

DIGIPLUS INTERACTIVE CORP.
Minutes of the Annual Stockholders Meeting
26 July 2024 at 2:00 P.M.
Hybrid Set Up:
Grand Hyatt, Bonifacio Global City
and *via* Zoom

Stockholders Present:

Total Number of Shares Outstanding	4,407,659,178
Total No. of Shares of Stockholders Participating	3,108,104,218
Percentage of Shares of Stockholders Participating	70.52%

Directors Present:

Mr. Eusebio H. Tanco	Chairman of the Board; Chairman of the Executive Committee; Chairman of the Nomination Committee; Member of the Corporate Governance Committee
Mr. Tsui Kin Ming	President and Chief Executive Officer; Member of the Executive Committee; Member of the Compensation Committee
Mr. Willy N. Ocier	Member of the Related Party Transaction Committee
Atty. Mardomeo N. Raymundo, Jr.	Member of the Executive Committee
Mr. Rafael Jasper S. Vicencio	Member of the Nomination Committee
Mr. Renato G. Nuñez	Member of the Board Risk Oversight Committee
Atty. Jose Raulito E. Paras	Member of the Audit Committee; Member of the Compensation Committee
Mr. Ramon Pancratio D. Dizon	Independent Director; Chairman of the Audit Committee; Chairman of the Related Party Transaction Committee; Chairman of the Compensation Committee; Member of the Corporate Governance Committee; Member of the Board Risk Oversight Committee
Atty. Timoteo B. Aquino	Independent Director; Chairman of the Corporate Governance Committee; Chairman of the Board Risk Oversight Committee; Member of the Audit Committee; Member of the Related Party Transaction Committee; Member of the Compensation Committee; Member of the Nomination Committee

Others Present:

Atty. Kristine Margaret R. Delos Reyes, *Compliance Officer*
Atty. Carol V. Padilla, *Corporate Secretary*
Mr. Wilfredo Pielago, *Treasurer, Chief Financial Officer*
Ms. Analen A. Hernandez, *Assistant Corporate Secretary*
Ms. Celeste Jovenir, *Investor Relations & Corporate Communications*

Mr. Pocholo C. Domondon, *Isla Lipana & Co. Partner*
Atty. Rosalyn Batay, *Head, Internal Audit Department*
Mr. Elias John Kukas, *Head, Investments*
Mr. Teh Teng Yeong, *Business Unit Head*
Mr. Richard Regala Jr., *Stock Transfer Service, Inc.*

1. CALL TO ORDER

The Chairman, Mr. Eusebio H. Tanco, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Carol V. Padilla, recorded the minutes of the meeting.

2. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Corporate Secretary certified that the Definitive Information Statement, the Notice and Agenda for the 2024 Annual Stockholders' Meeting (ASM) of the Corporation were disclosed in the Philippine Stock Exchange's EDGE Submission System on 8 May 2024. The final amended notice was disclosed on 21 June 2024. The notice and agenda were also published in newspapers of general circulation, both in print and online, Manila Standard and Malaya on June 25 and 26, 2024.

The notice and agenda were further sent to stockholders by mail and messenger services to all shareholders as of record date at their respective addresses of record. The notices were sent out at least 21 days prior to the Annual Stockholders' Meeting in accordance with the requirements of the Revised Corporation Code and the applicable SEC regulations.

Through the notice, the Stockholders have been informed that the ASM will be held in hybrid format wherein the Board of Directors will be present at Grand Hyatt Manila, 8th Avenue corner 35th St., Taguig City and shall be livestreamed *via* Zoom Teleconference for stockholders participating remotely.

The stockholders have also been notified that if they wish to cast their votes as a stockholder, they may vote remotely or *in absentia*, or through a proxy. Voting by remote communication or *in absentia* may be done by sending their respective votes *via* email to ASM@digiplus.com.ph on or before 12:00 pm of 17 July 2024.

The Corporate Secretary certified that a quorum was present and is ready to transact business with the presence of stockholders participating representing a total of Three Billion One Hundred Eight Million One Hundred Four Thousand Two Hundred Eighteen (3,108,104,218) common shares. This constitutes 70.52% or more than two-thirds (2/3) of the Four Billion Four Hundred Seven Million Six Hundred Fifty-Nine Thousand One Hundred Seventy-Eight (4,407,659,178) total outstanding common stock of the company.

3. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

"RESOLVED, as it is hereby resolved, that the reading of the minutes of the Annual Meeting of the stockholders held on July 28, 2023 is dispensed with, and all matters included in the minutes are considered complete and accurate, and are approved for all intents and purposes."

OPINION	VOTES CAST	PERCENTAGE
In favor	3,108,104,218	100.00%
Against	0	0.00%
Abstain	0	0.00%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman stated that the resolution is carried.

4. MANAGEMENT REPORT

The Chairman delivered his message to the Company's stakeholders *via* pre-recorded message, as follows:

Chairman's Message

The year 2023 was another banner year for DigiPlus as we continue to execute on our strategic transformation journey to adapt to the evolving landscape, redefine our strategy, and ensure our relevance for the future.

Amid the challenges of the pandemic, we saw an opportunity to make a strategic pivot to capture the tremendous potential around the rapid pace of digital transformation taking place across industries.

At the start of 2022, we launched the pioneering BingoPlus digital platform, revolutionizing how Filipinos consume and experience leisure and entertainment.

Through new technologies, innovation, and a deep bench of local and global talents, we are creating game-changing entertainment formats to Filipinos that can be accessed anytime and anywhere.

Since launching BingoPlus, we have introduced new digital offerings that cater to broader demographics and lifestyle preferences.

We introduced a digital sportsbook, ArenaPlus, specialty games under Perya Game, which mimics the traditional Filipino carnival, as well as card games.

As we continue to invest in cutting-edge technologies and product development to continuously offer unparalleled enjoyment for Filipinos, we expect to launch more digital offerings in the coming months.

Since embarking on our transformation journey, we have achieved market leadership in digital entertainment, posting record-growth in our financial performance.

In 2023, our net profits surged nearly sixfold to 4.1 billion pesos as we continue to attract new users into our platforms, boosted by the launch of new and innovative digital offerings.

In 2023, the Board established the company's dividend policy with a payout rate of 20 percent to 30 percent of the previous year's core net income.

In March this year, DigiPlus paid a cash dividend amounting to 18 centavos per share, representing 20% of our net income in 2023.

The equities market has started to reward us for these achievements, with DigiPlus becoming one of the best performing stocks in the Philippine Stock Exchange in recent time.

Our market capitalization has soared over 500 percent to over 60 billion pesos from a year ago.

Our efforts have likewise been recognized by international institutions. DigiPlus was one of the 38 Philippine companies that made it to the inaugural Fortune Southeast Asia 500.

In addition, we have earned multiple accolades for innovation and technology, corporate social responsibility, and sustainability from various international award-giving bodies.

As we continue to carry out our transformation agenda, we aim to align who we are now and what we are set out to do with our brand identity.

Together with our partners from Landor, a world-leading brand specialist firm, we underwent a corporate rebranding exercise to redefine our brand strategy and visual identity, aiming to transform the meaning of "Plus" in our brand name into the brand idea of "Multiply the Fun."

This shift in perspective sets the foundation for an exciting and transformative path ahead for DigiPlus as a pioneer and industry game-changer, leading the way in harnessing the power of technologies to ignite new opportunities towards sustained growth.

Going forward, we are positive about the prospects for digital entertainment and aim to cement our leadership in the space.

Digital gaming is the fastest-growing segment in the Philippine gaming industry, and is expected to contribute 18% of total gross gaming revenues in 2024.

Further, structural changes are encouraging greater participation in digital gaming with the harmonization of PAGCOR share for e-games.

On the consumer front, the country's internet connectivity continues to improve, with smartphone penetration expected to reach 97 percent by 2029 from the current 80 percent. Internet penetration, on the other hand, is seen to reach 78 percent by 2029 from the current 62 percent.

Having established an early-mover advantage, we have accumulated a strong user base across our digital platforms complemented by over 130 physical sites spread out across the country, we believe that DigiPlus is poised to dominate the flourishing Philippine digital entertainment industry.

In closing, in all the milestones we have achieved, at DigiPlus, we are committed to driving innovation and contributing to the country's economic growth and social development.

In 2023, DigiPlus paid 13.1 billion pesos in taxes to the Philippine government.

We provided jobs to over 2,000 employees in different parts of the country.

As a final word, I would like to thank our Board of Directors for its guidance, our management team and all our employees for the outstanding work that they have done in DigiPlus, our shareholders, business partners, and all our stakeholders for their continued trust and support.

