

# IMI Code of Conduct

Revision No. 01



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# INTRODUCTION

It is the intent of **Integrated Micro-Electronics, Inc. (IMI)** and its subsidiaries to have all employees conduct themselves in ways that demonstrate uncompromising ethical standards in all dealings with customers, suppliers, government, the public, and each other at all times. In compliance with the IMI policy, please read carefully and acknowledge this Code of Conduct.

IMI's Code of Conduct outlines the standards to ensure that working conditions in the Company are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically.

IMI 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, and business ethics.

IMI uses Responsible Business Alliance (RBA) as main reference and model. The IMI Code of Conduct detailed in this document is IMI's declaration of compliance to the four pillars: Labor, Ethics, Health & Safety, Environment, all under one Management System

## Labor - Treat employees with dignity and respect

- Prohibition of Forced Labor
- Young Workers
- Working Hours
- Wages and Benefits
- Non-Discrimination/ Non-Harassment/ Humane Treatment
- Freedom of Association and Collective Bargaining

## Ethics - Uphold the highest standards

- Business Integrity
- Conflict of Interest
- No Improper Advantage
- Disclosure of Information
- Intellectual Property
- Fair Business, Advertising and Competition
- Protection of Identity and Retaliation
- Responsible Sourcing of Minerals
- Information Security
- Privacy
- Insider Trading

## Management Systems

- Company Commitment
- Management Accountability and Responsibility
- Legal and Customer Requirements
- Risk Assessment and Risk Management
- Improvement Objectives
- Training
- Communication
- Worker/Stakeholder Engagement and Access to Remedy
- Audits and Assessments
- Corrective Action Process
- Documentation and Records
- Supplier Responsibilities
- Declaration of Compliance to the Code
- Review and Evaluation
- Sanctions for Policy Violations

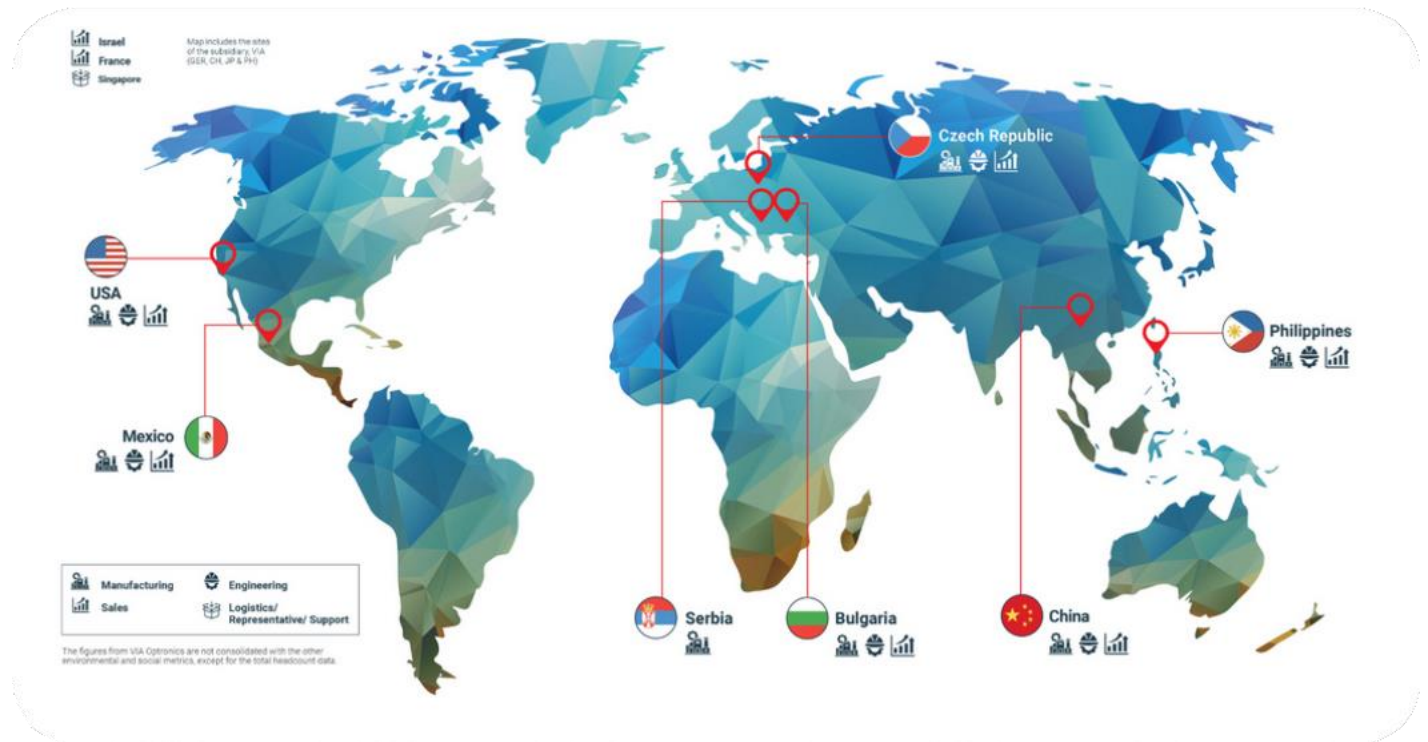
## Safe and Healthy Working Environment

- Occupational Safety
- Emergency Preparedness
- Occupational Injury and Illness
- Physically Demanding Work
- Machine Safeguarding Production
- Sanitation, Food, and Housing
- Health and Safety Communication
- Industrial Hygiene

