The amount of options granted to the sole member of our Managing Board and President and CEO is determined by our Compensation Committee, upon delegation from our Supervisory Board and, since 2005, has been submitted for approval by our annual shareholders' meeting. The amount of stock options granted to other employees was made by our Compensation Committee on delegation by our Supervisory Board and following the recommendation of the sole member of our Managing Board and President and CEO. In addition, the Supervisory Board delegated to the sole member of our Managing Board and President and CEO the flexibility to grant, each year, up to a determined number of share awards to our employees pursuant to the 2001 Stock Option Plan in special cases or in connection with an acquisition.

[Table of Contents](#)

In 2005, our shareholders at our Annual General Meeting of Shareholders approved a modification to our 2001 Stock Option Plan so as to provide the grant of up to four million unvested stock awards instead of stock options to our senior executives and certain of our key employees, as well as the grant of up to 100,000 unvested stock awards instead of stock options to our President and CEO. A total of 4,159,915 unvested stock awards have been granted pursuant to the modification of such plan, which includes unvested stock awards that were granted to employees who subsequently left our Company thereby forfeiting their awards. Certain forfeited unvested stock awards were subsequently awarded to other employees.

Pursuant to such approval, the Compensation Committee, upon delegation from our Supervisory Board, approved the conditions that apply to the vesting of such awards. These conditions related to both our financial performance, pursuant to certain defined criteria in 2005 and during the first quarter of 2006, and the continued presence of the beneficiaries of the unvested stock awards at the defined vesting dates in 2006, 2007 and 2008. Of the shares awarded, none remain outstanding and unvested as of December 31, 2014.

**2001 Plan (Employees)  
April 25, 2001  
(outstanding grants)**

	Tranche 10	Tranche 11	Tranche 12	Tranche 13	Tranche 14	Tranche 15	Tranche 16	Tranche 17
Date of the grant	14 Mar 03	3 Jun 03	24 Oct 03	2 Jan 04	26 Apr 04	1 Sep 04	31 Jan 05	17 Mar 05
Total Number of Shares which may be purchased	11,533,960	306,850	135,500	86,400	12,103,490	175,390	29,200	13,000
Vesting Date	14 Mar 05	3 Jun 05	24 Oct 05	2 Jan 06	26 Apr 06	1 Sep 06	31 Jan 07	17 Mar 07
Expiration Date	14 Mar 13	3 Jun 13	24 Oct 13	2 Jan 14	26 Apr 14	1 Sep 14	31 Jan 15	17 Mar 15
Exercise Price	\$19.18	\$22.83	\$25.90	\$27.21	\$22.71	\$17.08	\$16.73	\$17.31
Terms of Exercise	32% on 14 Mar 05	32% on 3 Jun 05	32% on 24 Oct 05	32% on 2 Jan 06	32% on 26 Apr 06	32% on 1 Sep 06	32% on 31 Jan 07	32% on 17 Mar 07
	32% on 14 Mar 06	32% on 3 Jun 06	32% on 24 Oct 06	32% on 2 Jan 07	32% on 26 Apr 07	32% on 1 Sep 07	32% on 31 Jan 08	32% on 17 Mar 08
	36% on 14 Mar 07	36% on 3 Jun 07	36% on 24 Oct 07	36% on 2 Jan 08	36% on 26 Apr 08	36% on 1 Sep 08	36% on 31 Jan 09	36% on 17 Mar 09
Number of Shares which may be acquired with Outstanding Options as of December 31, 2014	0	0	0	0	0	0	4,300	0
Held by Managing Board/Senior Management	0	0	0	0	0	0	0	0

**2008 Unvested Share Award Plan — 2011 Allocation**

In accordance with the Employee Unvested Share Award Plan, as approved by our 2008 Annual General Meeting of Shareholders and further approved by our 2011 Annual General Meeting of Shareholders, up to 6,150,000 unvested stock awards could be granted to our senior executives and certain of our key employees. Our shareholders at our annual shareholders' meeting in 2011 approved the grant of up to 100,000 unvested stock awards to our President and CEO. 5,976,630 unvested stock awards have been granted under such allocation as of December 31, 2014, out of which none remain outstanding and unvested as of December 31, 2014.

**2008 Unvested Share Award Plan — 2012 Allocation**

In accordance with the Employee Unvested Share Award Plan, as approved by our 2008 Annual General Meeting of Shareholders and further approved by our 2012 Annual General Meeting of Shareholders, up to 6,500,000 unvested stock awards could be granted to our senior executives and certain of our key employees. Our shareholders at our annual shareholders' meeting in 2012 approved the grant of up to 100,000 unvested Stock Awards to our President and CEO. 6,520,765 unvested stock awards have been granted under such allocation as of December 31, 2014, out of which 1,380,204 remain outstanding but unvested as of December 31, 2014.

**2013 Unvested Share Award Plan — 2013 Allocation**

In accordance with the Employee Unvested Share Award Plan, as approved by our 2013 Annual General Meeting of Shareholders, up to 6,900,000 unvested stock awards could be granted to our senior executives and certain of our key employees. Our shareholders at our annual shareholders' meeting in 2013 approved the grant of up to 100,000 unvested stock awards to our President and CEO. 6,412,045 unvested stock awards have been granted under such allocation as of December 31, 2014, out of which 2,872,368 remain outstanding but unvested as of December 31, 2014.

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[Table of Contents](#)**2013 Unvested Share Award Plan — 2014 Allocation**

In accordance with the Employee Unvested Share Award Plan, as approved by our 2013 Annual General Meeting of Shareholders, up to 6,900,000 unvested stock awards could be granted to our senior executives and certain of our key employees. Our shareholders at our annual shareholders' meeting in 2014 approved the grant of up to 100,000 unvested stock awards to our President and CEO. 6,959,210 unvested stock awards have been granted under such allocation as of December 31, 2014, out of which 6,923,705 remain outstanding and unvested as of December 31, 2014.

Pursuant to such approval, the Compensation Committee, upon delegation from our Supervisory Board, has approved the conditions which shall apply (when applicable) to the vesting of such awards. These conditions relate both to our financial performance meeting certain defined criteria in 2014, and to the continued presence at the defined vesting dates in 2015, 2016 and 2017 of the beneficiaries of the unvested stock awards.

Furthermore, the Compensation Committee, on behalf of the entire Supervisory Board and with the approval of the entire Supervisory Board, approved the list of beneficiaries of the unvested stock awards and delegated to our President and Chief Executive Officer the right to grant certain additional unvested stock awards to key employees, in exceptional cases, provided that the total number of unvested stock awards granted to executives and key employees shall not exceed 6,900,000 for 2014.

**Supervisory Board Stock Based Compensation Plans**

*2002 Stock Option Plan for members and professionals of our Supervisory Board.* Our 2002 Annual General Meeting of Shareholders approved the adoption of a stock option plan for members and professionals of our Supervisory Board (the "2002 Stock Option Plan"). The 2002 Stock Option Plan provided for the grant of 12,000 options per year to each member of our Supervisory Board and 6,000 options per year to the professionals of our Supervisory Board. Pursuant to the 2002 Stock Option Plan, stock options for the subscription of 396,000 shares were granted to the members and professionals of our Supervisory Board, as shown in the table below:

**2002 Stock Option Plan  
(for Supervisory Board members and professionals)**

Date of Annual Shareholders' Meeting	March 27, 2002		
	Tranche 1	Tranche 2	Tranche 3
Date of the grant	25 Apr 2002	14 Mar 2003	26 Apr 2004
Total Number of Shares which may be purchased	132,000	132,000	132,000
Vesting Date	25 May 2002	14 Apr 2003	26 May 2004
Expiration Date	25 Apr 2012	14 Mar 2013	26 Apr 2014
Exercise Price	\$31.11	\$19.18	\$22.71
Terms of Exercise	All exercisable after 1 year	All exercisable after 1 year	All exercisable after 1 year
Number of Shares to be acquired with Outstanding Options as of December 31, 2014	0	0	0

At December 31, 2014, no options to purchase common shares were outstanding under the 2002 Stock Option Plan.

*2005, 2006 and 2007 Stock based Compensation for members and professionals of the Supervisory Board.* Our 2005 Annual General Meeting of Shareholders approved the adoption of a three-year stock-based compensation plan for Supervisory Board members and professionals. The plan provided for the grant of a maximum number of 6,000 stock awards per year for each member of the Supervisory Board and 3,000 stock awards for each of the professionals of the Supervisory Board at an exercise price of €1.04 per share, corresponding to the nominal value of our share. Pursuant to our 2007 annual shareholders' meeting, the 2005 plan was modified and the maximum number was increased to 15,000 stock awards per year for each member of the Supervisory Board and 7,500 stock awards per year for each professional of the Supervisory Board for the remaining year of the plan.

In 2005, 66,000 stock awards were granted to the beneficiaries under such plan, which had completely vested as of December 31, 2008. In 2006, 66,000 stock awards were granted to the beneficiaries under such plan, which had all vested as of December 31, 2009. In 2007, 165,000 stock awards were granted to the beneficiaries under such plan, which had all vested as of December 31, 2010.

## Table of Contents

The table below reflects the grants to the Supervisory Board members and professionals under the 2005 Stock Based Compensation Plan as of December 31, 2014.

	2005	2006	2007
Total number of stock awards outstanding	22,115	21,000	46,500
Expiration date	25 Oct 2015	29 Apr 2016	28 Apr 2017

*2008, 2009 and 2010 Stock based Compensation for members and professionals of the Supervisory Board.* Our 2008 Annual General Meeting of Shareholders approved the adoption of a new three year stock based compensation plan for Supervisory Board members and professionals. This plan provides for the grant of a maximum number of 15,000 stock awards per year for each member of the Supervisory Board and 7,500 stock awards for each of the professionals of the Supervisory Board at an exercise price of €1.04 per share, corresponding to the nominal value of our shares. In 2008, 165,000 stock awards were granted to the beneficiaries under such plan, out of which 60,000 were outstanding as of December 31, 2014. In 2009, 165,000 stock awards were granted to the beneficiaries under such plan, out of which 75,000 were outstanding as of December 31, 2014. In 2010, 172,500 stock awards were granted to the beneficiaries under such plan, out of which 75,000 were outstanding as of December 31, 2014.

The table below reflects the grants to the Supervisory Board members and professionals under the 2008 Stock Based Compensation Plan as of December 31, 2014.

	2008	2009	2010
Total number of stock awards outstanding	60,000	75,000	75,000
Expiration date	16 May 2018	20 May 2019	27 May 2020

*2011 and 2012 Stock-based Compensation for members and professionals of the Supervisory Board.* Our 2011 Annual General Meeting of Shareholders approved the adoption of a new three year stock based compensation plan for Supervisory Board members and professionals. This plan provides for the grant of a maximum number of 15,000 stock awards per year for each member of the Supervisory Board and 7,500 stock awards for each of the professionals of the Supervisory Board at an exercise price of €1.04 per share, corresponding to the nominal value of our shares. In 2011, 172,500 stock awards were granted to the beneficiaries under such plan, out of which 97,500 were outstanding as of December 31, 2014. In 2012, 180,000 stock awards were granted to the beneficiaries under such plan, out of which 102,500 were outstanding as of December 31, 2014.

At our Annual General Meeting of Shareholders held on June 21, 2013, it was resolved to abolish and terminate the stock-based compensation for our Supervisory Board members and professionals as (previously) included in the three-year Stock-Based Compensation Plan for members and professionals of the Supervisory Board. No options were granted in 2013 to the Supervisory Board.

	2011	2012
Total number of stock awards outstanding	97,500	102,500
Expiration date	05 May 21	02 June 22

## Employees

The tables below set forth the breakdown of employees by main category of activity and geographic area for the past three years. The 2012 figures included the employees of the consolidated entities of ST-Ericsson JVS.

	At December 31,		
	2014	2013	2012
France	9,960	10,350	10,430
Italy	9,530	9,450	8,840
Rest of Europe	840	950	2,190
United States	870	1,040	1,280
Mediterranean (Malta, Morocco, Tunisia)	4,520	4,490	4,440
Asia	17,900	19,110	21,280
Total	43,620	45,390	48,460

## Table of Contents

	At December 31,		
	2014	2013	2012
Research and Development	8,680	8,970	11,490
Marketing and Sales	2,200	2,190	2,460
Manufacturing	28,080	29,550	29,450
Administration and General Services	2,150	2,220	2,520
Divisional Functions	2,510	2,460	2,540
Total	43,620	45,390	48,460

Our future success, particularly in a period of strong increased demand, will partly depend on our ability to continue to attract, retain and motivate highly qualified technical, marketing, engineering and management personnel. Unions are represented at several of our manufacturing facilities. We use temporary employees, if required, during production spikes and, in Europe, during summer vacations. We have not experienced any significant strikes or work stoppages in recent years. Management believes that our relations with employees are good.

### Item 7. Major Shareholders and Related Party Transactions

#### Major Shareholders

The following table sets forth certain information with respect to the ownership of our issued common shares as of December 31, 2014 based on information available to us:

Shareholders	Common Shares Owned	
	Number	%
ST Holding	250,704,754	27.5
Public	623,234,829	68.4 <sup>(1)</sup>
Treasury shares	36,857,722	4.1
<b>Total</b>	<b>910,797,305</b>	<b>100</b>

- (1) We understand from information publicly available from the Dutch Authority for the Financial Markets that as of October 22, 2014, Capital Research and Management Company was entitled to exercise 90,665,335 voting rights attached to our common shares (representing the voting rights of approximately 9.95% of our outstanding common shares).

Our major shareholders do not have different voting rights from those of our other shareholders.

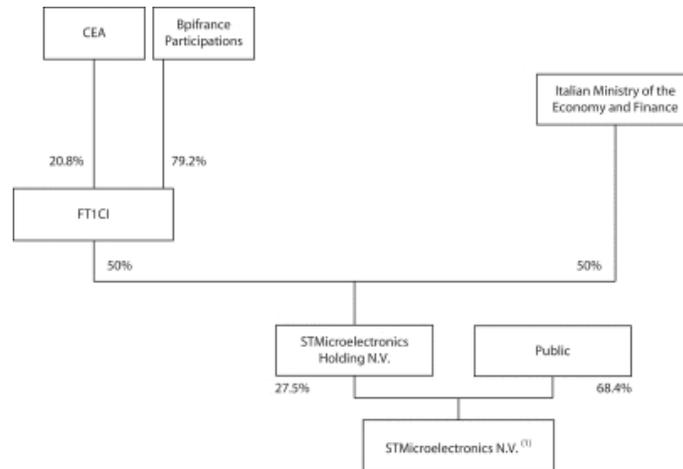
As of December 31, 2014, ST Holding beneficially owned 27.5% of our issued common shares. ST Holding is indirectly controlled by the French and Italian governments through, respectively, FTICI (the “French Shareholder”) and the Italian Ministry of the Economy and Finance (the “Italian Shareholder”). There have been no changes in the number of shares held by ST Holding or its percentage ownership in the past 3 years.

As of December 31, 2014, the French Shareholder, which is controlled by Bpifrance Participations (“Bpifrance”) and Commissariat à l’Énergie Atomique et aux Énergies Alternatives (“CEA”), and the Italian Shareholder, each directly held 50% in ST Holding with each indirectly holding 125,352,377 of our common shares, representing approximately 13.7% of our issued share capital as of December 31, 2014. Any disposals or, as the case may be, acquisitions by ST Holding on behalf of the French Shareholder or the Italian Shareholder, will decrease or, as the case may be, increase the indirect interest of, respectively, the French Shareholder or the Italian Shareholder, in our issued share capital. As of December 31, 2014, Bpifrance and CEA are the sole shareholders of the French Shareholder, holding respectively 79.2% and 20.8% of the French Shareholder’s share capital. Bpifrance is an investment fund 50% owned by Caisse des dépôts et consignations and 50% owned by the French State. CEA is a French government funded technological research organization.

We have been informed that ST Holding’s shareholders are party to a shareholders agreement (the “STH Shareholders Agreement”), which governs relations between them. We are not a party to the STH Shareholders Agreement.

## Table of Contents

The chart below illustrates ST Holding's shareholding structure as of December 31, 2014:



(1) In addition to the 27.5% held by ST Holding and the 68.4% held by the Public, 4.1% are held by us as Treasury Shares.

### Shareholders' Agreement

#### STH Shareholders' Agreement

We were formed in 1987 as a result of the decision by Thomson CSF (now called Thales) and STET (now called Telecom Italia S.p.A.) to combine their semiconductor businesses and to enter into a shareholders' agreement on April 30, 1987, which was amended on December 10, 2001, restated on March 17, 2004 and further amended on February 26, 2008. The February 26, 2008 amended and restated agreement (as amended, the "STH Shareholders' Agreement") supersedes and replaces all previous agreements. The current parties to the STH Shareholders' Agreement are Bpifrance, CEA and their joint company FT1CI (the "French Shareholder") and the Ministry of the Economy and Finance (the "Italian Shareholder").

Pursuant to the terms of the STH Shareholders' Agreement, the parties have agreed to certain corporate governance rights provided that they maintain certain levels of respective interests in ST Holding and in the Company's share capital. See further details below.

The company that now holds or may hold our common shares in the future for indirect shareholders is referred to below as the "holding company".

#### Standstill

The STH Shareholders' Agreement contains a standstill provision that precludes any of the parties and the parties' affiliates from acquiring, directly or indirectly, any of our common shares or any instrument providing for the right to acquire any of our common shares other than through the holding company. The standstill is in effect for as long as such party holds our common shares through the holding company. The parties agreed to continue to hold their stakes in us at all times through the current holding structure of the holding company, subject to certain limited exceptions.

#### Corporate Governance

The STH Shareholders' Agreement provides for a balanced corporate governance between the French Shareholder and the Italian Shareholder (the French Shareholder and the Italian Shareholder are collectively defined as "STH Shareholders" and individually defined as "STH Shareholder") for the duration of the "Balance Period", despite actual differences in indirect economic interest in us. The "Balance Period" lasts as long as each STH Shareholder owns at any time a voting stake in ST Holding equal to at least 47.5% of the total voting stakes of ST Holding.

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## [Table of Contents](#)

As of January 1, 2012, if any STH Shareholder falls under this threshold, it will not be able to restore the Balance Period by subsequently increasing its voting stake, and the Balance Period will terminate, unless the parties agree otherwise. The STH Shareholders' Agreement provides that during the Balance Period, ST Holding will have a managing board comprised of two members (one member designated by the French Shareholder, and one designated by the Italian Shareholder) and a supervisory board comprised of six members (three designated by the French Shareholder and three designated by the Italian Shareholder). The chairman of the supervisory board of the holding company shall be designated for a three-year term by one shareholder (with the other shareholder entitled to designate the Vice-Chairman), such designation to alternate between the Italian Shareholder on the one hand and the French Shareholder on the other hand. The current Chairman of the Supervisory Board of ST Holding is Mr. Bruno Steve and the Vice-Chairman is Mr. Alain Dutheil.

As regards STMicroelectronics N.V., the STH Shareholders' Agreement provides that during the Balance Period: (i) each of the STH Shareholders (the French Shareholder, on the one hand, and the Italian Shareholder, on the other hand) shall have the right to insert on a list prepared for proposal by the holding company to our annual shareholders meeting the same number of members for election to the Supervisory Board, and the holding company shall vote in favor of such members; (ii) the STH Shareholders will cause the holding company to submit to our annual shareholders meeting and to vote in favor of a common proposal for the appointment of the Managing Board; and (iii) any decision relating to the voting rights of the holding company in us shall require the unanimous approval of the holding company shareholders and shall be submitted by the holding company to our annual shareholders meeting. The holding company may therefore be in a position to effectively control actions that require shareholder approval, including, as discussed above, the proposal of six out of nine members for election to our Supervisory Board (three members by each STH Shareholder) and the appointment of our Managing Board, as well as corporate actions, and the issuance of new shares or other securities. The STH Shareholders Agreement also provides that the Chairman of our Supervisory Board will be designated upon proposal of an STH Shareholder for a three-year term, and the Vice-Chairman of our Supervisory Board will be designated upon proposal of the other STH Shareholder for the same period, and vice-versa for the following three-year term. The STH Shareholders further agreed that the STH Shareholder proposing the appointment of the Chairman be entitled to propose the appointment of the Assistant Secretary of our Supervisory Board, and the STH Shareholder proposing the appointment of the Vice-Chairman be entitled to propose the appointment of the Secretary of our Supervisory Board. Finally, each STH Shareholder is entitled to appoint a Financial Controller to the Supervisory Board. Our Secretary, Assistant Secretary and two Financial Controllers are referred to as professionals (not members) of our Supervisory Board.

During the Balance Period, any other decision, to the extent that a resolution of the holding company is required, must be pursuant to the unanimous approval of the shareholders, including but not limited to the following: (i) the definition of the role and structure of our Managing Board and Supervisory Board, and those of the holding company; (ii) the powers of the Chairman and the Vice-Chairman of our Supervisory Board, and that of the holding company; (iii) information by the holding company's managing board and supervisory board, and our managing board and supervisory board; (iv) treatment of confidential information; (v) appointment of any additional members of our Managing Board and that of the holding company; (vi) remuneration of the members of our Managing Board and those of the holding company; (vii) internal audit of STMicroelectronics N.V. and of the holding company; (viii) industrial and commercial relationships between STMicroelectronics N.V. and the Italian Shareholder or STMicroelectronics N.V. and either or both FTICI shareholders, or any of their affiliates; and (ix) any of the decisions listed in Article 16.1 of our Articles of Association including our budget and pluri-annual plans.

In addition, the following resolutions, to the extent that a resolution of the holding company is required, must be resolved upon by a shareholders' resolution of the holding company, which shall require the unanimous approval of the STH Shareholders: (i) any alteration in the holding company's articles of association; (ii) any issue, acquisition or disposal by the holding company of its shares or change in share rights; (iii) any alteration in our authorized share capital or issue by us of new shares and/or of any financial instrument giving rights to subscribe for our common shares; any acquisition or disposal by the holding company of our shares and/or any right to subscribe for our common shares; any modification to the rights attached to our common shares; any merger, acquisition or joint venture agreement to which we are or are proposed to be a party; and any other items on the agenda of our general shareholders' meeting; (iv) the liquidation or dissolution of the holding company; (v) any legal merger, legal de-merger, acquisition or joint venture agreement to which the holding company is proposed to be a party; and (vi) the adoption or approval of our annual accounts or those of the holding company or a resolution concerning a dividend distribution by us.

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## [Table of Contents](#)

At the end of the Balance Period (i.e., once a shareholder's voting stake in ST Holding has decreased under the 47.5% threshold (such STH Shareholder being thereafter referred to as "minority shareholder" and the other one being referred to as "majority shareholder")), the members of our Supervisory Board and those of the holding company designated by the minority shareholder of the holding company will immediately resign upon request of the holding company's majority shareholder, subject to the rights described in the following paragraph.

After the end of the Balance Period, unanimous approval by the shareholders of the holding company remains required to approve:

- (i) As long as any of the STH Shareholders indirectly owns at least the lesser of 3% of our issued and outstanding share capital or 10% of the STH Shareholders' aggregate stake in us at such time, with respect to the holding company, any changes to the articles of association, any issue, acquisition or disposal of shares in the holding company or change in the rights of its shares, its liquidation or dissolution and any legal merger, de-merger, acquisition or joint venture agreement to which the holding company is proposed to be a party.
- (ii) As long as any of the STH Shareholders indirectly owns at least 33% of the STH Shareholders' aggregate stake in us, certain changes to our articles of association (including any alteration in our authorized share capital, or any issue of share capital and/or financial instrument giving the right to subscribe for our common shares, changes to the rights attached to our shares, changes to the preemptive rights, issues relating to the form, rights and transfer mechanics of the shares, the composition and operation of the Managing and Supervisory Boards, matters subject to the Supervisory Board's approval, the Supervisory Board's voting procedures, extraordinary meetings of shareholders and quorums for voting at shareholders meetings).
- (iii) Any decision to vote our shares held by the holding company at any general meeting of our shareholders with respect to any substantial and material merger decision. In the event of a failure by the STH Shareholders to reach a common decision on the relevant merger proposal, our shares attributable to the minority shareholder and held by the holding company will be counted as present for purposes of a quorum of shareholders at one of our shareholders meetings, but will not be voted (i.e., will be abstained from the vote in a way that they will not be counted as a negative vote or as a positive vote).
- (iv) In addition, the minority shareholder will have the right to designate at least one member of the list of candidates for our Supervisory Board to be proposed by the holding company if that shareholder indirectly owns at least 3% of our total issued and outstanding share capital, with the majority STH Shareholder retaining the right to appoint that number of members to our Supervisory Board that is at least proportional to such majority shareholder's voting stake.

Finally, at the end of the Balance Period, the unanimous approval required for other decisions taken at the STMicroelectronics N.V. level shall only be compulsory to the extent possible, taking into account the actual power attached to the direct and indirect shareholding together held by the STH Shareholders in our company.

### *Disposals of our Common Shares*

The STH Shareholders' Agreement provides that each STH Shareholder retains the right to cause the holding company to dispose of its stake in us at its sole discretion, provided it is pursuant to either (i) the issuance of financial instruments, (ii) an equity swap, (iii) a structured finance deal or (iv) a straight sale. The holding company may enter into escrow arrangements with STH Shareholders with respect to our shares, whether this be pursuant to exchangeable notes, securities lending or other financial instruments. STH Shareholders that dispose of our shares through the issuance of exchangeable instruments, an equity swap or a structured finance deal maintain the voting rights of the underlying shares in their ST Holding voting stake provided that such rights remain freely and continuously held by the holding company as though the holding company were still holding the full ownership of the shares.

As long as any of the parties to the STH Shareholders' Agreement has a direct or indirect interest in us, except in the case of a public offer, no sales by a party may be made of any of our shares or of FTIC1 or ST Holding to any of our top ten competitors, or any company that controls such competitor.

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## [Table of Contents](#)

### *Change of Control Provision*

The STH Shareholders' Agreement provides for tag-along rights, preemptive rights, and provisions with respect to a change of control of any of the shareholders or any controlling shareholder of FTICI, on the one hand, and the Italian Shareholder, on the other hand. The shareholders may transfer shares of the holding company or FTICI to any of the shareholders' affiliates, which would include the Italian State or the French State with respect to entities controlled by a state. The shareholders and their ultimate shareholders will be prohibited from launching any takeover process on any of the other shareholders.

### *Deadlock*

In the event of a disagreement that cannot be resolved between the parties as to the conduct of the business and actions contemplated by the STH Shareholders' Agreement, each party has the right to offer its interest in ST Holding to the other, which then has the right to acquire, or to have a third party acquire, such interest. If neither party agrees to acquire or have acquired the other party's interest, then together the parties are obligated to try to find a third party to acquire their collective interests, or such part thereof as is suitable to resolve the deadlock.

### *Duration*

The STH Shareholders' Agreement will remain in force as long as the Italian State, on the one hand, and any of Bpifrance, FTICI or CEA, on the other hand, are shareholders of the holding company.

### *Statutory Considerations*

As is the case with other companies controlled by the French government, the French government may appoint a Commissaire du Gouvernement and a Contrôleur d'Etat for FTICI. Pursuant to Decree No. 94-214, dated March 10, 1994, these government representatives have the right (i) to attend any board meeting of FTICI, and (ii) to veto any board resolution or any decision of the president of FTICI within ten days of such board meeting (or, if they have not attended the meeting, within ten days of the receipt of the board minutes or the notification of such president's decision); such veto lapses if not confirmed within one month by the French Ministry of the Economy or the Ministry of the Industry (the "Ministry of the Economy"). FTICI is subject to certain points of the Decree of August 9, 1953 pursuant to which the Ministry of the Economy and any other relevant ministries have the authority to approve decisions of FTICI relating to budgets or forecasts of revenues, operating expenses and capital expenditures. The effect of these provisions may be that any decisions taken by us and our subsidiaries that, by the terms of the STH Shareholders' Agreement, require prior approval by FTICI, may be adversely affected by these veto rights under French law.

### *Preference Shares*

On November 22, 2006, our Supervisory Board decided to authorize us to enter into an option agreement with an independent foundation, Stichting Continuïteit ST (the "Stichting"). This is a common practice used by a majority of publicly traded Dutch companies. Our Managing Board and our Supervisory Board, along with the board of the Stichting, have declared that they are jointly of the opinion that the Stichting is legally independent of our Company and our major shareholders. Our Supervisory Board approved this option agreement, entered into on January 22, 2007, with a duration of ten years, to reflect changes in Dutch legal requirements, not in response to any hostile takeover attempt. It provides for the issuance of up to a maximum of 540,000,000 preference shares.

The Stichting would have the option, which it shall exercise in its sole discretion, to take up the preference shares. The preference shares would be issuable in the event of actions considered hostile by our Managing Board and Supervisory Board, such as a creeping acquisition (in such case up to 30% minus one share of our issued and outstanding share capital) or an offer on our common shares, which are unsupported by our Managing Board and Supervisory Board and which the board of the Stichting determines would be contrary to the interests of our Company, our shareholders and our other stakeholders. If the Stichting exercises its call option and acquires preference shares, it must pay at least 25% of the par value of such preference shares. The preference shares may remain outstanding for no longer than two years.

No preference shares have been issued to date. The effect of the preference shares may be to deter potential acquirers from effecting an unsolicited acquisition resulting in a change of control as well as to create a level-playing field in the event actions which are considered hostile by our Managing Board and Supervisory

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## [Table of Contents](#)

Board, as described above, occur and which the board of the Stichting determines to be contrary to our interests and our shareholders and other stakeholders. In addition, any issuance of additional capital within the limits of our authorized share capital, as approved by our shareholders, is subject to approval by our Supervisory Board, other than pursuant to an exercise of the call option granted to the Stichting.

### **Related Party Transactions**

One of the members of our Supervisory Board is a member of the board of directors of Technicolor and Thales and a family member of one of the members of our Supervisory Board is an officer at GlobalFoundries. A former member of our Supervisory Board, whose mandate ended in June 2014, is a member of the supervisory board of BESl and a former member of our Supervisory Board, whose mandate ended in June 2013, is a director of Oracle Corporation (“Oracle”) and Flextronics International. A former member of our senior management, who resigned effective March 2013, is a member of the board of directors of Soitec and Adecco. Adecco, GlobalFoundries, as well as Oracle’s subsidiary PeopleSoft, supply certain services to our Company. We have also conducted transactions with Soitec, GlobalFoundries and BESl as well as with Technicolor and Flextronics. From time to time, we may enter into transactions with or invest in subsidiaries of certain of our significant shareholders, former shareholders or other companies in which they invest (including but not limited to: Adecco, Areva, Altis, MicroOLED and Orange). Each of the aforementioned arrangements and transactions is negotiated without the personal involvement of our Supervisory Board members or, where applicable, the senior managers concerned, and we believe that they are made in line with market practices and conditions.

See Note 24 to Our Consolidated Financial Statements for transactions with significant shareholders, their affiliates and other related parties, which also include transactions between us and our equity method investments.

### **Item 8. Financial Information**

#### **Financial Statements**

Please see “Item 18. Financial Statements” for a list of the financial statements filed with this Form 20-F.

#### **Legal Proceedings**

As is the case with many companies in the semiconductor industry, we have from time to time received, and may in the future receive, communications from other semiconductor companies or third parties alleging possible infringement of third party patents or other third party intellectual property rights. In addition, from time to time, we enter into discussions regarding broad patent cross-license arrangements with other industry participants and there can be no assurance that such discussions will be brought to a successful conclusion and result in the intended agreement. Furthermore, we may become involved in costly litigation brought against us regarding patents, copyrights, trademarks, trade secrets or mask works. In the event that the outcome of such IP litigation would be unfavorable to us, we may be required to take a license for third party patents or other IP rights upon economically unfavorable terms and conditions, and possibly pay damages for prior use, and/or face an injunction, all of which singly or in the aggregate could have a material adverse effect on our results of operations and ability to compete. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others” included in this Form 20-F, which may be updated from time to time in our public filings. We are also party to certain disputes which are not related to patents or other IP rights.

We record a provision when, based on our best estimate, we consider it probable that a liability has been incurred and when the amount of the probable loss can be reasonably estimated. As of December 31, 2014, provisions for estimated probable losses with respect to legal proceedings were not considered material. We regularly evaluate losses and claims to determine whether they need to be adjusted based on the most current information available to us and using our best judgment. There can be no assurance that our recorded reserves will be sufficient to cover the extent of our potential liabilities. Legal costs associated with claims are expensed as incurred.

#### ***We were a party to legal proceedings with Tessera, Inc. (“Tessera”)***

In 2006, Tessera initiated a patent infringement lawsuit against us in the U.S. District Court for the Northern District of California claiming that our ball grid array packages infringed certain patents owned by Tessera, and that we breached a 1997 license agreement by failing to pay royalties to Tessera on sales of products in certain ball grid array packages. On September 3, 2014, we and Tessera announced that we had reached a settlement of all outstanding claims and litigation between us. The terms and conditions of the agreement between us are confidential.

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## [Table of Contents](#)

### ***We and our subsidiaries are also involved in other legal proceedings, claims and litigation arising in the ordinary course of business.***

All pending claims and litigation proceedings involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to prosecute and defend. The results of legal proceedings are inherently uncertain, and material adverse outcomes are possible, including the risk of an injunction. The resolution of intellectual property litigation may require us to pay damages for past infringement or to obtain a license under the other party's intellectual property rights that could require one-time license fees or ongoing royalties, which could adversely impact our product gross margins in future periods, or could prevent us from manufacturing or selling some of our products or limit or restrict the focus of employees involved in such litigation with regard to the work they normally perform for us. From time to time we may enter into confidential discussions regarding the potential settlement of pending litigation or other proceedings; however, there can be no assurance that any such discussions will occur or will result in a settlement. The settlement of any pending litigation or other proceeding could require us to incur substantial settlement payments and costs. Furthermore, the settlement of any intellectual property proceeding may require us to grant a license to certain of our intellectual property rights to the other party under a cross-license agreement. If any of those events were to occur, our business, financial condition and results of operations could be materially and adversely affected. In addition, from time to time we are approached by holders of intellectual property to engage in discussions about our obtaining licenses to their intellectual property. We will disclose the nature of any such discussion if we believe that (i) it is probable an intellectual property holder will assert a claim of infringement, (ii) there is a reasonable possibility the outcome (assuming assertion) will be unfavorable, and (iii) the resulting liability would be material to our financial condition. We also constantly review the merits of litigation and claims which we are facing and decide to make an accrual when we are able to reasonably determine that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. To date, we have not determined on such basis that any of the litigation or claims which we are facing gives rise to a probable material liability, singly or in the aggregate.

### **Risk Management and Insurance**

We cover our industrial and business risks through insurance policies and programs with leading insurance carriers with at least investment grade ratings, to the extent reasonably permissible by the insurance market which does not provide insurance coverage for certain risks and imposes certain limits, terms and conditions on coverage that it does provide.

Risks may be covered either through local policies or through corporate policies negotiated on a worldwide level for the ST Group of Companies. Corporate insurance policies and programs are negotiated when the risks are recurrent in several of our affiliated companies.

Currently we have four corporate insurance policies and programs covering the following risks:

- Property damage and business interruption;
- General liability and product liability;
- Directors and officers liability; and
- Transportation risks.

Our insurance policies generally cover a twelve-month period although may be subscribed for a longer period if conditions for a longer term arrangement are deemed beneficial to us. Such policies are subject to certain terms and conditions, exclusions and limitations, generally in line with prevailing conditions, exclusions and limitations, in the insurance market. Pursuant to such conditions, risks such as terrorism, earthquake, fire, floods, consequential damages and loss of production, may not be fully insured and we may not, in the event of a claim under a policy, receive an indemnification from our insurers commensurate with the full amount of the damage we have incurred. Furthermore, our product liability insurance covers physical and direct damages, which may be caused by our products; however, immaterial, non-consequential damages resulting from failure to deliver or delivery of defective products might not be covered because such risks are considered to occur in the ordinary course of business and might not be insured. We may decide to subscribe for excess coverage in addition to the coverage provided by our standard policies. If we suffer damage or incur a claim, which is not covered by one of our corporate insurance policies, this may have a material adverse effect on our results of operations.

Risk and fire engineering site assessments are performed, on an annual basis, through our leading property insurer's professional fire and risk engineers in the field of property damage and business interruption in our

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## [Table of Contents](#)

production sites, to assess potential losses and actual risk exposures, including natural catastrophes. Then, such assessments are usually provided to insurers, co-insurers and re-insurers underwriters to subscribe our risks. We do not own or operate any insurance captive companies, which acts as insurer for our own risks, although we may consider such an option in the future.

The company, under the direction of our CEO and supervision of the Audit Committee of our Supervisory Board, has implemented a corporate ERM process, which is led by our Chief Audit and Risk Executive. The corporate top down risk map is updated on an annual basis and organizations' risk owners are appointed to ensure the development of the bottom-up risk mapping, as well as the implementation and monitoring of risk mitigation action plans both at corporate and organizations levels.

### **Reporting Obligations in IFRS**

We are incorporated in The Netherlands and our shares are listed on Euronext Paris and Borsa Italiana. Consequently, we are subject to an EU regulation issued on September 29, 2003 requiring us to report our results of operations and Consolidated Financial Statements using IFRS. As from January 1, 2009 we are also required to prepare a semi-annual set of accounts using IFRS reporting standards.

We use U.S. GAAP as our primary set of reporting standards, as U.S. GAAP has been our reporting standard since our creation in 1987. Until the SEC adopted rules allowing foreign private issuers to file financial statements prepared in accordance with IFRS without reconciliation to U.S. GAAP, U.S. GAAP was the sole admitted reporting standard for companies like us whose shares are listed on the NYSE.

