



102202015002056



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

SEC Registration No. 0000094419
Company Name INTEGRATED MICRO-ELECTRONICS INC.
Industry Classification
Company Type Stock Corporation

Document Information

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATIONS CODE (SRC)
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. February 20, 2015
Date of Report (Date of earliest event reported)
2. 94419 3. 000-409-747-000
SEC Identification Number BIR Tax Identification Number
4. INTEGRATED MICRO-ELECTRONICS, INC.
Exact Name of registrant as specified in its charter
5. PHILIPPINES 6. [REDACTED] (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code
incorporation
7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati 1226
Address of principal office Postal code
8. (632) 756-6840
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC
- | Title of Each Class | Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding |
|----------------------------------------|--------------------------------------------------------------------------------|
| <u>COMMON (net of Treasury Shares)</u> | <u>1,856,899,921</u> |

Indicate the item numbers reported herein : Please refer to attached letter


Re: **IMI's Update to Annual Corporate Governance Report**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTEGRATED MICRO-ELECTRONICS,
INC.**

Registrant

Date : February 20, 2015


JAIME G. SANCHEZ
Vice President, Deputy CFO and Group Controller
Acting Compliance Officer
Signature and Title*

* Print name and title of the signing officer under the signature.



Integrated Microelectronics, Inc.
North Science Avenue
Special Export Processing Zone, Laguna Technopark
Biñan Laguna 4024 Philippines
PO Box 7778 ADC NAIA D-3120 Philippines

Tel (63-49) 541 1015 to 20
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February 20, 2015

Securities and Exchange Commission
SEC Building, EDSA, Mandaluyong City

Attention: Ms. Justina F. Callangan
Director, Corporation & Finance Department

Gentlemen:

In compliance to SEC Memorandum Circular No. 1, Series of 2014, please be informed that on its Board of Directors meeting on February 17, 2015, the Company's Related Party Transactions policy was approved.

Please see below updates to the Related Party Transactions portion of the Company's Annual Corporate Governance Report.

Related Party Transactions

Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	<i>Material/significant Related Party Transactions (RPTs) are those transactions that meet the threshold values approved by the Audit and Risk Committee (the "Committee") to be potentially or actually significant to the Company and other requirements as may be determined by the Committee upon the recommendation of Chief Risk Officer.</i>
(2) Joint Ventures	
(3) Subsidiaries	

(4) Entities Under Common Control	<i>The Board shall approve a material RPT before its commencement. If not identified beforehand, the material RPT must be subsequently reviewed by the Committee and ratified by the Board of Directors or the same may be discontinued, rescinded or modified to make it acceptable for ratification.</i>
(5) Substantial Stockholders	<i>Any member of the Committee who has an interest in the RPT under review shall be prohibited from participating in the discussion and from voting thereon. However, the presence of such member may be counted in determining the presence of a quorum at the meeting of the Committee.</i>
(6) Officers including spouse/children/siblings/parents	<i>The Chief Risk Officer and the Committee shall perform periodic post verification of RPTs to ensure that the terms and conditions recommended by the Committee and approved by the Board of Directors are properly and correctly implemented.</i>
(7) Directors including spouse/children/siblings/parents	<i>The Chief Risk Officer shall (i) advise each of the subsidiaries and affiliates of the Company of this Policy and (ii) and work with the subsidiaries and affiliates of the Company to implement the Policy for each subsidiary or affiliate to adopt its own policy on RPTs.</i>
(8) Interlocking director relationship of Board of Directors	<i>The Committee shall annually review the threshold values and the provisions of this Policy and may recommend to the Board amendments to this Policy as it deems appropriate.</i> <i>Please refer to Notes to Consolidated Financial Statements of the Company which discloses in detail the Related-Party Transactions for the year.</i>

We hope that you will find said information in full compliance.

Thank you.

Very truly yours,



JAIME G. SANCHEZ

Vice President, Deputy CFO and Group Controller
Acting Compliance Officer



102272015001736



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Industry Classification
Company Type Stock Corporation

Document Information

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27 February 2015

Securities and Exchange Commission
SEC Building, Mandaluyong City

Attention: Hon. Justina F. Callangan
Director, Corporate Governance and Finance Department

Gentlemen:

In compliance with the SEC Memoranda 20, Series of 2013 please be advised that the following directors and key officers of our Company participated in the Ayala Corporate Governance and Risk Management Summit held on 18 February 2015 at the Fairmont Makati and attached herewith are their Certificate of Attendance.