## Protect the Environment

- Environmental Permits and Reporting
- Pollution Prevention and Resource Reduction
- Hazardous Substances
- Solid Waste
- Air Emissions
- Materials Restrictions
- Water Management
- Energy Consumption and Greenhouse Gas Emissions
- Energy





# DOING SUSTAINABLE BUSINESS

The Integrated Micro-Electronics, Inc. (IMI) Code of Conduct outlines the standards to ensure good governance that working conditions in the Company are safe, employees are treated with respect and dignity, and manufacturing processes are environmentally responsible.

The sustainability efforts are focused on the **quadruple bottom line framework** to evaluate its performance in a broader perspective and create greater sustainable business value with its customers and suppliers which are the following:

## A. PURPOSE (GOVERNANCE)



IMI is committed to the larger global community evident in its faithful dedication to good governance and corporate social responsibility. IMI places a high priority in doing sustainable business in all the sites where it operates.

## C. PLANET (ENVIRONMENTAL)



IMI strives to benefit the natural order or at least does not harm and minimize environmental impact. IMI implements sustainable environmental practices in a safe and legal manner.

## B. PEOPLE (SOCIAL)



IMI exercises fair and beneficial practices toward its labor and community where it conducts its business. IMI takes care of the well-being of the corporate, labor, and other stakeholders' interests.

## D. PROSPERITY (ECONOMIC)



IMI due diligently monitors its real economic benefit, that is, the economic value created after deducting the cost of all inputs and its capital, and the real economic impact it has on its economic environment.

**"We create the future now with our collaborative strengths aiming towards a sustainable ecosystem for all."**



# A. LABOR

IMI is committed to respect the human rights of employees and to treat them with dignity and respect as understood by the international community. This applies to direct and indirect suppliers, as well as all workers, including temporary, project, migrant, student, direct employees, and any other type of employee.

## 1. Prohibition of Forced Labor

IMI will not use forced, bonded (including debt bondage) or indentured labor, involuntary or exploitative prison labor, slavery, or trafficking of persons. This includes transporting, harboring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. IMI will not tolerate unreasonable restrictions on employees' freedom of movement in the facility in addition to unreasonable restrictions on entering or exiting company provided facilities.

As part of the hiring process, all employees must be provided with a written employment agreement in their native language, or in a language the employee can understand, that contains a description of terms and conditions of employment. All work shall be voluntary, and employees shall be free to leave work at any time or terminate their employment in accordance with the Company's policies. Employees are not required to pay employers' or agency recruitment fees or other related fees for their employment. If any such fees are found to have been paid by employees, such fees shall be repaid to the worker.

The Company may not hold or otherwise destroy, conceal, or confiscate identity or immigration documents (if applicable), such as government-issued identification, passports, or work permits. Notwithstanding the foregoing, the Company can only hold documentation if necessary to comply with the local law. In this case, at no time shall employees be denied access to their documents. Furthermore, the Company shall maintain the files of resigning employees, electronic and hardcopies ten (10) years and five (5) years respectively from the resignation date.

## 2. Young Workers

The Company does not use child labor in any stage of its manufacturing process. The minimum hiring age follows the mandatory requirement in the country where it operates, e.g., at least 18 years old in the Philippines. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

The Company shall ensure proper management of student workers through proper maintenance of student records, rigorous due diligence of educational partners, and protection of students' rights in accordance with applicable laws and regulations.

The Company shall implement an appropriate mechanism to verify the age of workers. It also supports the use of legitimate workplace learning programs compliant with laws and regulations.

If child labor is identified, assistance/remediation shall be provided.

## 3. Working Hours

The Company's workweek will not exceed the maximum set by local law, i.e., one (1) rest period of not less than twenty-four (24) consecutive hours for every six (6) consecutive normal workdays. Further, a workweek is defined to be 60 hours per week inclusive of overtime, except in emergency or unusual situations necessitated by exigencies of business operations, catastrophic cases or as maybe required by the customers.



## 4. Wages and Benefits

The Company shall pay no less than the applicable minimum wage in all sites where it operates. Compensation paid to employees shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, employees shall be compensated for overtime. Deductions from wages as a disciplinary measure shall not be permitted as a general rule except when allowed by the applicable local legislation and as warranted by the circumstances. A timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed is provided. All use of temporary, dispatch and outsourced labor shall be within the limits of the local law.

