

Board Self-Assessment

Integrated Micro-Electronics, Inc.

Director's Name: _____



Assessment rating / score guide: NA – Not applicable, 5 - Exemplary, 4 - Exceeds expectation, 3 - Meets expectations, <math>2 - Partially meets expectations, 1 - Needs significant improvement. "General Comments" portion is provided for any feedback or areas for improvement.

Introduction

This questionnaire is designed to gather data relating to:

- Part I. Board Effectiveness
- Part II. Committee Effectiveness
- Part III. Individual Effectiveness
- Part IV. President and CEO Effectiveness

Please complete all four parts. Your ratings will be kept strictly confidential and anonymous.

How to complete the questionnaire:

For rating on the various questions in the questionnaire, please use the following rating scales when checking the response boxes:

- 1 = Needs significant improvement
- 2 = Partially meets expectations
- 3 = Meets expectations
- 4 = Exceeds expectations
- 5 = Exemplary

An Overall Assessment shall be determined based on the responses provided using the abovementioned scale. After the tabulation and analysis of the results, a Summary Report will be presented to the Board along with any recommended plan of action. No personal attribution will be made in case your comments are used as reference, with all comments being treated with strict confidentiality.

Please kindly return the completed questionnaire to Office of the Compliance Officer directly **by 15 June 2021**, by emailing to Laurice.delacruz@global-imi.com

If you have any questions, please do not hesitate to contact:

Laurice S. Dela Cruz Compliance Officer Laurice.delacruz@global-imi.com



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PART I: BOARD COMPOSITION

Bo	ard Composition	N A	1	2	3	4	5
1.	The board has the right mix and appropriate balance of diversity of skills, experience, gender, knowledge and industry background considering the company's anticipated future strategic direction, risks, and opportunities for its portfolio of businesses.						
2.	The different capabilities, experience, and skills of the directors are being properly applied to the various issues that come before the board.						
3.	The board plans for a "refresh", taking into consideration its composition and competencies, and the strategic priorities of the company.						
4.	The board has an adequate degree of independence to deal with the company's issues (keep in mind the definition of "independence" as from management, controlling shareholders, and any business or relationship which could materially interfere with the board's exercise of its independent judgment).						
	General Comments, if any						

Roles	and Functions	N A	1	2	3	4	5
5.	The board sets aside sufficient time to critically explore strategic issues, threats of emerging risks and opportunities, the competitive landscape and other relevant factors that may impact the business of the company's portfolio of businesses.						
6.	There is a high degree of mutual respect, trust and candor among board members and management.						
7.	As a whole, the board's partnership with the management team provides value to the company (e.g., extending its global network, providing strategic wisdom, etc.).						
8.	The board converges on an agreed action plan after a decision is made.						
9.	The board and committees periodically review their respective charters to ensure their relevance.						



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10.	The role of the lead independent director in board meetings, executive sessions, preparation of board agendas and information, and communications with directors and external stakeholders is well-defined and understood by all.									
11.	The chairman leads the board, ensuring that key alternatives are considered, and that concerns of directors are addressed before reaching a decision.									
12.	The chairman creates and maintains an openness of relationships to reach a shared understanding of the nature and strategic purpose of the company's overall business, its internal and external challenges, and the direction to take in the future.									
13.	The chairman encourages feedback and provides suggestions to improve corporate governance and board practices.									
14.	Board meetings achieve a proper balance between reviews of past performance and discussions about the future.									
Gener	General Comments, if any									

Inform	nation Management	N A	1	2	3	4	5
15.	Overall, the information on the subject matter provided, prior to and during board presentations, sufficiently enable the board to make good and timely decisions in the following areas:						
a.	Financial Management (e.g., revenue, profit before taxation, attributable profits, return on shareholders' equity, and return on assets);						
b.	Operations (e.g., processes, productivity, and technology support);						
C.	Marketing (e.g., brand positioning, and competitor's market share);						
d.	Organizational Development (e.g., employee engagement, capabilities and skills, culture, and organizational structure);						
e.	Business Environment (e.g., government policies, regulatory changes, and public opinion); and						



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f.	Company's new strategies and development of new ideas for its portfolio of businesses.			
16.	The board receives pre-meeting materials that provide a view of past performance and future business conditions, opportunities, risks and emerging trends.			
17.	The directors are provided with timely information by management on all potential material risks facing its portfolio of businesses (e.g. market, competition, liquidity, legal, reputation, and operational risks).			
18.	The board takes the initiative to request management for additional information, as appropriate, so as to fulfill its duties effectively.			
19.	The board welcomes new insights that may be offered by industry leaders/experts in areas of new businesses, or in the digitization of certain aspects of the business where it lacks experience or industry depth.			
20.	The board requests for timely reporting of developments of the group's subsidiaries which may have a significant and material impact on the value of the company.			
21	The company is able to manage the required arm's-length relationship between the company and each independent subsidiary.			
22.	Thresholds for escalating information on material, strategic, or operational issues to the board are appropriate and well-understood by directors and management.			
Gener	al Comments, if any			

	esentation of Shareholders and Environment, Social and Governance) Factors	N A	1	2	3	4	5
23.	The board establishes and maintains regular dialogue with shareholders to gather views or inputs and address their concerns.						
24.	The board defines the material stakeholders (including shareholders) for the company's long-term sustainable growth and takes into consideration their interests in the pursuit of the company's long-term goals.						
25.	The board takes into consideration a balance between the short-term objectives and the longer-term sustainability of the company and ensures that this is communicated effectively by management to its shareholders and other stakeholders.						



