



IMI CODE OF CONDUCT

(Revised: October 2019)

CONTENT

PART I: INTRODUCTION

PART II: ASPECTS OF CORPORATE SOCIAL RESPONSIBILITY

A. Labor

1. Freely Chosen Employment
2. Young Workers
 - Child Remediation Program
3. Working Hours
4. Wages and Benefits
5. Humane Treatment
6. Non-Discrimination
7. Freedom of Association

B. Health and Safety

1. Occupational Safety
2. Emergency Preparedness
3. Occupational Injury and Illness Procedures and Systems
4. Physically Demanding Work
5. Machine Safeguarding Production
6. Sanitation, Food, and Housing
7. Health and Safety Communication

C. Environment

1. Environmental Permits and Reporting
2. Pollution Prevention and Resource Reduction
3. Hazardous Substances
4. Solid Waste
5. Air Emissions
6. Materials Restrictions
7. Water Management
8. Energy Consumption and Greenhouse Gas Emissions Energy

D. Ethics

1. Business Integrity
 - Conflict of Interest
2. No Improper Advantage
3. Disclosure of Information
4. Intellectual Property
 - Protection and Proper Use of Company Assets
5. Fair Business, Advertising and Competition
 - Accepting gifts or gratuities, and entertainment
 - Giving gifts or gratuities, and entertainment
6. Protection of Identity and Retaliation
7. Responsible Sourcing of Minerals
8. Privacy
9. Insider Trading

E. Management Systems

1. Company Commitment
2. Management Accountability and Responsibility
3. Legal and Customer Requirements
4. Risk Assessment and Risk Management
5. Improvement Objectives
6. Training
7. Communication
8. Employee feedback, Participation and Grievance
9. Audits and Assessments
10. Corrective Action Process
11. Documentation and Records
12. Supplier Communication



INTRODUCTION

The intent of Integrated Micro-Electronics, Inc. (IMI) and its subsidiaries is to have all directors, officers and employees conduct themselves in ways that demonstrate uncompromising ethical standards in all dealings with customers, suppliers, government, the public, and each other at all times.

IMI's Code of Conduct outlines the standards to ensure that working conditions in the Company are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically.

IMI operates in full compliance with the laws, rules and regulations of the countries in which it operates and recognizes international standards in order to advance social and environmental responsibility, and business ethics.



ASPECTS OF CORPORATE SOCIAL RESPONSIBILITY

I. LABOR

IMI is committed to uphold the human rights of employees and to treat them with dignity and respect as understood by the international community. This applies to all employees including temporary, project, migrant, student, direct employees, and any other type of employee. It also recognizes international standards (e.g., Universal Declaration of Human Rights (UDHR), Social Accountability International (SAI), UN Global Compact, and the Ethical Trading Initiative (ETI)) as references.

A. Freely Chosen Employment

IMI will not use forced, bonded (including debt bondage) or indentured labor, involuntary or exploitative prison labor, slavery or trafficking of persons. This includes transporting, harboring, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. IMI will not tolerate unreasonable restrictions on employees' freedom of movement in the facility in addition to unreasonable restrictions on entering or exiting company provided facilities. All work shall be voluntary, and employees shall be free to leave work at any time or terminate their employment in accordance with the Company's policies. Employees are not required to pay employers' or agency recruitment fees or other related fees for their employment.

B. Young Workers

The Company's minimum hiring age follows the mandatory requirement in the country where it operates, e.g., at least 18 years old in the Philippines. The Company does not use child labor in any stage of its manufacturing process. It also supports the use of legitimate workplace learning programs compliant with laws and regulations. The wage rate for interns and apprentices comply with the applicable local laws.

- **Child Remediation Program**

Although stringent measures are put in place to ensure that no minor will be employed, IMI has developed and integrated in its recruitment process a remediation program to protect the rights of children.

C. Working Hours

The Company's workweek will not exceed the maximum set by local law, i.e., one (1) rest period of not less than twenty-four (24) consecutive hours for every six (6) consecutive normal work days. Further, a workweek is defined to be 60 hours per week inclusive of overtime, except in emergency or unusual situations necessitated by exigencies of business operations, catastrophic cases or as maybe required by the customers.

D. Wages and Benefits

The Company shall pay no less than the applicable minimum wage in all sites where it operates. Compensation paid to employees shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, employees shall be compensated for overtime. Deductions from wages as a disciplinary measure shall not be permitted. A timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed is provided.

E. Humane Treatment

IMI does not practice harsh and inhumane treatment, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of employees nor does it tolerate threat of any such treatment. Policies and procedures in support of these requirements are defined and communicated to employees.