## 5. Non-Discrimination/ Non-Harassment/ Humane Treatment

The Company shall commit to a workplace free of harassment and unlawful discrimination. There shall be no harsh or inhumane treatment including violence, gender-based violence, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying, public shaming, or verbal abuse of workers; nor is there to be the threat of any such treatment.

The Company shall not engage in discrimination or harassment based on race, color, age, gender sexual orientation, gender identity or expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to employees. Employees shall be provided with reasonable accommodation for religious practices and disability. In addition, employees or potential employees should not be subjected to medical tests, including pregnancy or virginity tests, or physical exams that could be used in a discriminatory way. This was drafted in consideration of ILO Discrimination (Employment and Occupation) Convention (No.111).

## 6. Freedom of Association and Collective Bargaining

IMI respects the rights of employees to associate freely, form or join labor organizations of their own choosing, to bargain collectively and to engage in peaceful assembly, in conformance with local law, as well as respect the right of employees to refrain from such activities. Employees can communicate openly with management regarding working conditions without fear of discrimination, reprisal, intimidation, or harassment. Where the right of freedom of association and collective bargaining is restricted by applicable laws and regulations, employees shall be allowed to elect and join alternate lawful forms of employee representations.

**IMI believes that open communication and direct engagement between employees and management are the most effective ways to resolve workplace issues.**



*IMI COC refresher orientation conducted in Shared Vision room*



*IMI PH's Usapang Pamilya held at SSCG training room*

## B. HEALTH AND SAFETY

IMI recognizes that the quality of products and services, consistency of production, and employees' retention and morale are enhanced by a safe and healthy work environment. IMI also recognizes that inputs from employees and education are keys to identifying and solving health and safety issues in the workplace.

Recognized management systems such as OHSAS 18001 and local guidelines (Department of Labor and Employment and Department of Health in the Philippines) on Occupational Safety and Health aligning with ILO standards were used as references in preparing the Code and may be a useful source of additional information.

### 1. Occupational Safety

IMI ensures a worker's potential exposure to hazardous conditions (e.g., chemical, electrical and other energy sources, fire, vehicles, fall hazards, biological and physical agents) will be identified, assessed, and mitigated using the Hierarchy of Controls.

Where hazards cannot be adequately controlled by these means, workers shall be provided with appropriate, well-maintained, personal protective equipment, and educational materials about risks to them associated with these hazards. Gender-responsive measures shall be taken, such as not having pregnant women and nursing mothers in working conditions, which could be hazardous to them or their child and to provide reasonable accommodations for nursing mothers.

### 2. Emergency Preparedness

Potential emergency situations and events shall be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including emergency reporting, employee notification and evacuation procedures, employee training, and drills. Emergency drills shall be executed at least annually or as required by local law, whichever is more stringent. Emergency plans shall also include appropriate fire detection and suppression equipment, clear and unobstructed egress, adequate exit facilities, contact information for emergency responders, and recovery plans. Such plans and procedures shall focus on minimizing harm to life, the environment, and property.



### 3. Occupational Injury and Illness

Procedures and systems shall be in place to prevent, manage, track and report occupational injuries and illnesses, including provisions to encourage worker reporting, classify and record injury and illness cases, provide necessary medical treatment, investigate cases and implement corrective actions to eliminate their causes, and facilitate the return of workers to work. Participants shall allow workers to remove themselves from imminent harm, and not return until the situation is mitigated, without fear of retaliation.

### 4. Physically Demanding Work

Exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is identified, evaluated, and controlled.

### 5. Machine Safeguarding Production

Machine safeguarding production and other machinery are evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to employees.



## 6. Sanitation, Food, and Housing

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Staff houses or dormitories provided are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate lighting heat and ventilation, individually secured accommodations for storing personal and valuable items, and reasonable personal space along with reasonable entry and exit privileges.

## 7. Health and Safety Communication

The Company shall provide workers with appropriate workplace health and safety information and training in the language of the employee or in a language the worker can understand for all identified workplace hazards that employees are exposed to, including but not limited to mechanical, electrical, chemical, fire, and physical hazards. Health and safety related information shall be clearly posted in the facility or placed in a location identifiable and accessible by employees. Health information and training shall include content on specific risks to relevant demographics, such as gender and age, if applicable. Training shall be provided to all employees prior to the beginning of work and regularly thereafter. Employees shall be encouraged to raise any health and safety concerns without retaliation.

## 8. Industrial Hygiene

Employee exposure to chemical, biological, and physical agents is to be identified, evaluated, and controlled according to the Hierarchy of Controls. If any potential hazards were identified, participants shall look for opportunities to eliminate and/or reduce the potential hazards. If elimination or reduction of the hazards is not feasible, potential hazards are to be controlled through proper design, engineering, and administrative controls. When hazards cannot be adequately controlled by such means, Employees are to be provided with and shall use appropriate, well-maintained, personal protective equipment free of charge. Protective programs shall be ongoing and include educational materials about the risks associated with these hazards.