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26.	The board understands sustainability reporting standards, considers sustainability issues as part of the company's strategy formulation, determines material ESG factors, and oversees the management and monitoring of these factors.			
27.	The board ensures that ethical behavior and proper compliance standards are implemented throughout the company and sets the right "tone at the top" through its behavior.			
28.	The board gives appropriate consideration to and proactively handles any actual or potential related-party transactions or any other conflict-of-interest issue.			
29.	Directors understand their fiduciary obligations.			
30.	Directors declare conflicts of interest and abstain from voting or where necessary, recuse from discussions of transactions in which they have or may have a conflict of interest.			
31.	The board ensures the company has in place appropriate corporate disclosure policies and procedures.			
Genei	al Comments, if any	 	 	

Mana	ging Company's Performance	N A	1	2	3	4	5
32.	The board devotes sufficient time learning about the company's overall business, and understands it well enough to:						
a.	provide critical stewardship; and						
b.	guide the company's performance, not just year-to-year, but for the long term.						
33.	The board understands and respects the difference between its stewardship role and management's recommendation and execution role.						
34.	The board approves action plans with specific time lines for implementation of recommendations and monitors their progress accordingly using appropriate financial indicators and industry benchmarks.						



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35.	The board is able to effectively steer the growth of the company while ensuring that the necessary compliance and risk management policies are in place.			
36.	The board encourages and ensures open lines of communication between directors and management and is not averse to "bad" news received from management.			
Gener	al Comments, if any			

BOA	RD STRATEGY AND PRIORITIES								
Currei	ntly Spending Most Time (Please rank the time spent on the activities from (1 to 7)	board time over the r	How would you shift the amount of board time spent on each activity over the next 2-3 years based on the activity's relative value to the company?						
	Rank 1 – Least Rank 7 - Most	Increase Decrease Maintain							
37.	Please provide your view on the following categories of activities	:							
(i)	Strategy (e.g., development, competitive analysis, and prioritizing of strategies that help deliver maximum shareholder value);								
(ii)	Execution (e.g., prioritizing key initiatives against strategy, approval of M&A transactions, and restructuring projects);								
(iii)	Performance management (e.g., development of metrics, incentives, monitoring, and tracking of performance);								
(iv)	Corporate governance and compliance (e.g., nomination, compensation, audit, and disclosure);								
(v)	Sustainability and risk management (e.g., brand management, enterprise risk, disruptive risk, reputation risk, and climate risk);								
(vi)	Leadership and talent management (e.g., succession planning, high potential program, talent retention program, and training and development); and								



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(vii)	Building trust and confidence with shareholders and stakeholders (e.g., public statements, shareholder and stakeholder engagements, and general meetings).				
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Please provide specific topics under the categories that you think the board should focus more of its time and attention on.

Senic	or Executives' Performance Management and Succession Planning	N A	1	2	3	4	5	
38.	The board focuses on management succession and aligns CEO leadership with the company's strategic challenges.							
39.	The board formally evaluates the performance of senior executives each year, together with the corresponding rewards and remuneration, and sets new performance expectations that consider the growth agenda of the company.							
40.	The board conducts periodic reviews of the development and succession plans for senior executives.							
Gene	General Comments, if any							

Direct	tor Development and Management	N A	1	2	3	4	5
41.	The director on-boarding program gives new directors the opportunity to become familiar with the company's business and governance practices.						
42.	Directors are encouraged to expand and improve their knowledge about the company, its portfolio of businesses and the relevant industries in order to stay up to date with new developments and challenges.						



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43.	The board systematically defines its needs for expertise, and addresses gaps in skills through education, continuing training, or targeted recruitment.						
44.	The board has an effective process to evaluate its own performance, and proactively takes action to address any gaps and to work on improvement opportunities identified in the evaluation.						
45.	The compensation of non-executive directors is structured to align with the long-term interests of the company.						
General Comments, if any							

Risk	Management and Internal Control	N A	1	2	3	4	5
46.	The board fully understands the top-tier risks and the key risk registers of the group, and agrees on the appropriate risk mitigation strategies and control measures to treat such risks.						
47.	The board ensures that management has an ongoing process to evaluate the adequacy of internal controls, and is able to resolve control issues in a timely manner.						
48.	The board ensures that the proper risk management systems are in place, and that timely and quality information on risks is provided to the board.						
49.	The board reviews annually the adequacy and effectiveness of the company's risk management processes and measures, and its ability to respond to changes in the risk environment or business objectives						
50.	Accountability in managing risks across the company is recognized and appropriately allocated to the respective board committees, management committees, management representatives, and the overall board.						
51.	The board understands and is able to address new or disruptive risks in the context of the company's specific circumstances, strategic assumptions, and objectives.						
52.	The board actively discusses with management the company's risk mitigation strategies to address current, as well as new and emerging, risks, and determine the company's levels of risk tolerance and risk policies for the identified risks.						
Gene	ral Comments, if any	L	L	<u> </u>	L	<u> </u>	L



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Overa	all Perception	1	2	3	4	5
53.	Compared with other boards on which you serve, this board					
Gener	ral Comments, if any					

OPEN QUESTIONS

Please provide answers to the following questions. Your feedback will help in enriching the quality of feedback for board effectiveness.

