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By electronic submission at rule-comments@sec.gov.

Vanessa Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

RE: Request for public comment on climate disclosure proposed rule – File No. S7-10-22

On behalf of STMicroelectronics (ST), I welcome the opportunity to respond to the Security and Exchange Commission's (SEC) request for public comment on its Enhancement and Standardization of Climate-Related Disclosures for Investors proposed rule (the "Proposed Rule").

A change in the quality and quantity of corporate climate-related disclosures is essential to an efficient market response to climate change and ESG risks.

ST is committed to becoming carbon neutral by 2027. We are one of the first semiconductor companies with targets approved by Science Based Target initiative (SBTi) to limit warming to no more than 1.5°C in line with the goals of the Paris agreement.

We have been reporting our greenhouse gas emissions according to the Greenhouse Gas Protocol for many years on a voluntary basis in our annual sustainability report. We manage and report our risks and opportunities related to climate change. We disclose relevant information according to the TCFD, SASB, GRI international standards and guidelines.

ST supports the SEC's increased interest and initiative in the area of climate-related financial disclosure to meet investor information needs. However, ST would like the SEC to consider some comments on the proposed rule, especially on Scope 3 emissions.

1. Scope of the Scope 3 emissions disclosure

• Materiality of the disclosure

The proposed rule would require disclosing Scope 3 emissions if material or if the registrant set a GHG reduction target or goal that includes Scope 3 emissions. In addition, a registrant would be required to disclose its Scope 3 emissions if there is a substantial likelihood that a reasonable investor would consider them important when making an investment or voting decision.

We think that it would be relevant to require disclosure of Scope 3 emissions for the fiscal year only if material, as proposed. We do not think that a disclosure regardless of materiality would be relevant and should rely on investor's consideration.

- **Significance and applicability of the disclosure**

We would recommend the possibility for a registrant to provide separate disclosure of Scope 3 emissions only for the categories (defined according to the GHG protocol) which are significant, material and for which the registrant has influence on or indirect control.

ST is currently reporting on 3 categories of Scope 3 emissions of the Greenhouse Gas Protocol. It is difficult to obtain activity data from suppliers and other third parties in a registrant's value chain, or to verify the accuracy of that information. As a semiconductor's supplier, we do not sell finished products directly to final users, but we sell intermediate products to third parties who assemble them in the final consumer or industrial products.

Today we could not conduct reliable assessments in our whole value chain. The requirement to disclose on all categories would lead us to rely on estimates and assumptions, would be too complex and could lead to misinterpretation.

2. Scope 3 quantitative threshold

We do think that a significant quantitative threshold, such as a percentage of total GHG emissions for the disclosure of Scope 3 emissions should be required. It could be aligned with the Science Based Target initiative (SBTi) threshold.

3. Scope 3 calculation methodology

The SEC rule does not mandate conformance with GHG Protocol emission calculation methodology which is widely accepted and used. We would suggest using the Greenhouse Gas Protocol's framework as the methodology to calculate and report GHG emissions. Allowing other standards would reduce comparability.

4. GHG emissions disclosure deadline

We consider that the calculation of Scope 1, Scope 2 and/or Scope 3 emissions should cover the financial year, as proposed. However, the deadlines for filing annual reports under SEC rules differ from other countries practices. We suggest that foreign registrants could file GHG emissions as an amendment to the annual report so there is no delay for the filing of other information. This could be done in a 4 to 6 months period after fiscal year-end.

5. Entry into force of the compliance requirements

Due to the amount of work that will be required to collect and report the required data, we would suggest the SEC to consider to extent the timeline for compliance.

6. Safe harbor provisions

The scope of the proposed safe harbor is clear and appropriate and should apply to any registrant that provides Scope 3 disclosure pursuant to the proposed rules. We think that it will not be relevant to limit its use to certain class of registrants or to registrants meeting certain conditions because all registrants are facing the challenge to collect and verify information derived from third parties. The safe harbor provision could even be extended to other disclosures.

7. Alignment with existing standards and regulations

The SEC should align with existing standards and regulations to allow comparability and consistency. As proposed, the SEC should adopt alternative reporting provision that would permit a registrant that is a foreign private issuer and subject to the climate-related disclosure requirements of an alternative and equivalent reporting regime to satisfy its disclosure obligations under those provisions by complying with the reporting requirements of the alternative reporting regime.

Sincerely,

Jean-Louis Champseix
Group Vice President, Corporate Sustainability
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