The obligation to report our Consolidated Financial Statements under IFRS requires us to prepare our results of operations using two different sets of reporting standards, U.S. GAAP and IFRS, which are currently not consistent. Such dual reporting could materially increase the complexity of our investor communications.

### **Dividend Policy**

We formulated a revised dividend policy which was submitted for discussion at our Annual General Meeting of Shareholders held in Amsterdam on June 21, 2013. As a result, we distribute a dividend on a quarterly basis based on a semi-annual decision which is based on a proposal of our Managing Board and adopted by either our Supervisory Board or our meeting of shareholders proposed by our Supervisory Board.

Our dividend policy reads as follows: we seek to use our available cash in order to develop and enhance our position in a competitive semiconductor market while at the same time managing our cash resources to reward our shareholders for their investment and trust in us. Based on our results, projected capital requirements as well as business conditions and prospects, our Managing Board proposes on a semi-annual basis to our Supervisory Board, whenever deemed possible and desirable in line with our objectives and financial situation, the distribution of a quarterly cash dividend, if any. Our Supervisory Board, upon the proposal of our Managing Board, decides or proposes to the meeting of shareholders on a semi-annual basis, in accordance with this dividend policy, which portion of the profits or distributable reserves shall not be retained in reserves to fund future growth or for other purposes and makes a proposal concerning the amount, if any, of the quarterly cash dividend.

Based on our annual results, projected capital requirements as well as business conditions and prospects, the Managing Board proposes twice a year to the Supervisory Board the allocation of our earnings involving, whenever deemed possible and desirable in line with our objectives and financial situation, the distribution of a cash dividend.

See "Item 10. Additional Information — Memorandum and Articles of Association — Articles of Association — Distribution of Profits (Articles 37, 38, 39 and 40)".

In the past five years, we have paid the following dividends:

- On December 4, 2014, the Supervisory Board approved a cash dividend of \$0.10 per share in the fourth quarter of 2014 and the first quarter of 2015, paid in December 2014 and to be paid in March 2015, respectively.
- On June 13, 2014, our shareholders adopted the payment of a semi-annual cash dividend of \$0.10 per share in the second quarter of 2014 and the third quarter of 2014, paid in June and September of 2014, respectively.
- On December 2, 2013, our shareholders adopted the payment of a semi-annual cash dividend of \$0.10 per share in the fourth quarter of 2013 and first quarter of 2014, paid in December 2013 and March 2014, respectively.

## [Table of Contents](#)

- On June 21, 2013, our shareholders adopted the payment of a semi-annual cash dividend of \$0.10 per share in the second quarter and third quarter of 2013, paid in June and September of 2013, respectively.
- On May 30, 2012, our shareholders adopted the payment of an annual cash dividend with respect to the year ended December 31, 2011 of \$0.40 per share paid in four equal installments.
- On May 3, 2011, our shareholders adopted the payment of an annual cash dividend with respect to the year ended December 31, 2010 of \$0.40 per share paid in four equal installments.
- On May 25, 2010, our shareholders adopted the payment of an annual cash dividend with respect to the year ended December 31, 2009 of \$0.28 per share paid in four equal installments.

Future dividends will depend on our accumulated profits, our capacity to generate cash flow, our financial situation, the general economic situation and prospects and any other factors that the Supervisory Board, upon the recommendation of our Managing Board, shall deem important.

## **Item 9. Listing**

### **Market Information**

Since 1994, our common shares have been traded on the NYSE under the symbol “STM” and CUSIP #861012102 and listed on the compartment A (large capitalizations) of Euronext Paris (formerly Paris Bourse) under the ISIN Code NL0000226223. On June 5, 1998, our common shares began trading on the Borsa Italiana. Since July 3, 2014 our 2019 and 2021 Convertible Bonds have been traded on the Frankfurt Stock Exchange.

On December 5, 2013, the Conseil Scientifique, an independent group of experts responsible for setting the rules and the periodical selection of the CAC 40 Index, announced the results of the annual re-ranking of the CAC 40 Index. Effective December 23, 2013, we were removed from the CAC 40 and subsequently entered the CAC Next 20 Index. The CAC Next 20 contains the 20 highest ranking companies not included in the CAC 40, the main benchmark for Euronext Paris containing 40 stocks selected among the top 100 market capitalization and the most active stocks listed on Euronext Paris.

Since March 18, 2002, our common shares have been included in the FTSE MIB Index (formerly the S&P/MIB and MIB 30 Index, respectively). The FTSE MIB Index measures the performance of 40 Italian equities and seeks to replicate the broad sector weights of the Italian stock market. The Index is derived from the universe of stocks trading on the Borsa Italiana main equity market. Each stock is analyzed for size and liquidity, and the overall Index has appropriate sector representation. The FTSE MIB Index is market cap-weighted after adjusting constituents for float. Since January 29, 2010, our common shares have been included in the FTSE MIB Dividend Index, the index which represents the cumulative value of ordinary gross dividends paid by the individual constituents of the underlying FTSE MIB Index, expressed in terms of index points.

Our common shares could be removed from the CAC Next 20 and the FTSE MIB Indices at any time, and the exclusion or the announcement thereof could cause the market price of our common shares to drop significantly.

### **Stock Price History**

The following table sets forth, for the periods indicated, the high and low closing prices of our common shares on the NYSE, on the Euronext Paris and the Borsa Italiana.

<u>Calendar Period</u>	<u>New York Stock Exchange</u>		<u>Euronext Paris</u>		<u>Borsa Italiana (Milan)</u>	
	<u>Price Ranges</u>		<u>Price Ranges</u>		<u>Price Ranges</u>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
	(US\$)	(US\$)	(€)	(€)	(€)	(€)
<b>Annual Information for the Past Five Years</b>						
2010	10.73	6.51	8.08	5.16	8.09	5.15
2011	13.53	5.34	9.73	3.96	9.73	3.96
2012	8.60	4.51	6.46	3.64	6.46	3.62
2013	10.05	7.11	7.69	5.24	7.69	5.26
2014	10.00	6.27	7.42	4.89	7.42	4.89

[Table of Contents](#)

Calendar Period	New York Stock Exchange		Euronext Paris		Borsa Italiana (Milan)	
	Price Ranges		Price Ranges		Price Ranges	
	High (US\$)	Low (US\$)	High (€)	Low (€)	High (€)	Low (€)
<b>Quarterly Information for the Past Two Years 2013</b>						
First quarter	9.09	7.22	6.70	5.46	6.78	5.46
Second quarter	10.05	7.11	7.69	5.51	7.69	5.51
Third quarter	9.93	7.92	7.62	6.04	7.62	6.02
Fourth quarter	9.23	7.20	6.95	5.24	6.96	5.26
<b>2014</b>						
First quarter	9.49	7.35	6.93	5.44	6.94	5.45
Second quarter	10.00	8.53	7.42	6.18	7.42	6.18
Third quarter	9.41	7.46	6.99	5.76	6.99	5.75
Fourth quarter	7.79	6.27	6.31	4.89	6.31	4.89
<b>Monthly Information for the Past Six Months 2014</b>						
September	8.55	7.46	6.65	5.83	6.65	5.83
October	7.79	6.27	6.22	4.89	6.22	4.89
November	7.56	6.71	6.05	5.29	6.05	5.31
December	7.77	7.02	6.31	5.57	6.31	5.57
<b>2015</b>						
January	8.57	7.20	7.75	6.05	7.75	6.05
February (as of February 10, 2014)	8.80	8.24	7.76	7.29	7.76	7.30

Source: Bloomberg

Of the 873,939,583 common shares outstanding as of December 31, 2014, 40,006,958, or 4.6%, were registered in the common share registry maintained on our behalf in New York and 583,227,871, or 66.7%, of our common shares outstanding were listed on Euroclear France and traded on Euronext Paris and on the Borsa Italiana in Milan.

**Item 10. Additional Information**

**Memorandum and Articles of Association**

*Applicable non-U.S. Regulations*

*Applicable Dutch Legislation*

We were incorporated under the laws of The Netherlands by deed of May 21, 1987, and we are governed by Book 2 of the Dutch Civil Code. Set forth below is a summary of certain provisions of our Articles of Association and relevant Dutch corporate law. The summary below does not purport to be complete and is qualified in its entirety by reference to our Articles of Association and relevant Dutch corporate law.

The summary below sets forth our current Articles of Association as most recently amended on December 2, 2013.

We are subject to various provisions of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) (the “FMSA”) and, in particular, to the provisions summarized below.

Unless an exemption or an exception applies, we are subject to (i) a prohibition from offering securities in The Netherlands or have securities admitted to trading on a regulated market situated or operating in The Netherlands without the publication of a prospectus, which has been approved by the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) (“AFM”) or by a supervisory authority of another European Union (“EU”) Member State or State, not being an EU Member State, that is party to the European Economic Area (“EEA”) Agreement (“Member State”) (and the same prohibition applies for such offers in other jurisdictions of the EEA); (ii) a prohibition of proceeding with any transaction in our financial instruments admitted to trading on a regulated market in the EEA or in any other financial instrument the value of which depends in part on these instruments, in the event where we would possess inside information; and (iii) certain restrictions (related to market manipulation, market abuse and insider trading) in repurchasing our shares. Also, we are required to notify the AFM of all our inside information press releases simultaneously with the publication of such press releases. Furthermore, we are required to inform the AFM immediately if our issued and outstanding share capital or voting rights change by 1% or more since our previous notification. Other

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## [Table of Contents](#)

changes in our share capital or voting rights need to be notified periodically. Also, the sole member of our Managing Board and the members of our Supervisory Board (unless they have already been notified pursuant to the requirements described below in “— Shareholders’ Meetings, Attendance at Shareholders’ Meetings and Voting Rights — Disclosure of holdings and capital interest under Dutch Law”), certain of their relatives, entities closely related with them and (under certain circumstances) members of senior management must notify the AFM of all transactions conducted or effected on their own account relating to our shares admitted to trading on a regulated market in the EEA or in any financial instrument the value of which depends in part on the value of these shares. The AFM keeps a public register of all notifications made pursuant to the FMSA. The provisions of the FMSA regarding statements of holdings in our share capital and voting rights are described below in “—Shareholders’ Meetings, Attendance at Shareholders’ Meetings and Voting Rights — Disclosure of holdings and capital interest under Dutch Law”.

On October 28, 2007, the Dutch legislation implementing Directive 2004/25/EC on takeover bids (the “Takeover Directive”) entered into force. This legislation requires a shareholder who (individually or jointly) obtains control to launch an offer to all of our other shareholders. Such control is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights in our shareholders’ meeting.

In the event control is acquired, whether or not by acting in concert, two options exist: (i) either a mandatory offer is launched or (ii) within 30 days the relevant stake is decreased below the 30% voting rights threshold, provided the voting rights have not been exercised during this period and our shares are not sold to a controlling shareholder. The Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer*) may extend this period by an additional 60 days.

The Dutch legislation contains a substantial number of exemptions to the obligation to launch a (mandatory) offer. One of those exemptions is that Stichting Continuïteit ST, an independent foundation, is allowed to cross the 30% voting rights threshold when obtaining our preference shares after the announcement of a public offer, but only for a maximum period of two years.

As of January 1, 2013, certain Dutch statutory provisions have been introduced limiting the number of supervisory positions that members of our Managing and Supervisory Boards may hold.

A member of our Supervisory Board may only be appointed as such if he/she does not hold more than four supervisory positions at other so-called “large Dutch entities”. The position of chairman equals two positions. A member of our Managing Board may only be appointed as such if he/she does not hold more than two supervisory positions at other large Dutch entities and does not hold the position of chairman of the supervisory board or one-tier board at such other entity. The term “supervisory position” includes the position of supervisory director, non-executive director or member of a supervisory board that has been set up pursuant to the articles of association. Supervisory positions at several entities belonging to the same group constitute one position.

Supervisory positions at non-Dutch entities are not taken into account. An appointment by the Enterprise Chamber of the Amsterdam Court of Appeal as part of corporate inquiry proceedings is not taken into account.

As of January 1, 2013, statutory provisions have been introduced that require a balanced participation by men and women on our Managing Board and Supervisory Board. Where seats on a managing board and supervisory board are to be divided among individuals, balanced participation is deemed to exist if at least 30% of the seats are held by men and at least 30% are held by women.

If we do not achieve the requisite gender balance, we are required to explain this in our statutory IFRS Annual Report. Since its creation in 1987, our Managing Board has always been comprised of a sole member as result of which gender balance cannot be reached. Currently, our Supervisory Board comprises nine members of which 3 are female and 6 are male.

As of January 1, 2014, Dutch statutory provisions have been introduced to adjust and reclaim bonuses of members of a managing board of (among others) Dutch public limited liability companies, including us. Bonuses that have been granted (but not yet paid) to our sole member of the Managing Board can be adjusted in retrospect to an appropriate amount if such bonus under the circumstances would be inappropriate according to principles of reasonableness and fairness. Also, bonuses that have been granted (and paid) to the sole member of our Managing Board can be reclaimed in retrospect in whole or in part if the bonus was granted on the basis of

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## [Table of Contents](#)

incorrect information regarding the achievement of certain targets on which the bonus was based or regarding circumstances subject to which the bonus was granted. If and when any remuneration has been adjusted or reclaimed, we will be obliged to include a statement in the explanation to our statutory IFRS Annual Accounts regarding the amount of the adjustment or reclamation of such bonus.

Furthermore, these new statutory provisions prescribe that in the event of (a) a public offer on our common shares, (b) a proposal to approve a Managing Board resolution regarding a significant change in the identity or nature of us or our enterprise (as further described below under “*Authority of our Shareholders’ Meeting (Articles 12, 16, 19, 25, 28, 32 and 41)*”), and (c) a proposal for a legal merger or legal demerger, we are obliged to set off the amount of the increase in value of shares, depositary receipts or rights to claim or acquire shares that were granted by way of remuneration to the sole member of our Managing Board with his remuneration in any of the events described above.

Finally, these new statutory provisions prescribe that at the shareholders’ meeting in which the statutory IFRS Annual Accounts are adopted, the implementation of the compensation policy during the past financial year must be accounted for.

### *Applicable French Legislation*

As our registered offices are based in The Netherlands, the French *Autorité des marchés financiers* (“AMF”) is not the competent market authority to control our disclosure obligations. The AMF General Regulation only requires that the periodic and ongoing information to be disclosed pursuant to the EU Transparency Directive and which content is controlled by the AFM (for instance, the annual, half-yearly and quarterly financial reports or any inside information) also be disclosed at the same time in France and made available on our website.

In addition, as our shares are listed on Euronext Paris, in France, we must (i) inform the AMF of any modification of our bylaws and articles of incorporation that would add or remove a “poison pill” mechanism (pursuant to Article 223-20 of the AMF General Regulation); and (ii) disclose information on a monthly basis on the total number of shares and voting rights composing our capital, if those numbers have changed compared to the previously disclosed numbers (pursuant to Article 223-16 of the AMF General Regulation).

Articles 241-1 to 241-5 of the AMF General Regulation on buyback programs for equity securities admitted to trading on a regulated market and transaction reporting requirements are also applicable to our Company as well as Articles 611-1 to 632-1 of the AMF General Regulation on market abuse (insider dealing and market manipulation).

As a general rule, the information disclosed to the public must be accurate, precise and fairly presented.

All financial instruments traded on Euronext Paris are distributed between three capitalization compartments, A, B, and C, whose regulations are generally applicable to us. See “Item 9. Listing”.

Other provisions of French securities regulations are not applicable to us.

Regarding the regulation of public tender offers, Articles 231-1 to 237-13 of the AMF General Regulation may apply to our shares, except for the provisions concerning the mandatory filing of a tender offer and the squeeze out.

### *Applicable Italian Legislation*

Our common shares are listed on the *Mercato Telematico Azionario* (the “MTA”), the Italian automated screen-based quotation system organized and administered by Borsa Italiana and subject to the supervision of the *Commissione Nazionale per le Società e la Borsa* (“CONSOB”), the Italian securities regulator. Because our common shares are listed on the MTA, we are required to publish certain information in order to comply with (i) the Legislative Decree No. 58 of February 24, 1998, as amended (the “Italian Financial Act”) and related regulations promulgated by the CONSOB and (ii) certain rules of the Borsa Italiana. These requirements include, among others: (i) disclosure of price-sensitive information (such as capital increases, mergers, creation of joint subsidiaries, major acquisitions, approval of draft financial statements, proposals for dividend payments, approval of financial statements and interim reports); (ii) periodic information (such as financial statements to be provided in compliance with the jurisdiction of the country of incorporation) or information on the exercise of shareholders’ rights (such as the calling of the shareholders’ meeting or the exercise of pre-emptive rights); (iii) the publication of research, budgets and projections; and (iv) in certain circumstances, dissemination to the public in Italy, and communication to CONSOB, of any additional information that we provide to our shareholders in countries other than Italy where our shares are listed on a stock exchange.

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## [Table of Contents](#)

As a result of our admission to the FTSE MIB Index, we must comply with certain additional stock market rules. These additional provisions require that, among others, we announce through a press release, within one month from our year-end closing (i) the month in which the payment of the dividend for the year ended, where applicable, is planned to take place (if different from the month when the previous dividend was distributed), and (ii) our intent, if any, of adopting a policy of distributing interim dividends for the current year, mentioning the months when the distribution of dividends and interim dividends will take place. In the event of a modification of the information referred to in (i) and (ii) above, we shall be required to promptly update such information in another press release. In addition, stock splits and certain other transactions must be carried out in accordance with the Borsa Italiana's calendar. We must promptly notify the Italian stock market of any modification to the amount of our share capital.

We are required to communicate to the CONSOB and the Borsa Italiana the same information that we are required to disclose to the AMF and the AFM regarding transactions in our securities and any exercise of stock options by our Supervisory Board members and senior management, as described below.

### **Articles of Association**

#### *Purposes of the Company (Article 2)*

Article 2 of our Articles of Association sets forth the purposes of our company. According to Article 2, our purposes shall be to participate in or take, in any manner, any interests in other business enterprises; to manage such enterprises; to carry on business in semiconductors and electronic devices; to take and grant licenses and other industrial property interests; to assume commitments in the name of any enterprises with which we may be associated within a group of companies; and to take any other action, such as but not limited to the granting of securities or the undertaking of obligations on behalf of third parties, which in the broadest sense of the term, may be related or contribute to the aforementioned objects.

#### *Company and Trade Registry*

We are registered with the trade register (*handelsregister*) of the Dutch Chamber of Commerce (*Kamer van Koophandel*) under no. 33194537.

#### *Supervisory Board and Managing Board*

Our Articles of Association do not include any provisions related to a Supervisory Board member's:

- power to vote on proposals, arrangements or contracts in which such member is directly interested;
- power, in the absence of an independent quorum, to vote on compensation to themselves or any members of the Supervisory Board; or
- borrowing powers exercisable by the directors and how such borrowing powers can be varied.

Our Supervisory Board Charter and Dutch law, however, explicitly prohibits members of our Supervisory Board from participating in discussions and voting on matters where any such member has a conflict of interest. If our entire Supervisory Board would have a conflict of interest, our shareholders' meeting is the competent corporate body to adopt the relevant resolution. Our Articles of Association provide that our shareholders' meeting must adopt the compensation of our Supervisory Board members.

Neither our Articles of Association nor our Supervisory Board Charter has a requirement or policy that Supervisory Board members hold a minimum number of our common shares.

#### *Compensation of our Managing Board (Article 12)*

Our Supervisory Board determines the compensation of the sole member of our Managing Board, within the scope of the compensation policy adopted by our shareholders' meeting upon the proposal of our Supervisory Board. Our Supervisory Board will submit for approval by the shareholders' meeting a proposal regarding the compensation in the form of shares or rights to acquire shares. This proposal sets forth at least how many shares or rights to acquire shares may be awarded to our Managing Board and which criteria apply to an award or a modification.

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## [Table of Contents](#)

### *Compensation of our Supervisory Board (Article 23)*

Our shareholders' meeting determines the compensation of our Supervisory Board members. Our shareholders' meeting shall have the authority to decide whether such compensation will consist of a fixed amount and/or an amount that is variable in proportion to profits or any other factor.

### *Information from our Managing Board to our Supervisory Board (Article 18)*

At least once per year our Managing Board shall inform our Supervisory Board in writing of the main features of our strategic policy, our general and financial risks and our management and control systems.

Our Managing Board shall then submit to our Supervisory Board for approval:

- our operational and financial objectives;
- our strategy designed to achieve the objectives;
- the parameters to be applied in relation to our strategy, *inter alia*, regarding financial ratios; and
- corporate social responsibility issues that are relevant to the enterprise.

For more information on our Supervisory Board and our Managing Board, see "Item 6. Directors, Senior Management and Employees".

### *Adoption of Annual Accounts and Discharge of Management and Supervision Liability (Article 25)*

Each year, within four months after the end of our financial year, our Managing Board must prepare our statutory annual accounts, certified by one or several auditors appointed by our shareholders' meeting and submit them to our shareholders' meeting for adoption. Within this period and in accordance with the statutory obligations to which we are subject, our Managing Board must make generally available: (i) our statutory annual accounts, (ii) our annual report, (iii) the auditor's statement, as well as (iv) other annual financial accounting documents which we, under or pursuant to the law, must make generally available together with our statutory annual accounts.

Each year, our shareholders' meeting votes whether or not to discharge the members of our Supervisory Board and of our Managing Board for their supervision and management, respectively, during the previous financial year. In accordance with the applicable Dutch legislation, the discharge of the members of our Managing Board and the Supervisory Board must, in order to be effective, be the subject of a specific resolution on the agenda of our shareholders' meeting. Under Dutch law, this discharge does not extend to matters not disclosed to our shareholders' meeting.

### *Distribution of Profits (Articles 37, 38, 39 and 40)*

Subject to certain exceptions, dividends may only be paid out of the profits as shown in our adopted annual accounts. Our profits must first be used to set up and maintain reserves required by Dutch law and our Articles of Association. Subsequently, if any of our preference shares are issued and outstanding, preference shareholders shall be paid a dividend, which will be a percentage of the paid up part of the par value of their preference shares. Our Supervisory Board may then, upon proposal of our Managing Board, also establish reserves out of our annual profits. The portion of our annual profits that remains after the establishment or maintenance of reserves and the payment of a dividend to our preference shareholders is at the disposal of our shareholders' meeting. No distribution may be made to our shareholders when the equity after such distribution is or becomes inferior to the fully-paid share capital, increased by the legal reserves. Our preference shares are cumulative by nature, which means that if in a financial year the dividend or the preference shares cannot be (fully) paid, the deficit must first be paid in the following financial year(s).

Our Supervisory Board independently as well as our shareholders' meeting, upon the proposal of our Supervisory Board, may each declare distributions out of our share premium reserve and other reserves available for shareholder distributions under Dutch law. Pursuant to a resolution of our Supervisory Board, distributions adopted by the shareholders' meeting may be fully or partially made in the form of our new shares to be issued. Our Supervisory Board may, subject to certain statutory provisions, make one or more interim distributions in respect of any year before the accounts for such year have been adopted at a shareholders' meeting. Rights to cash dividends and distributions that have not been collected within five years after the date on which they became due and payable shall revert to us.

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## [Table of Contents](#)

For the history of dividends paid by us to our shareholders in the past five years, see “Item 8. Financial Information — Dividend Policy”.

### ***Shareholders’ Meetings, Attendance at Shareholders’ Meetings and Voting Rights***

#### ***Notice Convening the Shareholders’ Meeting (Articles 25, 26, 27, 28 and 29)***

Our ordinary shareholders’ meetings are held at least annually, within six months after the close of each financial year, in Amsterdam, Haarlemmermeer (Schiphol Airport), Rotterdam or The Hague, The Netherlands. Extraordinary shareholders’ meetings may be held as often as our Supervisory Board deems necessary, and must be held upon the written request of registered shareholders or other persons entitled to attend shareholders’ meetings of at least 10% of the total issued share capital to our Managing Board or our Supervisory Board specifying in detail the business to be dealt with. Such written requests may not be submitted electronically. In the event that the Managing Board or the Supervisory Board does not convene the shareholders’ meeting within six weeks of such a request, the aforementioned shareholders or individuals may be authorized by a competent judicial authority.

Notice of shareholders’ meetings shall be given by our Managing Board or by our Supervisory Board or by those who according to the law or our Articles of Association are entitled thereto. The notice shall be given in such manner as shall be authorized or required by law (including but not limited to a written notice, a legible and reproducible message sent by electronic means and an announcement published by electronic means), as well as in accordance with the regulations of a stock exchange where our shares are officially listed at our request. In addition, shareholders and other persons entitled to attend the shareholders’ meetings that are registered in our share register shall be notified by letter that the meeting is being convened. The notice convening the shareholders’ meeting shall be given with due observance of the statutory notice period, which is currently 42 days prior to the meeting.

The notice of the shareholders’ meeting states the business to be transacted as well as other information prescribed by law and our Articles of Association. The agenda is fixed by the author of the notice of the meeting; however, one or more shareholders or other persons entitled to attend shareholders’ meetings representing at least one-tenth of our issued share capital may, provided that the request was made at least five days prior to the date of convocation of the meeting, request that proposals be included on the agenda. Notwithstanding the previous sentence, proposals of persons who are entitled to attend shareholders’ meetings will be included on the agenda, if such proposals are made in writing to our Managing Board within a period of sixty days before that meeting by persons who are entitled to attend our shareholders’ meetings who, solely or jointly, represent at least 1% of our issued share capital or a market value of at least €50 million. The requests referred to in the previous two sentences may not be submitted electronically. The aforementioned requests must comply with conditions stipulated by our Managing Board, subject to the approval of our Supervisory Board, which shall be posted on our website. As of July 1, 2013, a new Dutch statutory provision entered into force requiring a shareholder requesting discussion of an agenda item to disclose to us its entire beneficial interest (long and short position). We are required to mention this interest on our website.

We are exempt from the proxy solicitation rules under the United States Securities Exchange Act of 1934. Euroclear France will provide notice of shareholders’ meetings to, and compile voting instructions from, holders of shares held directly or indirectly through Euroclear France at the request of the Company, the Registrar or the voting Collection Agent. A voting collection agent must be appointed; TMF Netherlands B.V. (formerly known as Netherlands Management Company B.V.) acts as our voting collection agent. The Depository Trust Company (“DTC”) will provide notice of shareholders’ meetings to holders of shares held directly or indirectly through DTC and the New York Transfer Agent and Registrar will compile voting instructions. In order for holders of shares held directly or indirectly through Euroclear France to attend shareholders’ meetings in person, such holders must withdraw their shares from Euroclear France and have such shares registered directly in their name or in the name of their nominee. In order for holders of shares held directly or indirectly through DTC to attend shareholders’ meetings of shareholders in person, such holders need not withdraw such shares from DTC but must follow rules and procedures established by the New York Transfer Agent and Registrar.

#### ***Attendance at Shareholders’ Meetings and Voting Rights (Articles 30, 31, 32, 33 and 34)***

Each share is entitled to one vote.

All shareholders and other persons entitled to attend and to vote at shareholders’ meetings are entitled to attend the shareholders’ meeting either in person or represented by a person holding a written proxy, to address

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## [Table of Contents](#)

the shareholders' meeting and, as for shareholders and other persons entitled to vote, to vote, subject to our Articles of Association. Subject to the approval of our Supervisory Board, our Managing Board may resolve that shareholders and other persons entitled to attend the shareholders' meetings are authorized to directly take note of the business transactions at the meeting via an electronic means of communication. Our shareholders' meeting may set forth rules regulating, *inter alia*, the length of time during which shareholders may speak in the shareholders' meeting. If there are no such applicable rules, the chairman of the meeting may regulate the time during which shareholders are entitled to speak if desirable for the orderly conduct of the meeting.

Our Managing Board may, subject to the approval of our Supervisory Board, resolve that each person entitled to attend and vote at shareholders' meetings is authorized to vote via an electronic means of communication, either in person or by a person authorized in writing, provided that such person can be identified via the electronic means of communication and furthermore provided that such person can directly take note of the business transacted at the meeting. Our Managing Board may, subject to the approval of our Supervisory Board, attach conditions to the use of the electronic means of communication, which conditions shall be announced in the notice convening the shareholders' meeting and must be posted on our website.

Dutch law prescribes a fixed registration date of 28 days prior to the shareholders' meeting, which means that shareholders and other persons entitled to attend shareholders' meetings are those persons who have such rights at the 28th day prior to the shareholders' meeting and, as such, are registered in a register designated by our Managing Board, regardless of who is a shareholder or otherwise a person entitled to attend shareholders' meetings at the time of the meeting if a registration date would not be applicable. In the notice convening the shareholders' meeting, the time of registration must be mentioned as well as the manner in which shareholders and other persons entitled to attend shareholders' meetings can register themselves and the manner in which they can exercise their rights.

Our Managing Board may, subject to the approval of our Supervisory Board, also resolve that persons entitled to attend and vote at shareholders' meetings may vote via an electronic means of communication determined by our Managing Board within a period to be set by our Managing Board prior to our shareholders' meeting, which period cannot commence earlier than the registration date (as described above). Votes cast in accordance with the provisions of the preceding sentence are equal to votes cast at our shareholders' meeting.

Shareholders and other persons entitled to attend meetings of shareholders may be represented by proxies with written authorization, which must be shown for admittance to the meeting. All matters regarding admittance to the shareholders' meeting, the exercise of voting rights and the result of voting, as well as any other matters regarding the business of the shareholders' meeting, shall be decided upon by the chairman of that meeting, in accordance with the requirements of Section 2:13 of the Dutch Civil Code.

Our Articles of Association allow for separate meetings for holders of common shares and for holders of preference shares. At a meeting of holders of preference shares at which the entire issued capital of shares of such class is represented, valid resolutions may be adopted even if the requirements in respect of the place of the meeting and the giving of notice have not been observed, provided that such resolutions are adopted by unanimous vote. Also, valid resolutions of preference shareholder meetings may be adopted outside a meeting if all persons entitled to vote on our preference shares indicate in writing that they vote in favor of the proposed resolution, provided that no depositary receipts for preference shares have been issued with our cooperation. Our Managing Board may, subject to the approval of our Supervisory Board, resolve that written resolutions may be adopted via an electronic means of communication. Our Managing Board may, subject to the approval of our Supervisory Board, attach conditions to the use of the electronic means of communication, which conditions shall be notified in writing to all holders of preference shares and other persons entitled to vote on our preference shares.

### *Authority of our Shareholders' Meeting (Articles 12, 16, 19, 25, 28, 32 and 41)*

Our shareholders' meeting decides upon (i) the discharge of the members of our Managing Board for their management during the past financial year and the discharge of the members of our Supervisory Board for their supervision during the past financial year; (ii) the adoption of our statutory annual accounts and the distribution of dividends; (iii) the appointment of the members of our Supervisory Board and our Managing Board; and (iv) any other resolutions listed on the agenda by our Supervisory Board, our Managing Board or our shareholders and other persons entitled to attend shareholders' meetings.

Furthermore, our shareholders' meeting has to approve resolutions of our Managing Board regarding a significant change in the identity or nature of us or our enterprise, including in any event (i) transferring our

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## [Table of Contents](#)

enterprise or practically our entire enterprise to a third party, (ii) entering into or canceling any long-term cooperation between us or a subsidiary of us and any other legal person or company or as a fully liable general partner of a limited partnership or a general partnership, provided that such cooperation or the cancellation thereof is of essential importance to us, and (iii) us or a subsidiary of us acquiring or disposing of a participating interest in the capital of a company with a value of at least one-third of our total assets according to our Consolidated Balance Sheets and notes thereto in our most recently adopted annual accounts.

Our Articles of Association may only be amended (and our liquidation can only be decided on) if amendments are proposed by our Supervisory Board and approved by a simple majority of the votes cast at a shareholders' meeting at which at least 15% of the issued and outstanding share capital is present or represented. The complete proposal for the amendment (or liquidation) must be made available for inspection by the shareholders and the other persons entitled to attend shareholders' meetings at our offices as from the day of the notice convening such meeting until the end of the meeting. Any amendment of our Articles of Association that negatively affects the rights of the holders of a certain class of shares requires the prior approval of the meeting of holders of such class of shares.

### *Quorum and Majority (Articles 4, 13 and 32)*

Unless otherwise required by our Articles of Association or Dutch law, resolutions of shareholders' meetings require the approval of a majority of the votes cast at a meeting at which at least 15% of the issued and outstanding share capital is present or represented, subject to the provisions explained below. We may not vote our common shares held in treasury. Blank and invalid votes shall not be counted.

A quorum of shareholders, present or represented, holding at least half of our issued share capital, is required to dismiss a member of our Managing Board, unless the dismissal is proposed by our Supervisory Board. In the event of the lack of a quorum, a second shareholders' meeting must be held within four weeks, with no applicable quorum requirement. Any decision or authorization by the shareholders' meeting which has or could have the effect of excluding or limiting preferential subscription rights must be taken by a majority of at least two-thirds of the votes cast, if at the shareholders' meeting less than 50% of the issued and outstanding share capital is present or represented. Otherwise such a resolution can be taken by a simple majority at a meeting at which at least 15% of the issued and outstanding share capital is represented.

### *Disclosure of holdings and capital interest under Dutch Law*

Holders of our shares or rights to acquire shares (which includes, *inter alia*, options and convertible bonds) may be subject to notification obligations under Chapter 5.3 of the FMSA.

Under Chapter 5.3 of the FMSA, any person whose direct or indirect interest (including potential interest, such as options and convertible bonds) in our share capital or voting rights reaches or crosses a threshold percentage must notify the AFM either (a) immediately, if this is the result of an acquisition or disposal by it; or (b) no later than on the 4th trading day following the entry in the AFM's public register, if this is the result of a change in our share capital or votes which the AFM has entered in its public register. The threshold percentages are 3, 5, 10, 15, 20, 25, 30, 40, 50, 60, 75 and 95 percent.

Furthermore, persons holding 3% or more in our voting rights or capital interest on December 31 at 24:00 hours must within four weeks after December 31 notify the AFM of any changes in the composition of their interest since their last notification.

The following instruments qualify as "shares": (i) shares, (ii) depositary receipts for shares (or negotiable instruments similar to such receipts), (iii) negotiable instruments for acquiring the instruments under (i) or (ii) (such as convertible bonds), and (iv) options for acquiring the instruments under (i) or (ii).

Under Section 5.45 of the FMSA, a notification obligation can also arise other than through the holding of shares (or voting rights). Among others, the following shares and votes qualify as shares and votes "held" by a person: (i) those directly held by him; (ii) those held by his subsidiaries; (iii) shares held by a third party for such person's account and the votes such third party may exercise; (iv) the votes held by a third party if such person has concluded an oral or written agreement with such party which provides for a lasting common policy on voting; (v) the votes held by a third party if such person has concluded an oral or written agreement with such party which provides for a temporary and paid transfer of the votes; and (vi) the votes which a person may exercise as a proxy but in his own discretion. The management company of a common fund (*beleggingsfond*s)

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## [Table of Contents](#)

shall be deemed to have the disposal of the shares held by the depositary and the related voting rights. The depositary of a common fund shall be deemed not to have the disposal of shares or voting rights. Furthermore, special rules apply to the attribution of the ordinary shares which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct in respect of our shares can also be subject to a notification obligation if such person has, or can acquire, the right to vote on our shares. If a pledgor or usufructuary acquires such voting rights, this may trigger a notification obligation for the holder of our shares. A person is also deemed to hold shares if he has a financial instrument (i) whose rise in value depends in part on the rise in value of the underlying shares or on dividend or other payments on those shares (in other words, a long position must be held in those shares), and (ii) which does not entitle him to acquire shares in a listed company (i.e., it is a cash-settled financial instrument). In addition, a person who may, by virtue of an option, be obliged to buy shares in a listed company is also equated with a shareholder. Moreover, a person who has entered into a contract (other than a cash-settled financial instrument) that gives him an economic position comparable to that of a shareholder in a listed company is also deemed to hold shares for the purposes of the disclosure obligation. The AFM has introduced a policy rule regulating certain technical and operational aspects of this extension of the disclosure obligation.

As of July 1, 2013 a new Section 5.39 subsection 2 of the FMSA entered into force requiring the holder of a financial instrument representing a short position in our shares to notify the AFM if such short position, expressed in a capital percentage, reaches or crosses a threshold percentage either (a) immediately, if this is the result of an acquisition or disposal by it; or (b) no later than on the 4th trading day following the entry in the AFM's public register, if this is the result of a change in our share capital which the AFM has entered in its public register. The threshold percentages are the same as referred to above in this section. Short position refers to the gross short position (i.e., a long position held by the holder cannot be offset against the short position).

The aforementioned disclosure requirement on gross short positions exists in addition to the requirement for the holder of a financial instrument representing a short position in our shares under the Regulation (EU) No 236/2012 on short selling and certain aspects of credit default swaps (the "EU Shortselling Regulation"), effective as of November 2012, to notify AFM of the net short position (i.e., long positions are offset against short positions) if such short position, expressed in a capital percentage, reaches or crosses a threshold percentage; The threshold percentages are 0.2% each 0.1% above that. Notifications as of 0.5% and each 0.1% above that will be published by the AFM.

Under Section 5.48 of the FMSA, the sole member of our Managing Board and each of the members of our Supervisory Board must without delay notify the AFM of any changes in his interest or potential interest in our share capital or voting rights.

The AFM will publish all notifications on its public website ([www.afm.nl](http://www.afm.nl)).

Non-compliance with the notification obligations of Chapter 5.3 of the FMSA can lead to imprisonment or criminal fines, or administrative fines or other administrative sanctions. In addition, non-compliance with these notification obligations may lead to civil sanctions, including, without limitation, suspension of the voting rights attaching to our shares held by the offender for a maximum of three years, (suspension and) nullification of a resolution adopted by our shareholders' meeting (if it is likely that such resolution would not have been adopted if the offender had not voted) and a prohibition for the offender to acquire our shares or votes for a period of no more than five years.