The Chairman then called the Company's President, Mr. Tsui Kin Ming, to deliver his Report *via* pre-recorded message, as follows:

President's Report

To our shareholders, good afternoon to all of you.

We are delighted to report another milestone year for DigiPlus as we have achieved a great success for the critical transformation journey that we embarked on in 2022.

With our continued investment in new technologies, product development, and in building

a solid pool of local and international talents from technology and operations, we became the market leader in the digital entertainment space.

In 2023, DigiPlus posted a net income of Php4.1 Billion, surging 596 percent from its year-ago level. The strong performance was driven by the sustained growth of our digital retail segment, boosted by the introduction of new platforms and cost-efficiencies as the business continues to gain scale.

Meanwhile, revenues increased to 306 percent or Php27.3 Billion on higher user traffic in BingoPlus and ArenaPlus, lifted by the contribution of new digital offerings.

EBITDA, on the other hand, reached Php4.8 Billion, expanding nearly fivefold from the previous year.

As we aim to solidify our leadership in the space, we are developing an ecosystem of digital platforms, unlocking innovative entertainment formats for Filipinos that can be accessed anytime and anywhere.

In 2023, we expanded our digital offerings to tap a broader segment of consumers.

We launched ArenaPlus, a digital sportsbook that livestreams local and international sporting events, including the Philippine Basketball Association, Philippine Volleyball League, and NBA Playoffs. It was also the official sportsbook partner of the FIBA World Cup held in Manila in September 2023.

As our third platform, we introduced specialty games such as Perya Game, which mirrors the traditional Filipino carnival experience. Through Perya Game, we are bringing carnival games that are well-loved by Filipinos.

We also introduced BingoPlus Poker, which captures the thrill and fun of well-loved card games in the digital space.

To strengthen our competitive advantage, we continue to harness our platforms' livestreaming capabilities to deliver a more interactive, immersive, and enjoyable experience to our users.

During the year, we completed our flagship studios equipped with world-class livestreaming facilities for our offerings, including BingoPlus and Perya Game.

Since 2022, we have accumulated over 30 million registered users across our digital ecosystem. We intend to optimize user engagement and retention by providing tailored experiences.

We have set up a Big Data and Analytics team to enable us to better understand and predict user behavior and categorize users through personalization.

To diversify our product portfolio, we are introducing non-gaming entertainment content into our platforms to attract a wider user base. We have launched a new Reels feature, showcasing short movie clips to help to increase traffic and retention into our platforms. We expect to expand our non-gaming content in the coming months.

Looking ahead, we continue to be optimistic about the prospects for the company as we invest heavily in new technologies and product development to deliver innovative, fun, affordable and accessible digital offerings that are traditionally well-loved by Filipinos.

We remain committed in adhering to the highest standards of environmental, social, and governance practices.

In 2023, we formed a new Sustainability team and developed the company's Sustainability Framework to align ourselves with global standards. This year, we published our first Integrated Report, which follows the reporting frameworks recognized globally.

Finally, we remain committed to creating a positive impact on our communities and the environment.

For 2024, we raised our budget allocation for corporate social responsibility efforts under BingoPlus Foundation to over 100 million pesos, a fivefold increase from the previous year.

We take pride in BingoPlus Foundation and how it provides concrete support to Filipinos and contribute to the country's socio-economic goals. We intend to go the extra miles to strategically offer the best possible support and assistance to Filipinos through our four pillars of advocacies.

First, Technology Education, focused on empowering the next generation of Filipino talents in the technology industry.

Second, Accessible Healthcare, aimed at making basic healthcare accessible to communities.

Third, Community Resiliency, centered on addressing communities' pressing needs, including disaster relief and emergency support.

Finally, Responsible Digitalization, focused on creating a safer online environment for Filipinos, including responsible gaming.

In closing, I wish to thank our Board of Directors for its strong engagement, my colleagues in the management team and all our employees for their dedication, and our shareholders and our many stakeholders for their trust and support.

Thereafter, Mr. Tsui Kin Ming added and highlighted the efforts made by its foundation arm, the BingoPlus Foundation, in creating a positive impact on communities all over the Philippines and how it provides concrete support to Filipinos and contributes to the country's national development agenda.

5. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2023

As confirmed by the Corporate Secretary, copies of the Annual Report and Audited Financial Statements have been made available on the Company's website and in the Philippine Stock Exchange's (PSE) EDGE Submission System as part of the Information Package.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

"RESOLVED, as it is hereby resolved, that the Annual Report and Audited Financial Statements for the fiscal year 2023, electronic copies of which have been made available on the Company's website as part of the Information Package and in the Philippine Stock Exchange's (PSE) EDGE Submission System, are hereby approved."

OPINION	VOTES CAST	PERCENTAGE
In favor	3,105,111,018	99.90%
Against	42,400	0.00%
Abstain	2,950,800	0.09%
Total	3,108,104,218	100.00%

The Chairman, upon motion made and duly seconded, approved the resolution.

6. RATIFICATION OF ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL MEETING HELD ON 28 JULY 2023

The Chairman confirmed that all material information and transactions were duly disclosed to the shareholders and the public.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

“RESOLVED, as it is hereby resolved, that all the acts of the Board of Directors and of the Officers during the fiscal year 2023 and immediately preceding the July 26, 2024 annual stockholders’ meeting, are approved, confirmed and ratified for all intents and purposes.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,106,032,418	99.93%
Against	0	0.00%
Abstain	2,071,800	0.07%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman stated that the resolution is carried.

7. NOMINATION AND ELECTION OF DIRECTORS

Mr. Tanco, being the Chairman of the Nomination Committee as well, announced the list of nominees.

He informed the stockholders that out of the nine (9) directors to be nominated and elected to the board seats of the Company, the Company is required by law to nominate and elect two (2) independent directors. The nominees to the seats for independent directors have been pre-qualified by the Nomination Committee in accordance with the requirements and procedure set forth under Rule 38 of the Securities Regulations Code.

Upon motion duly made and seconded, the following persons were elected as independent directors for the ensuing year until their successors have been duly elected and qualified:

1. Mr. Ramon Pancratio D. Dizon
2. Atty. Timoteo B. Aquino

Mr. Tanco presented the nominees for the remaining seven (7) seats in the Board, are as follows:

1. Mr. Eusebio H. Tanco
2. Mr. Tsui Kin Ming
3. Mr. Willy N. Ocier
4. Atty. Mardomeo N. Raymundo Jr.
5. Mr. Rafael Jasper S. Vicencio
6. Mr. Renato G. Nuñez
7. Atty. Jose Raulito E. Paras

The Corporate Secretary then presented the tally of votes received by each nominee, as confirmed and validated by the Company’s stock and transfer agent, Stock Transfer Service, Inc., as follows:

Board	Yes	Against	Abstain	Number of Yes Votes
Eusebio H. Tanco	99.59%	0.13%	0.28%	3,095,409,718
Tsui Kin Ming	99.80%	0.00%	0.20%	3,101,792,718
Willy N. Ocier	98.13%	0.00%	1.87%	3,049,973,918
Mardomeo N. Raymundo, Jr.	98.29%	0.00%	1.71%	3,054,990,118
Rafael Jasper S. Vicencio	98.16%	0.13%	1.71%	3,051,000,418
Renato G. Nuñez	98.16%	0.13%	1.71%	3,051,000,418
Jose Raulito E. Paras	98.29%	0.00%	1.71%	3,054,990,118

Independent Director	Yes	Against	Abstain	Number of Yes Votes
Mr. Ramon Pancratio D. Dizon	99.82%	0.13%	0.05%	3,102,445,518
Atty. Timoteo B. Aquino	99.82%	0.13%	0.05%	3,102,445,518

There being no other nominations, the Chairman declared the nine (9) nominees as the duly elected directors of the Company for the ensuing year until their successors have been duly elected and qualified.

8. APPROVAL OF THE INCORPORATION OF A NEW WHOLLY-OWNED SUBSIDIARY

The Chairman informed the stockholders that on April 11, 2024, the Board of Directors of the Company approved the incorporation of a new wholly-owned subsidiary which will serve as an investment holding company. This has the primary objective of identifying and acquiring investments to optimize the Company's portfolio of entertainment and leisure assets.