Directors	Key Officers
Jaime Augusto Zobel de Ayala	Linardo Z. Lopez
Fernando Zobel de Ayala	Anthony Raymond P. Rodriguez
Arthur R. Tan	Solomon M. Hermosura
John Eric T. Francia	Nimfa Ambrosia L. Perez-Paras
Delfin C. Gonzalez Jr.	
Delfin L. Lazaro	
Hiroshi Nishimura	
Edgar O. Chua	

The summit was administered by the Institute of Corporate Directors, a training provider accredited by the Commission.

We trust that you will find the above in order.

Thank you.

Very truly yours,

JAIME G. SANCHEZ
Vice President, Deputy CFO and Controller
Acting Compliance Officer



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance


to

Fernando Zobel de Ayala

Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Jaime Augusto Zobel de Ayala
Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Arthur R. Tan

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Hiroshi Nishimura

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.

Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Edgar O. Chua

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.

*Ricardo Nicanor N. Jacinto
President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance


to

Delfin C. Gonzalez, Jr.

Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance


to

Delfin L. Lazaro

Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

John Eric T. Francia

Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Linardo Z. Lopez

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance


to

Anthony Raymond P. Rodriguez

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Solomon M. Hermosura

Ayala Corporation

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance


to

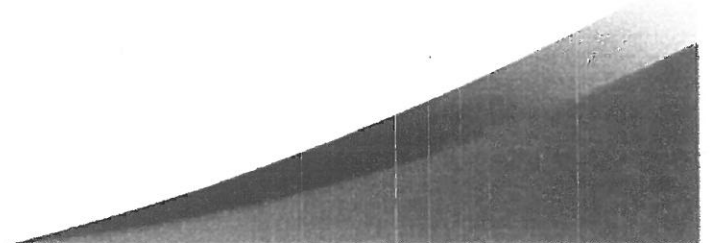
Nimfa Ambrosia L. Perez-Paras

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.

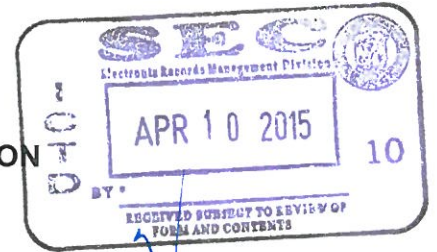

Ricardo Nicanor N. Jacinto
President & CEO



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER



- 1. April 10, 2015
Date of Report (Date of earliest event reported)
- 2. 94419
SEC Identification Number
- 3. 000-409-747-000
BIR Tax Identification Number
- 4. INTEGRATED MICRO-ELECTRONICS, INC.
Exact Name of registrant as specified in its charter
- 5. PHILIPPINES
Province, country or other jurisdiction of incorporation
- 6. [REDACTED] (SEC Use Only)
Industry Classification Code
- 7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati
Address of principal office
- 8. (632) 756-6840
Registrant's telephone number, including area code
- 9. Not Applicable
Former name or former address, if changed since last report
- 10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON (net of Treasury Shares)</u>	<u>1,856,899,921</u>

Indicate the item numbers reported herein : Please refer to attached letter

Re: Updates to the Annual Corporate Governance Report

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEGRATED MICRO-ELECTRONICS, INC.

Registrant

Anthony P. Rodriguez
ANTHONY P. RODRIGUEZ

Investor Relations
Signature and Title*

Date : April 10, 2015

* Print name and title of the signing officer under the signature.



Integrated Microelectronics, Inc.
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Biñan Laguna 4024 Philippines
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April 10, 2015

Securities and Exchange Commission
SEC Building, EDSA, Mandaluyong City

Attention: Ms. Justina F. Callangan
Director, Corporation & Finance Department

Gentlemen:

In compliance to SEC Memorandum Circular No. 1, Series of 2014, please refer to the information set forth in the attached file regarding the updates to the Company's Annual Corporate Governance Report, in relation to the most recent Annual Stockholders' Meeting of the Company last April 6, 2015.

We hope that you will find said information in full compliance.

Thank you.