### *Share Capital (Articles 4, 5 and 6)*

Our shares may not be issued at less than their par value; our common shares must be fully paid up at the time of their issuance. Our preference shares must be paid up for at least 25% of their par value at the time of their issuance (and the remaining 75% if and when requested by our Managing Board). Our authorized share capital is not restricted by redemption provisions, sinking fund provisions or liability to further capital calls by us. Our Articles of Association allows for the acquisition of own shares and the cancellation of shares. There are no conditions imposed by our Memorandum and Articles of Association governing changes in capital which are more stringent than is required by law.

Type II shares are common shares in the form of an entry in our shareholders register with the issue of a share certificate consisting of a main part without a dividend coupon. In addition to type II shares, type I shares are available. Type I shares are common shares in the form of an entry in our shareholders register without the issue of a share certificate. Type II shares are only available should our Supervisory Board decide to offer them. Our preference shares are in the form of an entry in our shareholders register without issue of a share certificate.

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## [Table of Contents](#)

Non-issued authorized share capital, which is different from issued share capital, allows us to proceed with capital increases excluding the preemptive rights, upon our Supervisory Board's decision. Our annual shareholders' meeting, held on June 13, 2014, authorized our Supervisory Board to proceed with capital increases excluding the preemptive rights up to a maximum of 10% of our issued common share capital as per December 31, 2013, increased with another 15% of our issued common share capital as per December 31, 2013, in case of mergers and acquisitions, but never exceeding the limits of our authorized share capital. This authorization is valid for a period of three years as of June 13, 2014. However, it is not possible to predict if we will request such an authorization again and at what time and under what conditions. The impact of any future capital increases within the limit of our authorized share capital, upon the decision of our Supervisory Board acting on the delegation granted to it by our shareholders' meeting, cannot therefore be evaluated.

Other securities in circulation which give access to our share capital include (i) the options giving the right to subscribe to our shares granted to our employees, including the sole member of our Managing Board and our senior managers; (ii) the options giving the right to subscribe to our shares granted in the past to the members of our Supervisory Board, its secretaries and controllers, as described in "Item 6. Directors, Senior Management and Employees"; (iii) our Bonds; and (iv) the option giving the right to subscribe to our preference shares to Stichting Continuïteit ST.

We do not have securities not representing our share capital.

### *Issuance of Shares, Preemptive Rights, Preference Shares and Capital Reduction (Articles 4 and 5)*

Unless excluded or limited by the shareholders' meeting or our Supervisory Board according to the conditions described below, each holder of common shares has a pro rata preemptive right to subscribe to an offering of common shares issued for cash in proportion to the number of common shares which he owns. There is no preemptive right with respect to an offering of shares for non-cash consideration, with respect to an offering of shares to our employees or to the employees of one of our subsidiaries, or with respect to preference shares.

Our shareholders' meeting, upon proposal and on the terms and conditions set by our Supervisory Board, has the power to issue shares. The shareholders' meeting may also authorize our Supervisory Board, for a period of no more than five years, to issue shares and to determine the terms and conditions of share issuances. Our shares cannot be issued at below par and, as for our common shares, must be fully paid up at the time of their issuance. Our preference shares must be paid up for at least 25% of their par value.

Our shareholders' meeting, upon proposal by our Supervisory Board, also has the power to limit or exclude preemptive rights in connection with new issuances of shares. Such a resolution of the shareholders' meeting must be taken with a majority of at least two-thirds of the votes cast if at such shareholders' meeting less than 50% of the issued and outstanding share capital is present or represented. Otherwise such a resolution can be taken by a simple majority of the votes cast at a shareholders' meeting at which at least 15% of our issued and outstanding share capital is present or represented. Our shareholders' meeting may authorize our Supervisory Board, for a period of no more than five years, to limit or exclude preemptive rights.

Our annual shareholders' meeting, held on June 13, 2014, has authorized our Supervisory Board to resolve upon (i) the issuance of shares or the granting of rights to subscribe for common shares in our share capital, up to a maximum of 10% of our issued common share capital, as per December 31, 2013, increased with another 15% of our issued common share capital, as per December 31, 2013, in the case of mergers and acquisitions, (ii) upon the terms and conditions of an issuance of common shares, and (iii) upon the limitation and/or exclusion of pre-emptive rights of existing shareholders upon issuance of common shares, all for a period of 18 months as of June 13, 2014, but never exceeding the limits of our authorized share capital. Our Supervisory Board has not yet acted on its authorization to increase the registered capital to the limits of the authorized registered capital.

Upon the proposal of our Supervisory Board, our shareholders' meeting may, in accordance with the legal provisions, reduce our issued capital by canceling the shares that we hold in treasury, by reducing the par value of the shares or by canceling our preference shares.

See "Item 7. Major Shareholders and Related Party Transactions" for details on changes in the distribution of our share capital over the past three years.

We may issue preference shares in certain circumstances. See "Item 7. Major Shareholders and Related Party Transactions — Major Shareholders — Shareholders' Agreements — Preference Shares".

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## [Table of Contents](#)

The effect of the preference shares may be to deter potential acquirers from effecting an unsolicited acquisition resulting in a change of control or otherwise taking action as considered hostile by our Managing Board and Supervisory Board. See “Item 3. Key Information — Risk Factors — Risks Related to Our Operations — Our shareholder structure and our preference shares may deter a change of control”.

No preference shares have been issued to date and therefore none are currently outstanding.

### *Liquidation Rights (Articles 42 and 43)*

In the event of our dissolution and liquidation, after payment of all debts and liquidation expenses, the holders of preference shares if issued, would receive the paid up portion of the par value of their preference shares. Any assets then remaining shall be distributed among the registered holders of common shares in proportion to the par value of their shareholdings.

### *Acquisition of Shares in Our Own Share Capital (Article 5)*

We may acquire our own shares, subject to certain provisions of Dutch law and of our Articles of Association, if and to the extent that (i) the shareholders’ equity less the payment required to make the acquisition does not fall below the sum of the paid-up and called-up portion of the share capital and any reserves required by Dutch law, and (ii) the aggregate nominal value of shares that we or our subsidiaries acquire, hold or hold in pledge would not exceed one-tenth of our issued share capital. Share acquisitions may be effected by our Managing Board, subject to the approval of our Supervisory Board, only if the shareholders’ meeting has authorized our Managing Board to effect such repurchases, which authorization may apply for a maximum period of 18 months. We may not vote shares we hold in treasury. Our purchases of our own shares are subject to acquisition price conditions as authorized by our shareholders’ meeting. Pursuant to a shareholders’ resolution adopted at our Annual General Meeting of Shareholders held on June 13, 2014, our Managing Board, subject to the approval of our Supervisory Board, is authorized for a period up to December 12, 2015 (inclusive) to acquire our shares subject to the limits set forth above and the acquisition price conditions set forth in such shareholders’ resolution.

Our Articles of Association provide that we shall be able to acquire shares in our own share capital in order to transfer these shares under employee stock option or stock purchase plans, without an authorization of our shareholders’ meeting.

### *Limitations on Right to Hold or Vote Shares*

There are currently no limitations imposed by Dutch law or by our Articles of Association on the right of non-resident holders to hold or vote the shares.

## **Material Contracts**

None.

## **Exchange Controls**

None.

## **Taxation**

### ***Dutch Taxation***

*The following is a general summary and the tax consequences as described herein may not apply to a holder of common shares. Any potential investor should consult his tax adviser for more information about the tax consequences of acquiring, owning and disposing of common shares in his particular circumstances.*

This taxation summary solely addresses the principal Dutch tax consequences of the acquisition, ownership and disposal of common shares. It does not consider every aspect of taxation that may be relevant to a particular holder of common shares under special circumstances or who is subject to special treatment under applicable law. Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this Dutch Taxation summary the terms “The Netherlands” and “Dutch” are used,

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## [Table of Contents](#)

these refer solely to the European part of the Kingdom of the Netherlands. This summary also assumes that we are organized, and that our business will be conducted, in the manner outlined in this Form 20-F. A change to such organizational structure or to the manner in which we conduct our business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of The Netherlands (unpublished case law not included) as it stands at the date of this Form 20-F. The law upon which this summary is based is subject to change, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

Where in this Dutch Taxation paragraph reference is made to “your common shares”, that concept includes, without limitation, that:

1. you own one or more common shares and in addition to the title to such common shares, you have an economic interest in such common shares;
2. you hold the entire economic interest in one or more common shares;
3. you hold an interest in an entity, such as a partnership or a mutual fund, that is transparent for Dutch tax purposes, the assets of which comprise one or more common shares, within the meaning of 1. or 2. above; or
4. you are deemed to hold an interest in common shares, as referred to under 1. to 3., pursuant to the attribution rules of Article 2.14a, of the Dutch Income Tax Act 2001, with respect to property that has been segregated, for instance in a trust or a foundation.

### *Taxes on income and capital gains*

The summary set out in this section “Dutch Taxation” applies only to a holder of common shares who is a Non-resident holder of common shares.

For the purposes of this section, you are a “Non-resident holder of common shares” if you satisfy the following tests:

- (a) you are neither resident, nor deemed to be resident, in The Netherlands for purposes of Dutch income tax or corporation tax, as the case may be;
- (b) your common shares and any benefits derived or deemed to be derived from such common shares have no connection with your past, present or future employment or membership of a management board or a supervisory board;
- (c) your common shares do not form part of a substantial interest or a deemed substantial interest in us within the meaning of Chapter 4 of the Dutch Income Tax Act 2001, unless such interest forms part of the assets of an enterprise; and
- (d) if you are not an individual, no part of the benefits derived from your common shares is exempt from Dutch corporation tax under the participation exemption as laid down in the Dutch Corporation Tax Act 1969.

Generally, if a person holds an interest in us, such interest forms part of a substantial interest, or a deemed substantial interest, in us if any one or more of the following circumstances is present:

1. You — either alone or, in the case of an individual, together with your partner, if any, — own or are deemed to own, directly or indirectly, either a number of shares in us representing 5% or more of our total issued and outstanding capital (or the issued and outstanding capital of any class of our shares), or rights to acquire, directly or indirectly, shares, whether or not already issued, representing 5% or more of our total issued and outstanding capital (or the issued and outstanding capital of any class of our shares), or profit participating certificates relating to 5% or more of our annual profit or to 5% or more of our liquidation proceeds.
2. Your shares, profit participating certificates or rights to acquire shares in us are held by you or deemed to be held by you following the application of a non-recognition provision.
3. Your partner or any of your relatives by blood or by marriage in the direct line (including foster children) or of those of your partner has a substantial interest (as described under 1. and 2. above) in us.

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## Table of Contents

If you are entitled to the benefits from shares or profit participating certificates (for instance if you are a holder of a right of usufruct), you are deemed to be a holder of shares or profit participating certificates, as the case may be, and your entitlement to benefits is considered a share or profit participating certificate, as the case may be.

If you are a holder of common shares and you satisfy test a., but do not satisfy any one or more of tests (b), (c), and (d), your Dutch income tax position or corporation tax position, as the case may be, is not discussed in this Form 20-F.

If you are a Non-resident holder of common shares you will not be subject to any Dutch taxes on income or capital gains (other than the dividend withholding tax described below) in respect of any benefits derived or deemed to be derived by you from your common shares, including any capital gain realized on the disposal thereof, except if:

1. you derive profits from an enterprise, directly, or pursuant to a co-entitlement to the net value of such enterprise, other than as a shareholder, if you are an individual, or other than as a holder of securities, if you are not an individual, such enterprise is either managed in The Netherlands or carried on, in whole or in part, through a permanent establishment or a permanent representative which is taxable in The Netherlands, and your common shares are attributable to such enterprise; or
2. you are an individual and you derive benefits, or are deemed to derive benefits, from common shares that are taxable as benefits from miscellaneous activities in The Netherlands as meant in article 7.2, paragraph 2, sub c, of the Dutch Income Tax Act 2001.

### *Dividend withholding tax*

We are generally required to withhold Dutch dividend withholding tax at a rate of 15% from dividends distributed by us.

The concept “dividends distributed by us” as used in this section “Dutch Taxation” includes, but is not limited to, the following:

- distributions in cash or in kind, deemed and constructive distributions and repayments of capital not recognized as paid-in for Dutch dividend withholding tax purposes;
- liquidation proceeds and proceeds of repurchase or redemption of shares in excess of the average capital recognized as paid-in for Dutch dividend withholding tax purposes;
- the par value of shares issued by us to a holder of common shares or an increase of the par value of shares, as the case may be, to the extent that it does not appear that a contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and
- partial repayment of capital, recognized as paid-in for Dutch dividend withholding tax purposes, if and to the extent that there are net profits, unless (a) the general meeting of our shareholders has resolved in advance to make such repayment and (b) the par value of the shares concerned has been reduced by an equal amount by way of an amendment to our articles of association.

If you are a Non-resident holder of common shares and if you are resident in the non-European part of the Kingdom of the Netherlands or in a country that has concluded a double taxation treaty with The Netherlands, you may be eligible for a full or partial relief from the dividend withholding tax, provided such relief is timely and duly claimed.

Pursuant to domestic rules to avoid dividend stripping, dividend withholding tax relief will only be available to you if you are the beneficial owner of dividends distributed by us. The Dutch tax authorities have taken the position that this beneficial-ownership test can also be applied to deny relief from dividend withholding tax under double tax treaties and the Tax Arrangement for the Kingdom and the Tax Arrangement for the country of The Netherlands. If you receive proceeds from your common shares, you shall not be recognized as the beneficial owner of such proceeds if, in connection with the receipt of the proceeds, you have given a consideration, in the framework of a composite transaction including, without limitation, the mere acquisition of one or more dividend coupons or the creation of short-term rights of enjoyment of shares, whereas it may be presumed that (i) such proceeds in whole or in part, directly or indirectly, inure to a person who would not have been entitled to an exemption from, reduction or refund of, or credit for, dividend withholding tax, or who would have been entitled to a smaller reduction or refund of, or credit for, dividend withholding tax than you, the actual recipient of the proceeds; and (ii) such person acquires or retains, directly or indirectly, an interest in common shares or similar instruments, comparable to its interest in common shares prior to the time the composite transaction was first initiated.

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## [Table of Contents](#)

In addition, if you are a Non-resident holder of common shares that is not an individual, you are entitled to an exemption from dividend withholding tax, provided that the following tests are satisfied:

1. you are, according to the tax law of a Member State of the European Union or a state designated by ministerial decree, that is a party to the Agreement regarding the European Economic Area, resident there and you are not transparent for tax purposes according to the tax law of such state;
2. any one or more of the following threshold conditions are satisfied:
  - (a) at the time the dividend is distributed by us, you hold shares representing at least 5% of our nominal paid up capital; or
  - (b) you have held shares representing at least 5% of our nominal paid up capital for a continuous period of more than one year at any time during the four years preceding the time the dividend is distributed by us; or
  - (c) you are connected with us within the meaning of Article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969; or
  - (d) an entity connected with you within the meaning of Article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969 holds at the time the dividend is distributed by us, shares representing at least 5% of our nominal paid up capital;
3. you are not considered to be resident outside the Member States of the European Union or the states designated by ministerial decree, that are a party to the Agreement regarding the European Economic Area, under the terms of a double taxation treaty concluded with a third State; and
4. you do not perform a similar function as an investment institution as meant by Article 6a or Article 28 of the Dutch Corporation Tax Act 1969.

The exemption from dividend withholding tax is not available to you if you are a Non-resident holder of common shares and pursuant to a provision for the prevention of fraud or abuse included in a double taxation treaty between The Netherlands and your country of residence, you would not be entitled to the reduction of tax on dividends provided for by such treaty. Furthermore, the exemption from dividend withholding tax will only be available to you if you are the beneficial owner of dividends distributed by us. If you are a Non-resident holder of common shares and you are resident in a Member State of the European Union with which The Netherlands has concluded a double taxation treaty that provides for a reduction of tax on dividends based on the ownership of the number of voting rights, the test under 2.a. above is also satisfied if you own 5% of the voting rights in us.

The convention of December 18, 1992, between the Kingdom of the Netherlands and the United States of America for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (the “U.S./NL Income Tax Treaty”) provides for an exemption for dividends received by exempt pension trusts and exempt organizations, as defined therein. In such case, a refund may be obtained of the difference between the amount withheld and the amount that The Netherlands was entitled to levy in accordance with the U.S./NL Income Tax Treaty by filing the appropriate forms with the Dutch tax authorities within the term set therefor.

If we receive a profit distribution from a qualifying foreign entity, or a repatriation of qualifying foreign branch profit, that is exempt from Dutch corporation tax and that has been subject to a foreign withholding tax of at least 5%, we may be entitled to retain a portion of the Dutch dividend withholding tax imposed in respect of a dividend distributed by us, that ordinarily would be required to be remitted to the Dutch tax authorities. Such portion is the lesser of:

- 3% of the dividends paid by us in respect of which Dutch dividend withholding tax is withheld; and
- 3% of the qualifying profit distributions grossed up by the foreign tax withheld on such distributions received from foreign subsidiaries and branches prior to the distribution of the dividend by us during the current calendar year and the two preceding calendar years (to the extent such distributions have not been taken into account previously when applying this test).

Non-resident holders of common shares are urged to consult their tax advisers regarding the general creditability or deductibility of Dutch dividend withholding tax and, in particular, the impact on such investors of our potential ability to receive a reduction as described in the previous paragraph.

See the section “— Dutch Taxation — Taxes on income and capital gains” above for a description of the term Non-resident holder of common shares.

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## [Table of Contents](#)

### *Gift and inheritance taxes*

If you dispose of common shares by way of gift, in form or in substance, or if you die, no Dutch gift tax or Dutch inheritance tax, as applicable, will be due, unless:

- you are, or you were, resident or deemed to be resident in The Netherlands for purposes of Dutch gift tax or Dutch inheritance tax, as applicable; or
- you made a gift of common shares, then became a resident or deemed resident of The Netherlands, and died as a resident or deemed resident of The Netherlands within 180 days of the date of the gift.

For purposes of the above, a gift of common shares made under a condition precedent is deemed to be made at the time the condition precedent is satisfied.

### *Other taxes and duties*

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in The Netherlands by you in respect of or in connection with (i) the subscription, issue, placement, allotment of common shares, (ii) the enforcement by way of legal proceedings (including the enforcement of any foreign judgment in the courts of The Netherlands) of the documents relating to the issue of common shares or the performance by us of our obligations under such documents, or (iii) the transfer of common shares.

### **United States Federal Income Taxation**

The following discussion is a general summary of the material U.S. federal income tax consequences to a U.S. holder (as defined below) of the ownership and disposition of our common shares. You are a U.S. holder only if you are a beneficial owner of common shares:

- that is, for U.S. federal income tax purposes, (a) a citizen or individual resident of the United States, (b) a U.S. domestic corporation or a U.S. domestic entity taxable as a corporation, (c) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (d) a trust, if a court within the United States can exercise primary supervision over the administration of the trust and one or more U.S. persons are authorized to control all substantial decisions of the trust;
- that owns, directly, indirectly or by attribution, less than 10% of our voting power or outstanding share capital;
- that holds the common shares as capital assets;
- whose functional currency for U.S. federal income tax purposes is the U.S. dollar;
- that is a resident of the United States and not also a resident of The Netherlands for purposes of the U.S./NL Income Tax Treaty;
- that is entitled, under the “limitation on benefits” provisions contained in the U.S./NL Income Tax Treaty, to the benefits of the U.S./NL Income Tax Treaty; and
- that does not have a permanent establishment or fixed base in The Netherlands.

This summary does not discuss all of the tax consequences that may be relevant to you in light of your particular circumstances. Also, it does not address holders that may be subject to special rules including, but not limited to, U.S. expatriates, tax-exempt organizations, persons subject to the alternative minimum tax, banks, securities broker-dealers, financial institutions, regulated investment companies, insurance companies, traders in securities who elect to apply a mark-to-market method of accounting, persons holding our common shares as part of a straddle, hedging or conversion transaction, or persons who acquired common shares pursuant to the exercise of employee stock options or otherwise as compensation. Because this is a general summary, you are advised to consult your own tax advisor with respect to the U.S. federal, state, local and applicable foreign tax consequences of the ownership and disposition of our common shares. In addition, you are advised to consult your own tax advisor concerning whether you are entitled to benefits under the U.S./NL Income Tax Treaty.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) holds common shares, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If you are a partner in a partnership that holds common shares, you are urged to consult your own tax advisor regarding the specific tax consequences of the ownership and the disposition of common shares.

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## [Table of Contents](#)

This summary is based on the Internal Revenue Code of 1986, as amended, the U.S./NL Income Tax Treaty, judicial decisions, administrative pronouncements and existing, temporary and proposed Treasury regulations as of the date of this Form 20-F, all of which are subject to change or changes in interpretation, possibly with retroactive effect.

### ***Dividends***

In general, you must include the gross amount of distributions paid (including the amount of any Dutch taxes withheld from those distributions) to you by us with respect to the common shares in your gross income as foreign-source taxable dividend income. The amount of any distribution paid in foreign currency (including the amount of any Dutch withholding tax thereon) will be equal to the U.S. dollar value of the foreign currency on the date of actual or constructive receipt by you regardless of whether the payment is in fact converted into U.S. dollars at that time. Gain or loss, if any, realized on a subsequent sale or other disposition of such foreign currency will be U.S.-source ordinary income or loss. Special rules govern and specific elections are available to accrual method taxpayers to determine the U.S. dollar amount includible in income in the case of taxes withheld in a foreign currency. Accrual basis taxpayers are urged to consult their own tax advisors regarding the requirements and elections applicable in this regard.

Subject to applicable limitations, Dutch taxes withheld from a distribution paid to you at a rate not exceeding the rate provided in the U.S./NL Income Tax Treaty will be eligible for credit against your U.S. federal income tax liability. As described in “— Taxation — Dutch Taxation” above, under limited circumstances we may be entitled to retain a portion of the Dutch withholding tax that otherwise would be required to be remitted to the taxing authorities in The Netherlands. If we withhold an amount from dividends paid to you that we then are not required to remit to any taxing authority in The Netherlands, the amount in all likelihood would not qualify as a creditable tax for U.S. federal income tax purposes. We will endeavor to provide you with information concerning the extent to which we have applied the reduction described above to dividends paid to you. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the common shares generally will constitute “passive category income” or in the case of certain U.S. holders, “general category income”. The use of foreign tax credits is subject to complex rules and limitations. In lieu of a credit, a U.S. holder who itemizes deductions may elect to deduct all of such holder’s foreign taxes in the taxable year. A deduction does not reduce tax on a dollar-for-dollar basis like a credit, but the deduction for foreign taxes is not subject to the same limitations applicable to foreign tax credits. You should consult your own tax advisor to determine whether and to what extent a credit would be available to you.

Certain non-corporate U.S. holders (including individuals) are eligible for reduced rates of U.S. federal income tax in respect of “qualified dividend income”. For this purpose, “qualified dividend income” generally includes dividends paid by a non-U.S. corporation if, among other things, the U.S. holders meet certain minimum holding period and other requirements and the non-U.S. corporation satisfies certain requirements, including either that (i) the shares of the non-U.S. corporation are readily tradable on an established securities market in the United States, or (ii) the non-U.S. corporation is eligible for the benefits of a comprehensive income tax treaty with the United States (such as the U.S./NL Income Tax Treaty) which provides for the exchange of information. We currently believe that dividends paid by us with respect to our common shares should constitute “qualified dividend income” for U.S. federal income tax purposes; however, this is a factual matter and subject to change. You are urged to consult your own tax advisor regarding the availability to you of a reduced dividend tax rate in light of your own particular situation. A dividends-received deduction will not be allowed with respect to dividends paid by us.

### ***Sale, Exchange or Other Disposition of Common Shares***

Upon a sale, exchange or other disposition of common shares, you generally will recognize capital gain or loss in an amount equal to the difference between the amount realized and your tax basis in the common shares, as determined in U.S. dollars. This gain or loss generally will be U.S.-source gain or loss, and will be treated as long-term capital gain or loss if you have held the common shares for more than one year. If you are an individual, capital gains generally will be subject to U.S. federal income tax at preferential rates if specified minimum holding periods are met. The deductibility of capital losses is subject to significant limitations.

### ***Net Investment Income Tax***

Certain U.S. holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally will be subject to a 3.8% tax on “net investment income”, including, among other things, dividends on, and gains from the sale or other taxable disposition of, our common shares, subject to certain limitations and exceptions. You should consult your own tax advisor regarding the effect, if any, of such tax on your ownership and disposition of our common shares.

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[Table of Contents](#)

***Passive Foreign Investment Company Status***

We believe that we should not be classified as a passive foreign investment company (a “PFIC”) for U.S. federal income tax purposes for the year ended December 31, 2014 and we do not expect to become a PFIC in the foreseeable future. This conclusion is a factual determination that must be made annually at the close of each taxable year and therefore we can provide no assurance that we will not be a PFIC in our current or any future taxable year. If we were to be characterized as a PFIC for any taxable year, the tax on certain distributions on our common shares and on any gains realized upon the disposition of common shares may be materially less favorable than as described herein. In addition, if we were a PFIC in a taxable year in which we were to pay dividends or the prior taxable year, such dividends would not be “qualified dividend income” (as described above) and would be taxed at the higher rates applicable to other items of ordinary income. You should consult your own tax advisor regarding the application of the PFIC rules to your ownership of our common shares.

***U.S. Information Reporting and Backup Withholding***

Dividend payments with respect to common shares and proceeds from the sale, exchange, retirement or other disposition of our common shares may be subject to information reporting to the U.S. Internal Revenue Service (the “IRS”) and possible U.S. backup withholding. Backup withholding will not apply to you, however, if you furnish a correct taxpayer identification number or certificate of foreign status and make any other required certification, or if you are otherwise exempt from backup withholding. U.S. persons required to establish their exempt status generally must provide certification on IRS Form W-9. Non-U.S. holders generally will not be subject to U.S. information reporting or backup withholding. However, these holders may be required to provide certification of non-U.S. status (generally on Form W-8BEN) in connection with payments received in the United States or through certain U.S.-related financial intermediaries. Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

In addition, U.S. holders should be aware of annual reporting requirements with respect to the holding of certain foreign financial assets, including our common shares that are not held in an account maintained by certain types of financial institutions, if the aggregate value of all of such assets exceeds \$50,000 (or \$100,000 for married couples filing a joint return). You should consult your own tax advisor regarding the application of the information reporting and backup withholding rules to our common shares and the application of the annual reporting requirements to your particular situation.

***Documents on Display***

Any statement in this Form 20-F about any of our contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to this Form 20-F the contract or document is deemed to modify the description contained in this Form 20-F. You must review the exhibits themselves for a complete description of the contract or document.

Our Articles of Association, the minutes of our annual shareholders’ meetings, reports of the auditors and other corporate documentation may be consulted by the shareholders and any other individual authorized to attend the meetings at our head office at Schiphol Airport Amsterdam, The Netherlands, at the registered offices of the Managing Board in Geneva, Switzerland and at Crédit Agricole-Indosuez, 9, Quai du Président Paul-Doumer, 92400 Courbevoie, France.

You may review a copy of our filings with the U.S. Securities and Exchange Commission (the “SEC”), including exhibits and schedules filed with it, at the SEC’s public reference facilities in Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information. In addition, the SEC maintains an internet site ([www.sec.gov](http://www.sec.gov)) that contains reports and other information regarding issuers that file electronically with the SEC. These SEC filings are also available to the public from commercial document retrieval services.

WE ARE REQUIRED TO FILE REPORTS AND OTHER INFORMATION WITH THE SEC UNDER THE SECURITIES EXCHANGE ACT OF 1934. REPORTS AND OTHER INFORMATION FILED BY U.S. WITH THE SEC MAY BE INSPECTED AND COPIED AT THE SEC’S PUBLIC REFERENCE FACILITIES DESCRIBED ABOVE OR THROUGH THE INTERNET ([WWW.SEC.GOV](http://WWW.SEC.GOV)). AS A FOREIGN PRIVATE ISSUER, WE ARE EXEMPT FROM THE RULES UNDER THE EXCHANGE ACT PRESCRIBING THE FURNISHING AND CONTENT OF PROXY STATEMENTS AND OUR OFFICERS, DIRECTORS AND

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[Table of Contents](#)

MAJOR SHAREHOLDERS ARE EXEMPT FROM THE REPORTING AND SHORT-SWING PROFIT RECOVERY PROVISIONS CONTAINED IN SECTION 16 OF THE EXCHANGE ACT. UNDER THE EXCHANGE ACT, AS A FOREIGN PRIVATE ISSUER, WE ARE NOT REQUIRED TO PUBLISH FINANCIAL STATEMENTS AS FREQUENTLY OR AS PROMPTLY AS UNITED STATES COMPANIES.

In addition, material filed by us with the SEC can be inspected at the offices of the New York Stock Exchange at 20 Broad Street, New York, NY 10005 and at the offices of The Bank of New York Mellon, as New York Share Registrar, at 101 Barclay Street, New York, NY 10286 (telephone: 1-888-269-2377).

**Item 11. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to changes in financial market conditions in the normal course of business due to our operations in different foreign currencies and our ongoing investing and financing activities. Market risk is the uncertainty to which future earnings or asset/liability values are exposed due to operating cash flows denominated in foreign currencies and various financial instruments used in the normal course of operations. The major financial risks to which we are exposed are the foreign exchange risks related to the fluctuations of the U.S. dollar exchange rate compared to the Euro and the other major currencies in which costs are incurred, the variation of the interest rates and the risks associated to the investments of our available cash. We have established policies, procedures and internal processes governing our management of market risks and the use of financial instruments to manage our exposure to such risks.

Our interest income (expense), net, as reported in our Consolidated Statements of Income, is the balance between interest income received from our cash and cash equivalents and marketable securities investments and interest expense paid on our financial liabilities and bank fees (including fees on committed credit lines). Our interest income is dependent upon fluctuations in interest rates, mainly in U.S. dollars and Euros, since we invest primarily on a short-term basis; any increase or decrease in the market interest rates would mean an equivalent increase or decrease in our interest income. See “Item 5. Operating and Financial Review and Prospects — Impact of Changes in Interest Rates”.

We place our cash and cash equivalents, or a part of it, with financial institutions with at least a single “A” long-term rating from two of the major rating agencies, meaning at least A3 from Moody’s and A- from S&P or Fitch, or better, invested as term deposits and Government securities and, as such, we are exposed to the fluctuations of the market interest rates on our placement and our cash, which can have an impact on our accounts. We manage the credit risks associated with financial instruments through credit approvals, investment limits and centralized monitoring procedures but do not normally require collateral or other security from the parties to the financial instruments. As of December 31, 2014, the marketable securities have a value of \$334 million. They are classified as available-for-sale and are reported at fair value. This fair value measurement corresponds to a Level 1 fair value hierarchy measurement. The estimated value of these securities could further decrease in the future as a result of credit market deterioration and/or other downgrading.

We also have a significant amount of receivables relating to tax credits, refunds and funding from the governments of certain countries in the Euro zone. As of December 31, 2014, we had \$512 million of long-term government receivables almost entirely from France and Italy. In the event of a default of these countries, we could be required to recognize a significant loss.

We do not anticipate any material adverse effect on our financial position, results of operations or cash flows resulting from the use of our instruments in the future. There can be no assurance that these strategies will be effective or that transaction losses can be minimized or forecasted accurately.

The information below summarizes our market risks associated with cash and cash equivalents, short-term deposits, marketable securities and debt obligations as of December 31, 2014. The information below should be read in conjunction with Note 23 to our Consolidated Financial Statements.

[Table of Contents](#)

The table below presents principal amounts and related weighted-average interest rates by year of maturity for our investment portfolio and debt obligations (in millions of U.S. dollars, except percentages):

	Total	2015	2016	2017	2018	2019	Thereafter	Fair Value at December 31, 2014
<b>Assets:</b>								
Cash and cash equivalents	\$2,017							\$ 2,017
Cash at bank and on hand	\$ 746							\$ 746
Deposits at call with banks	\$1,271							\$ 1,271
Current marketable securities	\$ 334							\$ 334
Average interest rate	1.81%							
<b>Long-term debt:</b>	\$1,917	\$202	\$193	\$117	\$116	\$715	\$ 574	\$ 1,884
Average interest rate <sup>(1)</sup>	1.83%							

(1) The average rate of the cash interests on our total debt at redemption value is 0.67%.

	Amounts in millions of U.S. dollars
Long-term debt by currency as of December 31, 2014:	
U.S. dollar	\$ 1,698
Euro	107
<b>Total in U.S. dollars</b>	<b>\$ 1,805</b>

	Amounts in millions of U.S. dollars
Long-term debt by currency as of December 31, 2013:	
U.S. dollar	\$ 1,012
Euro	141
<b>Total in U.S. dollars</b>	<b>\$ 1,153</b>

The following table provides information about our FX forward contracts and FX currency options not designated as a hedge at December 31, 2014 (in millions of U.S. dollars):

**FORWARD CONTRACTS AND CURRENCY OPTIONS AT DECEMBER 31, 2014**

				Notional Amount	Average Rate	Fair Value
Buy	EUR	Sell	USD	31	1.2161	0
Buy	USD	Sell	EUR	30	1.2153	0
Buy	JPY	Sell	EUR	4	146.1277	0
Buy	USD	Sell	INR	33	64.4255	1
Buy	USD	Sell	JPY	11	117.1250	0
Buy	JPY	Sell	USD	9	119.0474	0
Buy	SGD	Sell	USD	49	1.2891	(1)
Buy	MYR	Sell	USD	13	3.4909	0
Buy	SEK	Sell	USD	3	7.4895	0
Buy	CZK	Sell	USD	1	22.7960	0
Buy	CHF	Sell	USD	38	0.9741	(1)
Buy	CNY	Sell	USD	34	6.1979	0
Buy	KRW	Sell	USD	8	1,092.9733	0
Buy	TWD	Sell	USD	8	30.6098	0
Buy	PHP	Sell	USD	2	44.9450	0
Buy	AUD	Sell	USD	0	0.8215	0
Buy	BRL	Sell	USD	4	2.6150	0
Buy	ZAR	Sell	USD	0	11.5750	0
Buy	TND	Sell	USD	1	1.8585	0
Buy	HUF	Sell	USD	0	258.9550	0
Buy	USD	Sell	CAD	7	1.1290	0
				286		(1)

## [Table of Contents](#)

Our FX forward contracts and FX currency options, including collars, designated as a hedge, are further described in Note 23 to our Consolidated Financial Statements.

The following table provides information about our FX forward contracts and FX currency options not designated as a hedge at December 31, 2013 (in millions of U.S. dollars):

### FORWARD CONTRACTS AND CURRENCY OPTIONS AT DECEMBER 31, 2013

				<u>Notional Amount</u>	<u>Average Rate</u>	<u>Fair Value</u>
Buy	EUR	Sell	USD	1	1.3670	0
Buy	JPY	Sell	EUR	7	84.8268	0
Buy	USD	Sell	INR	34	65.2309	1
Buy	USD	Sell	JPY	18	102.9425	0
Buy	JPY	Sell	USD	12	103.5952	0
Buy	SGD	Sell	USD	68	1.2594	0
Buy	MYR	Sell	USD	14	3.2748	0
Buy	GBP	Sell	USD	28	1.6344	0
Buy	SEK	Sell	USD	6	3.6643	0
Buy	CZK	Sell	USD	1	19.9000	0
Buy	CHF	Sell	USD	55	0.8872	0
Buy	CNY	Sell	USD	33	5.5318	0
Buy	KRW	Sell	USD	9	1,060.9868	0
Buy	TWD	Sell	USD	10	29.5988	0
Buy	PHP	Sell	USD	1	26.7261	0
Buy	AUD	Sell	USD	0	0.8927	0
Buy	BRL	Sell	USD	12	-2.3440	0
Buy	TND	Sell	USD	1	1.6445	0
Buy	HUF	Sell	USD	0	215.7000	0
Buy	USD	Sell	CAD	9	1.0559	0
Buy	PLN	Sell	USD	0	3.0150	0
				319		1

Our FX forward contracts and FX currency options, including collars, designated as a hedge, are further described in Note 23 to our Consolidated Financial Statements.

#### **Item 12. Description of Securities Other than Equity Securities**

We sell ordinary shares in the United States that are evidenced by American registered certificates (“New York Shares”). In connection therewith, a holder of our New York Shares may have to pay, either directly or indirectly, certain fees and charges, as described in Item 12D.3. In addition, we receive fees and other direct and indirect payments from our New York agent, Bank of New York Mellon (“BNY Mellon” or “New York Agent”), located at 101 Barclay Street, New York, NY 10286, that are related to our New York Shares, as described in Item 12D.4.

##### **12.D.3 Fees and Charges that a holder of our New York Shares May Have to Pay**

BNY Mellon collects fees for the delivery and surrender of New York Shares directly from investors depositing or surrendering New York Shares for the purpose of withdrawal or from intermediaries acting for them. BNY Mellon does not have the right to assess cash distribution fees or annual service fees on holders of our New York Shares.

Persons depositing or withdrawing our New York Shares must pay to BNY Mellon:

- \$5.00 (or less) per 100 New York Shares (or portion of 100 New York Shares) for the issuance of New York Shares, including issuances resulting from a distribution of shares or rights or other property, and cancellation of New York Shares for the purpose of withdrawal, including if the New York Share agreement terminates;
- Taxes and other governmental charges BNY Mellon or the custodian have to pay on any New York Shares or share underlying a New York Share, such as stock transfer, stamp duty or withholding taxes, as necessary; and

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[Table of Contents](#)

- Any charges incurred by the New York Agent or its agents for servicing the deposited securities, as necessary.