# C. ENVIRONMENTAL

IMI recognizes that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment, biodiversity, and natural resources are to be minimized while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

The environmental standards are:

## 1. Environmental Permits and Reporting

All required environmental permits (e.g., discharge monitoring), approvals and registrations are to be obtained, maintained, and kept current and their operational and reporting requirements are to be followed.



*IMI PH Tree Planting in Cavinti, Laguna*

## 2. Pollution Prevention and Resource Reduction

Emissions and discharges of pollutants and generation of waste are to be minimized or eliminated at the source or by practices such as adding pollution control equipment; modifying production, maintenance, and facility processes; or by other means. The use of natural resources, including water, fossil fuels, and minerals, is to be conserved or by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, waste recycling and recovery or other means.

## 3. Hazardous Substances

Chemicals and other materials posing a hazard to humans, or the environment are to be identified, labelled, and managed to ensure their safe handling, movement, storage, use, recycling or reuse and treatment disposal.

## 4. Solid Waste

IMI implements a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous) in accordance with the local regulations.

## 5. Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, routinely monitored, controlled, and treated as required prior to discharge. IMI shall conduct routine monitoring of the performance of its air emission control systems.

## 6. Materials Restrictions

IMI strictly adheres to all applicable laws, regulations, and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling, treatment, and disposal.

## 7. Water Management

IMI implements a water management program that documents, characterizes, and monitors water consumptions, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal. IMI also conducts routine monitoring of the performance of its wastewater treatment and containment systems to ensure optimal performance and regulatory compliance.

## 8. Energy Consumption and Greenhouse Gas Emissions Energy

Consumption and all relevant Scopes 1 and 2 greenhouse gas emissions are to be tracked and documented, at the facility and/or corporate level.

IMI will look for cost- effective methods to improve energy efficiency and to minimize energy consumption and greenhouse gas emissions.



## D. ETHICS

All directors, officers and employees of the company are expected to comply with the highest standard of ethics, laws, rules, and regulations that are applicable to the Company or its business. The Ethics Policy Statements enumerated below do not summarize all laws, rules, and regulations applicable to the company and its employees, officers, or directors. All employees must refer to the various policies of the Company such as IMI's Corporate Values Statement, Code of Conduct, Code of Discipline, Conflict of Interest, Standards of Purchasing Practice, and the Non-Disclosure Agreement.

### 1. Business Integrity

The highest standards of integrity are to be upheld in all business interactions. IMI shall have a zero-tolerance policy to prohibit all forms of bribery, corruption, extortion, and embezzlement.

### 2. Conflict of Interest

Each of us has a responsibility to the Company, its shareholders, and each other. Although this duty does not prevent us from engaging in personal transactions and investments, the Company prohibits conduct that actually constitutes a conflict of interest, as well as conduct that could be perceived as creating a conflict of interest with its interests.

We should always exercise sound judgment guided by the highest standards of honesty and integrity in all matters affecting the Company and all its subsidiaries. We should not abuse our corporate position for personal advantage or to promote any action contrary to the Company's ethical standards. The Company is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

All directors, officers, and employees shall:

1. Act in the best interest of the Company and its shareholders.
2. Avoid situations of conflict of interest or impropriety, whether actual or apparent. There is conflict of interest when a director, officer or employee has a personal or pecuniary interest, which influences or could influence his ability to exercise objectivity and perform his responsibilities in the best interest of the Company.
3. Observe the following guidelines:
  - Directors, officers, and employees shall not acquire any personal or pecuniary interest in conflict with their duty as such directors, officers or employees.
  - Directors, officers, and employees shall not take as their own any business opportunity that belongs to the Company.
  - Directors, officers, and employees shall not use material company information of which they may have knowledge and/or access by reason of their office in, or employment with, IMI to their personal advantage or to the advantage of any third party, to the prejudice of the Company.
  - Directors, officers, and employees shall not take part in any transaction of the Company with any enterprise with which they have personal or pecuniary interest. This prohibition extends to participation in the negotiation and approval of the transaction and to its implementation. In the case of the directors, they shall strictly comply with the provisions of Section 3.1 of the Charter of the Board of Directors.
  - Directors, officers, and employees who have personal or pecuniary interest on any enterprise with which the Company has an existing or intended transaction shall fully disclose the relevant facts of the situation 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 Business Unit Heads in the case of employees.



*Louis Sylvester Hughes, CEO of IMI, addressed employees at special gathering commemorating the company's 44 years of existence, during assembly held at its headquarters located in Laguna, Philippines.*

All disclosures of directors, officers, and employees shall be submitted to the Compliance Officer. Any information disclosed under this rule shall be treated confidential except to the extent necessary to evaluate the situation and preempt the conflict of interest.

The disclosure requirement provided above shall apply to transactions between the Company and any subsidiaries owned by, or in which there is pecuniary interest in the part of, any family or close personal relations of the directors, officers and employees.

