



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 94419

CERTIFICATE OF APPROVAL OF DECREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the decrease of capital stock of the

INTEGRATED MICRO-ELECTRONICS, INC.

from P3,750,000,000.00 divided into 2,250,000,000 Common; 1,500,000,000 Preferred shares both with the par value of P1.00 each, to P2,450,000,000.00 divided into 2,250,000,000 Common; 200,000,000 Preferred shares both with the par value of P1.00 each, approved on February 15, 2017 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on April 7, 2017 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of December, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department





REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 94419

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

INTEGRATED MICRO-ELECTRONICS, INC.

(Amending Articles II and VII by decreasing authorized capital stock thereof)

copy annexed, adopted on **February 15, 2017** by a majority vote of the Board of Directors and on **April 7, 2017** by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of December, Twenty Seventeen.



Fernando B. Sales
FERNANDO B. SALES

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

INTEGRATED MICRO-ELECTRONICS, INC.

(SEC Reg. No. 94419)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines;

AND WE HEREBY CERTIFY THAT:

FIRST: The name of the Corporation shall be:

“INTEGRATED MICRO-ELECTRONICS, INC.”

SECOND: The purposes for which this Corporation is formed are:

PRIMARY PURPOSE

To undertake the production, **assembly or** manufacture of any and all types of electronic **and non-electronic** products (**including among others, automobiles, motorcycles, solar panels**) or parts, components or materials of non-electronic products, and in providing services related thereto and to the extent permitted by law, may either directly or indirectly, through its subsidiaries, affiliate organizations or through correspondent enterprises, engage and/or undertake the following and other activities related thereto: *(As amended on April 7, 2017)*

- a) To purchase, import, fabricate, manufacture, lease or in any other manner, acquire machines and equipment for the processing, manufacture, production and/or packaging of the products and commodities abovementioned;
- b) To purchase, import, process or in any other manner acquire all or any raw materials and supplies, and whatever inputs are needed for the production of the aforesaid products and commodities;
- c) To purchase or otherwise acquire, sell, lease, manage, control and/or operate factories, buildings, and other structures together with the real estate necessary therefore, or which may be useful or proper to the herein-stated operations of the Corporations;
- d) To engage the services of technicians, professionals, employees, agents and/or consultants as may be desired or needed in the conduct of corporate operations and affairs, particularly in the day-to-day operations and production, and in the servicing of electronic products;

- e) To dispose of, deal in, trade, distribute, sell, export, lease or in any manner, market, wholesale all or any of its products described;
- f) To provide specialized technical and professional services in the field of electronics, whether or not pertaining to the products of the Corporation;
- g) To conduct researches, studies, investigations, tests directly by itself, or indirectly by funding and in any other manner, supporting the same, in the field of electronics, including matters related thereto such as but not limited to appropriate production systems and methods, and towards the attainment of new and/or improved electronic products;
- h) To provide to other business enterprises, for or without consideration, technical managerial and other knowledge, advice, information and services, from the pool of knowledge and experience gained from its day-to-day operations or through specific research/study undertaken by it.

SECONDARY PURPOSES

In furtherance of the purposes enumerated hereinabove, and not in limitation of the powers and prerogatives granted by statute, the Corporation may do and perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the Corporation, it being expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the Corporation, nor shall expression of one thing be deemed to exclude another although of like nature not expressed, it being understood that the Corporation may exercise any and all rights, privileges, powers and attributes of corporations in general and specially of corporation of like nature organized under by virtue of the laws of the Philippines, such as:

- a) To acquire, own, hold, lease or obtain an interest in real and/or personal property that may be used exclusively for its offices, plants, or factories, etc. within or without the Philippines or otherwise necessary or appropriate to carry on its objects and purposes or to protect the Corporation from loss on account of the guaranty or other financial accommodation that may be contracted in good faith;
- b) To borrow funds to support or carry out its objects or purposes in such manner and under such terms and conditions as the Board of Directors of the Corporation may deem reasonable, from private or governmental sources in the Philippines or elsewhere, or from foreign individuals or international public or private institutions, and to secure any and all of the same by guaranty or counter-guaranty, by joint or several liability undertaking, by pledge, mortgage, deed of trust, or assignment of the property of the Corporation, or by creating or suffering to exist a charge, lien, or encumbrance, general or special, upon its assets for the purpose of securing the performance by the Corporation of any obligation or liability it may undertake for itself or for its clients or other companies or enterprises in which it may be interested;