**12D.4 Fees and Other Payments Made by the New York Agent to Us**

In 2014, a total of \$1 million was paid by BNY Mellon to us or on our behalf for our New York Share program. Specifically, the following types of fees were paid: our NYSE annual listing fees; investor relations fees paid to third party vendors; BNY Mellon custodian fees, standard out-of-pocket maintenance costs paid to vendors for the New York Shares (primarily consisting of expenses related to our Annual General Meeting, such as those for the production and distribution of proxy materials, customization of voting cards and tabulation of shareholder votes) and other expenses related to Sarbanes-Oxley compliance.

**PART II**

**Item 13. Defaults, Dividend Arrears and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

**Item 15. Controls and Procedures**

**Disclosure Controls and Procedures**

*Evaluation*

Our management, including the CEO and CFO, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (“Disclosure Controls”) as of the end of the period covered by this Form 20-F. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act, such as this Form 20-F, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our quarterly evaluation of Disclosure Controls includes an evaluation of some components of our internal control over financial reporting, and internal control over financial reporting is also separately evaluated on an annual basis.

The evaluation of our Disclosure Controls included a review of the controls’ objectives and design, our implementation of the controls and their effect on the information generated for use in this Form 20-F. In the course of the controls evaluation, we reviewed identified control deficiencies and sought to confirm that appropriate corrective actions, including process improvements, were being undertaken. This type of evaluation is performed at least on a quarterly basis so that the conclusions of management, including the CEO and CFO, concerning the effectiveness of the Disclosure Controls can be reported in our periodic reports on Form 6-K and Form 20-F. The components of our Disclosure Controls are also evaluated on an ongoing basis by our Internal Audit Department, which reports directly to our Audit Committee. The overall goals of these various evaluation activities are to monitor our Disclosure Controls, and to modify them as necessary. Our intent is to maintain the Disclosure Controls as dynamic systems that change as conditions warrant.

Based on their evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this Form 20-F, our Disclosure Controls were effective.

*Changes in Internal Control over Financial Reporting*

There were no changes to our internal control over financial reporting that occurred during the period covered by this form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on Effectiveness of Controls*

No system of internal control over financial reporting, including one determined to be effective, may prevent or detect all misstatements. It can provide only reasonable assurance regarding financial statement preparation and presentation. Also, projections of the results of any evaluation of the effectiveness of internal control over financial reporting into future periods are subject to inherent risk. The relevant controls may become inadequate due to changes in circumstances or the degree of compliance with the underlying policies or procedures may deteriorate.

***Other Reviews***

We have sent this Form 20-F to our Audit Committee and Supervisory Board, which had an opportunity to raise questions with our management and independent auditors before we filed it with the SEC.

**Management’s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

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[Table of Contents](#)

Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014, the end of our fiscal year. Management based its assessment on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework (2013)*. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies and our overall control environment. Based on this assessment management concluded that, as of December 31, 2014, our internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers SA, an independent registered public accounting firm, as stated in their report which appears in Item 18 of this Form 20-F.

**Attestation Report of the Registered Public Accounting Firm**

Please see the "Report of Independent Registered Accounting Firm" included in our Consolidated Financial Statements.

**Item 16A. Audit Committee Financial Expert**

Our Supervisory Board has concluded that Martine Verluyten, the Chair of our Audit Committee, qualifies as an "audit committee financial expert" as defined in Item 16A and is independent as defined in the listing standards applicable to us as a listed issuer as required by Item 16A(2) of Form 20-F.

**Item 16B. Code of Ethics**

**Policy on Business Conduct and Ethics**

Since 1987, we have had a corporate policy on Business Conduct and Ethics (the "Ethics Policy"), which is designed to promote honest and ethical business conduct, to deter wrongdoing and to provide principles to which our employees are expected to adhere and advocate. The Ethics Policy is applicable to all of our employees and senior managers. We have adapted and will amend this Ethics Policy as appropriate to reflect regulatory or other changes. The Ethics Policy provides that if any employee or senior manager to whom it applies acts in contravention of its principles, we will take appropriate steps in terms of the procedures in place for fair disciplinary action. This action may, in cases of severe breaches, include dismissal. Our Ethics Policy on Business Conduct and Ethics is posted on our website ([www.st.com](http://www.st.com)).

**Item 16C. Principal Accountant Fees and Services**

PricewaterhouseCoopers SA has served as our independent registered public accounting firm since 1996. The auditors are elected by the shareholders' meeting once every three years. PricewaterhouseCoopers was reelected for a two-year term by our June 13, 2014 shareholders' meeting, which will expire at our shareholders' meeting in 2016.

## [Table of Contents](#)

The following table presents the aggregate fees for professional audit services and other services rendered by PricewaterhouseCoopers SA to us in 2013 and 2014.

	2014	Percentage of Total Fees	2013 <sup>(1)</sup>	Percentage of Total Fees
<b>Audit Fees</b>				
Statutory audit, certification, audit of individual and Consolidated Financial Statements	\$4,419,147	97.8%	\$6,154,142	98.9%
Audit-related fees	\$ 20,087	0.5%	\$ 23,527	0.4%
<b>Non-audit Fees</b>				
Tax compliance fees	\$ 32,505	0.7%	\$ 41,577	0.7%
Other fees	46,011	1%	—	—
<b>Total</b>	<b>\$4,517,750</b>	<b>100%</b>	<b>\$6,219,246</b>	<b>100%</b>

(1) These figures include the fees paid for the audit of ST-Ericsson.

Audit Fees consist of fees billed for the annual audit of our Company's Consolidated Financial Statements, the statutory audit of the financial statements of the Company's subsidiaries and consultations on complex accounting issues relating to the annual audit. Audit Fees also include services that only our independent auditor can reasonably provide, such as comfort letters and carve-out audits in connection with strategic transactions, certain regulatory-required attest and certifications letters, consents and the review of documents filed with U.S., French and Italian stock exchanges.

Audit-related services are assurance and related fees consisting of the audit of employee benefit plans, due diligence services related to acquisitions and certain agreed-upon procedures.

Tax Fees include fees billed for tax compliance services, including the preparation of original and amended tax returns and claims for refund; tax consultations, such as assistance in connection with tax audits and expatriate tax compliance.

### ***Audit Committee Pre-approval Policies and Procedures***

Our Audit Committee is responsible for selecting the independent registered public accounting firm to be employed by us to audit our financial statements, subject to ratification by the Supervisory Board and approval by our shareholders for appointment. Our Audit Committee also assumes responsibility (in accordance with Dutch law) for the retention, compensation, oversight and termination of any independent auditor employed by us. We adopted a policy (the "Policy"), which was approved in advance by our Audit Committee, for the pre-approval of audit and permissible non-audit services provided by our independent auditors (PricewaterhouseCoopers). The Policy defines those audit-related services eligible to be approved by our Audit Committee.

All engagements with the external auditors, regardless of amount, must be authorized in advance by our Audit Committee, pursuant to the Policy and its pre-approval authorization or otherwise.

The independent auditors submit a proposal for audit-related services to our Audit Committee on a quarterly basis in order to obtain prior authorization for the amount and scope of the services. The independent auditors must state in the proposal that none of the proposed services affect their independence. The proposal must be endorsed by the office of our CFO with an explanation of why the service is needed and the reason for sourcing it to the audit firm and validation of the amount of fees requested.

We do not intend to retain our independent auditors for permissible non-audit services other than by exception and within a limited amount of fees, and the Policy provides that such services must be explicitly authorized by our Audit Committee.

The Chief Audit and Risk Executive is responsible for monitoring that the actual fees are complying with the pre-approval amount and scope authorized by our Audit Committee. During 2014, all services provided to us by PricewaterhouseCoopers were approved by our Audit Committee pursuant to paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X.

### **Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

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[Table of Contents](#)**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

<u>Period</u>	<u>Total Number of Securities Purchased</u>	<u>Average Price Paid per Security</u>	<u>Total Number of Securities Purchased as Part of Publicly Announced Programs</u>	<u>Maximum Number of Securities that May yet be Purchased Under the Programs</u>
2014-01-01 to 2014-01-31	—	—	20,048,104	—
2014-02-01 to 2014-02-28	—	—	20,020,855	—
2014-03-01 to 2014-03-31	—	—	20,020,855	—
2014-04-01 to 2014-04-30	—	—	19,987,234	—
2014-05-01 to 2014-05-31	—	—	19,065,933	—
2014-06-01 to 2014-06-30	—	—	17,658,810	20,000,000
2014-07-01 to 2014-07-31	2,608,948	8.90	19,590,511	17,391,052
2014-08-01 to 2014-08-31	4,737,795	8.10	24,308,500	12,653,257
2014-09-01 to 2014-09-30	4,492,307	8.13	28,800,807	8,160,950
2014-10-01 to 2014-10-31	6,247,740	7.16	35,048,547	1,913,210
2014-11-01 to 2014-11-30	1,913,210	6.74	36,935,900	—
2014-12-01 to 2014-12-31	—	—	36,857,722	—

As of December 31, 2014, we held 36,857,722 of our common shares in treasury pursuant to repurchases made in prior years, and as of January 31, 2015 we hold the same number of such shares. On November 10, 2014 we announced that we completed the repurchase of 20 million shares under the share buy-back program that was announced on June 26, 2014.

**Item 16F. Change in Registrant's Certifying Accountant**

Not applicable.

**Item 16G. Corporate Governance**

Our consistent commitment to the principles of good corporate governance is evidenced by:

- Our corporate organization under Dutch law that entrusts our management to a Managing Board acting under the supervision and control of a Supervisory Board totally independent from the Managing Board. Members of our Managing Board and of our Supervisory Board are appointed and dismissed by our shareholders;
- Our early adoption of policies on important issues such as “business ethics” and “conflicts of interest” and strict policies to comply with applicable regulatory requirements concerning financial reporting, insider trading and public disclosures;
- Our compliance with Dutch securities laws, because we are a company incorporated under the laws of The Netherlands, as well as our compliance with American, French and Italian securities laws, because our shares are listed in these jurisdictions, in addition to our compliance with the corporate, social and financial laws applicable to our subsidiaries in the countries in which we do business;
- Our broad-based activities in the field of corporate social responsibility, encompassing environmental, social, health, safety, educational and other related issues;
- Our implementation of a non-compliance reporting channel (managed by a third party) for issues regarding accounting, internal controls or auditing. A special ombudsperson has been appointed by our Supervisory Board, following the proposal of its Audit Committee, to collect all complaints, whatever their source, regarding accounting, internal accounting controls or auditing matters, as well as the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- Our Principles of Sustainable Excellence (“PSE”), which require us to integrate and execute all of our business activities, focusing on our employees, customers, shareholders and global business partners;
- Our Corporate Ethics Committee, chaired by our Chief Audit and Risk Executive, whose mandate is to provide support to our management in its efforts to foster a business ethics culture consistent across regions, functions and organizations;

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## [Table of Contents](#)

- Our Chief Compliance Officer, who reports to our General Counsel, also acts as Executive Secretary to our Supervisory Board; and
- Our Chief Audit and Risk Executive, who reports directly to our Audit Committee for Internal Audit and directly to the CEO for ERM is also responsible for our Corporate Ethics Committee, our whistle-blowing hotline and related investigations.

As a Dutch company, we are subject to the Dutch Corporate Governance Code as revised by the Dutch Corporate Governance Monitoring Committee on December 10, 2008. As we are listed on the NYSE, Euronext Paris, the Borsa Italiana in Milan, but not in The Netherlands, our policies and practices cannot be in every respect consistent with all Dutch “Best Practice” recommendations. We have summarized our policies and practices in the field of corporate governance in our Corporate Governance Charter, including our corporate organization, the remuneration principles which apply to our Managing and Supervisory Boards, our information policy and our corporate policies relating to business ethics and conflicts of interests, which was approved by our shareholders at our 2004 annual shareholders’ meeting. We are committed to informing our shareholders of any significant changes in our corporate governance policies and practices at our annual shareholders’ meeting. Along with our Supervisory Board Charter (which includes the charters of our Supervisory Board Committees) and our Code of Business Conduct and Ethics, the current version of our Corporate Governance Charter is posted on our website ([www.st.com](http://www.st.com)), and these documents are available in print to any shareholder who may request them.

Our Supervisory Board is carefully selected based upon the combined experience and expertise of its members. In fulfilling their duties under Dutch law, Supervisory Board members serve the best interests of all of our stakeholders and of our business and must act independently in their supervision of our management. Our Supervisory Board has adopted criteria to assess the independence of its members in accordance with corporate governance listing standards of the NYSE.

Our Supervisory Board has on various occasions discussed Dutch corporate governance standards, the implementing rules and corporate governance standards of the SEC and of the NYSE, as well as other corporate governance standards.

The Supervisory Board has determined, based on the evaluations by an ad hoc committee, the following independence criteria for its members: Supervisory Board members must not have any material relationship with STMicroelectronics N.V., or any of our consolidated subsidiaries, or our management. A “material relationship” can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others, but does not include a relationship with direct or indirect shareholders.

We believe we are fully compliant with all material NYSE corporate governance standards, to the extent possible for a Dutch company listed on Euronext Paris, Borsa Italiana, as well as the NYSE. Because we are a Dutch company, the Audit Committee is an advisory committee to the Supervisory Board, which reports to the Supervisory Board, and our shareholders must approve the selection of our statutory auditors. Our Audit Committee has established a charter outlining its duties and responsibilities with respect to the monitoring of our accounting, auditing, financial reporting and the appointment, retention and oversight of our external auditors. In addition, our Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by our employees regarding questionable accounting or auditing matters.

No member of the Supervisory Board or Managing Board has been (i) subject to any convictions in relation to fraudulent offenses during the five years preceding the date of this Form 20-F, (ii) no member has been associated with any company in bankruptcy, receivership or liquidation in the capacity of member of the administrative, management or supervisory body, partner with unlimited liability, founder or senior manager in the five years preceding the date of this Form 20-F or (iii) subject to any official public incrimination and/or sanction by statutory or regulatory authorities (including professional bodies) or disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer during the five years preceding the date of this Form 20-F.

Pursuant to our Supervisory Board Charter, the Supervisory Board is responsible for handling and deciding on potential reported conflicts of interests between the Company and members of the Supervisory Board, as well as the Managing Board. See “Item 7. Major Shareholders and Related Party Transactions”.

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[Table of Contents](#)

**PART III**

**Item 17. Financial Statements**

Not applicable.

**Item 18. Financial Statements**

**Financial Statements:**

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm for Years Ended December 31, 2014, 2013 and 2012</a>	F-2
<a href="#">Consolidated Statements of Income for the Years Ended December 31, 2014, 2013 and 2012</a>	F-3
<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012</a>	F-4
<a href="#">Consolidated Balance Sheets at December 31, 2014 and 2013</a>	F-5
<a href="#">Consolidated Statements of Equity for the Years Ended December 31, 2014, 2013 and 2012</a>	F-7
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012</a>	F-8
<a href="#">Notes to Consolidated Financial Statements</a>	F-10
<b>Financial Statement Schedule:</b>	
<a href="#">For each of the three years in the period ended December 31, 2014, 2013 and 2012 Schedule II Valuation and Qualifying Accounts</a>	S-1

**Item 19. Exhibits**

1.1	Amended and Restated Articles of Association of STMicroelectronics N.V., dated December 2, 2013, as adopted by the Extraordinary General Meeting of Shareholders on December 2, 2013 (incorporated by reference from Form 20-F of STMicroelectronics N.V. filed on March 5, 2014).
8.1	Subsidiaries and Equity-method Investments of the Company.
12.1	Certification of Carlo Bozotti, President and Chief Executive Officer and Sole Member of the Managing Board of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of Carlo Ferro, Chief Financial Officer, Executive Vice President, Finance, Legal, Infrastructure and Services of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of Carlo Bozotti, President and Chief Executive Officer and Sole Member of the Managing Board of STMicroelectronics N.V., and Carlo Ferro, Chief Financial Officer, Executive Vice President, Finance, Legal, Infrastructure and Services of STMicroelectronics N.V., pursuant to 18 U.S.C. §1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
15.1	Consent of Independent Registered Public Accounting Firm.
101	Interactive Data File.

**CERTAIN TERMS**

ASD	application-specific discrete technology
ASIC	application-specific integrated circuit
ASSP	application-specific standard product
BCD	bipolar, CMOS and DMOS process technology
Bi-CMOS	bipolar and CMOS process technology
CMOS	complementary metal-on silicon oxide semiconductor
DMOS	diffused metal-on silicon oxide semiconductor
DRAMs	dynamic random access memory
EMAS	Eco-Management and Audit Scheme, the voluntary European Community scheme for companies performing industrial activities for the evaluation and improvement of environmental performance
EEPROM	electrically erasable programmable read-only memory
EWS	electrical wafer sorting
GPS	global positioning system
IC	integrated circuit
IGBT	insulated gate bipolar transistors
IP	intellectual property
IPAD	integrated passive and active devices
ISO	International Organization for Standardization
MEMS	micro-electro-mechanical system
MOS	metal-on silicon oxide semiconductor process technology
MOSFET	metal-on silicon oxide semiconductor field effect transistor
NFC	near field communication
ODM	original design manufacturer
OEM	original equipment manufacturer
PDIP	plastic dual in-line package
QFP	quad-flat no-leads package
QFN	quad-flat package
RAM	random access memory
RF	radio frequency
SAM	serviceable available market
SIP	system-in-package
SoC	system-on-chip
SOI	silicon on insulator
SOIC	small-outline integrated circuit
TAM	total available market
VIPpower™	vertical integration power

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: March 3, 2015

STMICROELECTRONICS N.V.

By: /s/ Carlo Bozotti

**Carlo Bozotti**  
**President and Chief Executive Officer**

**CONSOLIDATED FINANCIAL STATEMENTS**

**Index to Consolidated Financial Statements**

	<u>Page</u>
<b>Financial Statements:</b>	
<a href="#">Report of Independent Registered Public Accounting Firm for Years Ended December 31, 2014, 2013 and 2012</a>	F-2
<a href="#">Consolidated Statements of Income for the Years Ended December 31, 2014, 2013 and 2012</a>	F-3
<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012</a>	F-4
<a href="#">Consolidated Balance Sheets as at December 31, 2014 and 2013</a>	F-5
<a href="#">Consolidated Statements of Equity for the Years Ended December 31, 2014, 2013 and 2012</a>	F-6
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012</a>	F-7
<a href="#">Notes to Consolidated Financial Statements</a>	F-9
<b>Financial Statement Schedule:</b>	
<a href="#">For each of the three years in the period ended December 31, 2014, 2013 and 2012 Schedule II Valuation and Qualifying Accounts</a>	S-1

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Supervisory Board and Shareholders of STMicroelectronics N.V.:**

In our opinion, the consolidated financial statements of STMicroelectronics N.V. listed in the index appearing under Item 18 of this 2014 Annual Report to Shareholders on Form 20-F present fairly, in all material respects, the financial position of STMicroelectronics N.V. and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule of STMicroelectronics N.V. listed in the index appearing under Item 18 presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in "Management's Report on Internal Control over Financial Reporting", appearing under Item 15 of this 2014 Annual Report to Shareholders on Form 20-F. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers SA

/s/ Mike Foley  
Mike Foley

Geneva, Switzerland  
March 3, 2015

/s/ Claudia  
Benz  
Claudia Benz

[Table of Contents](#)

## STMicroelectronics N.V.

## CONSOLIDATED STATEMENTS OF INCOME

In million of U.S. dollars except per share amounts	Twelve months ended		
	December 31, 2014	December 31, 2013	December 31, 2012
Net sales	7,335	8,050	8,380
Other revenues	69	32	113
<b>Net revenues</b>	<b>7,404</b>	<b>8,082</b>	<b>8,493</b>
Cost of sales	(4,906)	(5,468)	(5,710)
<b>Gross profit</b>	<b>2,498</b>	<b>2,614</b>	<b>2,783</b>
Selling, general and administrative	(927)	(1,066)	(1,166)
Research and development	(1,520)	(1,816)	(2,413)
Other income and expenses, net	207	95	91
Impairment, restructuring charges and other related closure costs	(90)	(292)	(1,376)
<b>Operating income (loss)</b>	<b>168</b>	<b>(465)</b>	<b>(2,081)</b>
Interest expense, net	(18)	(5)	(35)
Income (loss) on equity-method investments	(43)	(122)	(24)
Gain (loss) on financial instruments, net	(1)	—	3
<b>Income (loss) before income taxes and noncontrolling interest</b>	<b>106</b>	<b>(592)</b>	<b>(2,137)</b>
Income tax benefit (expense)	23	(37)	(51)
<b>Net income (loss)</b>	<b>129</b>	<b>(629)</b>	<b>(2,188)</b>
Net loss (income) attributable to noncontrolling interest	(1)	129	1,030
<b>Net income (loss) attributable to parent company</b>	<b>128</b>	<b>(500)</b>	<b>(1,158)</b>
<b>Earnings per share (Basic) attributable to parent company stockholders</b>	<b>0.14</b>	<b>(0.56)</b>	<b>(1.31)</b>
<b>Earnings per share (Diluted) attributable to parent company stockholders</b>	<b>0.14</b>	<b>(0.56)</b>	<b>(1.31)</b>

The accompanying notes are an integral part of these audited consolidated financial statements

[Table of Contents](#)

STMicroelectronics N.V.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

In million of U.S. dollars	Twelve months ended		
	December 31, 2014	December 31, 2013	December 31, 2012
<b>Net income (loss)</b>	<b>129</b>	<b>(629)</b>	<b>(2,188)</b>
<b>Other comprehensive income (loss), net of tax :</b>			
Currency translation adjustments arising during the period	(271)	103	64
Foreign currency translation adjustments	(271)	103	64
Unrealized gains (losses) arising during the period	1	1	6
Unrealized gains (losses) on securities	1	1	6
Unrealized gains (losses) arising during the period	(111)	36	30
Less : reclassification adjustment for (income) losses included in net income (loss)	2	(29)	59
Unrealized gains (losses) on derivatives	(109)	7	89
Prior service cost arising during the period	—	(5)	(4)
Net gains (losses) arising during the period	(50)	74	(20)
Less : amortization of prior service cost included in net periodic pension cost	1	5	5
Defined benefit pension plans	(49)	74	(19)
<b>Other comprehensive income (loss), net of tax</b>	<b>(428)</b>	<b>185</b>	<b>140</b>
<b>Comprehensive income (loss)</b>	<b>(299)</b>	<b>(444)</b>	<b>(2,048)</b>
Less : comprehensive income (loss) attributable to noncontrolling interest	2	(134)	(1,014)
<b>Comprehensive income (loss) attributable to the company's stockholders</b>	<b>(301)</b>	<b>(310)</b>	<b>(1,034)</b>

The accompanying notes are an integral part of these audited consolidated financial statements

[Table of Contents](#)

STMicroelectronics N.V.

CONSOLIDATED BALANCE SHEETS

In million of U.S. dollars	As at	
	December 31, 2014	December 31, 2013
<b>Assets</b>		
<b>Current assets :</b>		
Cash and cash equivalents	2,017	1,836
Short-term deposits	—	1
Marketable securities	334	57
Trade accounts receivable, net	911	1,049
Inventories	1,269	1,336
Deferred tax assets	97	123
Assets held for sale	33	16
Other current assets	390	389
<b>Total current assets</b>	<b>5,051</b>	<b>4,807</b>
Goodwill	82	90
Other intangible assets, net	193	217
Property, plant and equipment, net	2,647	3,156
Non-current deferred tax assets	386	227
Long-term investments	69	76
Other non-current assets	580	600
	<b>3,957</b>	<b>4,366</b>
<b>Total assets</b>	<b>9,008</b>	<b>9,173</b>
<b>Liabilities and equity</b>		
<b>Current liabilities:</b>		
Short-term debt	202	225
Trade accounts payable	597	694
Other payables and accrued liabilities	841	937
Dividends payable to stockholders	87	89
Accrued income tax	39	48
<b>Total current liabilities</b>	<b>1,766</b>	<b>1,993</b>
Long-term debt	1,603	928
Post-employment benefit obligations	392	366
Long-term deferred tax liabilities	10	11
Other long-term liabilities	182	158
	<b>2,187</b>	<b>1,463</b>
<b>Total liabilities</b>	<b>3,953</b>	<b>3,456</b>
Commitment and contingencies		
<b>Equity</b>		
Parent company stockholders' equity		
Common stock (preferred stock: 540,000,000 shares authorized, not issued; common stock: Euro 1.04 par value, 1,200,000,000 shares authorized, 910,797,305 shares issued, 873,939,583 shares outstanding)	1,157	1,156
Capital surplus	2,741	2,581
Retained earnings	817	1,076
Accumulated other comprehensive income	613	1,042
Treasury stock	(334)	(212)
Total parent company stockholders' equity	4,994	5,643
Noncontrolling interest	61	74
<b>Total equity</b>	<b>5,055</b>	<b>5,717</b>
<b>Total liabilities and equity</b>	<b>9,008</b>	<b>9,173</b>

The accompanying notes are an integral part of these audited consolidated financial statements

[Table of Contents](#)

STMicroelectronics N.V.

CONSOLIDATED STATEMENTS OF EQUITY

In million of U.S. dollars, except per share amounts	Common Stock	Capital Surplus	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Equity
<b>Balance as of December 31, 2011</b>	<b><u>1,156</u></b>	<b><u>2,544</u></b>	<b><u>(271)</u></b>	<b><u>3,504</u></b>	<b><u>670</u></b>	<b><u>393</u></b>	<b><u>7,996</u></b>
Stock-based compensation expense		11	32	(32)			11
Contribution of noncontrolling interest						765	765
Comprehensive income (loss):							
Net loss				(1,158)		(1,030)	(2,188)
Other comprehensive income (loss), net of tax					124	16	140
Comprehensive income (loss)							(2,048)
Dividends to noncontrolling interest						(5)	(5)
Dividends, \$0.40 per share				(355)			(355)
<b>Balance as of December 31, 2012</b>	<b><u>1,156</u></b>	<b><u>2,555</u></b>	<b><u>(239)</u></b>	<b><u>1,959</u></b>	<b><u>794</u></b>	<b><u>139</u></b>	<b><u>6,364</u></b>
Stock-based compensation expense		26	27	(27)			26
Joint ventures deconsolidation					58	73	131
Comprehensive income (loss):							
Net loss				(500)		(129)	(629)
Other comprehensive income (loss), net of tax					190	(5)	185
Comprehensive income (loss)							(444)
Dividends to noncontrolling interest						(4)	(4)
Dividends, \$0.40 per share				(356)			(356)
<b>Balance as of December 31, 2013</b>	<b><u>1,156</u></b>	<b><u>2,581</u></b>	<b><u>(212)</u></b>	<b><u>1,076</u></b>	<b><u>1,042</u></b>	<b><u>74</u></b>	<b><u>5,717</u></b>
Capital increase	1						1
Repurchase of common stock			(156)				(156)
Issuance of senior unsecured convertible bonds		121					121
Stock-based compensation expense		39	34	(34)			39
Joint ventures and other subsidiaries deconsolidation						(12)	(12)
Comprehensive income (loss):							
Net income				128		1	129
Other comprehensive income (loss), net of tax					(429)	1	(428)
Comprehensive income (loss)							(299)
Dividends to noncontrolling interest						(3)	(3)
Dividends, \$0.40 per share				(353)			(353)
<b>Balance as of December 31, 2014</b>	<b><u>1,157</u></b>	<b><u>2,741</u></b>	<b><u>(334)</u></b>	<b><u>817</u></b>	<b><u>613</u></b>	<b><u>61</u></b>	<b><u>5,055</u></b>

The accompanying notes are an integral part of these audited consolidated financial statements

[Table of Contents](#)

STMicroelectronics N.V.

CONSOLIDATED STATEMENTS OF CASH FLOWS

In million of U.S. dollars	Twelve Months Ended		
	December 31, 2014	December 31, 2013	December 31, 2012
<b>Cash flows from operating activities:</b>			
Net income (loss)	129	(629)	(2,188)
<b>Items to reconcile net income (loss) and cash flows from operating activities:</b>			
Depreciation and amortization	811	910	1,107
Interest and amortization of issuance costs on convertible bonds	10	—	—
(Gain) loss on financial instruments, net	1	—	(3)
Gain on sale of businesses	(22)	(80)	—
Non-cash stock-based compensation	36	26	11
Other non-cash items	(78)	(113)	(65)
Deferred income tax	(143)	(48)	(80)
(Income) loss on equity-method investments	43	122	24
Impairment, restructuring charges and other related closure costs, net of cash payments	4	145	1,303
<b>Changes in assets and liabilities:</b>			
Trade receivables, net	119	(57)	35
Inventories	—	(22)	191
Trade payables	(70)	(139)	148
Other assets and liabilities, net	(125)	251	129
<b>Net cash from operating activities</b>	<b>715</b>	<b>366</b>	<b>612</b>
<b>Cash flows from investing activities:</b>			
Payment for purchase of tangible assets	(505)	(543)	(492)
Proceeds from sale of tangible assets	9	12	16
Payment for purchase of marketable securities	(333)	—	(450)
Proceeds from sale of marketable securities	58	184	630
Release of restricted cash	—	3	3
Net cash variation for joint ventures deconsolidation	9	(21)	—
Partial asset distribution from joint ventures in liquidation	15	—	—
Payment for funding of joint ventures liquidation	—	(15)	—
Payment for purchase of intangible assets	(58)	(78)	(56)
Payment for purchase of financial assets	(9)	(14)	(61)
Proceeds from sale of financial assets	1	1	15
Proceeds received in sale of businesses	29	92	—
Payment for business acquisitions, net of cash and cash equivalents acquired	—	—	(1)
<b>Net cash used in investing activities</b>	<b>(784)</b>	<b>(379)</b>	<b>(396)</b>

[Table of Contents](#)

In million of U.S. dollars	Twelve Months Ended		
	December 31, 2014	December 31, 2013	December 31, 2012
<b>Cash flows from financing activities:</b>			
Proceeds from long-term debt	3	477	464
Proceeds from short-term borrowings	—	145	390
Net proceeds from issuance of senior unsecured convertible bonds	994	—	—
Repurchase / repayment of issued debt	—	(455)	(219)
Repayment of long-term debt	(223)	(166)	(109)
Repayment of short-term borrowings	—	(35)	(20)
Decrease in short-term facilities	—	—	(7)
Capital increase	1	—	—
Repurchase of common stock	(156)	—	—
Dividends paid to stockholders	(354)	(346)	(355)
Dividends paid to noncontrolling interests	(3)	(4)	(5)
Other financing activities	—	(4)	(4)
<b>Net cash from (used in) financing activities</b>	<b>262</b>	<b>(388)</b>	<b>135</b>
Effect of changes in exchange rates	(12)	(13)	(13)
<b>Net cash increase (decrease)</b>	<b>181</b>	<b>(414)</b>	<b>338</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>1,836</b>	<b>2,250</b>	<b>1,912</b>
<b>Cash and cash equivalents at end of the period</b>	<b>2,017</b>	<b>1,836</b>	<b>2,250</b>
Supplemental cash information:			
Interest paid	11	10	26
Income tax paid	30	23	51

The accompanying notes are an integral part of these audited consolidated financial statements

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions of U.S. dollars, except share and per-share amounts)

### 1. THE COMPANY

STMicroelectronics N.V. (the “Company”) is registered in The Netherlands with its corporate legal seat in Amsterdam, the Netherlands, and its corporate headquarters located in Geneva, Switzerland.

The Company is a global independent semiconductor company that designs, develops, manufactures and markets a broad range of semiconductor integrated circuits (“ICs”) and discrete devices. The Company offers a diversified product portfolio and develops products for a wide range of market applications, including automotive products, computer peripherals, telecommunications systems, consumer products, industrial automation and control systems. Within its diversified portfolio, the Company is focused on developing products that leverage its technological strengths in creating customized, system-level solutions with digital and mixed-signal content.

### 2. ACCOUNTING POLICIES

The accounting policies of the Company conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”). All balances and values in the current and prior periods are in millions of U.S. dollars, except share and per-share amounts. Under Article 35 of the Company’s Articles of Association, the financial year extends from January 1 to December 31, which is the period-end of each fiscal year.

#### 2.1 – Principles of consolidation

The Company’s consolidated financial statements include the assets, liabilities, results of operations and cash flows of its majority-owned subsidiaries. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases. Intercompany balances and transactions have been eliminated in consolidation. In compliance with U.S. GAAP, the Company assesses for consolidation any entity identified as a Variable Interest Entity (“VIE”) and consolidates any VIEs, for which the Company is determined to be the primary beneficiary, as described in Note 2.9.

When the Company owns some, but not all, of the voting stock of a consolidated entity, the shares held by third parties represent a noncontrolling interest. The consolidated financial statements are prepared based on the total amount of assets and liabilities and income and expenses of the consolidated subsidiaries. However, the portion of these items that does not belong to the Company is reported on the line “Noncontrolling interest” in the consolidated financial statements.

#### 2.2 – Use of estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. The primary areas that require significant estimates and judgments by management include, but are not limited to:

- sales returns and allowances,
- inventory obsolescence reserves and normal manufacturing capacity thresholds to determine costs capitalized in inventory,
- recognition and measurement of loss contingencies,
- valuation at fair value of assets acquired or sold, including intangibles, goodwill, investments and tangible assets,
- annual and trigger-based impairment review of goodwill and intangible assets, as well as an assessment, in each reporting period, of events, which could trigger impairment testing on long-lived assets,
- estimated value of the consideration to be received and used as fair value for asset groups classified as assets held for sale and the assessment of probability of realizing the sale,

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## [Table of Contents](#)

- assessment of other-than-temporary impairment charges on financial assets, including equity-method investments,
- recognition and measurement of restructuring charges and other related exit costs,
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans,
- assumptions used in calculating pension obligations and other long-term employee benefits,
- determination of the amount of taxes expected to be paid and tax benefit expected to be received, including deferred income tax assets, valuation allowance and provisions for uncertain tax positions and claims, and
- allocation between debt and equity of the various components of an issued hybrid instrument and measurement at fair value of the liability component based on a discount rate adjustment technique.

The Company bases the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While the Company regularly evaluates its estimates and assumptions, the actual results experienced by the Company could differ materially and adversely from those estimates. To the extent there are material differences between the estimates and the actual results, future results of operations, cash flows and financial position could be significantly affected.

### **2.3 – Foreign currency**

The U.S. dollar is the reporting currency of the Company. The U.S. dollar is the currency of the primary economic environment in which the Company operates since the worldwide semiconductor industry uses the U.S. dollar as a currency of reference for actual pricing in the market. Furthermore, the majority of the Company's transactions are denominated in U.S. dollars, and revenues from external sales in U.S. dollars largely exceed revenues in any other currency. However, labor costs are concentrated primarily in the countries of the Euro zone.

The functional currency of each subsidiary of the Company is either the local currency or the U.S. dollar, depending on the basis of the economic environment in which each subsidiary operates. Foreign currency transactions, including operations in local currency when the U.S. dollar is the functional currency, are measured into the functional currency using the period exchange rate. Foreign exchange gains and losses resulting from the translation at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of income on the line "Other income and expenses, net".

For consolidation purposes, the results and financial position of the subsidiaries whose functional currency is different from the U.S. dollar are translated into the reporting currency as follows:

- (a) assets and liabilities for each consolidated balance sheet presented are translated at the closing exchange rate as of the balance sheet date;
- (b) income and expenses for each consolidated statement of income presented are translated at the monthly exchange rate;
- (c) the resulting exchange differences are reported as Currency Translation Adjustments ("CTA"), a component of "Other comprehensive income (loss)" in the consolidated statements of comprehensive income.

### **2.4 – Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with external financial institutions and other short-term highly liquid investments with original maturities to the Company of three months or less. They are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Bank overdrafts are not netted against cash and cash equivalents and are shown as part of current liabilities on the consolidated balance sheets.

### **2.5 – Trade accounts receivable**

Trade accounts receivable are amounts due from customers for goods sold and services rendered to third parties in the ordinary course of business. They are recognized at their billing value, net of allowances for doubtful

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## [Table of Contents](#)

accounts. The Company maintains an allowance for doubtful accounts for potential estimated losses resulting from its customers' inability to make required payments. The Company bases its estimates on historical collection trends and records an allowance accordingly. Additionally, the Company evaluates its customers' financial condition periodically and records an allowance for any specific account it considers as doubtful. The carrying amount of the receivable is thus reduced through the use of an allowance account, and the amount of the charge is recognized on the line "Selling, general and administrative" in the consolidated statements of income. Subsequent recoveries, if any, of amounts previously provided for are credited against the same line in the consolidated statements of income. When a trade accounts receivable is uncollectible, it is written-off against the allowance account for trade accounts receivable.

In the event of sales of receivables such as factoring, the Company derecognizes the receivables and accounts for them as a sale only to the extent that the Company has surrendered control over the receivables in exchange for a consideration other than beneficial interest in the transferred receivables.

### **2.6 – Inventories**

Inventories are stated at the lower of cost or market value. Cost is based on the weighted average cost by adjusting standard cost to approximate actual manufacturing costs on a quarterly basis; the cost is therefore dependent on the Company's manufacturing performance. In the case of underutilization of manufacturing facilities, the costs associated with the excess capacity are not included in the valuation of inventories but charged directly to cost of sales. Market value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses and cost of completion.

The Company performs, on a continuous basis, inventory write-offs of products, which have the characteristics of slow-moving, old production date and technical obsolescence. Indeed, the Company evaluates its product inventory to identify obsolete or slow-selling items and records a specific reserve if the Company estimates the inventory will eventually become obsolete. Reserve for obsolescence is estimated for excess uncommitted inventory based on the previous quarter sales, order backlog and production plans.