Very truly yours,


ANTHONY P. RODRIGUEZ
Investor Relations

BOARD MATTERS

(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual/Special Meeting)	No. of years served as director
Jaime Augusto Zobel de Ayala	NED			January 1995	April 6 2015	AGM	20
Fernando Zobel de Ayala	NED			January 1995	April 6 2015	AGM	20
Delfin L. Lazaro	NED			May 2000	April 6 2015	AGM	15
Arthur R. Tan	ED			July 2001	April 6 2015	AGM	14
Jose Ignacio A. Carlos	NED			December 2006	April 6 2015	AGM	9
Rafael Ma. C. Romualdez	NED			May 1997	April 6 2015	AGM	19
Delfin C. Gonzalez, Jr.	NED			July 2010	April 6 2015	AGM	5
John Eric T. Francia	NED			July 2010	April 6 2015	AGM	5
Hiroshi Nishimura	ID			April 2010	5 yrs.	AGM	5
Edgar O. Chua	ID			April 2014	1 yr.	AGM	1
Alelie T. Funcell	ID			April 2010	5 yrs.	AGM	5

Ms. Luzviminda R. Enriquez, a shareholder of the Company, formally nominated all the 11 candidates. Ms. Enriquez is not related to any of the nominees including the nominees for independent directors.

Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jaime Augusto Zobel de Ayala	100	0	.0000
Fernando Zobel de Ayala	100	0	.0000
Delfin L. Lazaro	100	0	.0000
Arthur R. Tan	1,955,452	18,168,100	.6374
Rafael Ma. C. Romualdez	115	0	.0000
Jose Ignacio A. Carlos	115	0	.0000
Edgar O. Chua	100	0	.0000
Delfin C. Gonzalez Jr.	100	0	.0000
Hiroshi Nishimura	115	600,000	.0190
Alelie T. Funcell	115	0	.0000
John Eric T. Francia	100	0	.0000
TOTAL	1,956,512	5,323,800	.6564

¹ Reckoned from the election immediately following January 2, 2012.

Voting Result of the last Annual General Meeting (April 6, 2015)

Name of Director	Votes Received (in favor)
Jaime Augusto Zobel de Ayala	2,476,282,985 (99.86%)
Fernando Zobel de Ayala	2,476,233,000 (99.86%)
Arthur R. Tan	2,476,639,765 (99.88%)
Edgar O. Chua (Independent Director)	2,476,315,185 (99.86%)
Jose Ignacio A. Carlos	2,476,382,585 (99.86%)
John Eric T. Francia	2,476,315,185 (99.86%)
Alelie T. Fucell (Independent Director)	2,476,315,185 (99.86%)
Delfin C. Gonzalez, Jr.	2,476,226,585 (99.86%)
Delfin L. Lazaro	2,475,944,885 (99.85%)
Hiroshima Nishimura (Independent Director)	2,475,919,221 (99.85%)
Rafael Ma. C. Romualdez	2,476,198,385 (99.86%)

Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Jaime Augusto Zobel de Ayala	<i>February 18, 2015</i>	<i>Ayala Group Corporate Governance and Risk Management Summit</i>	<i>Institute of Corporate Directors, Inc.</i>
Fernando Zobel de Ayala			
Arthur R. Tan			
John Eric T. Francia			
Delfin C. Gonzalez Jr.			
Delfin L. Lazaro			
Hiroshi Nishimura			
Edgar O. Chua			
Linardo Z. Lopez			
Anthony Raymond P. Rodriguez			
Solomon M. Hermosura			
Nimfa Ambrosia L. Perez-Paras			

Committee Members

Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Delfin L. Lazaro	May 11, 2006	0	N.A.	N.A.	8
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006				8
Member (ED)	Arthur R. Tan	May 11, 2006				8

Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Edgar O. Chua	April 4, 2014	5	3	60%	Less than 1 yr.
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006	5	5	100%	8
Member (NED)	Delfin C. Gonzalez Jr.	June 21, 2013	5	5	100%	1

Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Fernando Zobel de Ayala (effective April 12, 2013)	April 12, 2013	2	2	100%	1
Member (NED)	Jose Ignacio P. Carlos	April 26, 2007	2	2	100%	7
Member (ID)	Alelie T. Fucell	April 19, 2010	2	2	100%	4

Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Jaime Augusto Zobel de Ayala	Apr 12, 2014	0	0	0	Less than 1 yr.
Member (NED)	Delfin L. Lazaro	May 11, 2006	0	0	0	8
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006	0	0	0	8

Finance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Delfin C. Gonzalez Jr.	July 9, 2010	5	5	100%	4
Member (NED)	John Eric T. Francia	July 9, 2010	5	2	20%	4
Member (NED)	Rafael Ma. C. Romualdez	April 14, 2009	5	5	100%	5
Member (ID)	Hiroshi Nishimura	April 4, 2014	5	4	80%	Less than 1 yr.