The transaction is aligned with DigiPlus' strategic vision to position itself as the leading, most innovative, and technologically advanced digital entertainment group in the Philippines. The establishment of this subsidiary allows DigiPlus to unlock new forms of entertainment for customers, including offering new platforms to various demographics and lifestyle preferences. Thus, the Board endorsed this matter for the approval of the stockholders.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

"RESOLVED, as it is hereby resolved, that the incorporation of a new wholly-owned subsidiary to engage in investments holdings is approved."

OPINION	VOTES CAST	PERCENTAGE
In favor	3,106,775,418	99.96%
Against	0	0.00%
Abstain	1,328,800	0.04%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman stated that the resolution is carried.

9. APPROVAL OF THE AMENDMENT OF ARTICLES II AND III OF THE COMPANY'S BY-LAWS

The Chairman informed the stockholders that the Board recommends the amendment of DigiPlus' By-Laws, particularly Articles II, Sections 1-6 and Article III, Sections 1, 3 and 4 to align with recent SEC regulations to expressly allow the conduct of stockholders' and board of directors' meetings virtually and for voting through remote communication, among others.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

"RESOLVED, as it is hereby resolved, the amendment of the following sections of Articles II and III of the By-Laws are hereby approved:

Article and Section Nos.	From	To
Article II, Section 1	ANNUAL MEETING of the stockholders of this Company shall be held in the principal office of the Company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013)	ANNUAL MEETING of the stockholders of this Company shall be held in the principal office of the Company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. <i>(as amended on 22 March 2013)</i> <u>The Company may hold the annual or regular meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The virtual meeting shall be recorded which shall form part of the records of the Corporation.</u> <i>(as amended on 26 July 2024)</i>
Article II, Section 2	SPECIAL MEETING of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or by the order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.	SPECIAL MEETING of the stockholders may be called at the principal office of the Company at any time by resolution of the Board of Directors or by the order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding capital stock. <u>The Company may hold the special stockholders' meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting.</u> <i>(as amended on 26 July 2024)</i>
Article II, Section 3	NOTICE OF MEETING written or printed, for every regular or	NOTICE OF MEETING written or printed, for every regular or special

	<p>special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than fifteen (15) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspaper shall be required</p>	<p>meeting of the stockholders shall be <u>sent to each stockholders' registered post office address, or by electronic transmission, or by such other manner as allowed by the Securities and Exchange Commission</u>, not less than twenty-one (21) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same.</p> <p><u>The Company shall also provide information or documents to all stockholders by electronic transmission. The information or documents shall be deemed delivered upon the transfer or posting by electronic means.</u></p> <p><u>As used herein, electronic transmission means the delivery or transfer of documents, data or information by electronic mail to the electronic address of the stockholders registered in the books of the Company, posting in the Philippine Stock Exchange, posting in the Company's website, or such other recognized means of electronic transfer of data or information.</u></p> <p><u>The Company shall require all stockholders to provide a valid electronic address for them to receive notices and other information or documents from the Company.</u></p> <p>No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspaper shall be required.</p> <p><u>Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless the stockholders' presence is for</u></p>
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		<u>the express purpose of contending that the meeting is not lawfully convened.</u> <i>(as amended on 26 July 2024)</i>
Article II, Section 4	A QUORUM AT ANY MEETING of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion.	A QUORUM AT ANY MEETING of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion. <u>Stockholders casting votes through remote communication or in absentia, electronically or otherwise, shall be considered present for purposes of computing the quorum of the meeting.</u> <i>(as amended 26 July 2024)</i>
Article II, Section 5	PROXIES - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.	PROXIES - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting. <u>Validation of proxies shall be conducted by the Office of the Corporate Secretary at least five (5) business days prior to the date of the stockholders' meeting.</u> <u>REMOTE COMMUNICATION - Any stockholder entitled to vote may vote in person, through remote communication, in absentia, electronically or otherwise or be represented by proxy at any regular or special stockholders' meetings, subject to compliance with existing rules and regulations as may be issued by the Securities and Exchange Commission from time to time.</u> <i>(as amended on 26 July 2024)</i>