### **2.7 – Income taxes**

Income tax for the period comprises current and deferred income tax. Current income tax represents the income tax expected to be paid or the tax benefit expected to be received related to the current year taxable profit and loss in each tax jurisdiction. Deferred income tax is recognized, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. However deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit and loss. Moreover, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates and laws that are enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The effect on deferred tax assets and liabilities from changes in tax laws and tax rates is recognized in earnings in the period in which the law is enacted. Deferred income tax assets are recognized in full, but the Company assesses whether future taxable profit will be available against which temporary differences can be utilized. A valuation allowance is provided for deferred tax assets when management considers it is more likely than not that they will not be realized.

The Company recognizes a deferred tax liability on undistributed earnings of subsidiaries when there is a presumption that the earnings will be remitted to the parent. This presumption is overcome only if the Company can demonstrate that the earnings will be permanently reinvested. A deferred tax asset is recognized on compensation for the grant of stock awards to the extent that such charge constitutes a temporary difference in the subsidiaries' local tax jurisdictions. Changes in the stock price do not impact the deferred tax asset and do not result in any adjustments prior to vesting. When the actual tax deduction is determined, generally upon vesting, it is compared to the deferred tax asset as recognized over the vesting period. When a windfall tax benefit is determined (as the excess tax benefit of the actual tax deduction over the deferred tax asset) the excess tax benefit is recorded in equity on the line "Capital surplus" on the consolidated statements of equity. In case of shortfall, only the actual tax benefit is to be recognized in the consolidated financial statements. The Company writes off the deferred tax asset at the level of the actual tax deduction by charging first capital surplus to the extent of the pool of windfall benefits available from prior years, and then earnings. When the settlement of an award results in a net operating loss ("NOL") carryforward, or increase of existing NOLs, the excess tax benefit and the corresponding credit to capital surplus is not recorded until the deduction reduces income tax payable.

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## [Table of Contents](#)

At each reporting date, the Company assesses all material open income tax positions in all tax jurisdictions to determine any uncertain tax positions. The Company uses a two-step process for the evaluation of uncertain tax positions. The first step consists of determining whether a benefit may be recognized; the assessment is based on a more-likely-than-not recognition threshold. If the sustainability is lower than 50%, a full provision should be accounted for. In case of a sustainability threshold in step one higher than 50%, the Company must perform a second step in order to measure the amount of recognizable tax benefit, net of any liability for tax uncertainties. The measurement methodology in step two is based on a “cumulative probability” approach, resulting in the recognition of the largest amount that is greater than 50% likely of being realized upon settlement with the taxing authority. The unrecognized tax benefit is recorded as a reduction of a deferred tax asset to the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of the tax position. The Company accrues for interest and penalties on uncertain tax liabilities reported on the consolidated balance sheets. Interests and penalties are classified as components of income tax expense in its consolidated statements of income.

### **2.8 – Assets held for sale**

Asset groups are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction rather than through continuing use. The asset groups are classified as assets held for sale when the following conditions have been met: management has approved the plan to sell; assets are available for immediate sale; assets are actively being marketed; sale is probable within one year; price is reasonable in the market and it is unlikely that there will be significant changes in the assets to be sold or a withdrawal to the plan to sell. Asset groups classified as held for sale are reported as current assets at the lower of their carrying amount and fair value less costs to sell. Costs to sell include incremental direct costs to transact the sale that would not have been incurred except for the decision to sell. Depreciation is not charged on long-lived assets classified as held for sale. When the held-for-sale accounting treatment requires an impairment charge for the difference between the carrying amount and fair value, such impairment is reflected on the consolidated statements of income on the line “Impairment, restructuring charges and other related closure costs”.

### **2.9 – Business combinations and goodwill**

The Company assesses each investment in equity securities to determine whether the investee is a Variable Interest Entity (“VIE”). The Company consolidates the VIEs for which the Company is determined to be the primary beneficiary. The primary beneficiary of a VIE is the party that: (i) has the power to direct the most significant activities of the VIE and (ii) is obligated to absorb losses or has the rights to receive returns that would be considered significant to the VIE. Assets, liabilities, and the noncontrolling interest of newly consolidated VIEs are initially measured at fair value in the same manner as if the consolidation resulted from a business combination.

The purchase accounting method is applied to all business combinations. The identifiable assets acquired, equity instruments issued, and liabilities assumed are measured at fair value on the acquisition date. Any contingent purchase price and acquired contingencies are recorded at fair value on the acquisition date. Acquisition-related transaction costs and restructuring costs relating to the acquired business are expensed as incurred. Acquired in-process research and development (“IPR&D”) is capitalized and recorded as an intangible asset on the acquisition date, subject to impairment testing until the research or development is completed or abandoned. The excess of the aggregate of the consideration transferred and the fair value of any noncontrolling interest in the acquiree over the net of the acquisition-date amount of the identifiable assets acquired and liabilities assumed is recorded as goodwill. In case of a bargain purchase, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed; the noncontrolling interest in the acquiree, if any; the Company’s previously held equity interest in the acquiree, if any; and the consideration transferred. If after this review, a bargain purchase is still indicated, it is recognized in earnings attributed to the Company. The purchase of additional interests in a partially owned subsidiary is treated as an equity transaction as well as all transactions concerning the sale of subsidiary stock or the issuance of stock by the partially owned subsidiary as long as there is no change in control of the subsidiary. If as a consequence of selling subsidiary shares, the Company no longer controls the subsidiary, the Company recognizes a gain or loss in earnings.

Goodwill represents the excess of the aggregate of the consideration transferred and the fair value of any noncontrolling interest in the acquiree over the net of the acquisition-date amount of the identifiable assets acquired and liabilities assumed. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortized but is tested annually for impairment, or more frequently if indicators of impairment exist. Goodwill

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## [Table of Contents](#)

subject to potential impairment is tested at a reporting unit level, after performing a “qualitative” assessment to determine whether impairment testing is necessary, in cases where the Company has elected to apply such option. The impairment test determines whether the fair value of each reporting unit for which goodwill is allocated is lower than the total carrying amount of relevant net assets allocated to such reporting unit, including its allocated goodwill. If lower, the implied fair value of the reporting unit goodwill is then compared to the carrying value of the goodwill and an impairment charge is recognized for any excess. In determining the fair value of a reporting unit, the Company uses a market approach with financial metrics of comparable public companies and estimates the expected discounted future cash flows associated with the reporting unit. Significant management judgments and estimates are used in forecasting the future discounted cash flows, including: the applicable industry’s sales volume forecast and selling price evolution, the reporting unit’s market penetration and its revenues evolution, the market acceptance of certain new technologies and products, the relevant cost structure, the discount rates applied using a weighted average cost of capital and the perpetuity rates used in calculating cash flow terminal values.

### **2.10 – Intangible assets with finite useful lives**

Intangible assets subject to amortization include the intangible assets purchased from third parties recorded at cost and intangible assets acquired in business combinations recorded at fair value. Amortization begins when the intangible asset is available for use and is calculated using the straight-line method to allocate the cost of the intangible assets over their estimated useful lives.

The carrying value of intangible assets with finite useful lives is evaluated whenever changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized in the consolidated statements of income for the amount by which the asset’s carrying amount exceeds its fair value. The Company evaluates the remaining useful life of an intangible asset at each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization.

#### ***Trademarks, technologies and licenses***

Separately acquired trademarks and licenses are recorded at historical cost. Trademarks and licenses acquired in a business combination are recognized at fair value at the acquisition date. Trademarks and licenses have a finite useful life which ranges from 3 to 7 years and are carried at cost less accumulated amortization and impairment losses, if any.

#### ***Computer software***

Separately acquired computer software is recorded at historical cost. Costs associated with maintaining computer software programs are expensed in the consolidated statements of income as incurred. The capitalization of costs for internally generated software developed by the Company for its internal use begins when the preliminary project stage is completed and when the Company, implicitly or explicitly, authorizes and commits to funding a computer software project. It must be probable that the project will be completed and will be used to perform the function intended. Amortization on computer software begins when the software is available for use and is calculated using the straight-line method over the estimated useful life, which does not exceed 4 years.

### **2.11 – Property, plant and equipment**

Property, plant and equipment are stated at historical cost, net of capital investment funding, accumulated depreciation and any impairment losses. Property, plant and equipment acquired in a business combination are recognized at fair value at the acquisition date. Major additions and improvements are capitalized, minor replacements and repairs are charged to current operations.

Land is not depreciated. Depreciation on fixed assets is computed using the straight-line method over their estimated useful lives, as follows:

Buildings	33 years
Facilities and leasehold improvements	5-10 years
Machinery and equipment	3-10 years
Computer and R&D equipment	3-6 years
Other	2-5 years

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## [Table of Contents](#)

The Company evaluates each period whether there is reason to suspect that tangible assets or groups of assets held and used might not be recoverable. Several impairment indicators exist for making this assessment, such as: restructuring plans, significant changes in the technology, market, economic or legal environment in which the Company operates or in the market to which the asset is dedicated, or available evidence of obsolescence of the asset, or indication that its economic performance is, or will be, worse than expected. In determining the recoverability of assets to be held and used, the Company initially assesses whether the carrying value of the tangible assets or group of assets exceeds the undiscounted cash flows associated with these assets. If exceeded, the Company then evaluates whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. This fair value is normally estimated by the Company based on independent market appraisals or the sum of discounted future cash flows, using market assumptions such as the utilization of the Company's fabrication facilities and the ability to upgrade such facilities, change in the selling price and the adoption of new technologies. The Company also evaluates, and adjusts if appropriate, the assets' useful lives, at each balance sheet date or when impairment indicators exist.

When property, plant and equipment are retired or otherwise disposed of, the net book value of the assets is removed from the Company's books. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are included in "Other income and expenses, net" in the consolidated statements of income.

Lease arrangements in which the Company has substantially all the risks and rewards of ownership are classified as capital leases. Assets leased under capital leases are included in "Property, plant and equipment, net" and recorded at inception at the lower of their fair value and the present value of the minimum lease payments. They are depreciated over the shorter of the estimated useful life and the lease term unless there is a reasonable certainty that ownership will be obtained by the end of the lease term. The financial liability corresponding to the contractual obligation to proceed to future lease payments is included in long-term debt, as described in Note 2.14. Lease arrangements classified as operating leases are arrangements in which the lessor retains a significant portion of the risks and rewards of ownership of the leased assets. Payments made under operating leases are charged to the consolidated statements of income on a straight-line basis over the lease period.

### **2.12 – Investments in equity securities**

Investments in equity securities that have readily determinable fair values and for which the Company does not have the ability to exercise significant influence are classified as trading or available-for-sale equity securities, as described in Note 2.22. Investments in equity securities without readily determinable fair values and for which the Company does not have the ability to exercise significant influence are accounted for under the cost-method. Under the cost-method of accounting, investments are carried at historical cost and are adjusted only for declines in value deemed to be other-than-temporary. The fair value of a cost-method investment is estimated on a non-recurring basis when there are identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment. An impairment loss is immediately recorded in the consolidated statements of income when it is assessed to be other-than-temporary and is based on the Company's assessment of any significant and sustained reductions in the investment's fair value. For unquoted equity securities, assumptions and estimates used in measuring fair value include the use of recent arm's length transactions when they reflect the orderly exit price of the investments. Gains and losses on investments sold are determined on the specific identification method and are recorded as a non-operating element on the line "Gain (loss) on financial instruments, net" in the consolidated statements of income.

Equity-method investments are all entities over which the Company has the ability to exercise significant influence but not control, generally representing a shareholding of between 20% and 50% of the voting rights. These investments are valued under the equity-method and are initially recognized at cost. Goodwill on equity-method investments is included in the carrying value of the investment and is not individually tested for impairment. The Company's share in the result of operations of equity-method investments is recognized in the consolidated statements of income on the line "Income (loss) on equity-method investments" and in the consolidated balance sheets as an adjustment to the carrying amount of the investments. Where there has been a change recognized directly in the equity of the investee, the Company recognizes its share in the adjustment, when applicable, directly in the consolidated statement of equity. The financial statements of the equity-method investments are prepared for the same reporting period as the Company or with a time lag not exceeding three months if the investee cannot issue financial statements within the closing timeframe requirements of the Company. At each period-end, the Company assesses whether there is objective evidence that its interests in equity-method investments are impaired. Once a determination is made that an other-than-temporary impairment exists, the Company writes down the carrying value of the equity-method investment to its fair value at the

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## [Table of Contents](#)

balance sheet date, which establishes a new cost basis. The fair value of an equity-method investment is measured on a non-recurring basis using primarily a combination of an income approach, based on discounted cash flows, and a market approach with financial metrics of comparable public companies.

### **2.13 – Provisions**

In determining loss contingencies, the Company considers the likelihood of a loss of an asset or the incurrence of a liability as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss from a loss contingency is accrued by a charge to income when information available indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and when the amount of the loss can be reasonably estimated.

### **2.14 – Long-term debt**

#### ***(a) Convertible debt***

The Company evaluates at initial recognition of the convertible bonds the different components and features of the hybrid instruments and determines whether certain elements are embedded derivative instruments which require bifurcation. Components of convertible debt instruments that may be settled in cash upon conversion based on a net-share settlement basis are accounted for separately as long-term debt and equity when the conversion feature of the convertible bonds constitute an embedded equity instrument. When an equity instrument is identified, proceeds from issuance are allocated between debt and equity by measuring first the liability component and then determining the equity component as a residual amount. The liability component is measured as the fair value of a similar nonconvertible debt, which results in the recognition of a debt discount. On subsequent periods, the Company amortizes the debt discount through earnings on the line “Interest income (expense), net” using the interest method, based on the expected life of the bonds. The equity component is not remeasured.

Debt issuance costs allocated on the debt component of the hybrid instrument are reported as non-current assets on the line “Other non-current assets” of the consolidated balance sheets. They are subsequently amortized through earnings on the line “Interest income (expense), net of the consolidated statements of income.

#### ***(b) Bank loans***

Bank loans and non-convertible senior bonds, are recognized at historical cost, net of transaction costs incurred. They are subsequently reported at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statements of income over the period of the borrowings using the effective interest rate method.

Lease arrangements in which the Company has substantially all the risks and rewards of ownership are classified as capital leases. The Company reports the leased assets on the line “Property, plant and equipment, net” and recognizes a financial liability corresponding to the contractual obligation to proceed to future lease payments, which is included in long-term debt. Each lease payment is allocated between the debt repayment and interest expense.

### **2.15 – Employee benefits**

#### ***(a) Pension obligations***

The Company sponsors various pension schemes for its employees. These schemes conform to local regulations and practices in the countries in which the Company operates. Such plans include both defined benefit and defined contribution plans. For defined benefit pension plans, the liability recognized in the consolidated balance sheets is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The overfunded or underfunded status of the defined benefit plans are calculated as the difference between plan assets and the projected benefit obligations. Significant estimates are used in determining the assumptions incorporated in the calculation of the pension obligations, which is supported by input from independent actuaries. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to income over the employees’ expected average remaining working lives. Past service costs are recognized immediately in earnings, unless the changes to the pension scheme are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortized on a straight-line basis over the vesting period. The net periodic benefit cost of the year is determined based on the assumptions used at the end of the previous year.

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## [Table of Contents](#)

For defined contribution pension plans, the Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

### ***(b) Other post-employment obligations***

The Company provides post-employment benefits to some of its retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using an accounting methodology similar to that for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments, and changes in actuarial assumptions, are charged or credited to income over the expected average remaining working lives of the related employees.

### ***(c) Termination benefits***

Termination benefits are payable when an employee is involuntarily terminated, or whenever an employee accepts voluntary termination in exchange for termination benefits. For the accounting treatment and timing recognition of involuntarily termination benefits, the Company distinguishes between one-time termination benefit arrangements and ongoing termination benefit arrangements. A one-time termination benefit arrangement is established by a termination plan and applies to a specified termination event. One-time involuntary termination benefits are recognized as a liability when the termination plan meets certain criteria and has been communicated to employees. If employees are required to render future service in order to receive these one-time termination benefits, the liability is recognized ratably over the future service period. Termination benefits other than one-time termination benefits are termination benefits for which the communication criterion is not met but that are committed to by management, or termination obligations that are not specifically determined in a new and single plan. These termination benefits are all legal, contractual and past practice termination obligations to be paid to employees in case of involuntary termination. These termination benefits are accrued for when commitment creates a present obligation to others for the benefits expected to be paid, when it is probable that employees will be entitled to the benefits and the amount can be reasonably estimated.

In case of special termination benefits related to voluntary redundancy programs, the Company recognizes a provision for voluntary termination benefits at the date on which the employee irrevocably accepts the offer and the amount can be reasonably estimated.

### ***(d) Profit-sharing and bonus plans***

The Company recognizes a liability and an expense for bonuses and profit-sharing plans when it is contractually obliged or where there is a past practice that has created a present obligation.

### ***(e) Other long-term employee benefits***

The Company provides long-term employee benefits such as seniority awards in certain countries. The entitlement to these benefits is usually conditional on the employee completing a minimum service period. The expected costs of these benefits are accrued over the period of employment. Actuarial gains and losses arising from experience adjustments, and changes in actuarial assumptions, are charged or credited to earnings in the period of change. These obligations are valued annually with the assistance of independent qualified actuaries.

### ***(f) Share-based compensation***

The Company grants unvested stock awards to senior executives and selected employees for services. The awards granted to employees vest upon completion of an average three-year service period. For certain employees, awards contingently vest upon achieving three performance conditions. The Company measures the cost of the awards based on the grant-date fair value of the shares. That cost is recognized over the period during which an employee is required to provide service in exchange for the award or the requisite service period, usually the vesting period. Compensation is recognized only for the awards that ultimately vest. The compensation cost is recorded through earnings against equity, under "Capital surplus" in the consolidated statements of equity. The compensation cost is calculated based on the number of awards expected to vest, which includes assumptions on the number of awards to be forfeited due to the employees' failing to fulfill the service condition, and forfeitures following the non-completion of one or more performance conditions.

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## [Table of Contents](#)

Liabilities for the Company's portion of payroll taxes are recognized at vesting, which is the event triggering the payment of the social contributions in most of the Company's local tax jurisdictions. Employee-related social charges are measured based on the intrinsic value of the share at vesting date.

### **2.16 – Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where the Company purchases its equity share capital (treasury stock), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's shareholders until the shares are cancelled, reissued or disposed of.

### **2.17 – Comprehensive income (loss)**

Comprehensive income (loss) is defined as the change in equity of a business during a period except those changes resulting from investment by stockholders and distributions to stockholders. In the accompanying consolidated financial statements, "Other comprehensive income (loss)" and "Accumulated other comprehensive income" primarily consists of temporary unrealized gains (losses) on securities classified as available-for-sale, unrealized gains (losses) on derivatives designated as cash flow hedge and the impact of recognizing the funded status of defined benefit plans, as well as foreign currency translation adjustments, net of tax.

### **2.18 – Revenue Recognition**

Revenue is recognized as follows:

#### *Net sales*

Revenue from products sold to customers is recognized when all the following conditions have been met: (a) persuasive evidence of an arrangement exists; (b) delivery has occurred; (c) the selling price is fixed or determinable; and (d) collection is reasonably assured. This usually occurs at the time of shipment.

Consistent with standard business practice in the semiconductor industry, price protection is granted to distribution customers on their existing inventory of the Company's products to compensate them for declines in market prices. The ultimate decision to authorize a distributor refund remains fully within the control of the Company. The Company accrues a provision for price protection based on a rolling historical price trend computed on a monthly basis as a percentage of gross distributor sales. This historical price trend represents differences in recent months between the invoiced price and the final price to the distributor, adjusted if required, to accommodate a significant change in the current market price. The short outstanding inventory time period, visibility into the standard inventory product pricing and long distributor pricing history have enabled the Company to reliably estimate price protection provisions at period-end. The Company records the accrued amounts as a deduction of revenue at the time of the sale.

The Company's customers occasionally return the Company's products for technical reasons. The Company's standard terms and conditions of sale provide that if the Company determines that products do not conform, the Company will repair or replace the non-conforming products, or issue a credit note or rebate of the purchase price. Quality returns are not related to any technological obsolescence issues and are identified shortly after sale in customer quality control testing. Quality returns are usually associated with end-user customers, not with distribution channels. The Company provides for such returns when they are considered probable and can be reasonably estimated. The Company records the accrued amounts as a reduction of revenue.

The Company's insurance policy relating to product liability only covers physical and other direct damages caused by defective products. The Company carries limited insurance against immaterial non consequential damages. The Company records a provision for warranty costs as a charge against cost of sales, based on historical trends of warranty costs incurred as a percentage of sales, which management has determined to be a reasonable estimate of the probable losses to be incurred for warranty claims in a period. Any potential warranty claims are subject to the Company's determination that the Company is at fault for damages, and such claims usually must be submitted within a short period of time following the date of sale. This warranty is given in lieu

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## [Table of Contents](#)

of all other warranties, conditions or terms expressed or implied by statute or common law. The Company's contractual terms and conditions typically limit its liability to the sales value of the products which gave rise to the claims.

While the majority of the Company's sales agreements contain standard terms and conditions, the Company may, from time to time, enter into agreements that contain multiple elements or non-standard terms and conditions, which require revenue recognition judgments. Where multiple elements exist in an arrangement, the arrangement is allocated to the different elements based on vendor-specific objective evidence, third party evidence or management's best estimate of the selling price of the separable deliverables. These arrangements generally do not include performance-, cancellation-, termination- or refund-type provisions.

### ***Other revenues***

Other revenues consist of license revenue, service revenue related to transferring licenses, patent royalty income, sale of scrap materials and manufacturing by-products.

### ***Funding***

The Company receives funding mainly from governmental agencies and income is recognized when all contractual conditions for receipt of these funds are fulfilled. The Company's primary sources for government funding are French, Italian and other European Union ("EU") governmental entities. Such funding is generally provided to encourage research and development activities, industrialization and local economic development. The conditions for receipt of government funding may include eligibility restrictions, approval by EU authorities, annual budget appropriations, compliance with European Commission regulations, as well as specifications regarding objectives and results. Certain specific contracts contain obligations to maintain a minimum level of employment and investment during a certain period of time. There could be penalties if these objectives are not fulfilled. Other contracts contain penalties for late deliveries or for breach of contract, which may result in repayment obligations. Funding related to these contracts is recorded when the conditions required by the contracts are met. The Company's funding programs are classified under three general categories: funding for research and development activities, capital investment, and loans.

Funding for research and development activities is the most common form of funding that the Company receives. Public funding for research and development is recorded as "Other income and expenses, net" in the Company's consolidated statements of income. Public funding for research and development is recognized ratably as the related costs are incurred once the agreement with the respective governmental agency has been signed and all applicable conditions are met. Furthermore, French research tax credits ("Crédit Impôt Recherche") are deemed to be grants in substance. The research tax credits are to be paid in cash by the French tax authorities within three years in case they are not deducted from income tax payable during this period of time. Unlike other research and development funding, the amounts to be received are determinable in advance and accrue as the funded research expenditures are made. They are thus reported as a reduction of research and development expenses.

Capital investment funding is recorded as a reduction of "Property, plant and equipment, net" and is recognized in the Company's consolidated statements of income according to the depreciation charges of the funded assets during their useful lives. The Company also receives capital funding in Italy, which could be recovered through the reduction of various governmental liabilities, including income taxes, value-added tax and employee-related social charges.

Funding receivables are reported as non-current assets unless cash settlement features of the receivables evidence that collection is expected within one year. Long-term receivables that do not present any tax attribute or legal restriction are reflected in the balance sheets at their discounted net present value. The subsequent accretion of the discounting effect is recorded as non-operating income in "Interest income (expense), net".

The Company receives certain loans, mainly related to large capital investment projects, at preferential interest rates. The Company records these loans as debt in its consolidated balance sheets.

### **2.19 – Advertising costs**

Advertising costs are expensed as incurred and are recorded as selling, general and administrative expenses. Advertising expenses for 2014, 2013 and 2012 were \$8 million, \$11 million and \$12 million, respectively.

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[Table of Contents](#)

**2.20 – Research and development**

Research and development expenses include costs incurred by the Company, the Company's share of costs incurred by other research and development interest groups, and costs associated with co-development contracts. Research and development expenses do not include marketing design center costs, which are accounted for as selling expenses and process engineering, pre-production or process transfer costs which are recorded as cost of sales. Research and development costs are expensed as incurred. The amortization expense recognized on technologies and licenses purchased by the Company from third parties to facilitate the Company's research is reported as research and development expenses.

**2.21 – Start-up and phase-out costs**

Start-up costs represent costs incurred in the start-up and testing of the Company's new manufacturing facilities, before reaching the earlier of a minimum level of production or six-months after the fabrication line's quality qualification. The costs of phase-outs are associated with the latest stages of facilities closure when the relevant production volumes become immaterial. Start-up costs and phase-out costs are included in "Other income and expenses, net" in the consolidated statements of income.

**2.22 – Financial assets**

The Company did not hold at December 31, 2014 and 2013 any financial assets classified as held-to-maturity or financial assets for which the Company would have elected to apply the fair value option. Consequently, the Company classified its financial assets in the following categories: trading and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Purchases and sales of financial assets are recognized on the trade date – the date on which the Company commits to purchase or sell the asset. Financial assets classified as available-for-sale and as trading are initially recognized and subsequently carried at fair value. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership; the relevant gain (loss) is reported as a non-operating element on the consolidated statements of income on the line "Gain (loss) on financial instruments, net". The basis on which the cost of a security sold and the amount reclassified out of accumulated other comprehensive income into earnings are determined is the specific identification method.

The fair values of quoted debt and equity securities are based on current market prices. If the market for a financial asset is not active and if no observable market price is obtainable, the Company measures fair value by using assumptions and estimates. In measuring fair value, the Company makes maximum use of market inputs and minimizes the use of unobservable inputs.

*Trading financial assets*

A financial asset is classified in this category if it is a security acquired principally for the purpose of selling in the short term or if it is a derivative instrument not designated as a hedge. Financial assets in this category are classified as current assets when they are expected to be realized within twelve months of the balance sheet date. Marked-to-market gains or losses arising from changes in the fair value of trading financial assets are reported in the consolidated statements of income within "Other income and expenses, net" in the period in which they arise, when the transactions for such instruments occur within the Company's operating activities, as it is the case for trading derivatives that do not qualify as hedging instruments, as described in Note 2.23. Gains and losses arising from changes in the fair value of financial assets not related to operating activities, are presented in the consolidated statements of income as a non-operating element within "Gain (loss) on financial instruments, net" in the period in which they arise.

*Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified as held-for-trading. They are included in current assets when they represent investments of funds available for current operations or when management intends to dispose of the securities within twelve months of the balance sheet date.

Changes in fair value, including declines determined to be temporary, of securities classified as available-for-sale are recognized as a component of "Other comprehensive income (loss)" in the consolidated statements of comprehensive income.

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## [Table of Contents](#)

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets classified as available-for-sale is impaired. When equity securities classified as available-for-sale are determined to be other-than-temporarily impaired, the accumulated fair value adjustments previously recognized in comprehensive income are reported as a non-operating element on the consolidated statements of income on the line “Other-than-temporary impairment charge and realized gains (losses) on financial assets”. For debt securities, if a credit loss exists, but the Company does not intend to sell the impaired security and is not more likely than not to be required to sell before recovery, the impairment is separated into the estimated amount relating to credit loss, and the amount relating to all other factors of declines in fair value. Only the estimated credit loss amount is recognized currently in earnings on the line “Other-than-temporary impairment charge and realized gains (losses) on financial assets”, with the remainder of the loss amount recognized in accumulated other comprehensive income (loss). Impairment losses recognized in the consolidated statements of income are not reversed through earnings.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments previously recognized in comprehensive income are reported as a non-operating element on the consolidated statements of income on the line “Gain (loss) on financial instruments, net”. The cost of securities sold and the amount reclassified out of accumulated other comprehensive income into earnings is determined based on the specific identification of the securities sold.

### **2.23 – Derivative financial instruments and hedging activities**

Derivative financial instruments are initially recognized on the date a derivative contract is entered into and are subsequently measured at fair value. The method of recognizing the gain or loss resulting from the derivative instrument depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the hedge transaction. The Company has designated certain derivatives as hedges of a particular risk associated with a highly probable forecasted transaction (cash flow hedge).

The Company documents, at inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. Derivative instruments that are not designated as hedges are classified as trading financial assets, as described in Note 2.22.

#### *Derivative financial instruments classified as trading*

The Company conducts its business on a global basis in various major international currencies. As a result, the Company is exposed to adverse movements in foreign currency exchange rates. The Company enters into foreign currency forward contracts and currency options to reduce its exposure to changes in exchange rates and the associated risk arising from the denomination of certain assets and liabilities in foreign currencies at the Company’s subsidiaries. These instruments do not qualify as hedging instruments, and are marked-to-market at each period-end with the associated changes in fair value recognized in “Other income and expenses, net” in the consolidated statements of income, as described in Note 2.22.

#### *Cash Flow Hedge*

To reduce its exposure to U.S. dollar exchange rate fluctuations, the Company hedges certain Euro-denominated forecasted transactions that cover at reporting date a large part of its research and development, selling, general and administrative expenses as well as a portion of its front-end manufacturing costs of semi-finished goods through the use of currency forward contracts and currency options, including collars. The Company also hedges through the use of currency forward contracts certain Singapore dollar-denominated manufacturing forecasted transactions. As part of its ongoing operating, investing and financing activities, the Company may from time to time enter into certain derivative transactions that are designated and qualify as a cash flow hedge.

The derivative instruments are designated and qualify for cash flow hedge at inception of the contract and on an ongoing basis over the duration of the hedge relationship. They are reflected at their fair value in the consolidated balance sheets. The criteria for designating a derivative as a hedge include the instrument’s effectiveness in risk reduction and, in most cases, a one-to-one matching of the derivative instrument to its underlying transaction with the critical terms of the hedging instrument matching the terms of the hedged forecasted transaction. This enables the Company to conclude that changes in cash flows attributable to the risk being hedged are expected to be completely offset by the hedging instruments.

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## [Table of Contents](#)

For derivative instruments designated as cash flow hedge, the change in fair value from the effective portion of the hedge is reported as a component of “Other comprehensive income (loss)” in the consolidated statements of comprehensive income and is reclassified into earnings in the same period in which the hedged transaction affects earnings, and within the same consolidated statements of income line as the hedged transaction. For these derivatives, ineffectiveness appears if the cumulative gain or loss on the derivative hedging instrument exceeds the cumulative change in the expected future cash flows on the hedged transactions. Effectiveness on transactions hedged through purchased options is measured on the full fair value of the option, including time value.

When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in “Accumulated other comprehensive income (loss)” in the consolidated statements of equity is immediately transferred to the consolidated statements of income within “Other income and expenses, net” if the de-designated derivative relates to operating activities. If upon de-designation, the derivative instrument is held in view to be sold with no direct relation with current operating activities, changes in the fair value of the derivative instrument following de-designation are reported as a non-operating element on the line “Gain (loss) on financial instruments, net” in the consolidated statements of income. If the derivative is still related to operating activities, the changes in fair value subsequent to the discontinuance is reported within “Other income and expenses, net” in the consolidated statements of income, as described in Note 2.22.

In order to optimize its hedging strategy, the Company can be required to cease the designation of certain cash flow hedge transactions and enter into a new designated cash flow hedge transaction with the same hedged forecasted transaction but with a new hedging instrument. De-designation and re-designation are formally authorized and limited to the de-designation of purchased currency options with re-designation of the cash flow hedge through subsequent forward contracts when the Euro/U.S. dollar exchange rate is decreasing, the intrinsic value of the option is nil, the hedged transaction is still probable of occurrence and meets at re-designation date all criteria for hedge accounting. At de-designation date, the net derivative gain or loss related to the de-designated cash flow hedge continues to be reported in other comprehensive income. From de-designation date, the change in fair value of the de-designated hedging item is recognized each period in the consolidated statements of income on the line “Other income and expenses, net”, as described in Note 2.22. The net derivative gain or loss related to the de-designated cash flow hedge deferred in other comprehensive income is reclassified to earnings in the same period in which the hedged transaction affects earnings, and within the same consolidated statements of income line as the hedged transaction.

### **2.24 – Recent accounting pronouncements**

#### *(a) Accounting pronouncements effective in 2014*

In March 2013, the FASB issued new guidance on obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. An entity should recognize the respective portion of the obligation it agrees to pay among its co-obligors and assess any additional amounts it expects to pay related to amounts borrowed by its co-obligors applying the measurement principles of the contingencies model under ASC 450. Enhanced disclosures similar to those required for financial guarantees will be required for those obligations. The Company adopted the new guidance in 2014, with no material impact on its financial position and results of operations.

In March 2013, the FASB issued clarified guidance on whether, when and how to release cumulative translation adjustment (“CTA”) into earnings in various deconsolidation and consolidation transactions. Complete or substantially complete liquidation of a foreign entity is required to release CTA for transactions occurring within a foreign entity. Transactions impacting investments in the foreign entity may result in a full or partial release of CTA even though complete or substantially complete liquidation of the foreign entity has not occurred. For transactions involving step acquisitions, the CTA associated with the previous equity-method investment will be fully released when control is obtained and consolidation occurs. The Company adopted the guidance in 2014 with no material impact on its financial position and results of operations.

#### *(b) Accounting pronouncements expected to impact the Company’s operations that are not yet effective and have not been adopted early by the Company*

In April 2014, the FASB issued new guidance which redefines discontinued operations by changing the criteria for determining which disposals can be presented as discontinued operations. Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of or is classified as held for sale and “represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results”. A strategic shift could include a disposal of (i) a major geographical area of

## [Table of Contents](#)

operations, (ii) a major line of business, (iii) a major equity method investment, or (iv) other major parts of an entity. The guidance also enhances disclosure requirements and adds new disclosures for individually material dispositions that do not qualify as discontinued operations. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale in annual periods beginning on or after December 15, 2014 and interim periods within those annual periods. Early adoption is permitted for new disposals or new classifications as held for sale that have not been reported in financial statements previously issued or available for issuance. The new guidance significantly changes current practice for assessing discontinued operations and affects income and earnings per share from continuing operations. The Company will adopt the guidance when effective.

In May 2014, the FASB issued the converged guidance on revenue from contracts with customers. The new guidance sets forth a single revenue accounting model, which calls for more professional judgment and includes expanded disclosures. Revenue recognition depicts the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled for these goods and services. Revenue is recognized when (or as) control of the goods and services is transferred to the customer. Even if the revenue recognition guidance is not a five-step model, the following steps can be identified in order to apply the new revenue accounting model: (i) identification of the contracts with customers; (ii) identification of the purchase obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to purchase obligations and; (v) revenue recognition for each purchase obligation. The new guidance will be effective for the Company's first interim period within the annual reporting period beginning on January 1, 2017. Early adoption is not permitted. The areas in which the new revenue recognition may create significant changes are: (i) changes in the timing of revenue recognition; (ii) inclusion of variable consideration in the transaction price; (iii) allocation of the transaction price based on standalone selling prices. The Company will adopt the new guidance when effective and is currently assessing its impact on existing contracts, transactions and business practices.

In June 2014, the FASB clarified the guidance relating to stock-based compensation by requiring that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amended guidance will be effective for annual and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The Company will adopt the amended guidance when effective and does not expect any material impact on its financial position and results of operations.

In November 2014, the FASB amended the accounting guidance relating to the host contract in a hybrid instrument issued in the form of a share, to clarify that an entity should consider all relevant terms and features in evaluating the economic characteristics and risks of the host contract, including the embedded derivative feature being evaluated for bifurcation. The amended guidance will be effective for fiscal years beginning after December 15, 2015 and interim periods within fiscal years beginning after December 15, 2016. Earlier adoption is permitted. The Company will adopt the amended guidance when effective and does not expect any material impact on its financial position and results of operations.

In January 2015, the FASB simplified the income statement presentation by eliminating the concept of extraordinary items. As a result, items that are both unusual and infrequent will no longer be separately reported net of tax after continuing operations. The guidance is effective for periods beginning after December 31, 2015. Early adoption is permitted but only as of the beginning of the fiscal year of adoption. The Company will adopt the amended guidance when effective and does not expect any material impact on its financial statements upon adoption.

### 3. MARKETABLE SECURITIES

Changes in the value of marketable securities, as reported in current assets on the consolidated balance sheets as at December 31, 2014 and December 31, 2013 are detailed in the tables below:

	December 31, 2013	Purchase	Sale	Change in fair value included in OCI*	Change in fair value recognized in earnings	Foreign exchange result through OCI*	December 31, 2014
U.S. Treasury Bonds	—	333	—	1	—	—	334
Corporate Bonds	57	—	(58)	—	—	1	—
<b>Total</b>	<b>57</b>	<b>333</b>	<b>(58)</b>	<b>1</b>	<b>—</b>	<b>1</b>	<b>334</b>

\* Other Comprehensive Income

[Table of Contents](#)

	December 31, 2012	Purchase	Sale	Change in fair value included in OCI* for available- for-sale marketable securities	Change in fair value recognized in earnings	Foreign exchange result through OCI*	December 31, 2013
U.S. Treasury Bills	150	—	(150)	—	—	—	—
Corporate Bonds	88	—	(34)	—	—	3	57
<b>Total</b>	<b>238</b>	<b>—</b>	<b>(184)</b>	<b>—</b>	<b>—</b>	<b>3</b>	<b>57</b>

\* Other Comprehensive Income

As at December 31, 2014, the Company held \$334 million in U.S. Treasury bonds. The bonds have an average rating of Aaa/AA+/AAA from Moody's, S&P and Fitch, respectively, with a weighted average maturity of 5.3 years. The debt securities were reported as current assets on the line "Marketable Securities" on the consolidated balance sheet as at December 31, 2014, since they represented investments of funds available for current operations. The bonds are classified as available-for-sale and recorded at fair value as at December 31, 2014. This fair value measurement corresponds to a Level 1 fair value hierarchy measurement. The aggregate amortized cost basis of these securities totaled \$333 million as at December 31, 2014.

