



Integrated Micro-Electronics, Inc.
 North Science Avenue,
 Special Export Processing Zone
 Laguna Technopark
 Binan Laguna 4024
 Philippines

CODE OF CONDUCT AND ETHICS

Company Policies on the following Business Conduct and Ethics affecting Directors, Senior Management and Employees

Business Conduct and Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	<p><i>All the Corporation's directors, officers and employees are expected to avoid situations of conflicts of interest or impropriety. Directors, officers and employees who have personal or pecuniary interest on any enterprise with which the Corporation has an existing or intended transaction shall fully disclose the relevant facts of the situation.</i></p> <p>https://www.global-imi.com/sites/default/files/IMI_Conflict%20of%20Interest%20Policy.pdf</p>		
(b) Conduct of Business and Fair Dealings	<p><i>All directors, officers, and employees shall:</i></p> <ol style="list-style-type: none"> <i>1. Deal fairly with the Corporation's customers, suppliers and business partners, and with the government, competitors and colleagues;</i> <i>2. Not take undue advantage through misrepresentation of material facts, concealment, manipulation, or any other form of unfair dealing practice; and</i> <i>3. Treat everyone with respect and act in good faith and with integrity and sense of professionalism at all times.</i> 		
(c) Receipt of gifts from third parties	<p><i>Directors, officers and employees shall not accept gifts or invitations of any form from any supplier, customer or business partner of the Corporation, or from any third person or entity with existing or intended business dealings with the Corporation, except when the gift or invitation is:</i></p> <ul style="list-style-type: none"> <i>• It is directly attributable to purely familial or personal relationships;</i> <i>• Its value does not exceed reasonable limits of propriety;</i> <i>• It is a simple promotional item or is part of the supplier's promotional program; and</i> <i>• It is part of business meetings or discussions.</i> <p><i>However, if the gift does not fall under any of the above-mentioned conditions, directors, officers and employees should report to the Global HR Head or Ethics Officer all gift items received, in cash or in kind for proper disposition.</i></p>		



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	<p><i>Directors, officers and employees must immediately report any offer or gift of any value given to them or their immediate family with a view to get favors or to influence business recommendations, proposals or decisions affecting the Corporation or any of its related companies. The report shall be made to the Chairman of the Board in the case of the directors, President and CEO, to the President in case of the Managing Directors, and to the Group Head and Unit Heads in the case of employees. All disclosures shall be submitted to the Managing Director for Strategic Human Resources.</i></p>
(d) Compliance with Laws and Regulations	<p><i>The Company operates in full compliance with the laws, rules and regulations of the countries in which it operates and recognizes international standards in order to advance social and environmental responsibility.</i></p> <p><i>The Company expects its directors, officers and employees to conduct business in accordance with the Philippine Laws and regulations. Employees are encouraged to consult with Corporate Governance Group and the office of the General Counsel whenever there is any doubt concerning the legality of any matter.</i></p> <p><i>Any suspected criminal violations will be reported to the appropriate authorities. Non-criminal violations will be investigated and addressed as appropriate.</i></p>
(e) Respect for Trade Secrets/Use of Nonpublic Information	<p><i>The directors, officers and employees shall strictly observe company rules that provide for restrictions to access to classified information and controls on the release of such information to other companies, agencies, parties or to the general public. The directors, officers and employees shall not release classified information unless authorized by Management. They should shall maintain the integrity of all company documents and records and protect them against unauthorized or improper alteration, forgery, concealment or destruction.</i></p>
(f) Use of Company Funds, Assets and Information	<p><i>All directors, officers and employees shall be responsible for the proper use of all company assets and resources, which include, but are not limited to, information, facilities, equipment, software, vehicles and supplies owned or leased by the Corporation or are otherwise in its possession, They shall use company assets and resources efficiently, responsibly and for legitimate business purposes only.</i></p>
(g) Employment & Labor Laws & Policies	<p><i>IMI is committed to uphold the human rights of employees and to treat them with dignity and respect as understood by the international community. This applies to all employees including temporary, project, migrant, student, direct employees, and any other type of employee. It also recognizes international standards (e.g., Universal Declaration of Human Rights (UDHR), Social Accountability International (SAI), UN Global Compact, and the Ethical Trading Initiative (ETI)) as references.</i></p>
(h) Disciplinary action	



