



Integrated Micro-Electronics, Inc.
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REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, **NIMFA AMBROSIA L. PEREZ-PARAS**, being the duly elected, qualified and incumbent Assistant Corporate Secretary of **INTEGRATED MICRO-ELECTRONICS, INC.** (the "Corporation"), do hereby certify that:

1. The following updates and changes in the Corporation's 2013 Consolidated Changes in the Annual Corporate Governance Report are supported by the minutes of the 12 April 2013 Annual Stockholders' Meeting (ASM):
 - a. Voting results on the election of directors during the last ASM

"As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes received by the nominees are as follows:

	For	Against*	Abstain*
Jaime Augusto Zobel de Ayala	2,465,272,920	0	428,874
% of Shares Voted	84.02%	0%	0.01%
Fernando Zobel de Ayala	2,464,921,920	0	428,874
% of Shares Voted	84.01%	0%	0.01%
Delfin L. Lazaro	2,464,920,345	0	428,874
% of Shares Voted	84.01%	0%	0.01%
Arthur R. Tan	2464,932,345	0	428,874
% of Shares Voted	84.01%	0%	0.01%
Delfin C. Gonzalez, Jr.	2,464,920,345	0	428,874
% of Shares Voted	84.01%	0%	0.01%
John Eric T. Francia	2,464,572,013	0	428,874
% of Shares Voted	84.00%	0%	0.01%
Rafael Ma. C. Romualdez	2,464,572,013	0	428,874
% of Shares Voted	84.00%	0%	0.01%
Jose Ignacio A. Carlos	2,464,573,013	0	428,874
% of Shares Voted	84.00%	0%	0.01%
Alelie T. Funcell	2,464,572,013	0	428,874
% of Shares Voted	84.00%	0%	0.01%
Hiroshi Nishimura	2,464,572,013	0	428,874
% of Shares Voted	84.00%	0%	0.01%
Diosdado P. Banatao	2,464,921,345	0	428,874
% of Shares Voted	84.01%	0%	0.01%

*Votes "Against" have no effect on the outcome of the election. Under the Corporation Code of the Philippines, the election of directors is by plurality of votes. Abstentions also have no effect on the outcome of the elections. Under the Corporation Code of the Philippines shareholders have the right to cumulative voting to ensure minority

stockholders' representation in the Board of Directors. A shareholder is entitled to vote his shares multiplied by the number of directors to be elected. He may cumulate his votes and cast them all in favor of one candidate, or distribute them equally or in any proportion among the candidates.

b. Resolutions Approved in the ASM

b.1. Resolution No. S-01-13: "Resolved, to approve the minutes of the annual stockholders' meeting held on 13 April 2012."

"As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion for the approval of the minutes and the adoption of Resolution No. S-01-13 are as follows:

	For	Against	Abstain
Number of Voted Shares	2,466,805,979	0	921,000
% of Voting Shares Present	84.07%	0.00%	0.003%"

b.2. Resolution No. S-02-13: "Resolved, to note the Corporation's Annual Report, which consists of the Chairman's Message, the President's Report, and the audio-visual presentation to the stockholders as of 12 April 2013, and to approve 2012 audited financial statements."

"As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion for the noting of the annual report and the approval of the 2012 financial statements, and the adoption of Resolution No. S-02-13 are as follows:

	For	Against	Abstain
Number of Voted Shares	2,465,950,467	0	1,776,512
% of Voting Shares Present	84.05%	0.00%	0.06%"

b.3. Resolution No. S-03-13: "Resolved, to ratify and approve the acts and resolutions of the Corporation's Board of Directors, the Executive Committee, and other Board Committees, as well as all the acts of the Management taken or adopted since the annual stockholders' meeting on 13 April 2012 until 12 April 2013 as reported by the Corporation's Secretary."

"As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion are as follows:

	For	Against	Abstain
Number of Voted Shares	2,465,950,467	351,000	1,425,512
% of Voting Shares Present	84.05%	0.01%	0.05%"

b.4. Resolution No. S-04-13: "Resolved, to elect the firm of SyCip Gorres Velayo & Company as the external auditor of the Corporation for the 2013 fiscal year for an audit fee of Pesos: Three Million Three Hundred Sixty Thousand (P3,360,000.00), exclusive of value-added tax and out-of-pocket expenses."

"As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the election of SGV as external auditor of the Corporation including the approval of its audit fee, and the adoption of Resolution No. S-04-13 are as follows:

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	For	Against	Abstain
Number of Voted Shares	2,466,801,467	0	925,512
% of Voting Shares Present	84.07%	0%	0.03%”

c. Stockholders' Attendance

“The Secretary further certified that stockholders representing 2,467,726,979 shares or 84.11% of the 2,934,078,088 outstanding and voting shares were present in person or by proxy.”

2. The appointment Mr. Fernando Zobel de Ayala as Chairman of the Corporation's Nomination Committee was recorded in the minutes of the 12 April 2013 organizational meeting of the Board of Directors, as follows:

“The Board appointed the Chair and members of each of the Board Committees as follows”

XXX

Nomination Committee

Fernando Zobel de Ayala-Chairman

XXX”

3. The appointment of Mr. Delfin C. Gonzalez as new member of the Corporation's Audit Committee was recorded in the minutes of the 21 June 2013 regular meeting of the Board of Directors, as follows:

“The Board also approved the appointment of Mr. Delfin C. Gonzalez, Jr. as the new member of the Audit and Risk Committee in view of the retirement of Mr. Jaime P. Villegas.”

4. The transfer of the enterprise risk management function from the Finance Committee to the Audit and Risk Committee was approved by the Board of Directors and recorded in the minutes of their meeting on 2 September 2013, as follows:

“Resolution No. B-10-13: Resolved, to approve and authorize the transfer of the Enterprise Risk Management function from the Finance Committee to the Audit and Risk Committee effective as of date of this meeting.”

5. This certification is being issued to comply with requirements of the Securities and Exchange Commission Memorandum Circular No. 12, Series of 2014.

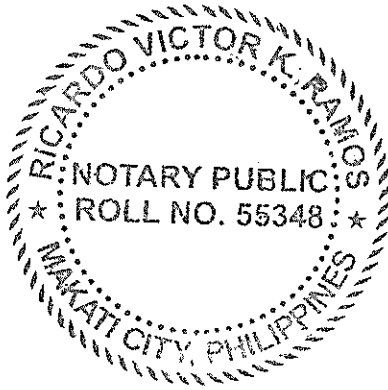
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this
_____ JUL 22 2014 _____ at Makati City.


NIMFA AMBROSIA L. PEREZ-PARAS
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 22 2014 at Makati City, affiant exhibiting to me her Passport Number EB0020342 issued on January 4, 2010 at Manila, Philippines.

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Book No. VI ;
Series of 2014.

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.



RICARDO VICTOR K. RAMOS
Notary Public - Makati City
Appt. No. 332 until 31 December 2016
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