The corporate bonds amounting to \$57 million were Senior debt Floating Rate Notes issued by financial institutions and matured in 2014. They were also classified as available-for-sale and recorded at fair value as at December 31, 2013. No credit loss was identified on these instruments and due to the short duration before maturity, the fair value as at December 31, 2013 corresponded to par value. The aggregate amortized cost basis of these securities totalled \$57 million as at December 31, 2013.

The U.S. Treasury Bills amounting to \$150 million as of December 31, 2012 were sold in 2013. They were rated Aaa by Moody's as at December 31, 2012. The change in fair value of these marketable securities was not material as at December 31, 2012. The Company estimated the fair value of these financial assets based on publicly quoted market prices, which corresponded to a Level 1 fair value measurement hierarchy.

**4. TRADE ACCOUNTS RECEIVABLE, NET**

Trade accounts receivable, net consisted of the following:

	December 31, 2014	December 31, 2013
Trade accounts receivable	919	1,058
Allowance for doubtful accounts	(8)	(9)
<b>Total</b>	<b>911</b>	<b>1,049</b>

Bad debt expense in 2014 was less than \$1 million, while in 2013 and 2012 it was \$2 million and \$1 million, respectively. No customers represented over 10% of consolidated net revenues in 2014, 2013 and 2012.

The Company enters into factoring transactions to accelerate the realization in cash of some trade accounts receivable. As at December 31, 2014 and 2013, trade accounts receivable were sold without recourse for \$49 million and \$56 million respectively. Such factoring transactions totalled respectively \$204 million and \$570 million for the years 2014 and 2013, with a financial cost totaling less than \$1 million, \$2 million and \$4 million respectively for the years 2014, 2013 and 2012, reported on the line "Interest expense, net" on the consolidated statement of income.

**5. INVENTORIES**

Inventories are stated at the lower of cost or market value. Cost is based on the weighted average cost by adjusting standard cost to approximate actual manufacturing costs on a quarterly basis; the cost is therefore dependent on the Company's manufacturing performance. In the case of underutilization of manufacturing facilities, the costs associated with the excess capacity are not included in the valuation of inventories but charged directly to cost of sales.

Reserve for obsolescence is estimated for excess uncommitted inventories based on the previous quarter's sales, backlog of orders and production plans.

[Table of Contents](#)

Inventories, net of reserve, consisted of the following:

	December 31, 2014	December 31, 2013
Raw materials	73	84
Work-in-process	795	885
Finished products	401	367
<b>Total</b>	<b>1,269</b>	<b>1,336</b>

**6. OTHER CURRENT ASSETS**

Other current assets consisted of the following:

	December 31, 2014	December 31, 2013
Receivables from government agencies	220	127
Taxes and other government receivables	45	56
Advances	36	46
Prepayments	42	54
Loans and deposits	9	13
Interest receivable	1	1
Derivative instruments	1	43
Receivables from equity-method investments	—	8
Other current assets	36	41
<b>Total</b>	<b>390</b>	<b>389</b>

Derivative instruments are further described in Note 23.

**7. GOODWILL**

Goodwill allocated to reportable segments as of December 31, 2014 and 2013 and changes in the carrying amount of goodwill during the years ended December 31, 2014 and 2013 are as follows:

	Sense & Power and Automotive (SP&A)	Embedded Processing Solutions (EPS)	Others	Total
<b>December 31, 2012</b>	<b>12</b>	<b>124</b>	<b>5</b>	<b>141</b>
Sale of business	—	—	(5)	(5)
Re-classification to AHFS	(10)	—	—	(10)
Foreign currency translation	—	2	—	2
Impairment loss	—	(38)	—	(38)
<b>December 31, 2013</b>	<b>2</b>	<b>88</b>	<b>—</b>	<b>90</b>
Foreign currency translation	—	(8)	—	(8)
<b>December 31, 2014</b>	<b>2</b>	<b>80</b>	<b>—</b>	<b>82</b>

Goodwill as at December 31, 2014 and 2013 is net of accumulated impairment losses of \$1,024 million, of which \$1,018 million relates to the EPS segment and \$6 million relates to the segment “Others”. In 2014, no impairment loss was recorded by the Company on any of its reporting units’ goodwill.

During the third quarter of 2014, the Company performed its annual impairment campaign. The Company did not elect to perform a qualitative assessment. The impairment test was conducted following a two-step process. In the first step, the Company compared the fair value of the reporting unit tested to its carrying value. Based upon the first step of the goodwill impairment test, no impairment was recorded for the MMS (part of EPS) reporting unit since the fair value of the reporting unit exceeded its carrying value.

In 2013, the Company recorded an impairment loss of \$38 million related to DCG goodwill.

Veredus, a 67% investment of the Company, was classified as Assets held for sale as of December 31, 2013. Consequently, Veredus goodwill, belonging to the SP&A segment, was re-classified to Assets held for sale for \$10 million as of December 31, 2013. In 2014, the Company sold a 51% stake in Veredus shares to a third party investor.

[Table of Contents](#)

**8. OTHER INTANGIBLE ASSETS**

Other intangible assets consisted of the following:

December 31, 2014	Gross Cost	Accumulated Amortization	Net Cost
Technologies & licences	619	(519)	100
Contractual customer relationships	4	(4)	—
Purchased software	373	(302)	71
Construction in progress	22	—	22
Other intangible assets	66	(66)	—
<b>Total</b>	<b>1,084</b>	<b>(891)</b>	<b>193</b>

December 31, 2013	Gross Cost	Accumulated Amortization	Net Cost
Technologies & licences	621	(489)	132
Contractual customer relationships	5	(5)	—
Purchased software	338	(290)	48
Construction in progress	37	—	37
Other intangible assets	66	(66)	—
<b>Total</b>	<b>1,067</b>	<b>(850)</b>	<b>217</b>

The line “Construction in progress” in the table above includes internally developed software under construction and software not ready for use. The line “Other intangible assets” consists primarily of internally developed software.

The amortization expense on capitalized software costs in 2014, 2013 and 2012 was \$9 million, \$17 million and \$38 million, respectively.

During the third quarter of 2014, the Company tested the dedicated long-lived assets of DCG reporting unit for impairment. The result was that all dedicated intangible assets, composed of acquired technologies, and amounting to \$23 million, were fully impaired due to the fact that their projected cash flows, over their remaining useful life, were less than their carrying value. The current DCG plan has been impacted by faster-than-expected revenue decline of legacy products and slower than anticipated customer transition to new key technologies.

The amortization expense in 2014, 2013 and 2012 was \$61 million, \$72 million and \$177 million, respectively.

The estimated amortization expense of the existing intangible assets for the following years is:

Year	
2015	64
2016	54
2017	36
2018	19
2019	10
Thereafter	10
<b>Total</b>	<b>193</b>

**9. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consisted of the following:

December 31, 2014	Gross Cost	Accumulated Depreciation	Net Cost
Land	80	—	80
Buildings	886	(411)	475
Facilities & leasehold improvements	2,946	(2,629)	317
Machinery and equipment	13,491	(11,822)	1,669
Computer and R&D equipment	410	(371)	39
Other tangible assets	118	(109)	9
Construction in progress	58	—	58
<b>Total</b>	<b>17,989</b>	<b>(15,342)</b>	<b>2,647</b>

## Table of Contents

December 31, 2013	Gross Cost	Accumulated Depreciation	Net Cost
Land	94	—	94
Buildings	987	(429)	558
Facilities & leasehold improvements	3,218	(2,826)	392
Machinery and equipment	14,684	(12,728)	1,956
Computer and R&D equipment	463	(414)	49
Other tangible assets	137	(121)	16
Construction in progress	91	—	91
<b>Total</b>	<b>19,674</b>	<b>(16,518)</b>	<b>3,156</b>

The line “Construction in progress” in the table above includes property, plant and equipment under construction and equipment under qualification before operating.

Facilities & leasehold improvements, Machinery and equipment and Other tangible assets include assets acquired under capital lease. The Net Cost of Assets under capital lease was \$1 million for both the years ended December 31, 2014 and 2013.

The depreciation charge in 2014, 2013 and 2012 was \$750 million, \$838 million and \$930 million, respectively.

Capital investment funding has totaled less than \$1 million for the year ended December 31, 2014, \$3 million for the year ended December 31, 2013 and \$1 million for the year ended December 31, 2012. Public funding reduced depreciation charges by \$4 million, \$6 million and \$10 million in 2014, 2013 and 2012, respectively.

For the years ended December 31, 2014, 2013 and 2012 the Company made equipment sales for cash proceeds of \$9 million, \$12 million and \$16 million, respectively.

In July 2013, the Company announced that it would wind down certain 6-inch manufacturing lines, close its back-end plant in Longgang and consolidate back-end activities in China to Shenzhen. Following this announcement, the Longgang building and related facilities that the Company intends to dispose were reclassified to Assets held for sale for an amount of \$31 million as of December 31, 2014.

## 10. LONG-TERM INVESTMENTS

	December 31, 2014	December 31, 2013
Equity-method investments	56	63
Cost-method investments	13	13
<b>Total</b>	<b>69</b>	<b>76</b>

### *Equity-method investments*

Equity-method investments as at December 31, 2014 and December 31, 2013 were as follows:

	December 31, 2014		December 31, 2013	
	Carrying value	Ownership percentage	Carrying value	Ownership percentage
ST-Ericsson SA	43	50.0%	50	50.0%
Incard do Brazil Ltda	3	50.0%	—	—
3Sun S.r.l.	—	—	13	33.3%
Other Investment	10	—	—	—
<b>Total</b>	<b>56</b>		<b>63</b>	

### *ST-Ericsson SA (“JVS”)*

On February 3, 2009, the Company announced the closing of a transaction to combine the businesses of Ericsson Mobile Platforms and ST-NXP Wireless into a new venture, named ST-Ericsson. As part of the transaction, the Company received an interest in ST-Ericsson Holding AG (parent of “JVS” group of companies) in which the Company owned 50% plus a controlling share. In 2010, ST-Ericsson Holding AG was merged in ST-Ericsson SA.

## [Table of Contents](#)

The Company evaluated that JVS was a variable interest entity (VIE). The Company determined that it controlled JVS and therefore consolidated JVS.

On September 9, 2013, the Company sold 1 JVS share to Ericsson for its nominal value changing the ownership structure of JVS to bring both partners to an equal ownership proportion. As a result and in combination with the new shareholder agreement, the Company lost the control of JVS and as such JVS was deconsolidated from the Company's financial statements. The deconsolidation of JVS did not result in a gain or loss for the Company. The fair value of the Company's retained noncontrolling interest was evaluated at \$55 million. Due to the loss pick-up recognized since the deconsolidation, the value of the investment amounted to \$43 million as of December 31, 2014. In addition, the Company and its partner signed funding commitment letters, capped at \$149 million for each partner, to the residual joint wind-down operations to ensure solvency. These were not drawn as of December 31, 2014.

Before the deconsolidation of JVS, certain assets and companies of the JVS group of companies were transferred to both partners for their net book value which was representative of their fair value. The transactions did not result in cash exchange between the partners.

ST-Ericsson SA entered into liquidation on April 15, 2014. For the year 2014, the line "Income (loss) on equity-method investments" in the Company's consolidated statement of income included a profit of \$9 million related to JVS.

### *Incard do Brazil Ltda ("IdB")*

IdB is a joint venture equally owned by Valid and the Company that was active in the smart cards business in South America. The Company evaluated that IdB was a VIE. The Company determined that it was the VIE primary beneficiary and therefore consolidated IdB.

Following the discontinuance of IdB's activities, the Company determined that it was no longer the VIE primary beneficiary and as such IdB was deconsolidated from the Company's financial statements in the third quarter of 2014. The deconsolidation of IdB did not result in a gain or loss for the Company. The fair value of the Company's retained noncontrolling interest was evaluated at \$4 million. Due to the loss pick-up recognized since the deconsolidation, the value of the investment amounted to \$3 million as of December 31, 2014.

### *3Sun S.r.l. ("3Sun")*

3Sun is a joint initiative between Enel Green Power, Sharp and the Company for the manufacture of thin film photovoltaic panels in Catania, Italy. Each partner owned a third of the common shares of the entity. The Company has determined that 3Sun is not a VIE. However the Company exercises a significant influence over 3Sun and consequently accounts for its investment in 3Sun under the equity-method. The line "Income (loss) on equity-method investments" in the Company's consolidated statement of income for the year 2014 included a charge of \$51 million related to 3Sun.

On July 22, 2014, the Company signed an agreement with Enel Green Power to transfer its equity stake in 3Sun. Pursuant to this agreement, at closing, subject to customary precedent conditions, ST will pay up to €15 million to Enel Green Power in exchange for ST's full release from any obligation concerning the joint venture or Enel Green Power. Also, at closing, ST will forgive the outstanding €13 million shareholders loan to the joint venture.

The summarized financial information of the Company's equity-method investments as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012 is presented below:

	<u>December 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>	
Current assets	166	266	
Non-current assets	237	287	
Current liabilities	117	178	
Non-current liabilities	193	249	
	<u>2014</u>	<u>2013</u>	<u>2012</u>
Total revenues	136	282	422
Operating income (loss)	(46)	(271)	(51)
Net income (loss)	(50)	(282)	(103)

## [Table of Contents](#)

### *Cost-method investments*

Cost-method investments as at December 31, 2014 and 2013 are equity securities with no readily determinable fair value. It includes principally the Company's investment in DNP Photomask Europe S.p.A ("DNP"). The Company has identified the joint venture as a VIE, but has determined that it is not the primary beneficiary. The significant activities of DNP revolve around the creation of masks and development of high level mask technology. The Company does not have the power to direct such activities. The Company's current maximum exposure to loss as a result of its involvement with the joint venture is limited to its investment. The Company has not provided additional financial support in 2014 and currently has no requirement or intent to provide further financial support to the joint venture.

## **11. OTHER NON-CURRENT ASSETS**

Other non-current assets consisted of the following:

	December 31, 2014	December 31, 2013
Available-for-sale equity securities	11	11
Trading equity securities	8	8
Long-term State receivables	513	513
Long-term receivables from third parties	5	7
Long-term loans to affiliates	—	17
Prepaid for pension	9	10
Debt issuance costs, net	4	—
Deposits and other non-current assets	30	34
<b>Total</b>	<b>580</b>	<b>600</b>

Long-term State receivables include receivables related to funding and receivables related to tax refund. Funding are mainly public grants to be received from governmental agencies in Italy and France as part of long-term research and development, industrialization and capital investment projects. Long-term receivables related to tax refund correspond to tax benefits claimed by the Company in certain of its local tax jurisdictions, for which collection is expected beyond one year.

## **12. OTHER PAYABLES AND ACCRUED LIABILITIES**

Other payables and accrued liabilities consisted of the following:

	December 31, 2014	December 31, 2013
Employee related liabilities	273	383
Employee compensated absences	114	128
Taxes other than income taxes	68	85
Advances	33	32
Payables to equity-method investments	50	81
Obligations for capacity rights	2	3
Derivative instruments	73	4
Provision for restructuring	32	65
Current portion of pension	9	12
Royalties	26	37
Others	161	107
<b>Total</b>	<b>841</b>	<b>937</b>

The terms of the agreement for the inception of Numonyx, a company created in 2007 from the Company's and Intel's flash memory business key assets and sold in 2010 to Micron Technology Inc., included rights granted to Numonyx to use certain assets retained by the Company. As at December 31, 2014 and 2013 the value of such rights totaled \$3 million and \$6 million respectively, of which \$2 million and \$3 million respectively were reported as current liabilities.

Derivative instruments are further described in Note 23.

Other payables and accrued liabilities also include individually insignificant amounts as of December 31, 2014 and December 31, 2013.

[Table of Contents](#)

**13. LONG-TERM DEBT**

Long-term debt consisted of the following:

	December 31, 2014	December 31, 2013
<b>Funding program loans from European Investment Bank:</b>		
0.25% due 2014, floating interest rate at Libor + 0.017%	—	20
0.26% due 2015, floating interest rate at Libor + 0.026%	9	19
0.28% due 2016, floating interest rate at Libor + 0.052%	39	58
0.73% due 2016, floating interest rate at Libor + 0.477%	52	77
0.61% due 2016, floating interest rate at Libor + 0.373%	57	86
1.43% due 2020, floating interest rate at Libor + 1.199%	75	87
1.29% due 2020, floating interest rate at Libor + 1.056%	165	193
1.00% due 2020, floating interest rate at Euribor + 0.917%	91	121
0.85% due 2021, floating interest rate at Libor + 0.525%	210	240
0.90% due 2021, floating interest rate at Libor + 0.572%	202	231
<b>Dual tranche senior unsecured convertible bonds</b>		
Zero-coupon, due 2019 (Tranche A)	539	—
1.0% due 2021 (Tranche B)	349	—
<b>Other funding program loans:</b>		
0.43% (weighted average), due 2014-2023, fixed interest rate	6	5
<b>Other long-term loans:</b>		
1.95% (weighted average), due 2017, fixed interest rate	6	10
0.67% (weighted average), due 2018, fixed interest rate	1	2
0.87% (weighted average), due 2020, fixed interest rate	3	3
<b>Capital leases:</b>		
6.65% (weighted average), due 2015-2017, fixed interest rate	1	1
<b>Total long-term debt</b>	<b>1,805</b>	<b>1,153</b>
Less current portion	(202)	(225)
<b>Total long-term debt, less current portion</b>	<b>1,603</b>	<b>928</b>

Long-term debt is denominated in the following currencies:

	December 31, 2014	December 31, 2013
U.S. dollar	1,698	1,012
Euro	107	141
<b>Total</b>	<b>1,805</b>	<b>1,153</b>

The European Investment Bank's loans denominated in Euros, but drawn in U.S. dollars, are classified as U.S. dollar-denominated debt.

On July 3, 2014, the Company issued \$1,000 million principal amount of dual tranche senior unsecured convertible bonds (Tranche A for \$600 million and Tranche B for \$400 million), due 2019 and 2021, respectively. Tranche A bonds were issued as zero-coupon bonds while Tranche B bonds bear a 1% per annum nominal interest, payable semi-annually. The conversion price at issuance was approximately \$12 dollar, equivalent to a 30% and a 31% premium, respectively, on each tranche. The bonds are convertible by the bondholders if certain conditions are satisfied on a net-share settlement basis, except if an alternative settlement is elected by the Company. The Company can also redeem the bonds prior to their maturity in certain circumstances. The net proceeds from the bond offering were approximately \$994 million, after deducting issuance costs payable by the Company. The Company intends to use the net proceeds of the offering for general corporate purposes.

Proceeds were allocated between debt and equity by measuring first the liability component and then determining the equity component as a residual amount. The liability component was measured at fair value based on a discount rate adjustment technique (income approach), which corresponds to a Level 3 fair value hierarchy measurement. The fair value of the liability component at initial recognition totalled \$878 million and was estimated by calculating the present value of cash flows using a discount rate of 2.40% and 3.22% (including 1% p.a. nominal interest), respectively, on each tranche, as the market rates for similar instruments with no conversion rights. Transaction costs of \$6 million were allocated proportionately to the liability and the equity components. An amount of \$121 million, net of allocated issuance costs of \$1 million, was recorded in shareholders' equity as the value of the conversion features of the instruments. Unamortized discount totalled \$112 million as at December 31, 2014.

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[Table of Contents](#)

Aggregate future maturities of total long-term debt (including current portion) at redemption value are as follows:

	<b>December 31, 2014</b>
2015	202
2016	193
2017	117
2018	116
2019	715
Thereafter	574
<b>Total</b>	<b>1,917</b>

The difference between the total aggregated future maturities in the preceding table and the total carrying amount of long-term debt is due to the unamortized discount on the dual tranche senior unsecured convertible bonds.

***Credit facilities***

The Company had unutilized committed medium-term credit facilities with core relationship banks totalling \$583 million as of December 31, 2014.

The Company also has four committed long-term amortizing credit facilities with the European Investment Bank as part of R&D funding programs. The first one, signed on December 6, 2006 for a total of €245 million for R&D in France was fully drawn in U.S. dollars for a total amount of \$341 million, of which \$48 million remained outstanding as at December 31, 2014. The second one, signed on July 21, 2008, for a total amount of €250 million for R&D projects in Italy, was fully drawn in U.S. dollars for \$380 million, of which \$109 million remained outstanding as at December 31, 2014. The third one, signed on September 27, 2010 as a €350 million multi-currency loan for R&D programs in Europe, was drawn mainly in U.S. dollars for an amount of \$321 million and only partially in Euros for an amount of €100 million, of which \$331 million remained outstanding as at December 31, 2014. The fourth, signed on March 12, 2013, a €350 million multi-currency loan which also supports R&D programs, was drawn in U.S. dollars for \$471 million, of which \$412 million remained outstanding as at December 31, 2014.

**14. POST-EMPLOYMENT AND OTHER LONG-TERM EMPLOYEES BENEFITS**

The Company and its subsidiaries have a number of defined benefit pension plans, mainly unfunded, and other long-term employees' benefits covering employees in various countries. The defined benefit plans provide pension benefits based on years of service and employee compensation levels. The other long-term employees' plans provide benefits due during the employees' period of service after certain seniority levels. The Company uses a December 31 measurement date for its plans. Eligibility is generally determined in accordance with local statutory requirements. For Italian termination indemnity plan ("TFR"), generated before July 1, 2007, the Company continues to measure the vested benefits to which Italian employees are entitled as if they left the company immediately as of December 31, 2014, in compliance with U.S. GAAP guidance on determining vested benefit obligations for defined benefit pension plans.

[Table of Contents](#)

The changes in benefit obligation and plan assets were as follows:

	Pension Benefits		Other Long-Term Benefits	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
<b>Change in benefit obligation:</b>				
<b>Benefit obligation at beginning of year</b>	<b>807</b>	<b>901</b>	<b>65</b>	<b>63</b>
Service cost	27	37	7	8
Interest cost	28	28	2	2
Employee contributions	6	5	—	—
Benefits paid	(20)	(19)	(4)	(4)
Effect of curtailment	—	(3)	—	(2)
Effect of settlement	(14)	(32)	—	—
Actuarial (gain) loss	93	(92)	2	—
Transfer in	2	12	1	1
Transfer out	(2)	(12)	(1)	(1)
Acquisition / change in scope	—	9	—	1
Plan amendment	—	5	1	—
ST-Ericsson deconsolidation	—	(49)	—	(4)
Foreign currency translation adjustment	(64)	17	(8)	1
<b>Benefit obligation at end of year</b>	<b>863</b>	<b>807</b>	<b>65</b>	<b>65</b>
<b>Change in plan assets:</b>				
<b>Plan assets at fair value at beginning of year</b>	<b>448</b>	<b>422</b>	<b>—</b>	<b>—</b>
Actual return on plan assets	41	32	—	—
Employer contributions	28	29	—	—
Employee contributions	6	5	—	—
Benefits paid	(10)	(9)	—	—
Effect of settlement	(12)	(25)	—	—
Transfer in	—	8	—	—
Transfer out	—	(8)	—	—
Foreign currency translation adjustments	(21)	5	—	—
ST-Ericsson deconsolidation	—	(11)	—	—
<b>Plan assets at fair value at end of year</b>	<b>480</b>	<b>448</b>	<b>—</b>	<b>—</b>
<b>Funded status</b>	<b>(383)</b>	<b>(359)</b>	<b>(65)</b>	<b>(65)</b>
<b>Net amount recognized in the balance sheet consisted of the following:</b>				
Non-current assets	9	10	—	—
Current liabilities	(9)	(12)	(11)	(5)
Long-term liabilities	(383)	(357)	(54)	(60)
<b>Net amount recognized</b>	<b>(383)</b>	<b>(359)</b>	<b>(65)</b>	<b>(65)</b>

The components of accumulated other comprehensive income (loss) before tax effects were as follows:

	Actuarial (gains)/losses	Prior service cost	Total
<b>Other comprehensive loss as at December 31, 2012</b>	<b>209</b>	<b>9</b>	<b>218</b>
Net amount generated/arising in current year	(105)	5	(100)
Amortization	(15)	(5)	(20)
Foreign currency translation adjustment	2	—	2
<b>Other comprehensive loss as at December 31, 2013</b>	<b>91</b>	<b>9</b>	<b>100</b>
Net amount generated/arising in current year	76	—	76
Amortization	(5)	(1)	(6)
Foreign currency translation adjustment	(10)	(1)	(11)
<b>Other comprehensive loss as at December 31, 2014</b>	<b>152</b>	<b>7</b>	<b>159</b>

In 2015, the Company expects to amortize \$7 million of actuarial losses and \$1 million of past service cost.

[Table of Contents](#)

The accumulated benefit obligations were as follows:

	Pension Benefits		Other Long-Term Benefits	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Accumulated benefit obligations	757	717	51	51

For pension plans with accumulated benefit obligations in excess of plan assets, the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were \$673 million, \$585 million and \$291 million, respectively, as of December 31, 2014 and \$631 million, \$554 million and \$268 million, respectively, as of December 31, 2013.

The components of the net periodic benefit cost included the following:

	Pension Benefits			Other Long-term Benefits		
	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Service cost	27	37	40	7	8	9
Interest cost	28	28	31	2	2	3
Expected return on plan assets	(22)	(18)	(18)	—	—	—
Amortization of actuarial net loss (gain)	3	11	12	2	—	2
Amortization of prior service cost	—	5	5	1	—	—
Effect of settlement	1	1	—	—	—	—
Effect of curtailment	—	—	—	—	(2)	—
<b>Net periodic benefit cost</b>	<b>37</b>	<b>64</b>	<b>70</b>	<b>12</b>	<b>8</b>	<b>14</b>

The weighted average assumptions used in the determination of the benefit obligation and the plan assets for the pension plans and the other long-term benefits were as follows:

Assumptions	2014	2013
Discount rate	3.03%	3.83%
Salary increase rate	2.65%	2.82%
Expected long-term rate of return on funds for the pension expense of the year	4.76%	4.88%

The weighted average assumptions used in the determination of the net periodic benefit cost for the pension plans and the other long-term benefits were as follows:

Assumptions	2014	2013	2012
Discount rate	3.83%	3.43%	4.14%
Salary increase rate	2.82%	2.92%	2.99%
Expected long-term rate of return on funds for the pension expense of the year	4.88%	4.43%	4.57%

The discount rate was determined by reference to market yields on high quality long-term corporate bonds applicable to the respective country of each plan, with terms consistent with the term of the benefit obligations concerned. In developing the expected long-term rate of return on assets, the Company modelled the expected long-term rates of return for broad categories of investments held by the plan against a number of various potential economic scenarios.

The Company's pension plan asset allocation at December 31, 2014 and at December 31, 2013 is as follows:

Asset Category	Percentage of Plan Assets at December	
	2014	2013
Cash	3%	2%
Equity securities	28%	34%
Bonds securities remunerating interest	28%	25%
Real estate	2%	2%
Investments in funds <sup>(a)</sup>	17%	14%
Other	22%	23%
<b>Total</b>	<b>100%</b>	<b>100%</b>

[Table of Contents](#)

(a) Investment in funds are composed for one half of commingled funds mainly invested in corporate bonds for 55%, treasury bonds and notes for 35% and municipal bonds for 10% and for the other half of a multi-strategy fund invested in broadly diversified portfolios of equity, fixed income and derivative instruments.

The Company's detailed pension plan asset allocation including the fair-value measurements of those plan assets as at December 31, 2014 is as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	17	17	—	—
Equity securities	136	7	129	—
Government debt securities	10	10	—	—
Corporate debt securities	125	4	121	—
Investment funds	80	—	80	—
Real estate	12	—	10	2
Other (mainly insurance assets – contracts and reserves)	100	—	—	100
<b>TOTAL</b>	<b>480</b>	<b>38</b>	<b>340</b>	<b>102</b>

The Company's detailed pension plan asset allocation including the fair-value measurements of those plan assets as at December 31, 2013 is as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	8	8	—	—
Equity securities	152	7	145	—
Government debt securities	12	12	—	—
Corporate debt securities	99	4	95	—
Investment funds	63	—	63	—
Real estate	9	—	5	4
Other (mainly insurance assets – contracts and reserves)	105	—	—	105
<b>TOTAL</b>	<b>448</b>	<b>31</b>	<b>308</b>	<b>109</b>

For plan assets measured at fair value using significant unobservable inputs (Level 3), the reconciliation between January 1, 2014 and December 31, 2014 is presented as follows:

	Fair Value Measurements using Significant Unobservable Inputs (Level 3)
January 1, 2014	109
Contributions (employer and employee)	14
Actual return on plan assets	6
Benefits paid	(3)
Assets sold during the year	(2)
Settlements	(11)
Foreign currency translation adjustment	(11)
<b>December 31, 2014</b>	<b>102</b>

For plan assets measured at fair value using significant unobservable inputs (Level 3), the reconciliation between January 1, 2013 and December 31, 2013 is presented as follows:

	Fair Value Measurements using Significant Unobservable Inputs (Level 3)
January 1, 2013	120
Contributions (employer and employee)	15
Benefits paid	(2)
Settlements	(23)
ST-Ericsson deconsolidation	(4)
Foreign currency translation adjustment	3
<b>December 31, 2013</b>	<b>109</b>

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## [Table of Contents](#)

The Company's investment strategy for its pension plans is to optimize the long-term investment return on plan assets in relation to the liability structure to maintain an acceptable level of risk while minimizing the cost of providing pension benefits and maintaining adequate funding levels in accordance with applicable rules in each jurisdiction. The Company's practice is to periodically conduct a review in each subsidiary of its asset allocation strategy, in such a way that the asset allocation is in line with the targeted asset allocation with reasonable boundaries. This was the case for year-end 2014. A portion of investments in equity securities has been reinvested in fixed income to reduce the exposure to equity markets. The Company's asset portfolios are managed in such a way as to achieve adapted diversity and in certain jurisdictions they are entirely managed by the multi-employer funds. The Company does not manage any assets internally.

After considering the funded status of the Company's defined benefit plans, movements in the discount rate, investment performance and related tax consequences, the Company may choose to make contributions to its pension plans in any given year in excess of required amounts. The Company contributions to plan assets were \$28 million and \$29 million in 2014 and 2013 respectively and the Company expects to contribute cash of \$26 million in 2015.

The Company's estimated future benefit payments as of December 2014 are as follows:

Years	Pension Benefits	Other Long-term Benefits
2015	26	12
2016	21	4
2017	24	4
2018	33	4
2019	31	6
From 2020 to 2024	207	25

The Company has certain defined contribution plans, which accrue benefits for employees on a pro-rata basis during their employment period based on their individual salaries. The Company accrued benefits related to defined contribution pension plans of \$16 million as of December 31, 2014 and \$19 million as of December 31, 2013. The annual cost of these plans amounted to approximately \$81 million, \$89 million and \$94 million in 2014, 2013 and 2012, respectively.

## 15. SHAREHOLDERS' EQUITY

### 15.1 Outstanding shares

The authorized share capital of the Company is Euro 1,810 million consisting of 1,200,000,000 common shares and 540,000,000 preference shares, each with a nominal value of €1.04. As at December 31, 2014 the number of shares of common stock issued was 910,797,305 shares (910,703,305 at December 31, 2013).

As of December 31, 2014 the number of shares of common stock outstanding was 873,939,583 (890,606,763 at December 31, 2013).

### 15.2 Preference shares

The 540,000,000 preference shares, when issued, will entitle a holder to full voting rights and to a preferential right to dividends and distributions upon liquidation.

On January 22, 2007, an option agreement was concluded between the Company and Stichting Continuïteit ST. This option agreement provides for the issuance of 540,000,000 preference shares. Any such shares should be issued by the Company to the Foundation, upon its request and in its sole discretion, upon payment of at least 25% of the par value of the preference shares to be issued. The issuing of the preference shares is conditional upon (i) the Company receiving an offer or there being the threat of such an offer; (ii) the Company's Managing and Supervisory Boards deciding not to support such an offer and; (iii) the Board of the Foundation determining that such an offer or acquisition would be contrary to the interests of the Company, its shareholders and other stakeholders. The preference shares may remain outstanding for no longer than two years. There were no preference shares issued as of December 31, 2014.

### 15.3 Treasury stock

Following the authorization by the Supervisory Board, announced on April 2, 2008, to repurchase up to 30 million shares of its common stock, the Company acquired 29,520,220 shares in 2008, also reflected at cost, as a reduction of the parent company stockholders' equity.

As of December 31, 2014, the Company owned a number of treasury shares equivalent to 36,857,722.

## Table of Contents

The treasury shares have been designated for allocation under the Company's share based remuneration programs of unvested shares. As of December 31, 2014, 26,062,498 of these treasury shares were transferred to employees under the Company's share based remuneration programs, of which 3,238,820 in the year ended December 31, 2014.

Pursuant to a resolution passed at the shareholders' meeting held on June 13, 2014, the Company launched a share buy-back program in the third quarter of 2014, intended to meet the Company's obligations in relation to its employee stock award plans. This program was subject to a maximum number of ordinary shares of twenty million to be repurchased. On November 10, 2014, the Company announced the completion of the repurchase of twenty million shares under the buy-back program for a total purchase price of approximately \$156 million. The repurchased shares will be held as treasury shares and used to cover employee stock awards under the Company's long term incentive plans.

### 15.4 Stock option plans

In 2001, the Shareholders voted to adopt the 2001 Employee Stock Option Plan (the "2001 Plan") whereby options for up to 60,000,000 shares may be granted in installments over a five-year period. The options may be granted to purchase shares of common stock at a price not lower than the market price of the shares on the date of grant. In connection with a revision of its equity-based compensation policy, the Company decided in 2005 to accelerate the vesting period of all outstanding unvested stock options. The options expire ten years after the date of grant.

In 2002, the Shareholders voted to adopt a Stock Option Plan for Supervisory Board Members and Professionals of the Supervisory Board. Under this plan, 12,000 options could be granted per year to each member of the Supervisory Board and 6,000 options per year to each professional advisor to the Supervisory Board. Options vest thirty days after the date of grant and expire ten years after the date of grant.

A summary of the stock option activity for the plans for the three years ended December 31, 2014, 2013 and 2012 follows:

	Number of Shares	Exercise Price Per Share	
		Range	Weighted Average
Outstanding at December 31, 2011	26,453,152	\$ 16.73-\$33.70	\$24.51
Options forfeited	(9,762,680)	\$ 17.08-\$33.70	\$30.50
Outstanding at December 31, 2012	16,690,472	\$ 16.73-\$27.21	\$21.00
Options forfeited	(8,400,221)	\$ 16.73-\$27.21	\$19.39
Outstanding at December 31, 2013	8,290,251	\$ 16.73-\$27.21	\$22.64
Options forfeited	(8,285,951)	\$ 16.73-\$27.21	\$22.65
Outstanding at December 31, 2014	4,300	\$ 16.73	\$16.73

The weighted average remaining contractual life of options outstanding as of December 31, 2014, 2013 and 2012 was 0.1, 0.3 and 0.8 years, respectively.

The range of exercise prices, the weighted average exercise price and the weighted average remaining contractual life of options exercisable as of December 31, 2014 were as follows:

Number of shares	Option price Range	Weighted average exercise price	Weighted average remaining contractual life (years)
4,300	\$16.73	\$16.73	0.1

### 15.5 Unvested share awards for the Supervisory Board

On an annual basis and until the year 2012, the Compensation Committee (on behalf of the Supervisory Board and with its approval) used to grant stock-based awards (the options to acquire common shares in the share capital of the Company) to the members and professionals of the Supervisory Board ("The Supervisory Board Plan"). The awards were granted at the nominal value of the share of €1.04 (exercise price of the option). The options granted under the Supervisory Board Plan vest and become exercisable immediately, while the shares resulting from these awards vest and therefore become available for trade evenly over three years (one third every year), with no market, performance or service conditions.

[Table of Contents](#)

The table below summarizes grants under the outstanding stock award plans as authorized by the Compensation Committee:

Year of grant	Options granted and vested	Options waived at grant
2005	66,000	(15,000)
2006	66,000	(15,000)
2007	165,000	(22,500)
2008	165,000	(22,500)
2009	165,000	(7,500)
2010	172,500	(7,500)
2011	172,500	(30,000)
2012	180,000	(22,500)
2013	No options granted	
2014	No options granted	

A summary of the options' activity by plan for the years ended December 31, 2014 and December 31, 2013 is presented below:

Year of grant	Outstanding as of 31.12.2012	Exercised	Expired/Cancelled	Outstanding as of 31.12.2013	Exercised	Expired/Cancelled	Outstanding as of 31.12.2014	Shares corresponding to exercised option not yet available for trade as of 31.12.2014
2005	34,115	(3,000)	—	31,115	(9,000)	—	22,115	—
2006	33,000	(3,000)	—	30,000	(9,000)	—	21,000	—
2007	82,500	(22,500)	—	60,000	(13,500)	—	46,500	—
2008	85,000	(10,000)	—	75,000	(15,000)	—	60,000	—
2009	95,000	(20,000)	—	75,000	—	—	75,000	—
2010	107,500	(25,000)	—	82,500	(7,500)	—	75,000	—
2011	142,500	(25,000)	—	117,500	(20,000)	—	97,500	—
2012	157,500	(35,000)	—	122,500	(20,000)	—	102,500	5,000

The total intrinsic value of options exercised during the year 2014 amounted to \$1 million.

At the Company's Annual General Meeting of Shareholders held on 21 June 2013, it was resolved to abolish and terminate the stock-based compensation for the Supervisory Board members and professionals.