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	<p><i>The Company, in the spirit of its shared and corporate values, holds all its employees in esteem and believes in protecting their rights, implementing discipline with firm but fair actions. At the same time, it expects each of its employees to respect the rights of fellow employees at all times and strive to live out these shared values in conducting personal and business affairs with: integrity; long-term vision; empowering leadership; commitment to national development.</i></p> <p><i>All offenses or violations of Company policies and rules shall be dealt with accordingly</i></p>
<p>(i) Whistle Blower</p>	<p><i>As expressly provided in its Code of Conduct and Ethics and the Whistleblower Policy, the Company encourages directors, officers, and employees, and all suppliers, business partners, contractors and sub-contractors to come forward and raise serious concerns about a perceived wrongdoing, malpractice or risk involving the Corporation. The whistleblower may send or communicate a report, formally or anonymously, through a face-to-face meeting with the members of the Disclosure Committee, or email to whistleblower@ayala.com.ph.</i></p> <p><i>The Disclosure Committee will forthwith conduct investigations and, applying the rules of due process, make the appropriate recommendations on personnel actions.</i></p> <p><i>Should it be determined by the Committee that a whistleblower knowingly (a) submitted a report containing false allegations or (b) presented fabricated evidence, the whistleblower shall be subject to disciplinary or legal action pursuant to the policies and procedures of the Corporation, and any applicable laws.</i></p>
<p>(j) Conflict Resolution</p>	<p><i>The Company adheres to the ideals of justice and fairness in its business and in all its dealings with its Employees. The Company provides for an Investigation Committee to look into serious violations of Company policies, rules and regulations.</i></p>

<https://www.global-imi.com/governance/code-business-conduct-and-ethics>

DISSEMINATION OF THE CODE OF CONDUCT AND ETHICS TO ALL DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

All employees have copies of the Code of Conduct and Ethics. Part of the on-boarding program of all newly hired employees is the orientation on the Code of Conduct and Ethics to keep them informed in the same manner that the existing employees, as well as the directors, chairman, and senior management, are aware and informed. They are provided with the Code of Conduct and Ethics handbook.



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IMPLEMENTATION AND MONITORING OF COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

The Strategic Human Resources has the specific task of implementing and monitoring compliance with the provisions of the Code. It is responsible for:

- ensuring that the contents of the Code are communicated to all existing and new directors, officers and employees, and requiring each to sign an acknowledgment receipt that he/she has read and understood the same and agrees to abide with the standards and norms set forth therein;
- making the Code available on the company intranet for ease of access;
- requiring all directors, officers and employees to declare annually that they have complied with the Code, specifically on the provisions of conflict of interest and insider trading;
- investigating reported violations of the Code and impose sanctions for violations determined after investigation;
- reviewing and continuously updating the Code; and
- drafting and promulgating the Implementing Rules for the effective implementation of the Code, subject to the approval of the President and CEO.

Management is also responsible for enforcing and monitoring compliance with the Code within their respective area of jurisdiction and taking or implementing disciplinary action after proper investigation.

All directors, officers and employees have the duty to report non-compliance with the Code and its Implementing Rules that may come to their knowledge and attention, in accordance with the relevant company rules and procedures.

Any violation shall be dealt with in accordance with the procedures provided in the Implementing Rules, the Corporation's Human Resources Manual of Policies and Procedures, the Employee Handbook and other existing company policies and proper observance of the requirements of due process. This shall be without prejudice to the filing of any legal action against the party concerned under existing laws.