- **Outside Employment.** Any employee should not engage in any business outside of IMI if it interferes with his job performance or responsibilities. This policy prohibits any employee from accepting simultaneous employment with another company.
  - **Outside Directorships.** Any employee cannot serve as a director of another company without prior approval from the Function Head and Chief Human Resource Officer. If an employee serves as a director at the request of IMI, said employee should not accept any remuneration for service.
  - **Business Interests.** As a matter of policy, an employee cannot invest in the business interest of any non-public company that is a customer, supplier, business partner or competitor of IMI. This restriction does not apply to investments in publicly held companies if the investments constitute less than two percent (2%) of the total outstanding shares in the companies listed in the national or international securities exchanges.
  - **Related Parties.** As a general rule, an employee should avoid conducting business with a family member or with a company in which a family member or a person an employee has close personal relationship is associated in any significant role. If such transaction is unavoidable, said employee must obtain prior approval from the Chief Financial Officer. Any dealings with a related party should be conducted in such a way that no preferential treatment is given to this business that would not otherwise be given to another business.
  - **Other Situations.** Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transactions or situation raises any questions or doubts in your mind, you may refer the situation/transaction to the Chief Human Resource Officer or the Chief Financial Officer before entering such transaction or situation in question.
- All employees shall annually submit to the Head of Human Resources a statement confirming they have received a copy of this Policy, have read, and understood this Policy, are in compliance with the Policy and have agreed to comply with this Policy.
  - In connection with any actual or possible conflict of interest, all covered employees must disclose and obtain clearance from the Chief Financial Officer or the Chief Human Resource Officer. Failure on an employee's part to disclose and obtain clearance will subject the same employee to appropriate disciplinary action, up to and including termination of our employment.

### 3. No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given, or accepted. This prohibition covers promising, offering, authorizing, giving, or accepting anything of value, either directly or indirectly through a third party, to obtain or retain business, direct business to any person, or otherwise gain an improper advantage. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

### 4. Disclosure of Information

All business dealings should be transparently performed and accurately reflected in business books and records. Information on labor, health and safety, environmental practices, business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.



## 5. Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and customer and supplier information is to be safeguarded.

### **Protection and Proper Use of Company Assets**

All directors, officers and employees should protect the Company's assets and ensure their efficient use and to use these for legitimate business purposes. Theft, carelessness, and waste have a direct impact on the Company's profitability.

## 6. Fair Business, Advertising and Competition

Each director, officer and employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers, and employees. No one should take unfair advantage of anyone through bribery, manipulation, concealment, misinterpretation of material facts or any other unfair dealing practices.

### **Accepting gifts or gratuities, and entertainment**

Directors, officers, and employees may accept gifts and entertainment when it is lawful and ethical, occasional, customary and in support of IMI's business and not just for the employee's well-being or use. Cost of travel and overnight accommodation are not to be accepted as these are considered more than token value.

There are cases when directors, officers and employees are sent gifts or are invited to lunch or dinner by Company clients or suppliers. A director, officer or employee may only keep a gift or accept an invitation if:

- It is directly attributable to purely familial or personal relationships;
- Its value does not exceed reasonable limits of propriety;
- It is a simple promotional item or is part of the supplier's promotional program;
- It is part of business meetings or discussions.



IMI PH awarded with three distinguished Golden Arrow awards from the Institute of Corporate Directors (ICD)

However, if the gift does not fall under any of the above-mentioned conditions, employees should report to the Chief Human Resource Officer or Ethics Officer all gift items received, in cash or in kind for proper disposition

### **Giving gifts or gratuities, and entertainment**

Gifts, favors and entertainment may be given to customers and suppliers if:

- It is consistent with customary business practice;
- It is of minimal value;
- It is not in violation of applicable law or ethical standards;
- It would not embarrass the Company or employee if publicly disclosed.

Gifts to government officials are not permitted. On exception basis, gifts of minimal value may be provided subject to approval of the Chief Human Resource Officer or Compliance Officer.

## 7. Protection of Identity and Retaliation

IMI provides and maintains a Whistleblower Policy that ensures the confidentiality and protection of whistleblowers in sites where it operates, unless prohibited by law. Communicated processes are in place for raising any concern without fear of retaliation.



## 8. Responsible Sourcing of Minerals

IMI exercises due diligence on the source and chain of custody of these minerals and makes information available to customers upon request. The Company shall adopt a policy and exercise due diligence on the source and chain of custody of the tantalum, tin, tungsten, gold, and cobalt in the products they manufacture to reasonably assure that they are sourced in a way consistent with the Organization for Economic Co-operation and Development (OECD) Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas or an equivalent and recognized due diligence framework.

IMI supports responsible sourcing of minerals to ensure that tantalum, tin, tungsten and gold in the products that IMI manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of Congo.

## 9. Information Security

IMI takes the subject of information security very seriously. We have a duty to protect the information that we collect and use for the benefit of the organization and its customers.

All directors, officers and employees are expected to comply fully with all the information security policies that are in place and to report any breaches of these policies of which they may become aware. This includes IMI Employee Acceptable Use of Asset Policy (ISMS-POL-026) and all other applicable Information Security Management System (ISMS) policies. Any violation of policies may be subject to disciplinary action and sanctions.

