

Rome, 26 February 2008

**Finmeccanica, Cassa Depositi e Prestiti and their French partners amend the shareholders agreement regarding STM**

Finmeccanica and Cassa Depositi e Prestiti on the Italian side, and FT1CI, a company owned by Areva on the French side, as shareholders of STMicroelectronics Holding N.V. (STH), the Dutch company which owns 27.54 percent of the outstanding share capital of STMicroelectronics N.V. (STM), signed today an amendment to their existing Shareholders' Agreement concerning the joint Italian-French governance of STH.

Under the agreement, the Italian and French parties agreed to rebalance their respective voting stakes indirectly held in STM through STH.

In particular, Finmeccanica agreed to sell to FT1CI a voting stake held in STM corresponding to n. 26,034,141 shares of the Company at a price of €10 per share, plus an earn-out equal to 40% of the positive price differential, if any, between the average STM price calculated over a three month period starting nine months after the completion date of the share purchase agreement and €10 per share, with a maximum earn-out of €4 per share. Upon completion of the transaction, Finmeccanica will receive € 260 million.

FT1CI will be financed by the Commissariat à l'Energie Atomique (CEA), an entity controlled by the French State and the controlling shareholder of Areva, that will purchase an equity interest in FT1CI and will become a party to the Shareholders' Agreement.

After the transaction is completed, the Italian Party will own a voting stake of n. 125,352,377 STM shares (of which n. 91,644,941 held by Cassa Depositi e Prestiti and n. 33,704,436 held by Finmeccanica) and the French Party will own a voting stake of n. 125,352,377 STM shares (of which n. 99,318,236 held by Areva and n. 26,034,141 held by the CEA).

In addition the agreement provides, *inter alia*, that a balanced and shared corporate governance of STH between the French and Italian parties will be maintained as long as each party indirectly owns at all times a minimum voting stake of 10,5% of the outstanding share capital of STM. Should a party sell a portion of its shares during the three-year period ending on March 17, 2011 such that its voting stake falls below the 47.5% of the total voting stake held in STH, after the end of this 3-year period this party will have the right to buy the number of shares required to rebalance its voting stake up to the voting stake of the other party. The balanced and shared governance will continue also after March 17, 2011 as long as each party owns at least 47,5% of the total voting stake held in STH.