F. Non-Discrimination

IMI commits to a workforce free of harassment and unlawful discrimination. IMI is a non-discriminatory employer and does not discriminate on the basis of race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, labor organization membership, protected genetic information or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Employees are provided with reasonable accommodation for religious practices. In addition, employees or potential employees will not be subjected to medical tests or physical examinations that could be used in a discriminatory manner.

G. Freedom of Association

IMI respects the rights of employees to associate freely, form or join labor organizations of their own choosing, to bargain collectively and to engage in peaceful assembly, in conformance with local law, as well as respect the right of employees to refrain from such activities. Employees can communicate openly with management regarding working conditions without fear of discrimination, reprisal, intimidation or harassment. IMI believes that open communication and direct engagement between employees and management are the most effective ways to resolve workplace issues.

II. HEALTH and SAFETY

IMI recognizes that the quality of products and services, consistency of production, and employees' retention and morale are enhanced by a safe and healthy work environment. IMI also recognizes that inputs from employees and education are keys to identifying and solving health and safety issues in the workplace.

Recognized management systems such as OHSAS 18001 and local guidelines (Department of Labor and Employment and Department of Health in the Philippines) on Occupational Safety and Health aligning with ILO standards were used as references in preparing the Code and may be a useful source of additional information.

A. Occupational Safety

IMI ensures employees' potential exposure to hazardous conditions (e.g., chemical, electrical and other energy sources, fire, vehicles, fall hazards, biological and physical agents) will be identified, assessed, and controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Industrial Hygiene in the workplace is established and implemented. Systems and procedures on hazards communication (e.g., labeling, training) are in place for workers to ensure awareness and safe practices.

Reasonable steps are taken to remove pregnant women/nursing mothers from working condition with high hazards, remove or reduce any workplace health and safety risks to pregnant women and nursing mothers including those associated with their work assignments, as well as include reasonable accommodations for nursing mothers.

B. Emergency Preparedness

Potential emergency situations and events are identified and assessed, and their impact minimized by implementing emergency plans and response procedures including: emergency reporting, employee notification and evacuation procedures, employee training and drills, appropriate fire detection and suppression equipment, clear and unobstructed egress adequate exit facilities and recovery plans. Such plans and procedures focus on minimizing harm to life, the environment and property.

C. Occupational Injury and Illness Procedures and Systems

These are in place to prevent, manage, track and report occupational injury and illness including provisions to: encourage employee reporting; classify and record injury and illness cases; provide necessary medical treatment; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of employees to work.

D. Physically Demanding Work

Exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is identified, evaluated and controlled.

E. Machine Safeguarding Production

Machine safeguarding production and other machinery are evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to employees.

F. Sanitation, Food, and Housing

Employees are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Staff houses or dormitories provided are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate lighting heat and ventilation, individually secured accommodations for storing personal and valuable items, and reasonable personal space along with reasonable entry and exit privileges.

G. Health and Safety Communication

IMI shall provide employees with appropriate workplace health and safety information and training in the language of the employee or in a language the employee can understand for all identified workplace hazards that employees are exposed to, including but not limited to mechanical, electrical, chemical, fire, and physical hazards.

III. ENVIRONMENTAL

IMI recognizes that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment, and natural resources are to be minimized while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

A. Environmental Permits and Reporting

All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

B. Pollution Prevention and Resource Reduction

Emissions and discharges of pollutants and generation of waste are to be minimized or eliminated at the source or by practices such as adding pollution control equipment; modifying production, maintenance and facility processes; or by other means. The use of natural resources, including water, fossil fuels, and minerals, is to be conserved or by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, waste recycling and recovery or other means.

C. Hazardous Substances

Chemicals and other materials posing a hazard to humans or the environment are to be identified, labelled and managed to ensure their safe handling, movement, storage, use, recycling or reuse and treatment disposal.

D. Solid Waste

IMI implements a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous) in accordance with the local regulations.

E. Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, routinely monitored, controlled and treated as required prior to discharge. IMI shall conduct routine monitoring of the performance of its air emission control systems.

F. Materials Restrictions

IMI adheres to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling, treatment and disposal.

G. Water Management

IMI implements a water management program that documents, characterizes, and monitors water consumptions, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal. IMI conducts routine monitoring of the performance of its wastewater treatment and containment systems to ensure optimal performance and regulatory compliance.

H. Energy Consumption and Greenhouse Gas Emissions Energy

Consumption and all relevant Scopes 1 and 2 greenhouse gas emissions are to be tracked and documented, at the facility and/or corporate level. IMI will look for cost-effective methods to improve energy efficiency and to minimize energy consumption and greenhouse gas emissions.