## 10. Privacy

All directors, officers and employees are committed to protecting reasonable privacy of personal information of partners we do business with, including suppliers, customers, consumers, and employees.

IMI commits to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

All employees signed a Non-Disclosure Agreement (NDA) upon joining the Company which provides among others that the employee must maintain the confidentiality of "private and confidential information" entrusted to them by the Company, or its suppliers and customers. Unauthorized disclosure or use of these confidential information or trade secrets or assisting any person to have unauthorized access to such confidential information is strictly prohibited.

## 11. Insider Trading

It is the policy of IMI that all incumbent directors, officers, employees, consultants, and advisers of IMI who are considered to have knowledge, from time to time, of material facts or changes in the affairs of IMI, which have not been disclosed to the public, including any information likely to affect the market price of IMI's securities, cannot buy or sell ("trade") IMI securities, except in accordance with this policy.

### Securities:

Securities shall include shares of stocks, bonds, debentures, notes, evidences of indebtedness, asset-backed securities; investment contracts, certificates of interest or participation in a profit sharing agreement, certificates of deposition for a future subscription; derivatives like option and warrants; certificate of assignments, certificates of participation, trust certificates, voting trust certificates or similar instruments; and other instruments that may, in the future, be determined by the Securities and Exchange Commission.

The graphic is a vertical rectangular poster for the IMI Integrity Hotline. At the top, a red banner contains a white telephone handset icon and the text "INTEGRITY HOTLINE" in white. Below this, a grey banner features a white envelope icon, the email address "imi-integrityhotline@global-imi.com", and a white mobile phone icon next to the phone number "+63917 557 9323". The main body of the poster is white. It features a large red speech bubble with the text "SPEAK UP!" in bold red. Below this, in black text, it says "Your voice is important to us. Call the hotline / Send an email". To the right of this text is a graphic of two silhouettes of human heads in profile, facing each other, with a red speech bubble coming from the red silhouette. To the left of the silhouettes is a bulleted list of issues: "• Violation of the Code of Conduct", "• Unethical Behavior, Fraud, Abuse of Power", "• Conflict of Interest", "• Conspiracy with a Supplier", "• Sexual Harassment", "• Infraction of Audit Concerns", "• Falsification of Documents", and "• Retaliation Concerns". Below the list, it says "Know more about the IMI Global Whistleblower Policy:" followed by a blue circular icon with a white 'i' and the text "IMI Global Whistleblower Policy". At the bottom, a red banner contains the text "All reports received are confidential and protected from retaliation." and the IMI logo on the right.

**INTEGRITY HOTLINE**

imi-integrityhotline@global-imi.com

+63917 557 9323

**SPEAK UP!**

Your voice is important to us.  
Call the hotline / Send an email

- Violation of the Code of Conduct
- Unethical Behavior, Fraud, Abuse of Power
- Conflict of Interest
- Conspiracy with a Supplier
- Sexual Harassment
- Infraction of Audit Concerns
- Falsification of Documents
- Retaliation Concerns

Know more about the IMI Global Whistleblower Policy:  
[IMI Global Whistleblower Policy](#)

All reports received are confidential and protected from retaliation.

IMI

IMI Integrity Hotline

**Covered Persons:**

For the purpose of this Policy, an “insider” will be defined as follows:

1. All incumbent members of the Board of Directors;
2. All Key Officers of IMI, who are or may be in possession of material non-public information about IMI because of their responsibilities. Key officers of IMI include the Chief Executive Officer, President, Senior Managing Directors, Managing Directors, Vice Presidents, Assistant Vice Presidents and managers wherever they be assigned or seconded to the subsidiaries;
3. All consultants and advisers of IMI, and other IMI employees who are made aware of undisclosed material information from time to time until such information has been publicly disclosed.
4. Member of the immediate families of the abovementioned Covered Persons who are living in the same household as the Covered Person

**Material Non-public Information:**

Information is deemed to be material non-public if it has not been generally disclosed to the public and would likely affect the market price of IMI securities after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information; or would be considered by a reasonable person as important, under the circumstances, in determining his/her/its course of action whether to buy, sell or hold IMI securities. As a general rule, information required to be disclosed under the rules of the Securities and Exchange Commission and the Philippine Stock Exchange should always be considered material in nature.

**Material information includes:**

1. Financial results
2. Projections of future earnings or losses
3. Mergers/Acquisitions/Divestitures/Joint ventures
4. Dividend declarations and changes in dividend policy
5. Stock splits
6. Material equity investments or debt offerings (involving amounts equivalent to 10% or more of the Company's total assets)
7. Material litigation exposure (involving amounts equivalent to 10% or more of the Company's total assets)
8. Major changes in key senior management positions.

**Restrictions and Obligations on Trading:**

1. All Covered Persons, from the time they obtained knowledge of such Material Non-Public Information, are:
  - Not allowed to trade in the Company's Securities. Directly or indirectly; and
  - Not allowed to communicate, directly or indirectly, such Material Non-Public Information to any person.