### 15.6 Unvested share awards for the employees

On an annual basis, the Compensation Committee (on behalf of the Supervisory Board and with its approval) grants stock-based awards to the senior executives along with selected employees (the "Employee Plan"). The awards are granted for services under the Employee Plan. Until 2012 all the awards were subject to completion of the performance conditions. Starting from 2013, there are two types of unvested shares: (1) shares granted to employees, vesting independently on the performance conditions and (2) shares granted to senior executives, whose vesting is subject to three internal performance conditions (consisting of sales evolution and operating income compared to a basket of competitors and of cash flow compared with budget), each weighting for one third of the total number of awards granted. All the awards vest over a three year service period (32% as of the first anniversary of the grant, 32% as of the second anniversary of the grant and 36% as of the third anniversary of the grant (for awards granted until the end of 2012 under the French Subplan 64% vest as of the second anniversary of the grant and 36% as of the third anniversary). In addition, in 2012 and 2013 there was a Special Bonus granted to the Company's CEO.

[Table of Contents](#)

The table below summarizes grants under the outstanding stock award plans as authorized by the Compensation Committee:

Date of grant	Plan name	Number of shares granted	Number of shares waived	Number of shares lost on performance conditions
May 30, 2012	2012 CEO Special Bonus	100,862	—	—
July 23, 2012	2012 Employee Plan	6,216,285	(2,400)	(1,991,558)
December 21, 2012	2012 Employee Plan	304,480	—	(100,373)
July 22, 2013	2013 CEO Special Bonus	42,565	—	—
July 22, 2013	2013 Employee Plan	5,750,730	—	(1,832,360)
December 18, 2013	2013 Employee Plan	659,515	—	(157,858)
December 27, 2013	2013 Employee Plan	1,800	—	—
July 22, 2014	2014 Employee Plan	6,458,435	—	(*)
December 18, 2014	2014 Employee Plan	500,775	—	(*)

(\*) As at December 31, 2014, a final determination of the achievement of the performance conditions had not yet been made by the Compensation Committee of the Supervisory Board.

A summary of the unvested share activity by plan for the year ended December 31, 2014 is presented below:

Unvested Shares	Outstanding as at December 31, 2013	Granted	Forfeited/ waived	Cancelled on failed vesting conditions	Vested	Outstanding as at December 31, 2014
2012 CEO Special Bonus	67,241	—	—	—	(33,621)	33,620
2012 Employee Plan	3,152,539	—	(32,978)	—	(1,739,357)	1,380,204
2013 CEO Special Bonus	42,565	—	—	—	(14,188)	28,377
2013 Employee Plan	6,379,320	—	(65,080)	(1,990,218)	(1,451,654)	2,872,368
2014 Employee Plan	—	6,959,210	(35,505)	—	—	6,923,705
<b>Total</b>	<b>9,641,665</b>	<b>6,959,210</b>	<b>(133,563)</b>	<b>(1,990,218)</b>	<b>(3,238,820)</b>	<b>11,238,274</b>

The grant date fair value of unvested shares granted to employees under the 2011 Employee Plan was \$9.08. For the 2011 Employee Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grants. On April 23, 2012, the Compensation Committee approved the statement that none of the three performance conditions were met. Consequently, the compensation expense recorded on the 2011 Employee Plan was reversed in the income statement for the year ended December 31, 2012.

The grant date fair value of unvested shares granted to the CEO under the 2012 CEO Special Bonus Plan was \$6.32. On the 2012 CEO Special Bonus Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grant.

The grant date fair value of unvested shares granted to employees under the 2012 Employee Plan was \$4.87. For the 2012 Employee Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grants. On April 11, 2013, the Compensation Committee approved the statement that two performance conditions were fully met. Consequently, the compensation expense recorded on the 2012 Employee Plan reflects the statement that two thirds of the awards granted will fully vest, as far as the service condition is met.

The grant date fair value of unvested shares granted to the CEO under the 2013 CEO Special Bonus Plan was \$9.35. On the 2013 CEO Special Bonus Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grant.

The grant date fair value of unvested shares granted to employees under the 2013 Employee Plan was \$9.55. For the 2013 Employee Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grants. On April 28, 2014, the Compensation Committee approved the statement that one performance conditions were fully met. Consequently, the compensation expense recorded on the 2013 Employee Plan reflects the statement that one third of the awards granted will fully vest, as far as the service condition is met.

The grant date fair value of unvested shares granted to employees under the 2014 Employee Plan was \$9.23. On the 2014 Employee Plan, the fair value of the unvested shares granted reflected the market price of the shares at the date of the grants. Moreover, for the portion of the shares subject to performance conditions (2,980,000

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[Table of Contents](#)

shares) the Company estimates the number of awards expected to vest by assessing the probability of achieving the performance conditions. At December 31, 2014, a final determination of the achievement of the performance conditions had not yet been made by the Compensation Committee of the Supervisory Board. However, the Company has estimated that two thirds of the awards subject to performance conditions are expected to vest. Consequently, the compensation expense recorded for the 2014 Employee Plan reflects the vesting of two third of the awards granted with performance conditions, subject to the service condition being met. The assumption of the expected number of awards to be vested upon achievement of the performance conditions is subject to changes based on the final measurement of the conditions, which is expected to occur in the first half of 2015.

The following table illustrates the classification of pre-payroll tax and social contribution stock-based compensation expense included in the consolidated statements of income for the years ended December 31, 2014, December 31, 2013 and December 31, 2012, respectively:

	December 31, 2014	December 31, 2013	December 31, 2012
Cost of sales	6	5	2
Selling, general and administrative	16	13	6
Research and development	14	8	3
<b>Total pre-payroll tax and social contribution compensation</b>	<b>36</b>	<b>26</b>	<b>11</b>

Compensation cost, excluding payroll tax and social contribution, capitalized as part of inventory was \$2 million at December 31, 2014, \$2 million at December 31, 2013 and \$1 million at December 31, 2012. As of December 31, 2014 there was \$49 million of total unrecognized compensation cost related to the grant of unvested shares, which is expected to be recognized over a weighted average period of approximately 10 months.

The total deferred income tax benefit recognized in the consolidated statements of income related to unvested share-based compensation expense amounted to \$1 million, \$5 million and \$2 million for the years ended December 31, 2014, 2013 and 2012, respectively.

[Table of Contents](#)

**15.7 Accumulated other comprehensive income (loss) attributable to parent company stockholders**

The table below details the changes in AOCI attributable to the company's stockholders by component, net of tax, for the years ended December 31, 2014, 2013 and 2012:

	Gains (Losses) on Cash Flow Hedges	Gains (Losses) on Available- For-Sale Securities	Defined Benefit Pension Plan Items	Foreign Currency Translation Adjustments ("CTA")	Total
<b>December 31, 2011</b>	<b>(64)</b>	<b>(7)</b>	<b>(166)</b>	<b>868</b>	<b>631</b>
Cumulative tax impact	9	(3)	33	—	39
<b>December 31, 2011, net of tax</b>	<b>(55)</b>	<b>(10)</b>	<b>(133)</b>	<b>868</b>	<b>670</b>
OCI before reclassifications	28	6	(57)	64	41
Amounts reclassified from AOCI	62	—	18	—	80
OCI for the year ended December 31, 2012	90	6	(39)	64	121
Cumulative tax impact	(11)	—	14	—	3
OCI for the year ended December 31, 2012, net of tax	79	6	(25)	64	124
<b>December 31, 2012</b>	<b>26</b>	<b>(1)</b>	<b>(205)</b>	<b>932</b>	<b>752</b>
Cumulative tax impact	(2)	(3)	47	—	42
<b>December 31, 2012, net of tax</b>	<b>24</b>	<b>(4)</b>	<b>(158)</b>	<b>932</b>	<b>794</b>
OCI before reclassifications	40	2	80	104	226
Amounts reclassified from AOCI	(28)	—	14	—	(14)
Impact of ST-Ericsson deconsolidation	—	—	11	49	60
OCI for the year ended December 31, 2013	12	2	105	153	272
Cumulative tax impact	(3)	3	(24)	—	(24)
OCI for the year ended December 31, 2013, net of tax	9	5	81	153	248
<b>December 31, 2013</b>	<b>38</b>	<b>1</b>	<b>(100)</b>	<b>1,085</b>	<b>1,024</b>
Cumulative tax impact	(5)	—	23	—	18
<b>December 31, 2013, net of tax</b>	<b>33</b>	<b>1</b>	<b>(77)</b>	<b>1,085</b>	<b>1,042</b>
OCI before reclassifications	(116)	1	(65)	(272)	(452)
Amounts reclassified from AOCI	2	—	6	—	8
OCI for the year ended December 31, 2014	(114)	1	(59)	(272)	(444)
Cumulative tax impact	5	—	10	—	15
OCI for the year ended December 31, 2014, net of tax	(109)	1	(49)	(272)	(429)
<b>December 31, 2014</b>	<b>(76)</b>	<b>2</b>	<b>(159)</b>	<b>813</b>	<b>580</b>
Cumulative tax impact	—	—	33	—	33
<b>December 31, 2014, net of tax</b>	<b>(76)</b>	<b>2</b>	<b>(126)</b>	<b>813</b>	<b>613</b>

## Table of Contents

Items reclassified out of Accumulated Other Comprehensive Income for the years ended December 31, 2014, 2013 and 2012 are listed in the table below:

Details about AOCI components	Amounts reclassified from AOCI in the year ended December 31, 2014	Amounts reclassified from AOCI in the year ended December 31, 2013	Amounts reclassified from AOCI in the year ended December 31, 2012	Affected line item in the statement where net income (loss) is presented
<b>Gains (Losses) on Cash Flow Hedges</b>				
Foreign exchange derivative contracts	(1)	16	(39)	Cost of sales
Foreign exchange derivative contracts	(1)	3	(5)	Selling, general and administrative
Foreign exchange derivative contracts	—	14	(27)	Research and development
	—	(4)	12	Income tax benefit (expense)
	<u>(2)</u>	<u>29</u>	<u>(59)</u>	Net of tax
<b>Defined Benefit Pension Plan Items</b>				
Amortization of actuarial gains (losses)	—	(1)	(1)	Cost of sales
Amortization of actuarial gains (losses)	(1)	(5)	(6)	Selling, general and administrative
Amortization of actuarial gains (losses)	(4)	(6)	(7)	Research and development
Amortization of prior service cost	—	—	—	Cost of sales
Amortization of prior service cost	—	(1)	(1)	Selling, general and administrative
Amortization of prior service cost	(1)	(4)	(4)	Research and development
	1	5	6	Income tax benefit (expense)
	<u>(5)</u>	<u>(12)</u>	<u>(13)</u>	Net of tax
Total reclassifications for the year	<u>(7)</u>	<u>17</u>	<u>(72)</u>	
Attributable to noncontrolling interest	—	(2)	5	
Attributable to the Company's stockholders	<u>(7)</u>	<u>15</u>	<u>(67)</u>	

### 15.8 Dividends

The Supervisory Board held on December 4, 2014 authorized the distribution of a semi-annual cash dividend per common share of \$0.10 in the fourth quarter of 2014 and \$0.10 in the first quarter of 2015, to be paid in December 2014 and March 2015, respectively. The first payment, totaling \$87 million, was executed in December 2014. The remaining \$0.10 per share cash dividend to be paid in the first quarter of 2015 totaled \$87 million and was reported as "Dividends payable to stockholders" on the consolidated balance sheet as at December 31, 2014.

The Annual General Meeting of Shareholders held on June 13, 2014 authorized the distribution of a semi-annual cash dividend per common share of \$0.10 in the second quarter of 2014 and \$0.10 in the third quarter of 2014, to be paid in June 2014 and September 2014, respectively. \$89 million corresponding to the first distribution and \$85 million as part of the second distribution were paid during the first nine months of 2014. The remaining second portion of dividends to be paid of \$4 million was paid during the fourth quarter of 2014.

The Extraordinary General Meeting of Shareholders held on December 2, 2013 authorized the distribution of a semi-annual cash dividend per common share of \$0.10 in the fourth quarter of 2013 and \$0.10 in the first quarter of 2014, to be paid in December 2013 and March 2014, respectively. The first payment, totaling \$89 million, was executed in December 2013. The remaining \$0.10 per share cash dividend to be paid in the first quarter of 2014 totaled \$89 million and was reported as "Dividends payable to stockholders" on the consolidated balance sheet as at December 31, 2013.

The Annual General Meeting of Shareholders held on June 21, 2013 authorized the distribution of a semi-annual cash dividend per common share of \$0.10 in the second quarter of 2013 and \$0.10 in the third quarter of 2013, to be paid in June and September of 2013, respectively. The first payment for Euronext Paris and Borsa Italiana,

## [Table of Contents](#)

amounting to \$75 million, was executed in the second quarter of 2013. The first payment for the New York Stock Exchange which was executed in July 2013 and the remaining \$0.10 per share cash dividend, totaling \$93 million, was paid in the third quarter of 2013.

In 2012 the cash dividend was \$0.40 per share for a total amount paid of \$355 million.

### 16. EARNINGS PER SHARE

For the years ended December 31, 2014, 2013 and 2012, earnings per share (“EPS”) was calculated as follows:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
<b>Basic EPS</b>			
Net income (loss) attributable to parent company	128	(500)	(1,158)
Weighted average shares outstanding	886,532,167	889,541,922	886,699,953
Basic EPS	0.14	(0.56)	(1.31)
<b>Diluted EPS</b>			
Net income (loss) attributable to parent company	128	(500)	(1,158)
Net income (loss) attributable to parent company adjusted	128	(500)	(1,158)
Weighted average shares outstanding	886,532,167	889,541,922	886,699,953
Dilutive effect of unvested shares	3,278,537	—	—
Number of shares used in calculating diluted EPS	889,810,704	889,541,922	886,699,953
Diluted EPS	0.14	(0.56)	(1.31)

In 2014, outstanding stock-options have included anti-dilutive shares totalling 4,300 shares. In 2013 and 2012, if the Company had reported income, outstanding stock options would have included anti-dilutive shares totalling approximately 8,290,251 shares and 16,690,472 shares, respectively.

The convertible bonds issued on July 3, 2014, as detailed in Note 13 had no impact on the diluted EPS computation as of 31 December 2014 since the contingently conversion features were out-of-the-money.

### 17. OTHER INCOME AND EXPENSES, NET

Other income and expenses, net consisted of the following:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Research and development funding	231	57	102
Phase-out and start-up costs	(16)	(4)	—
Exchange gain, net	4	8	5
Patent costs	(28)	(40)	(20)
Gain on sale of businesses and non-current assets	24	83	9
Other, net	(8)	(9)	(5)
<b>Total</b>	<b>207</b>	<b>95</b>	<b>91</b>

The Company receives significant public funding from governmental agencies in several jurisdictions. Public funding for research and development is recognized ratably as the related costs are incurred once the agreement with the respective governmental agency has been signed and all applicable conditions have been met.

Phase-out costs are costs incurred during the closing stage of a Company’s manufacturing facility. They are treated in the same manner as start-up costs. Start-up costs represent costs incurred in the start-up and testing of the Company’s new manufacturing facilities, before reaching the earlier of a minimum level of production or six months after the fabrication line’s quality certification.

Exchange gains and losses included in “Other income and expenses, net” represent the portion of exchange rate changes on transactions denominated in currencies other than an entity’s functional currency and the changes in fair value of trading derivative instruments which are not designated as hedge and which have a cash flow effect related to operating transactions, as described in Note 23.

[Table of Contents](#)

Patent costs include legal and attorney fees and payment for claims, patent pre-litigation consultancy and legal fees. They are reported net of settlements, if any, which primarily include reimbursements of prior patent litigation costs.

Gain on sale of businesses and non-current assets is mostly related to the sale of businesses associated with the Smart Connectivity Business (Display Port products), realized in the first and third quarters of 2014.

In the third quarter of 2013, it was mainly due to the sale of businesses and non-current assets associated with the Global Navigation Satellite System (GNSS) and with the sale of Portland Compiler Group (PGI).

**18. IMPAIRMENT, RESTRUCTURING CHARGES AND OTHER RELATED CLOSURE COSTS**

Impairment, restructuring charges and other related closure costs incurred in 2014, 2013 and 2012 are summarized as follows:

Year ended December 31, 2014	Impairment	Restructuring charges	Other related closure costs	Total impairment, restructuring charges and other related closure costs
\$600-650 million net opex plan	—	(17)	(7)	(24)
Manufacturing consolidation	—	(8)	(4)	(12)
EPS restructuring plan	—	(16)	(14)	(30)
Long-lived impairment charge	(24)	—	—	(24)
<b>Total</b>	<b>(24)</b>	<b>(41)</b>	<b>(25)</b>	<b>(90)</b>

Year ended December 31, 2013	Impairment	Restructuring charges	Other related closure costs	Total impairment, restructuring charges and other related closure costs
ST-Ericsson restructuring plans	—	(6)	(3)	(9)
ST-Ericsson exit	(17)	(69)	—	(86)
Digital restructuring plan	(2)	(1)	(2)	(5)
\$600-650 million net opex plan	—	(88)	—	(88)
Manufacturing consolidation	(29)	(8)	—	(37)
Goodwill and other intangible impairment charge	(56)	—	—	(56)
Assets held for sale impairment	(5)	—	—	(5)
Other restructuring initiatives	—	(6)	—	(6)
<b>Total</b>	<b>(109)</b>	<b>(178)</b>	<b>(5)</b>	<b>(292)</b>

Year ended December 31, 2012	Impairment	Restructuring charges	Other related closure costs	Total impairment, restructuring charges and other related closure costs
Manufacturing restructuring plan	(21)	—	(2)	(23)
ST-Ericsson restructuring plan	—	(1)	—	(1)
ST-Ericsson cost savings plan	—	(10)	(10)	(20)
ST-Ericsson April 2012 restructuring plan	(2)	(60)	(4)	(66)
ST-Ericsson exit	(544)	—	—	(544)
Digital restructuring plan	(7)	(13)	—	(20)
Goodwill and other intangible impairment charge	(694)	—	—	(694)
Other restructuring initiatives	—	—	(8)	(8)
<b>Total</b>	<b>(1,268)</b>	<b>(84)</b>	<b>(24)</b>	<b>(1,376)</b>

**Impairment charges**

In 2014, the Company recorded impairment charges of \$24 million, of which \$23 million on Digital Convergence Group dedicated intangible assets and \$1 million on other intangible assets, as detailed in Note 8.

In 2013, the Company recorded impairment charges of \$109 million comprised primarily of:

- \$56 million impairment of Digital Convergence Group goodwill (\$38 million) and dedicated intangible assets (\$18 million);
- \$29 million on certain long-lived assets as part of the Company's manufacturing consolidation;

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## [Table of Contents](#)

- \$17 million impairment primarily related to long-lived assets as part of the exit of ST-Ericsson; and
- \$5 million impairment charge on Veredus assets classified as Assets held for sale, as of December 31, 2013.

In 2012, the Company recorded impairment charges of \$1,268 million corresponding to:

- \$1,234 million on Wireless goodwill and other intangible assets of which \$690 million impairment on Wireless goodwill as part of the annual impairment test performed during the third quarter and \$544 million impairment on Wireless goodwill and other intangible assets recorded in December following the Company's decision to exit ST-Ericsson. The \$1,234 million amount is composed of an impairment charge of \$922 million on Wireless goodwill, \$261 million impairment on Wireless customer relationships, \$45 million impairment on Wireless capitalized software and \$6 million impairment on acquired technology;
- \$21 million impairment on the Carrollton (Texas) building and facilities;
- \$7 million impairment charges on intangibles for which no alternative future use was identified within the Company, as part of the Digital restructuring plan;
- \$4 million impairment on certain intangibles; and
- \$2 million impairment charges primarily related to long-lived assets with no alternative future use within the Company.

### ***Restructuring charges and other related closure costs***

The Company is currently engaged in three major restructuring plans, the \$600-650 million net opex plan, the Manufacturing consolidation plan and the EPS restructuring plan which are described hereafter.

Further to the announcement on December 10, 2012 to reduce the Company's net operating expenses comprised of combined selling, general and administrative and research and development expenses, net of R&D grants, to the level of \$600 million to \$650 million on a quarterly basis by the beginning of 2014, the Company committed restructuring actions in 2013 (the "\$600-650 million net opex plan").

In July 2013, the Company announced that it would wind down certain 6-inch manufacturing lines, close its back-end plant in Longgang and consolidate back-end activities in China to Shenzhen (the "Manufacturing consolidation plan").

In the third quarter of 2014, the Company committed to a plan affecting around 450 employees worldwide and targeting savings in the EPS segment (the "EPS restructuring plan").

In 2014, the Company incurred restructuring charges and other related closure costs for \$66 million corresponding to:

- \$24 million for the \$600-650 million net opex plan corresponding to employee termination benefits, primarily in Europe, and contract termination costs;
- \$12 million for the Manufacturing consolidation plan corresponding to \$8 million for employee termination benefits and \$4 million of closure costs;
- \$30 million for the EPS restructuring plan relating to employee and contract termination costs

In 2013, the Company incurred restructuring charges and other related closure costs for \$183 million corresponding to:

- \$88 million for the \$600-650 million net opex plan corresponding to employee termination benefits;
- \$69 million recorded before ST-Ericsson deconsolidation for the ST-Ericsson exit, primarily related to employee termination benefits, net of an adjustment of \$31 million mainly resulting from a significant reduction of estimated restructured employees in Sweden, as part of the exit of ST-Ericsson;
- \$9 million recorded before ST-Ericsson deconsolidation for the ST-Ericsson restructuring plans, primarily related to employee termination benefits;
- \$8 million for the Manufacturing consolidation plan corresponding to employee termination benefits; and
- \$9 million for other restructuring plans.

## Table of Contents

In 2012, the Company incurred restructuring charges and other related closure costs for \$108 million corresponding to:

- \$64 million for the ST-Ericsson April 2012 restructuring plan composed of \$60 million employee termination benefits and \$4 million other closure costs mainly related to lease contract terminations pursuant to the closure of certain locations;
- \$20 million for the ST-Ericsson cost savings plan primarily related to employee termination benefits and lease contract termination costs recorded at cease-use date pursuant to the closure of certain locations;
- \$13 million for the Digital restructuring plan primarily related to employee termination benefits; and
- \$11 million for other restructuring plans.

Changes to the restructuring provisions recorded on the consolidated balance sheets from December 31, 2012 to December 31, 2014 are summarized as follows:

	ST-Ericsson exit	ST-Ericsson restructuring plans	\$600-650 million net opex plan	Digital restructuring plan	Manufacturing Restructuring plans	EPS restructuring plan	Other restructuring initiatives	Total
<b>Provision as at December 31, 2012</b>	<b>8</b>	<b>59</b>	<b>—</b>	<b>12</b>	<b>3</b>	<b>—</b>	<b>9</b>	<b>91</b>
Charges incurred in 2013	100	12	88	3	8	—	6	217
Adjustments for unused provisions	(31)	(3)	—	—	—	—	—	(34)
Amounts paid	(30)	(56)	(44)	(9)	(1)	—	(7)	(147)
Currency translation effect	(1)	—	2	—	—	—	—	1
ST-Ericsson break-up and deconsolidation	(46)	(12)	—	—	—	—	6	(52)
<b>Provision as at December 31, 2013</b>	<b>—</b>	<b>—</b>	<b>46</b>	<b>6</b>	<b>10</b>	<b>—</b>	<b>14</b>	<b>76</b>
Charges incurred in 2014	—	—	25	—	12	31	—	68
Adjustments for unused provisions	—	—	(1)	—	—	(1)	—	(2)
Amounts paid	—	—	(58)	(6)	(17)	(2)	(3)	(86)
Advances not refunded upon contract termination	—	—	—	—	—	(13)	—	(13)
Currency translation effect	—	—	(1)	—	—	—	—	(1)
<b>Provision as at December 31, 2014</b>	<b>—</b>	<b>—</b>	<b>11</b>	<b>—</b>	<b>5</b>	<b>15</b>	<b>11</b>	<b>42</b>

An amount of \$32 million is expected to be paid within twelve months, as detailed in Note 12.

Upon the ST-Ericsson deconsolidation as of September 1, 2013, all the ST-Ericsson restructuring plans have been deconsolidated by the Company.

The \$600-650 million net opex plan resulted in a total charge of \$112 million. The plan was substantially completed in 2014.

The Digital restructuring plan resulted in a total charge of \$16 million, excluding impairments. The plan was completed in 2013.

The Manufacturing restructuring plan, which was expected to result in pre-tax charges in the range of \$270 to \$300 million, resulted in a total charge of \$313 million, excluding impairments. This plan is now completed.

The Manufacturing consolidation plan resulted in a total charge of \$20 million, excluding impairments. The plan is expected to be completed in 2015.

The EPS restructuring plan, which is expected to result in pre-tax charges in the range of \$65 million and \$70 million, resulted in a \$30 million charge as at December 31, 2014. The plan is expected to be completed in 2015.

In 2014, total amounts paid for restructuring and related closure costs amounted to \$86 million. The total actual costs that the Company will incur may differ from these estimates based on the timing required to complete the restructuring plan, the number of people involved, the final agreed termination benefits and the costs associated with the transfer of equipment, products and processes.

[Table of Contents](#)

**19. INTEREST EXPENSE, NET**

Interest expense, net consisted of the following:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Income	12	18	41
Expense	(30)	(23)	(76)
<b>Total</b>	<b>(18)</b>	<b>(5)</b>	<b>(35)</b>

Net interest included charges related to the sale of trade and other receivables. Interest expense recorded in 2014 included a \$12 million charge on the senior unsecured convertible bonds issued in July 2014, of which \$10 non-cash interest expense resulting from the accretion of the discount on the liability component.

No borrowing cost was capitalized in 2014, 2013 and 2012. Interest income on government Bonds and floating rate notes classified as available-for-sale marketable securities amounted to \$2.4 million for the year ended December 31, 2014, less than \$1 million for the year ended December 31, 2013 and to \$2 million for the year ended December 31, 2012.

In 2013, net interest included a one-time interest income received with respect to a U.S. tax refund in the second quarter of 2013.

**20. INCOME TAX**

Income (loss) before income tax is comprised of the following:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Income (loss) recorded in The Netherlands	(9)	(30)	(33)
Income (loss) from foreign operations	115	(562)	(2,104)
<b>Income (loss) before income tax benefit (expense)</b>	<b>106</b>	<b>(592)</b>	<b>(2,137)</b>

STMicroelectronics N.V. and its subsidiaries are individually liable for income taxes in their jurisdictions. Tax losses can only offset profits generated by the taxable entity incurring such loss.

Income tax benefit (expense) is comprised of the following:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
The Netherlands Taxes – current	—	5	(1)
Foreign taxes – current	(120)	(90)	(130)
<b>Total current taxes</b>	<b>(120)</b>	<b>(85)</b>	<b>(131)</b>
The Netherlands Taxes – deferred	—	—	—
Foreign taxes – deferred	143	48	80
<b>Total deferred taxes</b>	<b>143</b>	<b>48</b>	<b>80</b>
<b>Income tax benefit (expense)</b>	<b>23</b>	<b>(37)</b>	<b>(51)</b>
<b>Effective tax rate</b>	<b>-21%</b>	<b>-6%</b>	<b>-2%</b>

The principal items comprising the differences in income taxes computed at the Netherlands statutory rate of 25.0% in 2014, 2013 and 2012, and the effective income tax rate are the following:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Income tax benefit (expense) computed at statutory rate	(26)	148	534
Non-deductible and non-taxable permanent differences, net	8	(2)	(81)
Income (loss) on equity-method investments	(11)	(31)	(6)
Valuation allowance adjustments	26	(83)	(197)
Current year credits	53	60	77
Other tax and credits	8	(42)	(17)
Benefits from tax holidays	65	18	38
Net impact of changes to uncertain tax positions	(92)	(33)	(83)
Earnings of subsidiaries taxed at different rates	(8)	(72)	(316)
<b>Income tax benefit (expense)</b>	<b>23</b>	<b>(37)</b>	<b>(51)</b>

## [Table of Contents](#)

In 2013 and 2012, the line “Earnings of subsidiaries taxed at different rates” includes a decrease of \$57 million and \$320 million, respectively, mainly related to tax rate differences due to tax holidays for countries in a loss position. The valuation allowance adjustments of 2013 include \$32 million related to the activities of ST-Ericsson companies until their deconsolidation.

The tax holidays represent a tax exemption period aimed to attract foreign technological investment in certain tax jurisdictions. The effect of the tax benefits, from tax holidays for countries which are profitable, on basic earnings per share was \$0.07, \$0.02 and \$0.04 for the years ended December 31, 2014, 2013, and 2012, respectively. These agreements are present in various countries and include programs that reduce up to and including 100% of taxes in years affected by the agreements. The Company’s tax holidays expire at various dates through the year ending December 31, 2022. In certain countries, tax holidays can be renewed depending on the Company still meeting certain conditions at the date of expiration of the current tax holidays.

Deferred tax assets and liabilities consisted of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Tax loss carryforwards and investment credits	908	658
Less unrecognized tax benefit	(238)	(229)
Tax loss carryforward net of unrecognized tax benefit	670	429
Inventory valuation	15	14
Impairment and restructuring charges	16	63
Fixed asset depreciation in arrears	39	58
Capitalized development costs	63	45
Receivables for government funding	13	22
Tax credits granted on past capital investments	1,147	1,131
Pension service costs	82	66
Stock awards	5	2
Commercial accruals	15	10
Other temporary differences	78	70
Total deferred tax assets	2,143	1,910
Valuation allowances	(1,607)	(1,454)
Deferred tax assets, net	536	456
Accelerated fixed asset depreciation	(26)	(58)
Acquired intangible assets	(11)	(11)
Advances of government funding	(23)	(35)
Other temporary differences	(3)	(13)
Deferred tax liabilities	(63)	(117)
<b>Net deferred income tax asset</b>	<b>473</b>	<b>339</b>

At the end of December 2014, the tax loss carryforward and the valuation allowance were mainly impacted by a favorable ruling obtained in Switzerland on the transfer of the majority of ST-Ericsson deductible operating losses.

For a particular tax-paying component of the Company and within a particular tax jurisdiction, all current deferred tax liabilities and assets are offset and presented as a single amount, similarly to non-current deferred tax liabilities and assets. The Company does not offset deferred tax liabilities and assets attributable to different tax-paying components or to different tax jurisdictions.

The net deferred tax assets are recorded in legal entities which have been historically profitable and are expected to be profitable in the next coming years.

## Table of Contents

As of December 31, 2014, the Company and its subsidiaries have gross deferred tax assets on tax loss carryforwards and investment credits that expire starting 2015, as follows:

<u>Year</u>	
2015	1
2016	46
2017	12
2018	89
2019	77
Thereafter	683
<b>Total</b>	<b>908</b>

The valuation allowance for a particular tax jurisdiction is allocated between current and non-current deferred tax assets for that jurisdiction on a pro rata basis. The “Tax credits granted on past capital investments” mainly related to a 2003 agreement granting the Company certain tax credits for capital investments purchased through the year ending December 31, 2006. Any unused tax credits granted under the agreement will continue to increase yearly by a legal inflationary index (currently 0.53% per annum). The credits may be utilized through 2020 or later depending on the Company meeting certain program criteria. In addition to this agreement, starting in 2007 the Company continues to receive tax credits on the yearly capital investments, which may be used to offset that year’s tax liabilities and increases by the legal inflationary rate. However, pursuant to the inability to utilize these credits currently and in future years, the Company did not recognize any deferred tax asset on such tax allowance. As a result, there is no financial impact to the net deferred tax assets of the Company.

The amounts of deferred tax benefit (expense) recorded as a component of other comprehensive income (loss) was \$ 24 million and \$(31) million in 2014 and 2013 respectively. They were related primarily to the tax effects of the recognized unfunded status on defined benefits plan

The cumulative amount of distributable earnings related to the Company’s investments in foreign subsidiaries and corporate joint ventures was \$775 million as at December 31, 2014. Due to the Company’s legal and tax structure, with the parent company established in the Netherlands, there was no significant tax impact from the distribution of earnings from investments in foreign subsidiaries and corporate joint ventures. This is because there is no tax impact on dividends paid up to a Dutch holding company.

A reconciliation of 2014, 2013 and 2012 beginning and ending amounts of unrecognized tax benefits is as follows:

	<u>December 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
<b>Balance at beginning of year</b>	255	227	148
Additions based on tax positions related to the current year	51	52	44
Additions for tax positions of prior years	43	27	39
Reduction for tax positions of prior years	(2)	(48)	—
Reduction due to ST-Ericsson deconsolidation		(8)	—
Settlements		—	(1)
Prepayment	(5)	(1)	(6)
Foreign currency translation	(29)	6	3
<b>Balance at end of year</b>	<b>313</b>	<b>255</b>	<b>227</b>

At December 31, 2014 and 2013, \$238 million and \$229 million, respectively, of unrecognized tax benefits were classified as a reduction of deferred tax assets. It is reasonably possible that certain of the uncertain tax positions disclosed in the table above could increase within the next 12 months due to ongoing tax audits. The Company is not able to make an estimate of the range of the reasonably possible change.

Additionally, the Company elected to classify accrued interest and penalties related to uncertain tax positions as components of income tax expense in its consolidated statements of income, they were \$27 million in 2014 and not material in the previous years. At December 31, 2014 and 2013, interest and penalties amounted to \$32 million and \$6 million respectively.

The tax years that remain open for review in the Company’s major tax jurisdictions, including France, Italy, United States and India, are from 1996 to 2014.

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[Table of Contents](#)

## 21. COMMITMENTS

The Company's commitments as of December 31, 2014 were as follows:

	<u>Total</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>Thereafter</u>
Operating leases	199	47	34	27	21	13	57
Purchase obligations	391	362	15	6	5	3	—
of which:							
<i>Equipment purchase</i>	171	171	—	—	—	—	—
<i>Foundry purchase</i>	83	83					
<i>Software, design, technologies and licenses</i>	137	108	15	6	5	3	—
Other obligations	512	284	117	81	28	2	—
<b>Total</b>	<b>1,102</b>	<b>693</b>	<b>166</b>	<b>114</b>	<b>54</b>	<b>18</b>	<b>57</b>

As a consequence of the Company's planned closures of certain of its manufacturing facilities, some of the contracts as reported above have been terminated. The termination fees for the sites still in operation have not been taken into account.

Operating leases are mainly related to building and equipment leases. The amount disclosed is composed of minimum payments for future leases from 2015 to 2019 and thereafter. The Company leases land, buildings, plants and equipment under operating leases that expire at various dates under non-cancellable lease agreements. Operating lease expense was \$66 million for the year ended December 31, 2014, \$83 million for the year ended December 31, 2013 and \$114 million for the year ended December 31, 2012.

Purchase obligations are primarily comprised of purchase commitments for equipment, for outsourced foundry wafers and for software licenses.

Other obligations primarily relate to firm contractual commitments with respect to partnership and cooperation agreements and other service agreements.

## 22. CONTINGENCIES, CLAIMS AND LEGAL PROCEEDINGS

The Company is subject to possible loss contingencies arising in the ordinary course of business. These include but are not limited to: warranty cost on the products of the Company, breach of contract claims, claims for unauthorized use of third-party intellectual property, tax claims beyond assessed uncertain tax positions as well as claims for environmental damages. In determining loss contingencies, the Company considers the likelihood of impairing an asset or the incurrence of a liability at the date of the financial statements as well as the ability to reasonably estimate the amount of such loss. The Company records a provision for a loss contingency when information available before the financial statements are issued or are available to be issued indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and when the amount of loss can be reasonably estimated. The Company regularly re-evaluates claims to determine whether provisions need to be readjusted based on the most current information available to the Company. Changes in these evaluations could result in an adverse material impact on the Company's results of operations, cash flows or its financial position for the period in which they occur.

The Company has received and may in the future receive communications alleging possible infringements of third party patents or other third party intellectual property rights. Furthermore, the Company from time to time enters into discussions regarding a broad patent cross license arrangement with other industry participants. There is no assurance that such discussions may be brought to a successful conclusion and result in the intended agreement. The Company may become involved in costly litigation brought against the Company regarding patents, mask works, copyrights, trademarks or trade secrets. In the event that the outcome of any litigation would be unfavorable to the Company, the Company may be required to take a license to third party patents and/or other intellectual property rights at economically unfavorable terms and conditions, and possibly pay damages for prior use and/or face an injunction, all of which individually or in the aggregate could have a material adverse effect on the Company's results of operations, cash flows, financial position and/or ability to compete.

The Company is otherwise also involved in various lawsuits, claims, investigations and proceedings incidental to its business and operations.

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## [Table of Contents](#)

### *Litigation with Tessera*

In 2006, Tessera initiated a patent infringement lawsuit against the Company in the U.S. District Court for the Northern District of California claiming that the Company's ball grid array packages infringed certain patents owned by Tessera, and that the Company breached a 1997 license agreement by failing to pay royalties to Tessera on sales of products in certain ball grid array packages. On September 3, 2014, the Company and Tessera announced that they had reached a settlement of all outstanding claims and litigation between them. The terms and conditions of the agreement between the companies are confidential.

### *Other Contingencies*

The Company regularly evaluates claims and legal proceedings together with their related probable losses to determine whether they need to be adjusted based on the current information available to the Company. There can be no assurance that its recorded reserves will be sufficient to cover the extent of its potential liabilities. Legal costs associated with claims are expensed as incurred. In the event of litigation which is adversely determined with respect to the Company's interests, or in the event the Company needs to change its evaluation of a potential third-party claim, based on new evidence or communications, a material adverse effect could impact its operations or financial condition at the time it were to materialize. As of December 31, 2014, provisions for estimated probable losses with respect to claims and legal proceedings were not considered material.