1. What is needed in order to further refresh the board?

2. List the most improved areas in corporate governance and board management over the last financial year.

3. List the priority areas for improvement for the next financial year.

Unauthorized disclosure internally or external



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4. How can the board work in a more effective manner with management in achieving the company's short-term and longer-term goals?



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Part II. COMMITTEE EFFECTIVENESS

Please select the committee that you have served in the year of assessment.

- Executive Committee (EXCO)
- □ Finance Committee (FC)
- Corporate Governance and Nomination Committee (CGNC)
- □ Audit Committee (AC)
- □ Risk Management and Related Party Transactions Committee (RRC)
- Personnel and Compensation Committee (PCC)

Please rate in the boxes the board committees from your perspective as member. If you are unable to assess any item, please write "N.A"

- 1 = Needs significant improvement 4 = Exceeds expectations
- 2 = Partially meets expectations 5 = Exemplary
- 3 = Meets expectations N.A. = Unable to assess; Not applicable

		EXCO	FC	CGNC	AC	RRC	PCC
a.	The committee fulfills its responsibilities as set out in its charter						
b.	The committee is diligent in meeting the regulator's information and compliance requirements.						
c.	The committee meetings are conducted in a manner that ensures open communication, meaningful participation, and rigorous decision-making.						
d.	The meetings are frequent enough and allow sufficient time for effective discussion.						
e.	The committee has the right mix of capabilities, experiences, and skills to fulfill its responsibilities.						
f.	A calendar of regular agenda items for the scheduled committee meetings is prepared.						
g.	Discussion points and decisions made by the committee are accessible to the other directors, where appropriate.						
Gen	eral Comments, if any						



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Part III. INDIVIDUAL EFFECTIVENESS

After each statement, indicate to what extent each behavior is exhibited on a regular and consistent basis at board meetings.

- 1 = Needs significant improvement 4 = Exceeds expectations
- 2 = Partially meets expectations 5 = Exemplary
- 3 = Meets expectations

N.A. = Unable to assess; Not applicable

		N A	1	2	3	4	5
a.	I understand and faithfully uphold the mission, values and strategies of the company, and I am aware of what is expected of me as a board member.						
b.	I am aware of the company's By-laws and governing principles and policies and I keep myself updated on the latest best practices in corporate governance.						
C.	I come to board and committee meetings on time, prepared and knowledgeable about the issues to be discussed.						
d.	I keep myself informed about the operations, prospects and risks of the company's portfolio of businesses including sharing of experience and new ideas/insights on business issues.						
e.	As a board member, I consciously avoid situations where there may be conflict of interest with that of the company, and if such a potential conflict exists or appears, I disclose this immediately to the rest of the board.						
f.	I faithfully attend meetings of the board and the committees (where I am a member) with at least 75% attendance rate.						
g.	I actively participate in board discussions with a sense of independence and objectivity.						
h.	I encourage other board members to express different opinions as much as possible and actively challenge their opinions, when necessary, but I support all board decisions once they are made.						
i.	I promote the work and the mission of the company in the community whenever I have the chance to do so.						



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j.	I notify the board within three (3) business days when dealing with the company's shares.			
k.	I manage all my directorships to ensure that due attention is given to my duties as director of the company.			
I.	Overall, I feel that I have personally added significant value to the board.			
Gener	al Comments, if any			



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Part III. President and CEO Effectiveness

After each statement, indicate to what extent each behavior is exhibited on a regular and consistent basis at board meetings.

- 1 = Needs significant improvement 4 = Exceeds expectations
- 2 = Partially meets expectations 5 = Exemplary
- 3 = Meets expectations

N.A. = Unable to assess; Not applicable

		N A	1	2	3	4	5
a.	The President and CEO have taken steps to ensure the Corporation's compliance with all the legal requirements in the management of its affairs.						
b.	The President and CEO have effectively managed the day-to-day operations of the Corporation towards the achievement of the organization's goals and objectives.						
C.	The President and CEO possess appropriate knowledge, skills and competence essential to the due performance of duties.						
d.	The President and CEO have consistently demonstrated integrity and observed the corporate core values.						
e.	The President and CEO, and other key management officials have worked closely with the Board and provided the latter with complete, adequate information on the operations and affairs of the Corporation in a timely manner.						
General Comments, if any							