Until the Material Non-Public Information is disseminated to the public and two (2) trading days have lapsed from the disclosure thereof for the market to absorb such information.

2. All Covered Persons are prohibited from trading the Company's Securities during the following blackout periods:
  - For structured disclosures - Five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results;
  - For non-structured disclosures - Two (2) trading days after the disclosure of any material information other than quarterly and annual financial results. Office bulletins for special blackout periods pertaining to these will be issued by the Compliance Officer.

The sale of shares acquired from options is subject to the above-mentioned blackout periods. However, the exercise of stock options may be done at any time even during blackout periods.

3. Any director or Officer is prohibited from profiting from the purchase-and-sale or the sale-and-purchase of the Company's Securities within a period of less than six (6) months regardless of the intent. The exceptions are: (i) if the Company's Securities were acquired in good faith in connection with debts previously contracted or obtained; and (ii) the transactions arise from compensation arrangements between the director or Officer, and the Company, previously approved by the Board of Directors or the Executive Committee.

In addition to any disciplinary action that may be imposed for violation of this particular restriction, all profits realized within that period should be disgorged in favor of or turned over to the Company.

4. All directors and Reportable Officers wherever they be assigned or seconded to the subsidiaries, shall report their trades and the trades of their respective immediate family members who are living with them in the same household to the Office of the Compliance Officer within three (3) business days from dealing with the Company's Securities.

All other Officers and employees shall likewise report to the Office of the Compliance Officer within ten (10) days from the end of each quarter their trades and the trades of their immediate family members who are living in the same household vis-à-vis the Company's Securities during such quarter.

5. All directors, officers, and employees are required to report suspected or possible violations of this policy directly to the Office of the Compliance Officer or through the various whistleblower channels of the Company.

6. When in doubt, the Covered Persons are enjoined to consult the Office of the Compliance Officer, prior to transacting Securities of the Company in order to determine if the planned trade will or will not violate this policy.

7. In addition to the foregoing requirements, Officers of the Company who intend to or are trading the Securities of the Company are required: (i) to open an account with and trade the Company's Securities only through BPI Securities; (ii) execute the necessary waivers to allow the Company to examine such trades at any time; and (iii) seek approval from the Compliance Officer before trading the Company's Securities. The Company shall conduct regular compliance audits in this regard.

#### **Reportorial Requirements:**

1. Within five business days after the end of each month, the Office of the Compliance Officer will submit to the Corporate Governance and Nomination Committee a consolidated list of notices received from Covered Persons pursuant to this policy, if any.

2. At the end of each year, the Compliance Officer shall, as the case may be:

- submit a report to the Board of Directors disclosing to the best of his/her knowledge (1) the names of Covered Persons who, during each fiscal year, committed violations of this Policy, reported transactions late or failed to make the necessary disclosures, and (2) the number of violations or delinquent filings and transactions for each such Covered Person, or
- submit a Certification under oath that to the best of his/her knowledge, there were no insider trading violations committed during the year and that all whistleblower reports received in relation to possible violations of this policy, if any, had been duly investigated and were not found to be meritorious.

## **E. MANAGEMENT SYSTEMS**

IMI integrates CSR into the existing Management Systems. The management systems are designed to ensure (a) compliance with applicable laws, regulations and customer requirements related to the IMI's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. IMI also uses risk-based thinking and continual improvement activities in the way it conducts its business.



## 1. Company Commitment

IMI articulates its commitment to corporate social, environmental, health and safety responsibility including compliance and continual improvement. The Company have established human rights, health and safety, environmental and ethics policy statements affirming the Company's commitment to due diligence and continual improvement, endorsed by executive management. The policy statements are made public and communicated to workers in a language they understand via accessible channels.

## 2. Management Accountability and Responsibility

IMI identifies senior executives and company representative/s responsible for ensuring implementation and periodic review of the status of management systems and associated programs. Senior management reviews the status of the management systems on a regular basis.

## 3. Legal and Customer Requirements

IMI continuously identifies, reviews, evaluates, and monitors its compliance with applicable laws, regulations, and customer requirements.

## 4. Risk Assessment and Risk Management

As part of its risk assessment and management, IMI continues to determine the applicable and associated CSR (Governance, Supply Chain, EHS, Labor and Ethics) risks and relevant significance, to determine and implement appropriate controls and ensure regulatory compliance appropriate to business risks.

## 5. Improvement Objectives

There are written standards or performance objectives, targets and implementation plans including a periodic assessment against set objectives.

## 6. Training

There are programs to train managers and employees to implement policies, procedures, and improvement objectives and to meet applicable legal and regulatory requirements of this code.

## 7. Communication

There are processes for communicating clear and accurate information about IMI's policies, practices, expectations and performance to employees, suppliers, and customers. The approved IMI Code of Conduct Policy is distributed to all employees for awareness thru email blast, HR Intercom, New Hire Onboarding Program and Corporate websites.



