

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

May 16, 2025

2. SEC Identification Number

13174

3. BIR Tax Identification No.

000-108-278-000

4. Exact name of issuer as specified in its charter

Digiplus Interactive Corp.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

Ecoprime Bldg., 32nd St. cor. 9th Ave., BGC, Taguig

Postal Code

1635

8. Issuer's telephone number, including area code

(632) 8634-5099

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	4,449,378,778

11. Indicate the item numbers reported herein

Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

DigiPlus Interactive Corp. PLUS

PSE Disclosure Form 4-4 - Amendments to By-Laws *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of By-laws

Background/Description of the Disclosure

On 16 May 2025, the Board of Directors of DigiPlus Interactive Corp. approved the amendment to the Company's By-Laws.

Date of Approval by Board of Directors	May 16, 2025
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
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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) 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.	ANNUAL MEETING of the stockholders of the stockholders of this Company shall be held in the same city where the principal office of the company as stated in its Articles of Incorporation, on the last Friday of May 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). The Company may hold the annual or regular through remote communication or other alternative modes of communication, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The meetings through remote communication or other alternative modes of communication shall be conducted in such a way that the stockholder experience will be...
Article II, Section 2	"meeting virtually"	"meeting through remote communication or other alternative modes of communication"
Article III, Section 3	21 days prior notice before stockholders	21 days prior notice for regular stockholders
Article II, Section 7	Please see attached	Please see attached
Article IV, Section 1	No mention of "Compliance Officer" in the list of officers of the Company	Addition of the "Compliance Officer" as one of the enumerated officers of the Company
Not applicable	No current provision	Added new provision
Article IV, Section 3.1	"instructions"	"functions"
Article IV, Sections 2, 3.2, 4, 5, 6, 7, 8, 11	No change other than numbering	No change other than numbering
Article IV, Section 11	No current provision	"THE COMPLIANCE OFFICER – shall ensure compliance by the Company, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies, identification and appropriate resolution of any compliance issues, and the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned by the Board of Directors."
Article V, Section 1	"Corporation"	"Company"
Article VI, Section 1	"company"	"Company"
Article VI, Section 2	"company"	"Company"

Article VI, Section 3	"AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors."	"AUDITORS shall be assessed by the Audit Committee prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the Company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Audit Committee."
Article VII	"LEISURE AND RESORTS WORLD CORPORATION,.."	"DigiPlus Interactive Corp.,..."
Article IX	No current provision	Added new provision allowing arbitration

Rationale for the amendment(s)

To primarily move the date of the Annual Stockholders' Meeting from "the last Friday of July" to "the last Friday of May", and to align the other sections with applicable law and SEC issuances, among others.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The amendment will allow earlier conduct of the Annual Stockholders' Meeting and will align the other sections of the By-Laws with applicable law and SEC issuances, among others.

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Carol Padilla
Designation	Corporate Secretary

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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(Business Address: No. Street
City/Town/Province)

Atty. Carol Padilla

(Contract Person)

8634-5099

8634-5099

(Company Telephone Number)

1	2		3	1
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Month Day

(Fiscal Year)

1	7	-	C
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(Form
Type)

July	25
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Month Day

(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Not Applicable

Not Applicable

Amended Articles Number/section

Total No. of Stockholders

□

Domestic

Foreign

To be accomplished by SEC Personnel
concerned

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File Number

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SECURITIES AND EXCHANGE COMMISSION

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**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. May 16, 2025
Date of Report (Date of earliest event reported)
2. 13174
SEC Identification Number
3. 000-108-278-000
BIR Tax Identification No.
4. DigiPlus Interactive Corp.
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province. Country or other jurisdiction of incorporation
6. (SEC Use Only) Industry Classification Code
7. Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City
Address of principal office

1635
Postal Code
8. (632) 8634-5099
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, Php1.00 Par Value	4,449,378,778/Not Applicable

11. Indicate the item numbers reported herein: **Item 9**

In a meeting of the Board of Directors held on May 16, 2025, the Board approved the amendment of the Company's By-Laws, primarily to move the date of the Annual Stockholders' Meeting to the last Friday of May, and to align the other sections with the applicable law and SEC issuances, among others.

