



POLICY ON INSIDER TRADING

Integrated Micro-Electronics, Inc. (“IMI”) is adopting a policy on Insider Trading. **This policy shall apply to the Corporation’s Covered Persons (as defined below) and to material non-public information of the Corporation:**

Policy 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.**

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

- i. All **incumbent** members of the Board of Directors;
- ii. 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;
- iii. All **consultant 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.
- iv. Member of the immediate families of **the abovementioned** Covered Persons who are living in the same household as the Covered Persons.

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:

- i. **Financial results**
- ii. **Projections of future earnings or losses**
- iii. **Mergers/Acquisitions/Divestitures/Joint ventures**
- iv. **Dividend declarations and changes in dividend policy**
- v. **Stock splits**
- vi. **Material equity investments or debt offerings (involving amounts equivalent to 10% or more of the Corporation's total assets)**
- vii. **Material litigation exposure (involving amounts equivalent to 10% or more of the Corporation's total assets)**
- viii. **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:
 - 1.1 Not allowed to trade in the Corporation's Securities. directly or indirectly; and
 - 1.2 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 Corporation's Securities during the following blackout periods:
 - 2.1. For structured disclosures - Five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results;
 - 2.2 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 Corporation's Securities within a period of less than six (6) months regardless of the intent. The exceptions are: (i) if the Corporation'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 Corporation, 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 Corporation.

4. All directors and **Key Officers which includes 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, 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 Corporation'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 Corporation'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 Corporation.
6. When in doubt, the Covered Persons are enjoined to consult the Office of the Compliance Officer, prior to transacting Securities of the Corporation 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 Corporation who intend to or are trading the Securities of the Corporation are required: (i) to open an account with and trade the Corporation's Securities only through BPI Securities; (ii) execute the necessary waivers to allow the Corporation to examine such trades at any time; and (iii) seek approval from the Compliance Officer before trading the Corporation's Securities. The Corporation 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:
 - i. 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
 - ii. 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.

Sanctions for Policy Violations

Violation of this policy shall be subject to disciplinary action under the Company's Code of Conduct, 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.**

Report on Trade/s of Company Securities
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Integrated Micro-Electronics, Inc.
Email: compliance_officer@global-imi.com

Name of Reporting Person: _____

Position: _____

Date of Transaction: _____

Nature of Transaction:

____ Acquisition of Securities ____ Disposition of Securities

Number of Securities Acquired/Disposed: _____

Acquisition/Disposition Price: _____

Person who Transacted: ____ Reporting Person ____ Family member¹

Date of Last Transaction of Reporting Person or Family Member: _____

Nature of Last Transaction:

____ Acquisition of Securities ____ Disposition of Securities

Number of Securities Acquired/Disposed: _____

Acquisition/Disposition Price: _____

I certify that the above information is true and correct to the best of my knowledge.

Name & Signature of Reporting Person

Date

¹ Immediate family member living in the same household

Form for Reporting Suspected or Probable Violations of the Insider Trading Policy
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Integrated Micro-Electronics, Inc.
Email: compliance_officer@global-imi.com

Whistleblower email: imi-integrityhotline@global-imi.com

Date: _____

Name of Reported Person: _____

Suspected or Probable
Violation/s: _____

Date of Transaction/s: _____

Details of Transaction/s: _____

Optional

Name of Reporting Person: _____

Contact Number: _____

Email Address: _____

Request for Approval to Trade in Company Securities - For Officers
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Integrated Micro-Electronics, Inc.
Email: compliance_officer@global-imi.com

I, _____, am requesting for approval of my intended acquisition/disposition of Company Securities with the following details:

Type of Securities: _____

Number of Securities: _____

I will be submitting the required report to the Office of the Compliance Officer within three (3) business days from transaction date. I also hereby allow the Corporation to examine at any time the aforementioned trade in Company Securities and will execute any necessary waiver to facilitate this examination.

Name & Signature of Officer

Date

Undertaking to Trade only through BPI Securities - For Officers
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Integrated Micro-Electronics, Inc.
Email: compliance_officer@global-imi.com

UNDERTAKING

I, _____ (Name) _____, (Position) of Integrated Micro-Electronics, Inc., hereby undertake the following:

1. To open an account with BPI Securities;
2. To trade the Corporation's Securities solely and exclusively through BPI Securities;
3. To execute any necessary waivers to allow the Corporation to examine such trades at any time; and
4. To seek approval from the Chief Compliance Officer before each trade in the Corporation's Securities.

Name & Signature of Officer

Date