*IMI COC refresher orientation conducted to IMI PH Employees*

## 8. Worker/Stakeholder Engagement and Access to Remedy

IMI has established a Global Whistleblower Policy to encourage all stakeholders of IMI to report any illegal act, wrongdoing, unethical practices, or any violation to the Code of Conduct without fear of retaliation, harassment, discrimination, and reprisal. This policy also aims to obtain feedback on operational practices and conditions covered by this Code, and to foster continuous improvement.

## 9. Audits and Assessments

Periodic audit and self-evaluation will be conducted to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.



## 10. Corrective Action Process

There is an established corrective action process for timely correction and closure of deficiencies identified by internal and external assessments, inspections, investigations, and reviews. And importantly validating effectiveness of implemented actions to ensure suitability, adequacy and effectiveness of the system.

## 11. Documentation and Records

System procedures and records are available, maintained, and properly kept ensuring regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.

## 12. Supplier Responsibilities

IMI communicates, promotes, and monitors its sustainability initiatives and programs to suppliers to ensure that IMI's objectives are being met by them.

## 13. Declaration of Compliance to the Code

Directors, officers, and employees' declaration of confirmation and compliance with the IMI Code of Conduct must occur annually.

## 14. Review and Evaluation

The IMI Code of Conduct Policy shall be subject to review and evaluation every 2 years to assess the operational effectiveness.

## 15. Sanctions for Policy Violations

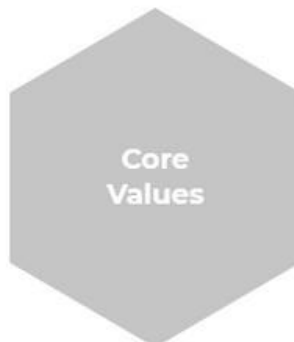
Violation of this policy shall be subject to disciplinary action under the Company's Code of Discipline, without prejudice to any civil or criminal proceedings which the Company or regulators may file for violation of existing laws. Penalties under existing laws include fine and/or imprisonment.



Integrity



Customer Focus



Core  
Values



Concern for  
Others



Excellence



# REVISION HISTORY

Affected Page	Description of Change	Revision Level	Originator	Published Date
Page 1	Added Responsible Business Alliance Code of Conduct version 8.0 (2024) in 3.0 Related Documents	01	Anna Cristina Requijo	29-Aug-24
Page 2	Changed the definition of Code of Conduct and Corporate Social Responsibility.			
Page 4	Revised contents of c) Planet (environmental) on the Doing Sustainable Business part			
Page 5	Revised contents on A. Labor Revised title from 1. Freely Chosen Employment to Prohibition of Forced Labor			
	Revised contents of 2. Young Workers Added clause on 3. Working hours and 4. Wages and Benefits			
Page 6	Revised title and contents of number 5. Humane Treatment to Non-Discrimination/ Non-Harassment/ Humane Revised title and contents of number 5. Humane Treatment to Non-Discrimination/ Non-Harassment/ Humane Treatment			
Page 7	Added "Collective Bargaining" and other contents in number 6. Freedom of Association. Added clause on 1. Occupational Safety Added statements on 2. Emergency Preparedness Revised the whole statement on 3. Occupational Injury Illness.			
	Added statements on 2. Emergency Preparedness Revised the whole statement on 3. Occupational Injury Illness.			
Page 18	Revised statement to include ISMS policy and possible sanction: "This includes IMI Employee Acceptable Use of Asset Policy (ISMS-POL-026) and all other applicable Information Security Management System (ISMS) policies. Any violation of policies may be subject to disciplinary action and sanctions."			
Page 19	Revised contents of number 1. Company Commitment			
	Added statements on 2. Management Accountability and Responsibility			
Page 20	Change the whole clause in number 9. From Employee feedback, Participation and Grievance to Worker/Stakeholder Engagement and Access to Remedy			
	Added statement on 10. Corrective Action Process			
	Revised title and contents of number 12. From Supplier Communication to Supplier Responsibilities.			
	Transferred to the new GDCC Template Supersedes IMI Code of Conduct 410 1 08 001 Rev E	00	Anna Cristina Requijo	12.12.2022
Page 4	Change Profit to Prosperity			
Page 5	Update working hours' clause			
Page 21	Added 8.0 Supplementary Information/Attachment			

# DECLARATION OF COMPLIANCE TO THE IMI'S CODE OF CONDUCT

This is to acknowledge that I have received and reviewed the IMI Code of Conduct.

I understand that:

- I am expected to comply with and enforce IMI's Code of Conduct (COC) in its entirety.
- It is my responsibility to create an atmosphere free of misconduct and ethical violation.
- It is my responsibility to promptly report any incident of misconduct or perceived misconduct or ethical violation that I may experience or witness.
- I may make confidential and anonymous submissions of reports of misconduct that I may experience or witness.
- Violations or infractions of this COC shall be considered a serious breach of Company policy and may result in disciplinary action including termination of employment.

By signing this acknowledgment, I am indicating that I have read and will abide by the IMI's Code of Conduct.

<b>PRINTED NAME</b>	<b>SIGNATURE</b>	<b>DATE</b>