## **23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

### **23.1 Financial risk factors**

The Company is exposed to changes in financial market conditions in the normal course of business due to its operations in different foreign currencies and its ongoing investing and financing activities. The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures.

Risk management is carried out by a central treasury department (Corporate Treasury). Simultaneously, a Treasury Committee, chaired by the CFO, steers treasury activities and ensures compliance with corporate policies. Treasury activities are thus regulated by the Company's policies, which define procedures, objectives and controls. The policies focus on the management of financial risk in terms of exposure to market risk, credit risk and liquidity risk. Treasury controls are subject to internal audits. Most treasury activities are centralized, with any local treasury activities subject to oversight from head treasury office. Corporate Treasury identifies, evaluates and hedges financial risks in close cooperation with the Company's operating units. It provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, price risk, credit risk, use of derivative financial instruments, and investments of excess liquidity. The majority of cash and cash equivalents is held in U.S. dollars and Euros and is placed with financial institutions rated at least a single "A" long-term rating from two of the major rating agencies, meaning at least A3 from Moody's Investor Service and A- from Standard & Poor's and Fitch Ratings, or better. These ratings are closely and continuously monitored in order to manage exposure to the counterparty's risk. Hedging transactions are performed only to hedge exposures deriving from operating, investing and financing activities conducted in the normal course of business.

#### ***Market risk***

##### *Foreign exchange risk*

The Company conducts its business on a global basis in various major international currencies. As a result, the Company is exposed to adverse movements in foreign currency exchange rates, primarily with respect to the Euro. Foreign exchange risk mainly arises from recognized assets and liabilities at the Company's subsidiaries and future commercial transactions.

Management has set up a policy to require the Company's subsidiaries to hedge their entire foreign exchange risk exposure with the Company through financial instruments transacted or overseen by Corporate Treasury. To manage their foreign exchange risk arising from foreign-currency-denominated assets and liabilities, subsidiaries use forward contracts and purchased currency options. Foreign exchange risk arises when recognized assets and liabilities are denominated in a currency that is not the entity's functional currency. These instruments do not

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## [Table of Contents](#)

qualify as hedging instruments for accounting purposes. Forward contracts and currency options, including collars, are also used by the Company to reduce its exposure to U.S. dollar fluctuations in Euro-denominated forecasted intercompany transactions that cover a large part of its research and development, selling, general and administrative expenses as well as a portion of its front-end manufacturing costs of semi-finished goods. The Company also hedges through the use of currency forward contracts certain Singapore dollar-denominated manufacturing forecasted transactions. The derivative instruments used to hedge these forecasted transactions meet the criteria for designation as cash flow hedge. The hedged forecasted transactions have a high probability of occurring for hedge accounting purposes.

It is the Company's policy to have the foreign exchange exposures in all the currencies hedged month by month against the monthly standard rate. At each month end, the forecasted flows for the coming month are hedged together with the fixing of the new standard rate. For this reason the hedging transactions will have an exchange rate very close to the standard rate at which the forecasted flows will be recorded on the following month. As such, the foreign exchange exposure of the Company, which consists in the balance sheet positions and other contractually agreed transactions, is always equivalent to zero and any movement in the foreign exchange rates will not therefore influence the exchange effect on items of the consolidated statement of income. Any discrepancy from the forecasted values and the actual results is constantly monitored and prompt actions are taken, if needed.

### *Derivative Instruments Not Designated as a Hedge*

As described above, the Company enters into foreign currency forward contracts and currency options to reduce its exposure to changes in exchange rates and the associated risk arising from the denomination of certain assets and liabilities in foreign currencies in the Company's subsidiaries. These include receivables from international sales by various subsidiaries, payables for foreign currency-denominated purchases and certain other assets and liabilities arising from intercompany transactions.

The notional amount of these financial instruments totaled \$286 million, \$319 million and \$817 million at December 31, 2014, 2013 and 2012, respectively. The principal currencies covered are the Singapore dollar, the Swiss franc, the China Yuan Renminbi, the Indian rupee, the Euro, the Malaysian Ringgit and the Japanese yen.

The risk of loss associated with forward contracts is equal to the exchange rate differential from the time the contract is entered into until the time it is settled. The risk of loss associated with purchased currency options is equal to the premium paid when the option is not exercised.

Foreign currency forward contracts and currency options not designated as cash flow hedge outstanding as of December 31, 2014 have remaining terms of 2 days to 11 months, maturing on average after 37 days.

### *Derivative Instruments Designated as a Hedge*

To further reduce its exposure to U.S. dollar exchange rate fluctuations, the Company hedges through the use of currency forward contracts and currency options, including collars, certain Euro-denominated forecasted intercompany transactions that cover at year-end a large part of its research and development, selling, general and administrative expenses, as well as a portion of its front-end manufacturing costs of semi-finished goods. The Company also hedges through the use of currency forward contracts certain manufacturing transactions denominated in Singapore dollars.

The principles regulating the hedging strategy for derivatives designated as cash flow hedge are established as follows: (i) for R&D and corporate costs, up to 80% of the total forecasted transactions; (ii) for manufacturing costs, up to 70% of the total forecasted transactions. In order to follow a dynamic hedge strategy, the Company may change the percentage of the designated hedged item within the limit of 100% of the forecasted transaction. The maximum length of time over which the Company could hedge its exposure to the variability of cash flows for forecasted transactions is 24 months.

For the year ended December 31, 2014, the Company recorded an increase in cost of sales of \$1 million and an increase in operating expenses of \$1 million, related to the realized losses incurred on such hedged transactions. For the year ended December 31, 2013, the Company recorded a decrease in cost of sales and operating expenses of \$16 million and \$17 million, respectively, related to the realized gain incurred on such hedged transactions. For the year ended December 31, 2012 the Company recorded an increase in cost of sales and operating expenses of \$39 million and \$32 million, respectively, related to the realized loss incurred on such hedged transactions. No significant ineffective portion of the hedge was recorded on the line "Other income and expenses, net" of the consolidated statements of income for the years ended December 31, 2014, 2013 and 2012.

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## Table of Contents

The notional amount of foreign currency forward contracts and currency options, including collars, designated as cash flow hedge totaled \$1,386 million, \$1,702 million and \$1,552 million at December 31, 2014, 2013 and 2012, respectively. The forecasted transactions hedged at December 31, 2014 were determined to have a high probability of occurring.

As of December 31, 2014, \$76 million of deferred losses on derivative instruments included in “Accumulated other comprehensive income (loss)” were expected to be reclassified as earnings during the next 12 months based on the monthly forecasted research and development expenses, corporate costs and semi-finished manufacturing costs. No amount was reclassified as “Other income and expenses, net” into the consolidated statement of income from “Accumulated other comprehensive income (loss)” in the consolidated statement of equity. Foreign currency forward contracts, currency options and collars designated as cash flow hedge outstanding as of December 31, 2014 have remaining terms of 5 days to 12 months, maturing on average after 115 days.

As at December 31, 2014, the Company had the following outstanding derivative instruments that were entered into to hedge Euro-denominated and Singapore dollar-denominated forecasted transactions:

In millions of Euros	Notional amount for hedge on forecasted R&D and other operating expenses	Notional amount for hedge on forecasted manufacturing costs
Forward contracts	211	294
Currency options	—	—
Currency collars	221	331

In millions of Singapore dollars	Notional amount for hedge on forecasted R&D and other operating expenses	Notional amount for hedge on forecasted manufacturing costs
Forward contracts	—	136

### *Cash flow and fair value interest rate risk*

The Company’s interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk.

The Company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. The Company invests primarily on a short-term basis and as such the Company’s liquidity is invested in floating interest rate instruments. As a consequence the Company is exposed to interest rate risk due to potential mismatch between the return on its short term floating interest rate investments and the portion of its long term debt issued at fixed rate.

### *Price risk*

As part of its ongoing investing activities, the Company may be exposed to equity security price risk for investments in public entities. In order to hedge the exposure to this market risk, the Company may enter into certain derivative hedging transactions.

[Table of Contents](#)

Information on fair value of derivative instruments and their location in the consolidated balance sheets as at December 31, 2014 and December 31, 2013 is presented in the table below:

Asset Derivatives	As at December 31, 2014		As at December 31, 2013	
	Balance sheet location	Fair value	Balance sheet location	Fair value
<b>Derivatives designated as a hedge:</b>				
Foreign exchange forward contracts	Other current assets	—	Other current assets	26
Currency collars	Other current assets	—	Other current assets	10
Currency options	Other current assets	—	Other current assets	5
<b>Total derivatives designated as a hedge</b>		<b>—</b>		<b>41</b>
<b>Derivatives not designated as a hedge:</b>				
Foreign exchange forward contracts	Other current assets	1	Other current assets	2
<b>Total derivatives not designated as a hedge:</b>		<b>1</b>		<b>2</b>
<b>Total Derivatives</b>		<b>1</b>		<b>43</b>

Liability Derivatives	As at December 31, 2014		As at December 31, 2013	
	Balance sheet location	Fair value	Balance sheet location	Fair value
<b>Derivatives designated as a hedge:</b>				
Foreign exchange forward contracts	Other payables and accrued liabilities	(43)	Other payables and accrued liabilities	(1)
Currency collars	Other payables and accrued liabilities	(28)	Other payables and accrued liabilities	(2)
<b>Total derivatives designated as a hedge</b>		<b>(71)</b>		<b>(3)</b>
<b>Derivatives not designated as a hedge:</b>				
Foreign exchange forward contracts	Other payables and accrued liabilities	(2)	Other payables and accrued liabilities	(1)
<b>Total derivatives not designated as a hedge:</b>		<b>(2)</b>		<b>(1)</b>
<b>Total Derivatives</b>		<b>(73)</b>		<b>(4)</b>

The effect on the consolidated statements of income for the year ended December 31, 2014 and December 31, 2013 and on the “Accumulated other comprehensive income (loss)” (“AOCI”) as reported in the statements of equity as at December 31, 2014 and December 31, 2013 of derivative instruments designated as cash flow hedge is presented in the table below:

	Gain (loss) deferred in OCI on derivative		Location of gain (loss) reclassified from OCI into earnings	Gain (loss) reclassified from OCI into earnings	
	December 31, 2014	December 31, 2013		December 31, 2014	December 31, 2013
Foreign exchange forward contracts	(30)	14	Cost of sales	2	13
Foreign exchange forward contracts	(5)	2	Selling, general and administrative	0	2
Foreign exchange forward contracts	(10)	10	Research and development	3	13
Currency options	—	1	Cost of sales	(1)	—
Currency options	—	1	Research and development	—	—
Currency collars	(20)	6	Cost of sales	(2)	3
Currency collars	(4)	1	Selling, general and administrative	(1)	1
Currency collars	(7)	3	Research and development	(3)	1
<b>Total</b>	<b>(76)</b>	<b>38</b>		<b>(2)</b>	<b>33</b>

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## [Table of Contents](#)

No significant ineffective portion of the cash flow hedge relationships was recorded in earnings for the years ended December 31, 2014 and December 31, 2013. No amount was excluded from effectiveness measurement on foreign exchange forward contracts, currency options and collars.

The effect on the consolidated statements of income for the year ended December 31, 2014 and December 31, 2013 of derivative instruments not designated as a hedge is presented in the table below:

	Location of gain recognized in earnings	Gain recognized in earnings	
		December 31, 2014	December 31, 2013
Foreign exchange forward contracts	Other income and expenses, net	10	10
Total		10	10

The Company did not enter into any derivative containing significant credit-risk-related contingent features.

The Company entered into currency collars as combinations of two options, which are reported, for accounting purposes, on a net basis. The fair value of these collars represented as at December 31, 2014 liabilities totaling \$28 million (a gross immaterial amount of recognized assets offset with a liability of \$28 million). In addition, the Company entered into other derivative instruments, primarily forward contracts, which are governed by standard International Swaps and Derivatives Association (“ISDA”) agreements, which are not offset in the statement of financial position, and representing total assets of \$1 million and liabilities of \$45 million as at December 31, 2014.

### *Credit risk*

The Company selects banks and/or financial institutions that operate with the group based on the criteria of long-term rating from at least two major Rating Agencies and keeping a maximum outstanding amount per instrument with each bank not to exceed 20% of the total. This percentage is reviewed and is always kept at a maximum of 15% for major counterparty banks with high capitalization. Due to the concentration of part of its operations in Europe, primarily in France and in Italy, the Company assessed in 2013, 2012 and 2011 the level of direct and indirect exposures in the Euro zone. The analysis focused on cash and cash equivalents, loans and receivables, deferred tax assets and other financial assets held in European countries experiencing economic, fiscal or political strains that increase the likelihood of default. To identify the countries at risk, the Company considered recent economic developments, such as credit downgrades, widening credit spreads and public deficit reduction plans and the impact such developments could have on the Company’s financial position, results of operations, liquidity, and capital resources. The assessment also aimed at identifying indirect exposures to the current economic environment in the Euro zone, such as concentrations of cash and financial instruments with financial institutions highly exposed to the sovereign debt crisis. The Company concluded that the situation in the Euro zone was in evolution but that no factors indicated a high level of credit risk exposure due to a sovereign default in the short term.

The Company monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. If certain customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal and external ratings in accordance with limits set by management. The utilization of credit limits is regularly monitored. Sales to customers are primarily settled in cash. At December 31, 2013 and 2012, no customer represented more than 10% of trade accounts receivable, net. Any remaining concentrations of credit risk with respect to trade receivables are limited due to the large number of customers and their dispersion across many geographic areas.

### *Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and cash equivalents, short-term deposits and marketable securities, the availability of funding from committed credit facilities and the ability to close out market positions. The Company’s objective is to maintain a significant cash position and a low debt-to-equity ratio, which ensure adequate financial flexibility. Liquidity management policy is to finance the Company’s investments with net cash provided from operating activities.

Management monitors rolling forecasts of the Company’s liquidity reserve on the basis of expected cash flows.

[Table of Contents](#)

**23.2 Capital risk management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to create value for shareholders and benefits and returns for other stakeholders, as to maintain an optimal capital structure. In order to maintain or adjust the capital structure, the Company may review the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares.

Consistent with others in the industry, the Company monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as the net financial position of the Company, defined as the difference between total cash position (cash and cash equivalents, marketable securities — current and non-current-, short-term deposits and current restricted cash, if any) net of total financial debt (bank overdrafts, if any, short-term borrowings and current portion of long-term debt as well as long-term debt), divided by total parent company stockholders' equity.

**23.3 Fair value measurement**

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the bid price. If the market for a financial asset is not active and if no observable market price is obtainable, the Company measures fair value by using significant assumptions and estimates. When measuring fair value, the Company makes maximum use of market inputs and minimizes the use of unobservable inputs.

The table below details financial assets (liabilities) measured at fair value on a recurring basis as at December 31, 2014:

	December 31, 2014	Fair Value Measurements using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Marketable securities – U.S. Treasury Bonds	334	334	—	—
Equity securities classified as available-for-sale	11	11	—	—
Equity securities classified as held-for-trading	8	8	—	—
Derivative instruments designated as cash flow hedge	(71)	—	(71)	—
Derivative instruments not designated as a hedge	(1)	—	(1)	—
<b>Total</b>	<b>281</b>	<b>353</b>	<b>(72)</b>	<b>—</b>

The table below details financial assets (liabilities) measured at fair value on a recurring basis as at December 31, 2013:

	December 31, 2013	Fair Value Measurements using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Euro-denominated Senior debt Floating Rate Notes issued by financial institutions	27	27	—	—
U.S.-denominated Senior debt Floating Rate Notes issued by financial institutions	30	30	—	—
Equity securities classified as available-for-sale	11	11	—	—
Equity securities classified as held-for-trading	8	8	—	—
Derivative instruments designated as cash flow hedge	38	—	38	—
Derivative instruments not designated as a hedge	1	—	1	—
<b>Total</b>	<b>115</b>	<b>76</b>	<b>39</b>	<b>—</b>

No asset was measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as at December 31, 2014 and December 31, 2013.

[Table of Contents](#)

The liability component of the convertible bonds issued on July 3, 2014 was measured at initial recognition at fair value based on a discount rate adjustment technique (income approach), which corresponds to a Level 3 fair value hierarchy measurement. The fair value of the liability component at initial recognition totaled \$878 million and was estimated by calculating the present value of cash flows using a discount rate of 2.40% and 3.22% (including 1% p.a. nominal interest), respectively, on each tranche, as the market rates for similar instruments with no conversion rights. The liability component of the convertible bonds was subsequently reported at amortized cost. The liability component will be accreted to par value over the expected life of the instrument, five years and seven years respectively for each tranche.

The assets held for sale are reported at the lower of net book value and fair value less costs to sell. For fair value measurements using significant unobservable inputs (Level 3), fair value is estimated based on the estimated price that a market participant would pay on a sale transaction for these assets.

The measurement of goodwill and intangible assets upon impairment testing is classified as a Level 3 fair value assessment due to the significance of unobservable inputs developed using entity-specific information. The impairment on intangible assets recorded in 2014 totalled \$24 million. The Company evaluated in the third quarter of 2014 the recoverability of the long-lived assets assigned to the DCG reporting unit, including acquired technologies. To determine fair value and measure the impairment loss, the Company used an income approach, which was based on cash flow projections expected to result from the use or potential sale of these assets. The discount rate used was based on the weighted-average cost of capital adjusted for the relevant risk associated with the assets.

Following identified changes in circumstances in 2014 evidencing that there may have been a significant adverse effect on the fair value of certain cost-method investments, \$3 million of the aggregate carrying amount of these investments was evaluated for impairment in 2014, which generated an other-than-temporary impairment charge of \$3 million, reported on the line “Gain (loss) on financial instruments, net” on the consolidated statement of income for the year ended December 31, 2014.

For assets (liabilities) measured at fair value on a non-recurring basis using significant unobservable inputs (Level 3), the reconciliation between January 1, 2014 and December 31, 2014 is presented as follows:

	Fair Value Measurements using Significant Unobservable Inputs (Level 3)
January 1, 2014	16
Sale of Veredus asset group	(16)
Veredus cost-method investment	3
Other-than-temporary impairment on Veredus cost-method investment	(3)
December 31, 2014	—
Amount of total losses for the period included in earnings attributable to assets still held at the reporting date	(3)

For assets (liabilities) measured at fair value on a non-recurring basis using significant unobservable inputs (Level 3), the reconciliation between January 1, 2013 and December 31, 2013 is presented as follows:

	Fair Value Measurements using Significant Unobservable Inputs (Level 3)
January 1, 2013	—
Assets held for sale	11
Sale of assets	(5)
Deconsolidation of assets	(6)
Veredus asset group	16
December 31, 2013	16
Amount of total losses for the period included in earnings attributable to assets still held at the reporting date	(5)

## [Table of Contents](#)

The following table includes additional fair value information on financial assets and liabilities as at December 31, 2014 and 2013:

	Level	2014		2013	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Cash equivalents<sup>(1)</sup></b>	1	1,271	1,271	1,623	1,623
<b>Long-term debt</b>				1,153	1,153
- Bank loans (including current portion)	2	917	917	1,153	1,153
- Senior unsecured convertible bonds <sup>(2)</sup>	1	888	967	—	—

(1) Cash equivalents primarily correspond to deposits at call with banks.

(2) The carrying amount of the senior unsecured convertible bonds as reported above corresponds to the liability component only, since, at initial recognition, an amount of \$121 million was recorded directly in shareholders' equity as the value of the equity instrument embedded in the issued convertible bonds.

No securities were in an unrealized loss position as at December 31, 2014 and December 31, 2013.

The methodologies used to estimate fair value are as follows:

### **Debt securities classified as available-for-sale**

The fair value of these debt securities is estimated based upon quoted market prices for identical instruments.

### **Foreign exchange forward contracts, currency options and collars**

The fair value of these instruments is estimated based upon quoted market prices for similar instruments.

### **Marketable securities classified as available-for-sale**

The fair values of these instruments are estimated based upon market prices for identical instruments.

### **Equity securities classified as available-for-sale**

The fair values of these instruments are estimated based upon market prices for identical instruments.

### **Trading equity securities**

The fair value of these instruments is estimated based upon quoted market prices for the same instruments.

### **Equity securities carried at cost**

The non-recurring fair value measurement is based on the valuation of the underlying investments on a new round of third party financing or upon liquidation.

### **Long-term debt and current portion of long-term debt**

The fair value of bank loans is determined by estimating future cash flows on a borrowing-by-borrowing basis and discounting these future cash flows using the Company's incremental borrowing rates for similar types of borrowing arrangements.

The senior unsecured convertible bonds have been trading on the open market segment of the Frankfurt Stock Exchange since issuance on July 3, 2014. The fair value of these instruments is the observable price of the bonds on that market.

### **Cash and cash equivalents, accounts receivable, short-term borrowings, and accounts payable**

The carrying amounts reflected in the consolidated financial statements are reasonable estimates of fair value due to the relatively short period of time between the origination of the instruments and their expected realization.

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[Table of Contents](#)

## 24. RELATED PARTY TRANSACTIONS

Transactions with significant shareholders, their affiliates and other related parties were as follows:

	December 31, 2014	December 31, 2013	December 31, 2012
Sales & other services	24	118	226
Research and development expenses	—	121	282
Other purchases	24	71	53
Accounts receivable	22	12	53
Accounts payable	56	82	62

For the years ended December 31, 2014, December 31, 2013 and 2012, the related party transactions were primarily with significant shareholders of the Company, or their subsidiaries and companies in which management of the Company perform similar policymaking functions. These include, but are not limited to: BESI, Flextronics, Globalfoundries, MicroOLED, Soitec, Oracle, Thales and Technicolor. The related party transactions presented in the table above also include transactions between the Company and its equity-method investments as listed in Note 10.

Until the sale of its JVD shares to Ericsson on August 2, 2013, leading to the de-recognition of its equity investment in JVD, the Company purchased R&D services from JVD (\$121 million in 2013). For the year ended December 31, 2012, the total R&D services purchased from ST-Ericsson AT SA amounted to \$224 million and outstanding trade payables amounted to \$44 million.

The Company made a contribution of \$0.5 million for the year ended December 31, 2014 to the ST Foundation, a non-profit organization established to deliver and coordinate independent programs in line with its mission. The Company made a contribution to ST Foundation of \$0.5 million for the year ended December 31, 2013 and no contribution in the year ended December 31, 2012. Certain members of the Foundation's Board are senior members of the Company's management.

## 25. SEGMENT INFORMATION

The Company operates in two business areas: Semiconductors and Subsystems.

In the Semiconductors business area, the Company designs, develops, manufactures and markets a broad range of products, including discrete and standard commodity components, application-specific integrated circuits ("ASICs"), full custom devices and semi-custom devices and application-specific standard products ("ASSPs") for analog, digital, and mixed-signal applications. In addition, the Company further participates in the manufacturing value chain of Smartcard products, which includes the production and sale of both silicon chips and Smartcards.

The Company's segments in 2014 are as follows:

- Sense & Power and Automotive Products (SP&A), including:
  - Automotive (APG),
  - Industrial & Power Discrete (IPD),
  - Analog & MEMS (AMS), and
  - Other SP&A;
- Embedded Processing Solutions (EPS), comprised of:
  - Digital Convergence Group (DCG),
  - Imaging, Bi-CMOS ASIC and Silicon Photonics (IBP),
  - Microcontrollers, Memory & Secure MCU (MMS), and
  - Other EPS.

In the second half of 2014, the Company announced that as of the first quarter of 2015 the Digital Convergence Group (DCG) and Imaging, Bi-CMOS and Silicon Photonics (IBP) Group would be combined under one single organization, called Digital Product Group (DPG). DPG's focus is on ASSPs addressing home gateway and set-top box, as well as FD-SOI ASICs for consumer applications; FD-SOI and mixed process ASICs, including silicon photonics, addressing communication infrastructure; and differentiated imaging products.

## Table of Contents

In 2014, the Company revised the revenues by product line from prior periods following the reclassification of Image Signal Processor business from IBP product line to DCG product line. In addition, the Wireless former product line has been reclassified into the DCG product line. The Company believes that the revised 2013 and 2012 revenues presentation is consistent with that of 2014 and uses these comparatives when managing the company.

In the Subsystems business area, the Company designs, develops, manufactures and markets subsystems and modules for the telecommunications, automotive and industrial markets including mobile phone accessories, battery chargers, ISDN power supplies and in-vehicle equipment for electronic toll payment. Based on its immateriality to its business as a whole, the Subsystems business area does not meet the requirements for a reportable segment as defined in the U.S. GAAP guidance. All the financial values related to Subsystems including net revenues and related costs, are reported in the segment "Others".

The following tables present the Company's consolidated net revenues and consolidated operating income (loss) by product segment. For the computation of the segments' internal financial measurements, we use certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, selling, general and administrative ("SG&A") expenses and a part of research and development ("R&D") expenses. In compliance with the Company's internal policies, certain cost items are not charged to the segments, including impairment, restructuring charges and other related closure costs, unused capacity charges, phase-out and start-up costs of certain manufacturing facilities, certain one-time corporate items, strategic and special R&D programs or other corporate-sponsored initiatives, including certain corporate-level operating expenses and certain other miscellaneous charges. In addition, depreciation and amortization expense is part of the manufacturing costs allocated to the product segments and is neither identified as part of the inventory variation nor as part of the unused capacity charges; therefore, it cannot be isolated in the costs of goods sold. Finally, R&D grants are allocated to our product lines proportionally to the incurred R&D expenses on the sponsored projects.

Net revenues by product segment:

	December 31, 2014	December 31, 2013	December 31, 2012
Sense & Power and Automotive Products (SP&A)	4,774	4,775	4,622
Embedded Processing Solutions (EPS)	2,608	3,269	3,826
<b>Total net revenues of product segments</b>	<b>7,382</b>	<b>8,044</b>	<b>8,448</b>
Others <sup>(1)</sup>	22	38	45
<b>Total consolidated net revenues</b>	<b>7,404</b>	<b>8,082</b>	<b>8,493</b>

(1) Includes revenues from sales of Subsystems, sales of materials and other products not allocated to product segments.

Net revenues by product segment and by product line :

	December 31, 2014	December 31, 2013	December 31, 2012
Automotive (APG)	1,807	1,668	1,554
Industrial & Power Discrete (IPD)	1,865	1,801	1,747
Analog & MEMS (AMS)	1,102	1,306	1,320
Other SP&A	—	—	1
<b>Sense &amp; Power and Automotive Products (SP&amp;A)</b>	<b>4,774</b>	<b>4,775</b>	<b>4,622</b>
Digital Convergence Group (DCG)	756	1,492	2,275
Imaging, Bi-CMOS ASIC and Silicon Photonics (IBP)	330	409	395
Microcontrollers, Memory & Secure MCU (MMS)	1,507	1,367	1,147
Other EPS	15	1	9
<b>Embedded Processing Solutions (EPS)</b>	<b>2,608</b>	<b>3,269</b>	<b>3,826</b>
<b>Total net revenues of product segments</b>	<b>7,382</b>	<b>8,044</b>	<b>8,448</b>
Others	22	38	45
<b>Total consolidated net revenues</b>	<b>7,404</b>	<b>8,082</b>	<b>8,493</b>

[Table of Contents](#)

Operating income (loss) by product segment:

	December 31, 2014	December 31, 2013	December 31, 2012
Sense & Power and Automotive Products (SP&A)	447	270	409
Embedded Processing Solutions (EPS)	(103)	(399)	(883)
<b>Total operating income (loss) of product segments</b>	<b>344</b>	<b>(129)</b>	<b>(474)</b>
Others <sup>(1)</sup>	(176)	(336)	(1,607)
<b>Total consolidated operating income (loss)</b>	<b>168</b>	<b>(465)</b>	<b>(2,081)</b>

- (1) Operating loss of "Others" includes items such as unused capacity charges, impairment, restructuring charges and other related closure costs, phase out and start-up costs, and other unallocated expenses such as: strategic or special research and development programs, certain corporate-level operating expenses, patent claims and litigations, and other costs that are not allocated to product groups, as well as operating earnings of the Subsystems and Other Products Group

Reconciliation of operating income (loss) of segments to the total operating income (loss):

	December 31, 2014	December 31, 2013	December 31, 2012
<b>Total operating income (loss) of product segments</b>	<b>344</b>	<b>(129)</b>	<b>(474)</b>
Strategic and other research and development programs	(7)	(15)	(12)
Phase-out and start-up costs	(16)	(5)	—
Impairment, restructuring charges and other related closure costs	(90)	(292)	(1,376)
Unused capacity charges	(53)	(32)	(172)
NXP arbitration award	—	—	(54)
Other non-allocated provisions <sup>(1)</sup>	(10)	8	7
<b>Total operating loss Others</b>	<b>(176)</b>	<b>(336)</b>	<b>(1,607)</b>
<b>Total consolidated operating income (loss)</b>	<b>168</b>	<b>(465)</b>	<b>(2,081)</b>

- (1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other costs/income that are not allocated to the product segments.

The following is a summary of operations by entities located within the indicated geographic areas for 2014, 2013 and 2012. Net revenues represent sales to third parties from the country in which each entity is located. Long-lived assets consist of property, plant and equipment, net (PP&E, net). A significant portion of property, plant and equipment expenditures is attributable to front-end and back-end facilities, located in the different countries in which the Company operates. As such, the Company mainly allocates capital spending resources according to geographic areas rather than along product segment areas.

**Net revenues**

	December 31, 2014	December 31, 2013	December 31, 2012
The Netherlands	1,905	1,860	1,524
France	200	289	189
Italy	61	78	131
USA	1,003	1,041	1,014
Singapore	3,831	3,860	3,784
Japan	368	420	418
Other countries	36	534	1,433
<b>Total</b>	<b>7,404</b>	<b>8,082</b>	<b>8,493</b>

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[Table of Contents](#)

**Property, plant and equipment**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
The Netherlands	384	333
France	777	1,063
Italy	555	690
Other European countries	117	131
USA	7	17
Singapore	302	341
Malaysia	180	195
Other countries	325	386
<b>Total</b>	<b>2,647</b>	<b>3,156</b>

**STMICROELECTRONICS N.V.**  
**VALUATION AND QUALIFYING ACCOUNTS**

<u>Valuation and qualifying accounts deducted from the related asset accounts</u>	<u>Balance at beginning of period</u>	<u>Translation adjustment</u>	<u>Charged to costs and expenses</u>	<u>Additions/ (Deductions)</u>	<u>Balance at end of period</u>
(Currency — millions of U.S. dollars)					
<b>2014</b>					
Accounts Receivable	9	—	1	(2)	8
Deferred Tax Assets	1,454	(30)	201	(18)	1,607
<b>2013</b>					
Accounts Receivable	10	—	2	(3)	9
Deferred Tax Assets	1,634	7	67	(254)	1,454
<b>2012</b>					
Accounts Receivable	15	—	1	(6)	10
Deferred Tax Assets	1,514	6	123	(9)	1,634

## Subsidiaries and Equity Investments of the Company

The following table lists our consolidated subsidiaries and our percentage ownership as of December 31, 2014:

Legal Seat	Name	Percentage Ownership (Direct or Indirect)
Australia, Sydney	STMicroelectronics PTY Ltd	100
Belgium, Diegem	Proton World International N.V.	100
Brazil, Sao Paulo	South America Comércio de Cartões Inteligentes Ltda	100
Brazil, Sao Paulo	STMicroelectronics Ltda	100
Canada, Ottawa	STMicroelectronics (Canada), Inc.	100
China, Beijing	STMicroelectronics (Beijing) R&D Co. Ltd	100
China, Shanghai	STMicroelectronics (Shanghai) Co. Ltd	100
China, Shanghai	STMicroelectronics (China) Investment Co. Ltd	100
China, Shenzhen	Shenzhen STS Microelectronics Co. Ltd	60
China, Shenzhen	STMicroelectronics (Shenzhen) Manufacturing Co. Ltd	100
China, Shenzhen	STMicroelectronics (Shenzhen) R&D Co. Ltd	100
Czech Republic, Prague	STMicroelectronics Design and Application s.r.o.	100
Finland, Nummela	STMicroelectronics Finland OY	100
France, Crolles	STMicroelectronics (Crolles 2) SAS	100
France, Grenoble	STMicroelectronics (Grenoble 2) SAS	100
France, Le Mans	STMicroelectronics (Grand Ouest) SAS	100
France, Grenoble	STMicroelectronics (Alps) SAS	100
France, Montrouge	STMicroelectronics S.A.	100
France, Rousset	STMicroelectronics (Rousset) SAS	100
France, Tours	STMicroelectronics (Tours) SAS	100
Germany, Aschheim-Dornach	STMicroelectronics GmbH	100
Germany, Aschheim-Dornach	STMicroelectronics Application GmbH	100
Holland, Amsterdam	STMicroelectronics Finance B.V.	100
Holland, Amsterdam	STMicroelectronics Finance II N.V.	100
Holland, Amsterdam	STMicroelectronics International N.V.	100
Hong Kong	STMicroelectronics Ltd	100
India, New Delhi	STMicroelectronics Marketing Pvt Ltd	100
India, Noida	STMicroelectronics Pvt Ltd	100
Israel, Netanya	STMicroelectronics Ltd	100
Italy, Agrate Brianza	STMicroelectronics S.r.l.	100
Italy, Aosta	Dora S.p.A.	100
Italy, Catania	CO.R.I.M.ME.	100
Italy, Naples	STMicroelectronics Services S.r.l.	100
Italy, Torino	ST-POLITO Scarl	75
Japan, Tokyo	STMicroelectronics KK	100
Malaysia, Kuala Lumpur	STMicroelectronics Marketing SDN BHD	100
Malaysia, Muar	STMicroelectronics SDN BHD	100
Malta, Kirkop	STMicroelectronics (Malta) Ltd	100
Mexico, Guadalajara	STMicroelectronics Marketing, S. de R.L. de C.V.	100
Morocco, Casablanca	Electronic Holding S.A.	100
Morocco, Casablanca	STMicroelectronics S.A.S. (Maroc)	100
Philippines, Calamba	STMicroelectronics, Inc.	100
Philippines, Calamba	Mountain Drive Property, Inc.	40
Singapore, Ang Mo Kio	STMicroelectronics Asia Pacific Pte Ltd	100
Singapore, Ang Mo Kio	STMicroelectronics Pte Ltd	100
Spain, Barcelona	STMicroelectronics Iberia S.A.	100
Sweden, Kista	STMicroelectronics A.B.	100
Switzerland, Geneva	STMicroelectronics S.A.	100
Switzerland, Geneva	INCARD S.A.	100
Switzerland, Geneva	ST New Ventures S.A.	100

<u>Legal Seat</u>	<u>Name</u>	<u>Percentage Ownership (Direct or Indirect)</u>
Thailand, Bangkok	STMicroelectronics (Thailand) Ltd	100
United Kingdom, Marlow	Inmos Limited	100
United Kingdom, Marlow	STMicroelectronics Limited	100
United Kingdom, Bristol	STMicroelectronics (Research & Development) Limited	100
United Kingdom, Marlow	Synad Technologies Limited	100
United States, Coppel	STMicroelectronics Inc.	100
United States, Coppel	Genesis Microchip Inc.	100
United States, Coppel	Genesis Microchip (Delaware), Inc.	100
United States, Coppel	Genesis Microchip LLC	100
United States, Coppel	Genesis Microchip Limited Partnership	100
United States, Coppel	Sage Inc.	100
United States, Coppel	Faroudja, Inc.	100
United States, Coppel	Faroudja Laboratories Inc.	100
United States, Coppel	STMicroelectronics (North America) Holding, Inc.	100
United States, Wilsonville	The Portland Group, Inc.	100

The following table lists our principal equity-method investments and our percentage ownership as of December 31, 2014:

<u>Legal Seat</u>	<u>Name</u>	<u>Percentage Ownership (Direct or Indirect)</u>
Italy, Catania	3Sun S.r.l.	33.3
Brazil, Sao Paulo	Incard do Brazil Ltda	50.0
Switzerland, Geneva	ST-Ericsson SA	50.0

**CERTIFICATION**

I, Carlo Bozotti, certify that:

1. I have reviewed this annual report on Form 20-F of STMicroelectronics N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

By: /s/ Carlo Bozotti

**Carlo Bozotti**  
**President and Chief Executive Officer and**  
**Sole Member of our Managing Board**

Date: March 3, 2015

**CERTIFICATION**

I, Carlo Ferro, certify that:

1. I have reviewed this annual report on Form 20-F of STMicroelectronics N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

By: /s/ Carlo Ferro

**Carlo Ferro**  
**Chief Financial Officer**  
**Executive Vice President Finance, Legal, Infrastructure**  
**and Services**

Date: March 3, 2015

**CERTIFICATION OF CARLO BOZOTTI, PRESIDENT AND CHIEF EXECUTIVE OFFICER AND SOLE MEMBER OF THE MANAGING BOARD OF STMICROELECTRONICS N.V. AND CARLO FERRO, CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT, FINANCE, LEGAL, INFRASTRUCTURE AND SERVICES OF STMICROELECTRONICS N.V., PURSUANT TO SECTION 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of STMicroelectronics N.V. (the "Company") on Form 20-F for the period ending December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Carlo Bozotti

**Name: Carlo Bozotti**  
**Title: President and Chief Executive Officer and Sole Member of our Managing Board**

Date: March 3, 2015

By: /s/ Carlo Ferro

**Name: Carlo Ferro**  
**Title: Chief Financial Officer, Executive Vice President, Finance, Legal, Infrastructure and Services**

Date: March 3, 2015

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-109572) of STMicroelectronics N.V. of our report dated March 3, 2015, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

PricewaterhouseCoopers SA

/s/ Mike Foley  
Mike Foley

Geneva, Switzerland  
March 3, 2015

/s/ Claudia  
Benz  
Claudia Benz