<p>Article II, Section 6</p>	<p>ELECTION OF DIRECTORS shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the Corporation Law of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission of such other pertinent government agency or instrumentality and which such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. (as amended on 28 November 2003).</p>	<p><u>ELECTION OF DIRECTORS</u> shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the Revised Corporation Code of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission or such other pertinent government agency or instrumentality and with such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. <i>(as amended on 26 July 2024)</i></p>
<p>Article III, Section 1</p>	<p>THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filed by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term.</p>	<p><u>THE BUSINESS AND PROPERTY</u> of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term. <i>(as amended on 26 July 2024)</i></p>
<p>Article III, Section 3</p>	<p>SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in Makati, Metro Manila as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.</p>	<p><u>SPECIAL MEETING</u> of the Board of Directors shall be held in the principal office of the company or at such other place in Metro Manila as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.</p> <p><u>The meetings of the Board may be conducted and participation of directors, including voting, can be in person, through remote</u></p>

		<u>communication, such as videoconferencing, teleconferencing, or other alternative modes of communications allowed by the Securities and Exchange Commission. Provided however, participation and voting of the Board cannot be made and done through proxy.</u> (as amended on 26 July 2024)
Article III, Section 4	NOTICE — written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile, or e-mail. The notice shall also include the following: a. Inquiry on whether the director will attend physically or through video/teleconference; b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and c. Agenda of the meeting (as amended on 22 March 2013)	NOTICE — written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile, <u>or electronic mail.</u> The notice shall also include the following: a. Inquiry on whether the director will attend physically or through video/teleconference; b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and c. Agenda of the meeting (as amended on 26 July 2024)

OPINION	VOTES CAST	PERCENTAGE
In favor	3,108,104,218	100.00%
Against	0	0.00%
Abstain	0	0.00%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman stated that the resolution is carried.

10. APPOINTMENT OF EXTERNAL AUDITOR

At this juncture, Mr. Ramon Pancratio D. Dizon informed the stockholders, that as the Chairman of the Audit Committee, the Audit Committee recommends the appointment of Isla Lipana & Co., the Philippine member firm of PwC global network as the Company's external auditor for the ensuing year.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

“RESOLVED, as it is hereby resolved, that Isla Lipana & Co., the Philippine member firm of PwC global network (“PwC Philippines”), is hereby appointed external auditor of the Company for the ensuing year.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,108,104,218	100.00%
Against	0	0.00%
Abstain	0	0.00%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman states that the resolution is carried.

11. RATIFICATION OF THE GRANT OF EMPLOYEE STOCK OPTION SHARES TO DIRECTORS AND OFFICERS

The Chairman informed the stockholders that on January 31, 2023, the Company’s Board of Directors approved the Employee Stock Option Plan (“ESOP”). The ESOP was approved by the stockholders owning at least two-thirds of the Company’s outstanding capital stock at a meeting held on March 27, 2023. He explained that while the previous approval by the stockholders contained the grant of ESOP shares to directors and officers, the Company, in anticipation of regulatory requirements and good governance bring the grant of ESOP shares to directors and officers for the ratification of the stockholders. The express ratification will aid in easing the process of applications that will be filed by the Company with the SEC and PSE in relation to the ESOP.

The Corporate Secretary presented the following proposed resolution and its approval by the stockholders based on votes cast:

“WHEREAS, at a meeting of the Board of Directors held on January 31, 2023, the Company approved the Employee Stock Option Plan (the “Plan”) whereby qualified employees, including officers, would be eligible to purchase shares of the Company for a price determined by the Compensation Committee;

WHEREAS, the Plan was presented to the stockholders during a special stockholders’ meeting held on March 27, 2023, and was ratified, affirmed, and approved by at least 2/3rds of the stockholders present at the meeting;

WHEREAS, under the terms of the Plan, the definition of employees includes corporate officers; however, in anticipation of regulatory requirements, the Company deems it prudent to have a separate and distinct resolution for the grant of eligibility to corporate officers (including senior management), and to expand the eligibility of the Plan to directors;

WHEREAS, the Compensation Committee under the Plan, has been delegated the authority to amend the Plan and determine the grantees of the stock options, and has thus recommended the passing of a specific resolution allowing for the grant of options to the Company’s directors and officers, including those holding senior management positions, as among those that are entitled to receive stock option grants.

WHEREAS, further to the recommendation of the Compensation Committee, the Board of Directors, at a meeting held on June 21, 2024, approved the passing of a distinct resolution declaring corporate officers (including those in senior management) and the directors as eligible grantees of the Plan.

RESOLVED, that the Stockholders hereby approve, ratify, and confirm the resolution of the Board of Directors granting directors and corporate officers, including senior management, eligibility to receive benefits under the Plan.