IV. ETHICS

All directors, officers and employees are expected to comply with the highest standard of ethics, laws, rules, and regulations that are applicable to the Company or its business. The Ethics Policy Statements enumerated below does not summarize all applicable laws, rules, and regulations. All employees must refer to the various policies of the Company such as IMI's Corporate Values Statement, Code of Conduct and Discipline, Conflict of Interest, Standards of Purchasing Practice, and the Non-Disclosure Agreement.

A. Business Integrity

The highest standards of integrity are to be upheld in all business interactions. IMI shall have a zero-tolerance policy to prohibit any and all forms of bribery, corruption, extortion, and embezzlement.

- **Conflict of Interest**

While directors, officers and employees are not prevented from engaging in personal transactions and investments, conduct that actually constitute a conflict of interest, as well as conduct that could be perceived as creating a conflict with the Company's interests is strictly prohibited.

B. No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given, or accepted. This prohibition covers promising, offering, authorizing, giving, or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

C. Disclosure of Information

All business dealings should be transparently performed and accurately reflected on business books and records. Information on labor, health and safety, environmental practices, business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.

D. Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and, customer and supplier information are to be safeguarded.

- **Protection and Proper Use of Company Assets**

All directors, officers and employees should protect the Company's assets and ensure their efficient use and to use these for legitimate business purposes. Theft, carelessness, and waste have a direct impact on the Company's profitability.

E. Fair Business, Advertising, and Competition

Each director, officer and employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers, and employees. No one should take unfair advantage of anyone through bribery, manipulation, concealment, misinterpretation of material facts, or any other unfair dealing practices.

- **Accepting gifts or gratuities and entertainment**

Directors, officers and employees may accept gifts and entertainment when it is lawful and ethical, occasional, customary, and in support of IMI's business and not just for the employee's well-being or use. Cost of travel and overnight accommodation are not to be accepted as these are considered more than token value.

There are cases when directors, officers and employees are sent gifts or are invited to lunch or dinner by Company clients or suppliers. A director, officer or employee may only keep a gift or accept an invitation if:

- It is directly attributable to purely familial or personal relationships;
- Its value does not exceed reasonable limits of propriety;
- It is a simple promotional item or is part of the supplier's promotional program; and
- It is part of business meetings or discussions.

However, if the gift does not fall under any of the above-mentioned conditions, directors, officers and employees should report to the Global HR Head or Compliance Officer all gift items received, in cash or in kind for proper disposition.

Giving gifts or gratuities, and entertainment

Gifts, favors, and entertainment may be given to customers and suppliers if:

- It is consistent with customary business practice;
- It is of minimal value;
- It is not in violation of applicable law or ethical standards; and
- It would not embarrass the Company or employee if publicly disclosed.

Gifts to government officials are not permitted. On exception basis, gifts of minimal value may be provided subject to approval of the Global HR Head or Compliance Officer.

F. Protection of Identity and Retaliation

IMI provides and maintains a Whistleblower Policy that ensures the confidentiality and protection of whistleblowers in sites where it operates, unless prohibited by law. Communicated processes are in place for raising of any concern without fear of retaliation.

G. Responsible Sourcing of Minerals

IMI supports responsible sourcing of minerals to ensure that tantalum, tin, tungsten, and gold in the products that IMI manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of Congo. IMI exercises due diligence on the source and chain of custody of these minerals and make information available to customers upon request.

H. Privacy

All directors, officers and employees are committed to protecting reasonable privacy of personal information of partners we do business with, including suppliers, customers, and consumers. IMI commits to comply with privacy and information, security laws, and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

All employees signed a Non-Disclosure Agreement (NDA) upon joining the Company which provides among others that the employee must maintain the confidentiality of “confidential information” entrusted to them by the Company or its suppliers and customers. Unauthorized disclosure, use or stealing of these confidential information, or trade secrets or assisting any person to have access to such confidential information is strictly prohibited.

I. Insider Trading

It is the policy of IMI that all directors, officers, and employees who are considered to have knowledge of material facts or changes in the affairs of IMI, including any information that is likely to affect the market price of IMI’s securities, cannot buy or sell (“trade”) IMI securities except in accordance with this policy.



