

## **Board Risk Oversight Committee Charter**

The Board of Directors (“Board”) of **DigiPlus Interactive Corp.** (the “Corporation”) hereby adopts this **Charter** of the **Board Risk Oversight Committee** (the “Committee”).

### **Purpose of the Board Risk Oversight Committee**

The Committee is tasked to assist the Board of Directors of the Corporation in its responsibility for management and oversight of matters relating to financial and other risk exposure faced by the Corporation, as well as the assessment, monitoring and control of such risks.

### **Composition and Qualifications of Members**

The Committee shall be composed of at least three (3) directors, who shall preferably have varied backgrounds, majority of which shall be independent directors. It is recommended that at least one (1) of the members has relevant thorough knowledge and experience on risk and risk management. The Chairman of the Committee shall be an independent director and should not be the Chairman of the Board or of any other committees. The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

### **Meetings**

The Committee shall meet at least once a year or at such times and places as it considers appropriate. The Chairman of the Committee may call a meeting at any time as needed.

The Committee, through the Corporate Secretary of the Corporation, shall furnish the members with the notice, the agenda, and the appropriate materials at least three (3) days before any meeting, as far as may be practicable.

### **Duties and Responsibilities**

- a. Develop a formal enterprise risk management manual which contains the following elements: (a) common language or register of risks, (b) well-defined risk management goals, objectives and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures;
- b. Oversee the implementation of the enterprise risk management manual through a Management Risk Oversight Committee (MROC). The MROC conducts regular discussions on the Corporation’s prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;
- c. Evaluate the risk management plan to ensure its continued relevance,

comprehensiveness and effectiveness. The BROCC revisits defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss;


- d. Advise the Board on its risk appetite levels and risk tolerance limits;
- e. Review at least annually the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;
- f. Assess the probability of each identified risk, as identified by the MROC, from becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its stakeholders;
- g. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management;
- h. Report to the Board on a quarterly basis, or as deemed necessary, the Corporation's material risk exposures, key risk management issues, the actions taken to reduce the risks, and recommends further action or plans, as necessary;
- i. Perform oversight risk management functions including crisis management, in the areas of mitigating and managing credit risks, market risks, issues on liquidity, operational, reputational, legal and other risks. It shall include receiving and reviewing from senior management periodic information on risk exposures and risk management activities;
- j. Review to ensure that the risk management processes and compliance to those procedures are known and made available throughout the organization by reviewing and discussing with Management, the Corporation's risk management and risk assessment guidelines and policies on business risks;
- k. Endorse to the Board the appointment and, when and if appropriate, replacement of the Chief Risk Officer, who shall report to the BROCC through the MROC;
- l. Perform annually a self-assessment of the BROCC's performance;
- m. Perform such other duties and functions and/or assume such responsibilities as may be delegated by the Board.

## **Review of Committee Charter**

The Committee shall review the adequacy, relevance and scope of the Charter at least annually and recommend any proposed changes to the Board for approval.

Approved by the Board of Directors on 26 February 2025.

### **Certified by:**

  
**CAROL V. PADILLA**  
*Corporate Secretary*