RESOLVED FINALLY, that the inclusion of corporate officers and directors as beneficiaries of the Plan is hereby affirmed in all respects, with the Company authorized to take any and all actions to implement and carry out foregoing.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,050,156,318	98.14%
Against	57,947,900	1.86%
Abstain	0	0.00%
Total	3,108,104,218	100.00%

As approved by the shareholders, the Chairman stated that the resolution is carried.

12. QUESTION & ANSWER PORTION

The Chairman then moved on to the next item in the agenda which is the Question-and-Answer Portion. Ms. Celeste Jovenir read out the questions which was sent by the stockholders to ASM@digiplus.com.ph, and the Chairman addressed them as follows:

Question No. 1: How does the recent banning of POGO impact DigiPlus?

Answer No. 1: DigiPlus is not a POGO. We have developed an ecosystem of digital entertainment that provides enjoyable experiences to Filipinos---way beyond gaming.

As a publicly listed company, DigiPlus is held to the highest standards of corporate governance, transparency, and fairness. The strong growth of DigiPlus over the past year and the robust outlook for the industry have attracted more investors into the company, including reputable foreign and local institutional investors.

Despite a challenged local stock market, DigiPlus is one of the few local issues that have been performing very well.

This is a testament to the trust and confidence that the market has placed in the company.

As a leading player in the space, we are contributing to the country’s economic growth and social development. Last year, DigiPlus paid 13.1 billion pesos in taxes to the Philippine government. We provide jobs to over 2,000 employees in different parts of the country. Ninety percent (90%) of which are Filipinos.

We have allocated 2 percent of our prior year’s EBITDA to corporate social responsibility efforts, and this includes scholarships, medical missions, livelihood, disaster response, and online safety awareness.

For 2024, we raised our budget allocation for corporate social responsibility efforts under BingoPlus Foundation to over 100 million pesos.

In fact, we will be donating 8 million pesos to assist the recently affected communities and families of Typhoon Carina.

We are partnering with the Department of Social Welfare and Development towards the plan.

Question No. 2: What are the Company's strategic priorities over the next few years?

Answer No. 2: We are focused on delivering more enjoyable entertainment: more

diversified offerings utilizing technology and innovation.

Our first strategy is to cement our leadership in digital gaming by launching new and innovative digital offerings to tap a broader segment of Filipinos.

Coupled with this, we are partnering up with various schools to teach financial literacy to the youth of the country.

To strengthen our competitive advantage, we continue to harness our platforms' live streaming capabilities to deliver a more interactive, immersive, and enjoyable experience to our users. Last year, we completed our flagship studios equipped with world-class live streaming facilities for our offerings.

Our strategy is to enhance user engagement and retention by leveraging on technology. We have a Big Data team that enables us to provide tailored and seamless experiences to our customer.

Finally, we are diversifying our offerings to other entertainment formats, such as reels, sports, news, music, and wellness to satisfy the needs of our users.

Question No. 3: How do you see the outlook for digital entertainment and digital gaming?

Answer No. 3: We are highly optimistic about the future of digital entertainment and digital gaming. The e-games sector is the fastest-growing segment in the Philippine gaming industry which contributed nearly half of the total industry revenues in the second quarter of the year.

Our established early-mover advantage, our strong user base across our digital platforms, and over 130 physical sites nationwide, provide a solid foundation for continued growth.

By focusing on expanding our leadership in digital entertainment, optimizing user engagement through personalized experiences, and diversifying our content offerings, we believe we are poised to dominate the flourishing digital entertainment industry.

Question No. 4: What are your plans for the Boracay property?

Answer No. 4: We are continually in discussion with various developers and hotel operators, but so far, nothing concrete has materialized.

Question No. 5: More online platforms have launched over the past months. What is your view on competition?

Answer No. 5: We welcome this healthy competition as it encourages operators to continuously strive for excellence and innovation and provides greater options for Filipinos.

Given the strong prospects for digital gaming and the enabling environment set up by the government, greater participation in the space is to be expected.

13. ADJOURNMENT

There being no other matters left to discuss, the Chairman, on behalf of the management and the Board of Directors of the Corporation expressed gratitude to those who participated in this year's annual meeting. Thereafter, the meeting was adjourned.

Certified correct:

Atty. Carol V. Padilla
Corporate Secretary

Attested by:

Eusebio H. Tanco
Chairman of the Board