Proxy Validation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Solomon M. Hermosura	April 6, 2015	0	0	0	0
Member	Jaime G. Sanchez	April 6, 2015	0	0	0	0
Member	Neilson C. Esguerra	April 6, 2015	0	0	0	0

DISCLOSURE AND TRANSPARENCY

Ownership Structure

Holding 5% shareholding or more

Title of Class	Shareholder	Number of Shares	Percent	Beneficial Owner
Common	AYC Holdings, Ltd.	945,537,373	29.9515%	AYC Holdings, Ltd.
Common	Ayala Corporation	180,492	.0057%	Ayala Corporation
Preferred		1,064,899,372	33.7324%	
Common	PCD Nominee Corporation	239,412,304	9.1442%	Resins, Inc.
Preferred	Resins, Inc.	222,222,107	7.0393%	Resins, Inc.
Common	EPIQ NV	200,000,000	6.3353%	EPIQ NV

External Auditor's fee:

Name of auditor	Audit Fee	Non-audit Fee
<i>SyCip Gorres Velayo & Company (SGV & Co.) - 2014</i>	₱ 6.86M*	₱ 0.70M
<i>SyCip Gorres Velayo & Company (SGV & Co.) - 2013</i>	₱ 3.36M	₱ 1.35M

Date of release of audited financial report:

February 17, 2015.

Disclosure of RPT

Below are the details of the Company's Related Party Transactions which formed part of the Company's December 2014 audited financial statements:

In the ordinary course of business, the Group transacts with its related parties. The transactions and balances of accounts with related parties follow:

- a. Transactions with Bank of the Philippine Islands, an affiliate

As of December 31, 2014 and 2013, the Group maintains current and savings accounts with BPI amounting to \$0.97 million and \$0.77 million, respectively.

Total interest income earned from investments with BPI amounted to \$5,338, \$2,639 and \$22,652 for the years ended December 31, 2014, 2013 and 2012, respectively.

- b. Outstanding balances of the Group's related party transactions with its affiliates follow:

	Receivables		Payables	
	2014	2013	2014	2013
BPI	\$178,059	\$91,792	\$2,957	\$18,267
AC	1,352	—	—	—
Makati Development Corporation (MDC)	776	—	—	—
Ayala Land Inc.	601	—	—	—
Narra Venture Capital II, LP	—	83,562	—	—
Technopark Land, Inc.	—	16,807	—	—
Innovate Communication Inc. (ICI)	—	—	25,520	17,742
Globe Telecom, Inc. (GTI)	—	—	5,238	1,090
Ayala Group Legal (AG Legal)	—	—	—	4,505
	\$180,788	\$192,161	\$33,715	\$41,604

- i. Receivables from BPI are nontrade in nature and pertain to retirement and separation pay advanced by the Parent Company but reimbursable from the trust fund with BPI. These are noninterest-bearing and are due quarterly.
- ii. Receivables from AC, MDC and ALI pertain to the affiliates' share on the Parent Company's expenses incurred during a group-wide conference.
- iii. PSI's outstanding receivables from Narra VC are nontrade in nature and represent payments made by PSI to settle the Pre-Completion Liabilities and which will be later reimbursed from the New Investors. Effective December 29, 2014, IMI purchased shares held by the non-controlling interests in PSI. Accordingly, the receivables from Narra VC were written off.
- iv. Receivables from TLI are nontrade in nature and pertain to advances by the Parent Company for various expenses incurred by TLI, primarily on real property taxes and corporate secretarial services. These are reimbursable with a 30-day term.
- v. Payables to BPI are nontrade in nature and pertain to outstanding housing and automobile financing loans. The outstanding housing and automobile financing loans arise from timing differences of the remittances by the Parent Company to BPI and the period of withholding from employee salaries and wages. The loan reductions are remitted on a monthly basis.
- vi. Payables to ICI are nontrade in nature and pertain to leased lines, internet connections and automated teller machines connections. These are noninterest-bearing and are due every month.
- vii. Payables to GTI pertain to billings for software and WiFi connections. These are due and demandable.
- viii. Payables to AG Legal are nontrade in nature and pertain to legal services provided to the Parent Company and PSI. These are noninterest-bearing and are due within thirty days.