Material information includes, but is not limited to:

- financial results;
- projections of future earning or losses;
- news of a pending or proposed merger;
- change in the corporate structure such as reorganization;
- acquisitions/divestures/joint ventures;
- dividend declaration and changes in dividend policy
- stock splits;
- new significant equity investments or debt offerings;
- significant litigation exposure;
- major changes in key senior management positions;
- public or private sale of company securities

All directors, officers, and employees shall be restricted from trading IMI securities during the following Blackout Periods:

- Structured Disclosures - five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results;
- Non-structured Disclosure - two (2) trading days after the disclosure of any material information other than structured disclosures.

Office bulletins for special Black Out Periods pertaining to the above will be issued by the Compliance Officer.

The exercise of vested stock options (i.e. acquiring shares) may be done at any time, even during Black Out Periods. However, the liquidation (the sale of shares acquired from options) is subject to Black Out Periods.

Covered Persons:

- i. All members of the Board of Directors and key officers of the Company include the Chairman, President, Senior Managing Directors, Managing Directors, Vice Presidents, Assistant Vice-Presidents and Managers wherever they may be assigned or seconded to the subsidiaries;
- ii. Consultants and Advisers of the Company;
- iii. All other IMI employees who are made aware of undisclosed material information from time to time until such information has been publicly disclosed;
- iv. Members of the immediate family of the Key Officers and Covered Persons who are living in the same household as the Key Officers and Covered Persons.

All Key Officers and Covered Persons are required to report their trades to the Office of the Compliance Officer on a quarterly basis.

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. Insider trading under the law may be subject to penalty for damages or fine and/or imprisonment.

V. MANAGEMENT SYSTEMS

IMI integrates CSR into the existing Management Systems. The management systems are designed to ensure (a) compliance with applicable laws, regulations, and customer requirements related to the IMI's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. IMI also uses risk-based thinking and continual improvement activities in the way it conducts its business.

A. Company Commitment

IMI articulates its commitment to corporate social, environmental, health and safety responsibility including compliance and continual improvement.

B. Management Accountability and Responsibility

IMI identifies its company representative/s responsible for ensuring implementation and periodic review of the status of management systems and associated programs.

C. Legal and Customer Requirements

IMI continuously identifies, reviews, evaluates, and monitors its compliance with applicable laws, regulations and customer requirements.

D. Risk Assessment and Risk Management

As part of its risk assessment and management, IMI continues to determine the applicable and associated CSR (EHS, labor and ethics) risks and relevant significance, to determine and implement appropriate controls and ensure regulatory compliance appropriate to business risks.

E. Improvement Objectives

There are written standards or performance objectives, targets and implementation plans including a periodic assessment against set objectives.

F. Training

There are programs to train managers and employees to implement policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements of this code.

G. Communication

There are processes for communicating clear and accurate information about IMI's policies, practices, expectations and performance to employees, suppliers and customers.

H. Employee feedback, Participation and Grievance

There are continuous improvement programs in place to assess employees' understanding of and obtain feedback on or violations against practices and conditions covered by this code and to foster continuous improvement. There are different types of communication programs to encourage employees to participate and provide inputs for improvements.

I. Audits and Assessments

Periodic audit and self-evaluation will be conducted to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.

J. Corrective Action Process

There is established adequate and effective corrective action processes for timely correction and closure of deficiencies identified by internal and external assessments, inspections, investigations and reviews.

K. Documentation and Records

System procedures and records are available, maintained and properly kept ensuring regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.

L. Supplier Communication

IMI communicates, promotes and monitors its sustainability initiatives and programs to suppliers to ensure that IMI's objectives are being met by them.



DOING SUSTAINABLE BUSINESS

IMI is committed to the larger, global community, evident in its faithful dedication to good governance and corporate social responsibility. IMI places a high priority in doing sustainable business in all the sites where it operates. IMI's sustainability efforts are focused on People (Social), Planet (Environmental), and Profit (Economic) and on creating shared values with its customers and suppliers.

IMI adopted a triple bottom line framework to evaluate its performance in a broader perspective to create greater business value.

DECLARATION OF COMPLIANCE TO IMI CODE OF CONDUCT

As a director, I understand that:

- I am expected to comply with and enforce IMI's Code of Conduct (COC) in its entirety.
- It is my responsibility to create an atmosphere free of misconduct and ethical violation.
- It is my responsibility to promptly report any incident of misconduct or perceived misconduct or ethical violation that I may experience or witness.
- I may make confidential and anonymous submissions of reports of misconduct that I may experience or witness.
- Violations or infractions of this COC shall be considered a serious breach of Company policy and may result in disciplinary action including termination of employment.

By signing this acknowledgment, I am indicating that I have read and will abide by the IMI's Code of Conduct.

SIGNATURE OVER PRINTED NAME	DATE