



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

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www.global-imi.com

April 3, 2024

Securities and Exchange Commission
17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo
Director, Markets and Securities Regulation Department

Philippine Stock Exchange, Inc.
Disclosure Department
6th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Gentlemen:

Please see the attached amended detailed notice and agenda of our annual stockholders' meeting which is set for April 25, 2024.

Thank you.

Very truly yours,

ROSARIO CARMELA G. AUSTRIA
Assistant Corporate Secretary



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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **INTEGRATED MICRO-ELECTRONICS, INC.** will be conducted virtually via <http://www.ayalagroupshareholders.com/> on **Thursday, April 25, 2024 at 3:00 o'clock in the afternoon** with the following

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders²
 - i. Approval of Minutes of Previous Meeting
 - ii. Ratification of All Acts of the Board of Directors and Officers
 - iii. Election of Directors (including the Independent Directors)
 - iv. Election of External Auditor and Fixing of its Remuneration
 - v. Approval of the Audited Financial Statements, including noting of Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

Pursuant to the Company's By-Laws, the Board of Directors during its meeting on February 13, 2024, has approved that the Annual Stockholders' Meeting be held in a fully virtual format. Stockholders may only attend the meeting by remote communication, by voting *in absentia* or by appointing the Chairman of the meeting as their proxy.

Only stockholders of record as of **March 13, 2024** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by email on or before **April 16, 2024**. Stockholders may likewise register online starting April 3, 2024. Voting may be by electronic means or *in absentia* or by proxy subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes electronically and *in absentia* will be set forth in the Information Statement³.

Stockholders intending to participate by appointing the Chairman of the meeting as their proxy should submit their duly accomplished proxies and voting instructions on or before **April 16, 2024** to the Office of the Corporate Secretary at 4/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City or by email. Validation of proxies is set for April 18, 2024 at 9:00 o'clock in the morning.

Stockholders of record as of March 13, 2024 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda by email on or before **April 18, 2024**⁴.

All email communications should be sent to corporatesecretary@global-imi.com on or before the designated deadlines.

This notice superseded the notice filed on February 28, 2024 with the Securities and Exchange Commission and Philippine Stock Exchange.

Makati City, April 1, 2024.


MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

¹ See pages 2 and 3 for the explanation for each agenda item.

² Proposed resolutions are indicated below and will be included in the proxy form with voting instructions and in the electronic ballot.

³ Stockholders should notify the Company by email at corporatesecretary@global-imi.com of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 13, 2024.

⁴ The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.

EXPLANATION OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

Call to order

The Chairman will formally open the meeting at approximately 3:00 o'clock in the afternoon.

Certification of notice and quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address, <http://www.ayalagroupshareholders.com/>, which may be accessed by the stockholders to register and vote *in absentia* on the matters for resolution at the meeting.⁵ A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corporatesecretary@global-imi.com and shall be limited to the Items in the Agenda.
- (ii) Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company through corporatesecretary@global-imi.com on or before April 16, 2024 of their intention to participate in the Meeting by remote communication in order to be included in determining the existence of a quorum, together with the stockholders who voted *in absentia* and by giving voting instruction to the Chairman as proxy.
- (iv) Voting shall only be allowed for validated stockholders registered in the Ayala Group Voting System or through authorizing the Chairman of the meeting as proxy. Stockholders registered in the Ayala Group Voting System may cast their votes through the said System at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.
- (v) All the items in the agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, unless the law requires otherwise.
- (vi) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (vii) The Proxy Validation Committee will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of initial voting during the meeting.
- (viii) The meeting proceedings shall be recorded in audio and video format.

Matters for Stockholders Approval

1. Approval of minutes of previous meeting

The minutes of the meeting held on April 20, 2023 are available at the Company's website, www.global-imi.com, and shall be presented for stockholders approval. Below is the proposed resolution:

"RESOLVED, to approve the minutes of the annual stockholders' meeting held on 20 April 2023."

2. Ratification of all acts of the Board of Directors and Officers

The actions of the Board and its committees taken and the acts of officers to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on April 20, 2023 until April 25, 2023 shall be presented for stockholders' ratification. These include the approval of operations-related and treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. Below is the proposed resolution:

"RESOLVED, to ratify each and every act and resolution, from 20 April 2023 to 25 April 2024 (the "Period"), of the Board of Directors (the "Board") and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation."

3. Election of directors (including the independent directors)

The eleven (11) nominees for directors, including independent directors, as evaluated and determined by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders. Below is the proposed resolution:

"RESOLVED, to elect the following as directors of the Corporation to serve as such beginning 25 April 2024 until their successors are elected and qualified:

Alberto M. de Larrazabal
Jerome S. Tan
Jose Ignacio A. Carlos
Roland Joseph L. Duchâtelet
Rafael C. Romualdez
Jaime Z. Urquijo
Mark Robert H. Uy
Ginaflor C. Oris
Jesse O. Ang (*independent director*)
Hiroshi Nishimura (*independent director*)
Sherisa P. Nuesa (*independent director*)"

⁵ The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

The profiles of the nominees to the Board will be provided in the Information Statement.

4. Election of external auditor and fixing of its remuneration

As endorsed by the Audit and Risk Committee of the Board, the election of the external auditor for the ensuing year as well as its proposed remuneration shall be presented for stockholders' approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements. Below is the proposed resolution:

“RESOLVED, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2024 for an audit fee of PhP5,480,000.00, exclusive of value added tax and out-of-pocket expenses.”

The profile of the external auditor will be provided in the Information Statement.

5. Approval of the Audited Financial Statements and Noting of Annual Report

The Audited Financial Statements as of December 31, 2023 (AFS), to be approved by the Board upon the recommendation of the Audit and Risk Committee, will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting. The Audited Financial Statement shall be presented for stockholders' approval during the meeting, together with the noting of the Company's annual report. The Company's Annual Report will contain the Messages from the Chairman and CEO and Report of the President. Below is the proposed resolution:

“RESOLVED, to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2023, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.”

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

The Chairman will take up agenda items received from stockholders on or before April 18, 2024 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁶.

Presentation of Management and Open Forum

The Chairman, Mr. Alberto M. de Larrazabal, the Chief Executive Officer (CEO), Mr. Arthur R. Tan, and the President, Mr. Jerome S. Tan will report on the performance of the Company in 2023. The Company's performance is also embodied in the Company's Annual Report. Copies of the Annual Report will be distributed to the stockholders and posted on the Company's website, www.global-imi.com.

The Chairman will open the floor for comments and questions by the stockholders.

⁶ SEC Memorandum Circular No. 14, series of 2020 or “Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings”: <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.