



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **INTEGRATED MICRO-ELECTRONICS, INC.** will be held at Karangalan Multi-Purpose Hall, Integrated Micro-Electronics, Inc., North Science Avenue, Laguna Technopark, Biñan, Laguna, on **Monday, April 8, 2019 at 9:00 o'clock in the morning** with the following

### A G E N D A<sup>1</sup>

1. Proof of Notice and Determination of Quorum
2. Approval of Minutes of Previous Meeting
3. Annual Report
4. Ratification of All Acts and Resolutions of the Board of Directors and Management During the Preceding Year
5. Election of Directors (including the Independent Directors)
6. Election of External Auditor and Fixing of its Remuneration
7. Consideration of Such Other Business as May Properly Come Before the Meeting
8. Adjournment

Only stockholders of record at the close of business on **February 22, 2019** are entitled to notice of, and to vote at, this meeting.

Makati City, February 4, 2019.

  
**JOANNE M. LIM**  
Assistant Corporate Secretary

<sup>1</sup> See next page for the explanation for each agenda item

## **EXPLANATION OF AGENDA ITEMS**

### **Proof of notice and determination of quorum**

The Corporate Secretary will certify the date the notice of the meeting was sent to all stockholders and the date of publication of the notice in a newspaper of general circulation.

The Corporate Secretary will further certify the existence of a quorum. The stockholders present, in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

### **Approval of minutes of previous meeting**

The minutes of the meeting held on April 13, 2018 are posted at the company website, [www.global-imi.com](http://www.global-imi.com). Copies of the minutes will also be distributed to the stockholders before the meeting.

A resolution approving the minutes will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

### **Annual report**

The Chairman, Mr. Jaime Augusto Zobel de Ayala, the Chief Executive Officer, Mr. Arthur R. Tan, and the President and Chief Operating Officer, Mr. Gilles Bernard, will deliver a report to the stockholders on the performance of the company in 2018 and the outlook for 2019. The financial statements as of December 31, 2018 (FS) will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting.

A resolution noting the report and approving the audited financial statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

### **Ratification of all acts and resolutions of the Board of Directors and Management during the preceding year**

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors, Executive Committee, and other board committees as well as for all the acts of management of the company taken or adopted since the annual stockholders' meeting on April 13, 2018 until April 8, 2019. The acts and resolutions of the Board and its committees include the approval of contracts and agreements, projects and investments, treasury matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of management were those made to implement the resolutions of the Board or its committees or made in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

### **Election of directors (including the independent directors)**

Any stockholder may submit to the Nomination Committee nominations to the Board not later than February 22, 2019. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website for examination by the stockholders.

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected. The eleven nominees receiving the highest number of votes will be declared elected as directors of the company.

### **Election of external auditor and fixing of its remuneration**

The Audit Committee will endorse to the stockholders the election of an external auditor for the current fiscal year. The profile of the external auditor will be provided in the Information Statement and in the company website for examination by the stockholders.

A resolution for the election of the external auditor and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding stock present at the meeting.

### **Consideration of such other business as may properly come before the meeting**

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.