



SECRETARY’S CERTIFICATE

I, **CAROL V. PADILLA**, of legal age, with principal office at Ecoprime Bldg., 32nd Street corner 9th Avenue, Bonifacio Global City, Taguig City, after having been sworn according to law, hereby depose and state:

1. I am the duly elected and qualified Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** (the “Corporation”), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at Ecoprime Bldg., 32nd Street corner 9th Avenue, Bonifacio Global City, Taguig City, and listed on the Philippine Stock Exchange, Inc. since 17 April 1958;
2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent;
3. On 15 September 2022 and 24 November 2022, the Board of Directors and stockholders, respectively, approved the issuance of Six Hundred Ninety One Million Two Hundred Thousand (691,200,000) common shares from the then-proposed increase in authorized capital stock, to be subscribed as follows:

Name of Subscriber/Investor	Number of Shares	Amount of Subscription (Php 2.68/share; 5% of VWAP prior to SSM)
Clearspring Holdings Corporation	330,600,000	P 886,008,000.00
Belvedere Skies Asset Holding Opc	330,600,000	P 886,008,000.00
Tucket Holdings Inc.	30,000,000	P 80,400,000.00
TOTAL	691,200,000	P 1,852,416,000.00

The shares issued pursuant to said transaction are hereafter referred to as the “Subject Shares.”

4. On 12 September 2023, the Securities and Exchange Commission (“SEC”) approved the Corporation’s application for increase in authorized capital stock, including the subscription of the Subject Shares.
5. The Corporation’s capital structure post-transaction is as follows:

	Before Issuance (September 11, 2023)	After Issuance (September 12, 2023)
Authorized Capital Stock	5,000,000,000	7,000,000,000
Issued Shares	4,094,106,666	4,785,306,666
Outstanding Shares	3,716,459,178	4,407,659,178
Treasury Shares	377,647,488	377,647,488
Listed Shares	2,444,106,666	2,444,106,666





6. All issued shares, including the Subject Shares, are duly and validly issued in accordance with existing laws, rules and regulations.
7. The Subject Shares have been fully paid.
8. The Subject Shares are duly recorded in the books of the Corporation as of September 12, 2023.

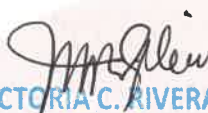
IN WITNESS WHEREOF, I have set my hand this SEP 21 2023 at PARAÑAQUE CITY.


CAROL V. PADILLA
Corporate Secretary

THIS DOCUMENT was personally subscribed and sworn to by the affiant before me this SEP 21 2023 in PARAÑAQUE CITY Affiant, who is personally known to me avowed under penalty of law to the whole truth of the contents of the foregoing document and exhibited her TIN ID No. 271-536-697 as competent evidence of her identity.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Notarial Seal on the date and place first above written.

Doc. No. 1421 ;
Page No. 86 ;
Book No. I ;
Series of 2023.


MARIA VICTORIA C. RIVERA-GILERA
Notary Public for Parañaque City
Until December 31, 2024
Commission No. 305-2023
Roll No. 52139
IBP Lifetime No. 08742 / 01 13.2010
PTR No. 3200089 / 01 04.2023 / Parañaque City
MCLE Compliance No. VII 003258 / 06.04.2021
24 F.G. Calderon St. BF Manresa, BF Homes, Parañaque City