The specific amendments are shown below:

Article and Section Nos.	From	To
Article II, Section 1	<p><u>ANNUAL MEETING</u> 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></p> <p>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. <i>(as amended on 26 July 2024)</i></p>	<p><u>ANNUAL MEETING</u> of the stockholders of the stockholders of this Company shall be held in the same city where the principal office of the company as stated in its Articles of Incorporation, on the last Friday of May 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></p> <p>The Company may hold the annual or regular through remote communication or other alternative modes of communication, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The meetings through remote communication or other alternative modes of communication shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The meeting through remote communication or other alternative modes of communication shall be recorded which shall form part of the records of the Corporation. <i>(as amended on 26 July 2024)</i></p>
Article II, Section 2	<p><u>SPECIAL MEETING</u> 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 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.</p> <p>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</p>	<p><u>SPECIAL MEETING</u> 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 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.</p> <p>The Company may hold the special stockholders' meeting through remote communication or other alternative modes of communication, subject to applicable laws, rules and regulations of the</p>

	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. <i>(as amended on 26 July 2024)</i>	Securities and Exchange Commission, as may be amended from time to time. The <u>meetings through remote communication or other alternative modes of communication</u> shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. <i>(as amended on 26 July 2024)</i>
Article II, Section 3	<p>NOTICE OF MEETING written or printed, for every regular or special meeting of the stockholders shall be 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, 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>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.</p> <p>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.</p> <p>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.</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</p>	<p>NOTICE OF MEETING, written or printed, shall be 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, not less than twenty-one (21) calendar days prior to the date set for <u>regular</u> meeting, <u>and not less than seven (7) calendar days prior to the date set for</u> special meeting. Notice <u>of special meetings</u> shall state the object or objects of the same.</p> <p>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.</p> <p>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.</p> <p>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.</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.</p> <p>Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless</p>

	<p>publication of notice of meeting in the public newspaper shall be required.</p> <p>Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless the stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. <i>(as amended on 26 July 2024)</i></p>	<p>the stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. <i>(as amended on 26 July 2024)</i></p>
Article II, Section 7	<p><u>ORDER OF BUSINESS</u> at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:</p> <ol style="list-style-type: none"> 1. Call to order 2. Secretary's proof of due notice of the meeting 3. Reading and disposal of unapproved minutes 4. Reports of officers, annual and otherwise 5. Election of Directors 6. Unfinished business 7. New Business 8. Adjournment 	<p><u>ORDER OF BUSINESS</u> at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:</p> <ol style="list-style-type: none"> 1. Call to order 2. Secretary's proof of due notice of the meeting 3. Reading and disposal of unapproved minutes 4. Reports of officers, annual and otherwise 5. Election of Directors <u>6. Appointment of External Auditor</u> 7. Unfinished business 8. New Business 9. Adjournment
Article IV, Section 1	<p><u>THE OFFICER OF THE COMPANY</u> shall consist of a Chairman of the Board, a president, a Chief Executive Officer, a Chief Operating Officer, a Treasurer, a Secretary and Assistant Secretary, and these officers shall be elected to hold office until their successors are elected and qualified. In avoidance of doubt, these are separate and distinct persons and positions, except that any person may hold both the offices of the Treasurer and Secretary. <i>(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)</i></p>	<p><u>1. THE OFFICER OF THE COMPANY</u> shall consist of a Chairman of the Board, a president, a Chief Executive Officer, a Chief Operating Officer, a Treasurer, a Secretary and Assistant Secretary, <u>and a Compliance Officer</u>, and these officers shall be elected to hold office until their successors are elected and qualified. In avoidance of doubt, these are separate and distinct persons and positions, except that any person may hold both the offices of the Treasurer and Secretary. <i>(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)</i></p>

<p><i>(New provision)</i></p> <p>To become</p> <p>Article IV, Section 2</p>	<p><i>(No old provision)</i></p>	<p><u>2. MANAGEMENT stands as the locus of decision-making for the day-to-day affairs of the Company and is primarily accountable to the Board of Directors for the operations of the Company. It determines the Company's activities by putting the Company's targets in concrete terms and by formulating the basic strategies for achieving these targets.</u></p>
<p>Article IV, Section 2</p> <p>to</p> <p>Article IV, Section 3</p> <p><i>(Renumbering)</i></p>	<p><i>(No change in provision, only in numbering)</i></p>	
<p>Article IV, Section 3.1</p> <p>to</p> <p>Article IV, Section 5</p> <p><i>(Renumbering)</i></p>	<p><u>3.1 THE PRESIDENT</u> shall exercise the following instructions:</p>	<p><u>5 THE PRESIDENT</u> shall exercise the following instructions <u>functions:</u></p> <p>xxx</p>
<p>Article IV, Section 3.2</p> <p>to</p> <p>Article IV, Section 4</p> <p><i>(Renumbering)</i></p>	<p><i>(No change in provision, only in numbering)</i></p>	
<p>Article IV, Section 4</p> <p>to</p> <p><u>Article IV, Section 6</u></p> <p><i>(Renumbering)</i></p>	<p><i>(No change in provision, only in numbering)</i></p>	
<p>Article IV, Section 5</p> <p>to</p> <p><u>Article IV, Section 7</u></p> <p><i>(Renumbering)</i></p>	<p><i>(No change in provision, only in numbering)</i></p>	
<p>Article IV, Section 6</p> <p>to</p> <p><u>Article IV, Section 8</u></p> <p><i>(Renumbering)</i></p>	<p><i>(No change in provision, only in numbering)</i></p>	