- c. Outstanding balances of related party transactions from the Parent Company's point of view follow:

	Receivables		Payables	
	2014	2013	2014	2013
STEL	\$18,426,739	\$24,204,080	\$7,369,725	\$8,390,188
IMI EU/MX Subsidiaries	14,695,248	14,705,805	—	—
PSi	12,820,656	11,319,929	296	415,317
IMI Singapore	1,010,247	1,010,247	—	—
IMI Japan	981,383	979,526	594,201	712,569
IMI ROHQ	319,924	253,323	1,149,654	1,212,240

IMI USA	253,738	250,405	196,433	289,146
	\$48,507,935	\$52,723,315	\$9,310,309	\$11,019,460

- i. Receivables from STEL Group, IMI EU/MX Subsidiaries, PSI, IMI Singapore, IMI Japan and IMI USA are nontrade in nature and pertain to operating cash advances made by the Parent Company.

Advances to STEL Group, IMI Singapore, IMI Japan and IMI USA are noninterest-bearing and are due on demand.

Advances to PSI, IMI MX and IMI CZ have a 90-day term subject to interest rates ranging from 2.33% to 2.73% in 2014, 2.24% to 3.24% in 2013, and 2.31% to 2.81% in 2012.

Receivables from IMI ROHQ are nontrade in nature and represent the retirement expense for IMI ROHQ's employees to be funded by the Parent Company upon availment. These receivables are due on demand.

- ii. Payables to STEL Group pertain to non-trade related transactions which include freight and handling charges, business travel expenses and consideration, for the net assets transferred by STPH to the Parent Company. These advances are noninterest-bearing and are payable on demand.
- iii. Payables to PSI in 2013 represent payments to settle certain liabilities that had arisen prior to the entry of the New Investors, and which have been identified as the Pre-Completion Liabilities. Pursuant to the IA, the Old Investors and the New Investors shall reimburse PSI for these payments to the extent of two-thirds (2/3) and one-third (1/3) of the amounts, respectively, for the first \$3.00 million of the Pre-Completion Liabilities, with the Old Investors absorbing any amount in excess, but only to the extent of the value of the shares that will be eventually sold to the New Investors under the put and call options provision. This was settled in 2014.
- iv. Payables to IMI ROHQ are nontrade in nature and pertain to services provided by IMI ROHQ to the Parent Company which serves as a supervisory, communications and coordinating center for its affiliates.
- v. Payables to IMI Japan and IMI USA are trade in nature and pertain to the services rendered by IMI Japan and IMI USA. These receivables are with a 30-day term.

- d. Revenue/income and expenses from the Group's affiliates follow:

	Revenue/Income			Expenses		
	2014	2013	2012	2014	2013	2012
MWAP	\$9,868	\$9,971	\$8,885	\$-	\$-	\$-
TLI	7,371	7,713	-	1,115,426	26,328	26,531
BPI	6,021	2,639	58,198	-	-	-
AG Legal	-	-	-	118,774	82,818	72,351
ICI	-	-	-	55,971	88,266	144,905
GTI	-	-	-	73,337	70,438	68,355
	\$23,260	\$20,323	\$67,083	\$1,363,508	\$267,850	\$312,142

Revenue/income from its affiliates pertains to the following transactions:

- i. Rental income earned by STEL from lease of its office premises.
- ii. In 2013, the Parent Company and TLI entered into a service agreement for the Parent Company to provide TLI administrative services such as professional, clerical, financial and accounting services. The administrative services shall be for a period of three years, commencing on

January 2, 2013 up to December 31, 2015, renewable upon mutual agreement by both parties. The fixed monthly service fee is ₱30,000, inclusive of all taxes.

- iii. Interest income earned from investments and gain on foreign currency forwards with BPI.

Expenses incurred from related party transactions include:

- i. Rental expense from the lease contract with TLI.
 - ii. Consultations on legal matters and assistance on regulatory and legal requirements from AG Legal.
 - iii. Building rental, leased lines, internet connections and ATM connections with ICI.
 - iv. Billings for cellphone charges and WiFi connections with GTI.
- e. Revenue and expenses eliminated at the Group level follow:

Intercompany revenues mainly pertain to billings of IMI USA and IMI Japan to the Parent Company for recovery costs and billings for management salaries of key management personnel under IMI ROHQ.

Expenses incurred from related party transactions include interest expense of PSi, IMI MX and IMI CZ from loans granted by the Parent Company.