- c) To acquire or obtain from any governmental authority or body politic, or from any individual, or entity, syndicate or organization, such franchises, licenses, charters, rights, privileges, or concessions or evidences of interest therein or in respect thereto, and to work, develop, operate the same for and in its behalf, or in behalf of other persons or entities;
- d) To promote, participate in, or undertake the organization and/or operations of any commercial, industrial, or agricultural enterprise and other types of business, be it for its clients or for its own account and/or to enter into any arrangement for working collaboration, reciprocal concession, or other forms of ventures with any person or juridical entity engaging in or about to engage in any lawful business or transaction which may benefit directly or indirectly the Corporation;
- e) Subject to the provisions of applicable law, to purchase, hold, accept or otherwise acquire by merger, consolidation or other methods of combination, or by a spin-off, split-up or other methods of division of a business enterprise, the whole or any part of the property, assets, business goodwill, rights, privileges and franchises of all kinds and to undertake or assume the whole or any part of the liabilities and obligations, or any person, firm, association or corporation and to pay for the same or any part or combination thereof, in cash, stocks, bonds, debentures, notes or other securities of the Corporation or otherwise, by undertaking or assuming the whole or any part of the liabilities of the transferor and to hold in any manner dispose of the whole or any part of the property and assets so acquired and to exercise all the powers, necessary or convenient in and about the conduct, management and carrying on of such business;
- f) To pay for any property or rights acquired by the Corporation either in cash, shares of stock, bonds or other business securities of the Corporation, or partly in cash and partly in shares of stocks, bonds or other securities, under such terms and conditions as its Board of Directors shall determine;
- g) To purchase, hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time and to such an extent and in such manner as its Board of Directors shall determine, provided that the Corporation shall not use its funds or property for the purchase of its own shares of stock when such use would cause any impairment of its capital except to the extent and in such manner as may be permitted or not prohibited by law;
- h) To apply for, obtain, register, purchase, lease, acquire, or otherwise secure, and to the extent authorized by law, to hold, use and operate, develop and introduce, sell, assign, lease, grant, license for or otherwise dispose of, and deal in, any trademarks, patents, inventions, processes, designs, plans, improvements and other similar rights used in connection with, or secured under letters patent of the Philippines, or other countries;
- i) To invest its surplus funds in the shares, securities and other evidences of indebtedness of other corporations as may be allowed by law;
- j) To construct, purchase, acquire, hire, operate and maintain, exclusively for its own use any and all means of conveyance by land, air or water, including inter-island and ocean-going vessels, for the transportation to and from

storage of any and all raw materials, products, goods, wares, merchandise or manufactured articles; to issue certificates, warrants and receipts, negotiable or otherwise, to process warehousing goods with the Corporation; to construct, purchase, take on, lease or otherwise acquire, any wharf, pier, dock, warehouse, storage room or other premises deemed capable of being advantageously used in connection with the business of the Corporation.

WITHOUT IN any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make, perform and carry out contracts of every sort and kinds, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, of any kind owned by the Corporation, and to conduct its business and exercise its powers not only in the Philippines but also in any other state, or territory if permitted therein, and in carrying on its business, or which a juridical person could do and exercise and which may or hereafter may be authorized by law.

THIRD: That the principal office of the Corporation shall be North Science Avenue, Laguna Technopark-Special Economic Zone (LT-SEZ), Bo. Biñan, Biñan, Laguna, but it may establish branch offices in any part of the Philippines or in such other places outside the Philippines as may be approved by the Board of Directors. (As amended on April 6, 2015)

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities, and addresses of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Address</u>
Luis M. Mirasol, Jr.	Filipino	c/o Ayala Corporation, MSE Building, Ayala Avenue, Makati, Metro Manila
Arturo Carlos	Filipino	c/o Resins, Inc. E. Rodriguez, Jr. Avenue Pasig, Metro Manila
Meneleo Carlos, Jr.	Filipino	-do-
Ernesto Lichauco	Filipino	-do-
Ramon Javellana	Filipino	c/o Ayala Corporation, MSE Building, Ayala Avenue, Makati, Metro Manila
Renato de la Fuente	Filipino	-do-

SIXTH: That the number of directors of said Corporation shall be eleven (11) and the names and addresses of directors of the Corporation who are to serve until

their successors are duly elected and qualified as provided by the By-Laws, are as follows, to wit: (As amended on June 22, 2005).

<u>Name</u>	<u>Address</u>
Luis Mirasol, Jr.	c/o Ayala Corporation, MSE Building, Ayala Avenue, Makati, Metro Manila
Arturo Carlos	c/o Resins, Inc., E. Rodriguez, Jr. Avenue, Pasig, Metro Manila
Meneleo Carlos, Jr.	-do-
Ernesto Lichauco	-do-
Ramon Javellana	c/o Ayala Corporation MSE Building, Ayala Avenue, Makati, Metro Manila
Renato dela Fuente	-do-

SEVENTH: That the capital stock of said Corporation is **Two Billion Four Hundred Fifty Million Pesos (P2,450,000,000.00)**, Philippine Currency, consisting of Two Billion Two Hundred Fifty Million (2,250,000,000) Common shares and **Two Hundred Million (200,000,000)** Preferred shares, both with par value of ONE PESO (P 1.00) each. (As amended on April 7, 2017)

Denial of Pre-emptive Rights.

Any issuance of Common Shares shall be exempt from the stockholders' pre-emptive rights. (As amended on September 7, 2007)

The preferred shares shall have the following features, rights and privileges:

- a. With voting rights;
- b. Par value of P1.00 per share;
- c. Dividend rate shall be floating to be set and determined at the time of issue and every five years by the Board of Directors. The rate shall be equivalent to the 5-year Philippine Dealing System Treasury Reference Rate PM (PDST-R2) as displayed in the "PDEX" page (or such successor page) of Bloomberg (or such successor electronic service provider) two days prior to Dividend Rate Setting plus a spread of twenty five (25) basis points. Dividend will be paid quarterly.

Dividends payable to foreign shareholders shall be paid in the equivalent amount in US Dollars based on the exchange rate as of the record date set by the Board, less applicable withholding taxes.

- d. Cumulative in payment of current dividends as well as any unpaid back dividends on the shares;
- e. Non-convertible into common shares;

- f. Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified;
- g. Non-participating in any other or further dividends beyond that specifically payable on the shares;
- h. No pre-emptive rights to any issue of shares, Common or Preferred, and
- i. Redeemable at the option of the Corporation at issue value after the 5th year issue anniversary of the shares and under such terms that the Board of Directors may determine, in any case subject to the payment of all accrued and unpaid dividends due on the shares, **and once redeemed, may be re-issued for a reasonable price fixed by the Board of Directors.** (As amended on April 7, 2017.)

For foreign shareholders, redemption shall be based on the total Peso value at the time of subscription and will be paid in the equivalent amount in US Dollars at the time of redemption. (As amended on 30 June 2008)

EIGHTH: The amount of said capital stock which has been actually subscribed is TEN MILLION PESOS (P 10,000,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names: (As amended on 07September 2007)

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
1. Arturo Carlos	c/o Resins, Inc. E. Rodriguez Jr. Ave Pasig, Metro Manila	1,999,800 Common "A"	P 1,999,800.00
2. Meneleo Carlos	-do-	100 Common "A"	100.00
3. Ernesto Lichauco	-do-	100 Common "A"	100.00
4. Ramon Javellana	c/o Ayala Corporation MSE Bldg., Ayala Ave., Makati, Metro Manila	100 Common "A"	100.00
5. Renato de la Fuente	-do-	100 Common "A"	100.00
6. Luis Mirasol, Jr.	-do-	100 Common "A"	100.00
7. Resins, Inc.	E. Rodriguez Jr. Ave Pasig, Metro Manila	3,000,000 Preferred "A"	3,000,000.00
8. Ayala Corporation	MSE Bldg., Ayala Ave., Makati, Metro Mla	1,999,700 Common "A" 3,000,000 Preferred "A"	1,999,700.00 3,000,000.00
Total		4,000,000 Common "A" 6,000,000 Preferred "A"	<u>P 10,000,000.00</u>

NINTH: The amount of Ten Million Pesos (P10,000,000.00) has been paid on the capital stock with the following persons, and the firms paying the amounts indicated below: (As amended on September 7, 2007)

<u>Name</u>	<u>Amounts Paid on Subscription</u>
1. Arturo Carlos	P 1,999,800.00
2. Meneleo Carlos, Jr	100.00
3. Ernesto E. Lichauco	100.00
4. Ramon Javellana	100.00
5. Renato de la Fuente	100.00
6. Luis Mirasol, Jr.	100.00
7. Resins, Inc.	3,000,000.00
8. Ayala Corporation	<u>4,999,700.00</u>
Total	<u>P 10,000,000.00</u>

TENTH: That RENE S. SANTIAGO has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Metro Manila, Philippines, this 7th day of August 1980.

(Sgd)
ARTURO R. CARLOS
TAN: 1733-139-8

(Sgd)
LUIS M. MIRASOL, JR.
TAN:M6244-M2935-A-8

(Sgd)
MENELEO CARLOS, JR.
TAN: 1123-167-7

(Sgd)
RAMON B. JAVELLANA
TAN: J1458-F1646-A-1

(Sgd)
ERNESTO LICHAUCO
TAN: 1322-600-6

(Sgd)
RENATO L. DE LA FUENTE
TAN: D4152-E2429-A-2

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS.

On this 7th day of August 1980, before me, a Notary Public in and for the Philippines, personally appeared.

<u>Name</u>	<u>Residence Certificate No.</u>	<u>When Issued</u>	<u>Where Issued</u>
1. Luis M. Mirasol, Jr.	6158566	21 January 1980	Makati, Metro Manila
2. Ramon B. Javellana	6158640	22 January 1980	Makati, Metro Manila
3. Renato de la Fuente	6158359	21 January 1980	Makati, Metro Manila
4. Arturo R. Carlos	2705383P	21 February 1980	Antipolo
5. Meneleo Carlos, Jr.	2705393	21 February 1980	Antipolo
6. Ernesto Lichauco	7565357P	14 April 1980	Manila

known to me and to me known to be the same persons whose names are subscribed on, and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that they freely and voluntarily executed the same.

WITNESS MY HAND AND SEAL on the day, year and place first above written.

(Sgd)

LEOPOLDO A. FRANCISCO

Notary Public

Until December 31, 1981

PTR No. 4633807

Issued at Makati, MM

Issued on 22 January 1980

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