Compensation of Key Management Personnel of the Group

Key management personnel of the Group include all management committee members. Compensation of key management personnel by benefit type follows:

	2014	2013
Short-term employee benefits	\$7,628,230	\$7,294,687
Post-employment benefits	243,459	378,920
Share-based payments	158,608	5,262
	\$8,030,297	\$7,678,869

Dividends

Cash Dividends – Common Shares

DECLARATION DATE	PAYMENT DATE	RATE	RECORD DATE
February 17, 2014	March 19, 2014	USD 0.00140/ ₱0.06319	March 3, 2014
February 17, 2015	March 19, 2015	USD 0.0042/ ₱0.1868	March 4, 2015

Cash Dividends – Preferred Shares

DECLARATION DATE	PAYMENT DATE	RATE	RECORD DATE
December 10, 2012	February 21, 2013	8.25% p.a.	February 8, 2013
December 10, 2012	May 21, 2013	8.25% p.a.	May 8, 2013
December 10, 2012	August 23, 2013	8.25% p.a.	August 9, 2013
December 10, 2012	November 22, 2013	8.25% p.a.	November 11, 2013
November 29, 2013	February 21, 2014	2.90% p.a.	February 7, 2014
November 29, 2013	May 21, 2014	2.90% p.a.	May 7, 2014
November 29, 2013	August 22, 2014	2.90% p.a.	August 7, 2014
November 29, 2013	November 21, 2014	2.90% p.a.	November 7, 2014
December 2, 2014	February 20, 2015	2.90% p.a.	February 6, 2015
December 2, 2014	May 22, 2015	2.90% p.a.	May 8, 2015
December 2, 2014	August 24, 2015	2.90% p.a.	August 7, 2015
December 2, 2014	November 25, 2015	2.90% p.a.	November 11, 2015

Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Against	Abstaining
<i>Approval of Minutes of previous meeting</i>	99.99%	-	0.0008%
<i>Annual Report</i>	99.99%	0.006%	-
<i>Ratification of all acts and resolutions of the Board of Directors and Management adopted during the previous year</i>	99.99%	-	0.0001%
<i>Amendment of the Third Articles of Incorporation to state the specific principal office address in compliance with SEC Memorandum Circular No. 6 (2014)</i>	100%	-	-
<i>Election of Directors</i>	99.85% - 99.86%	0.00%	-
<i>Election of Auditors and fixing of their remuneration</i>	99.99%	0.00001%	-

Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

April 7, 2015.

Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	All	April 6, 2015	By Poll	78.45434%	0.09462%	78.54896%
Special	Not applicable					

Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	489
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<i>March 12, 2015</i>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<i>March 12, 2015</i>
State whether CD format or hard copies were distributed	<i>CD format, hard copies and electronic mail</i>
If yes, indicate whether requesting stockholders were provided hard copies	<i>Yes, stockholders who wished to receive paper copies of the Definitive Information Statement were provided with paper copies.</i>



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April 20, 2015

Securities and Exchange Commission
SEC Building, EDSA, Mandaluyong City

Attention: Ms. Justina F. Callangan
Director, Corporate Governance & Finance Department

Gentlemen:

In compliance to SEC Memorandum Circular No. 1, Series of 2014, please be advised that the following key officers of our Company participated in the Ayala Corporate Governance and Risk Management Summit held on 18 February 2015 at the Fairmont Makati and attached herewith are their Certificate of Attendance.

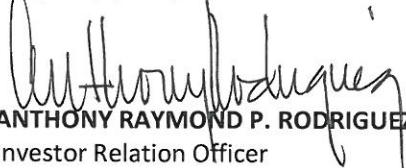
Jaime G. Sanchez – Vice President and Compliance Officer
Atty. Charlene Mae Tapic-Castro – Assistant Corporate Secretary

The summit was administered by the Institute of Corporate Directors, a training provider accredited by the Commission

We trust that you will find the above in order.

Thank you.

Very truly yours,


ANTHONY RAYMOND P. RODRIGUEZ
Investor Relation Officer



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Jaime G. Sanchez

Integrated Micro-Electronics, Inc.

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.


Ricardo Nicanor N. Jacinto
President & CEO



THE INSTITUTE OF CORPORATE DIRECTORS

presents this

Certificate of Attendance

to

Atty. Charlene Mae Tapic-Castro

AG Legal

*for having completed the Orientation Course for Corporate
Governance held on February 18, 2015
at The Fairmont Hotel, Makati City, Philippines*

Given this 18th day of February 2015.

Ricardo Nicanor N. Jacinto
President & CEO