Article IV, Section 7 to <u>Article IV, Section 9</u> (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 8 to <u>Article IV, Section 10</u> (Renumbering)	(No change in provision, only in numbering)	
<u>Article IV, Section 11</u> <u>(New section)</u>	(No old provision)	<u>11. THE COMPLIANCE OFFICER – shall ensure compliance by the Company, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies, identification and appropriate resolution of any compliance issues, and the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned by the Board of Directors.</u>
Article V, Section 1	<p>The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation to which he may be, or is, made a party by reason of his being or having been, a director or officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence of misconduct.)</p> <p>In the event of settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person be indemnified did not commit a breach of duty as such director or officer.</p> <p>The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution</p>	<p>The <u>Company</u> shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the <u>Company</u> to which he may be, or is, made a party by reason of his being or having been, a director or officer of the <u>Company</u>, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence of misconduct.)</p> <p>In the event of settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the <u>Company</u> is advised by counsel that the person be indemnified did not commit a breach of duty as such director or officer.</p> <p>The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the member of the Board of Directors.</p>

	<p>adopted by a majority of the member of the Board of Directors.</p> <p>The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition if such action, suit or proceeding as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in the Article.</p>	<p>The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the <u>Company</u> in advance of the final disposition if such action, suit or proceeding as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the <u>Company</u> as authorized in the Article.</p>
Article VI, Section 1	<p><u>THE FISCAL YEAR</u> of the company shall commence with the opening of the business of the 1st of January of each calendar year, and shall close on the 31st day of December each year.</p>	<p><u>THE FISCAL YEAR</u> of the <u>Company</u> shall commence with the opening of the business of the 1st of January of each calendar year, and shall close on the 31st day of December each year.</p>
Article VI, Section 2	<p><u>DIVIDENDS</u> shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Company, or both as said Board of Directors and/or the stockholders shall determine. No dividends shall be declared that will impair the capital of the company</p>	<p><u>DIVIDENDS</u> shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Company, or both as said Board of Directors and/or the stockholders shall determine. No dividends shall be declared that will impair the capital of the <u>Company</u>.</p>
Article VI, Section 3	<p><u>AUDITORS</u> shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.</p>	<p><u>AUDITORS</u> shall be <u>assessed</u> by the <u>Audit Committee</u> prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the <u>Company</u>, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the <u>Audit Committee</u>.</p>
Article VII Seal	<p>The Corporate seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words "LEISURE AND RESORTS WORLD CORPORATION, MANILA, PHILIPPINES" and in the center of the words "INCORPORATED" followed immediately below by the figure "1957". <i>(as amended on 22 March 2023)</i></p>	<p>The Corporate seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words "<u>DigiPlus Interactive Corp.,</u> MANILA, PHILIPPINES" and in the center of the words "INCORPORATED" followed immediately below by the figure "1957". <i>(as amended on 22 March 2023)</i></p>

<p><u>Article IX</u></p> <p><u>(New section)</u></p>	<p><i>(No old provision)</i></p>	<p><u>ARBITRATION</u></p> <p><u>Any dispute, controversy or claim between the Company and its stockholders arising from, relating to, or in connection with the implementation of the Articles of Incorporation or By-Laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties, may be referred to and resolved by arbitration in accordance with prevailing Philippine Dispute Resolution Center, Inc. (PDRCI) Arbitration Rules and Securities and Exchange Commission Rules and Regulations.</u></p> <p><u>The number of arbitrators shall be three (3) appointed by the Philippine Dispute Resolution Center, Inc. (PDRCI) and the place of arbitration shall be in Metro Manila, Philippines. The language to be used for the arbitral proceedings shall be English.</u></p> <p><u>The parties shall be bound by the award rendered by the Arbitral Tribunal and confirmed by the appropriate Regional Trial Court.</u></p>
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SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIGIPLUS INTERACTIVE CORP.

Issuer

May 16, 2025

Date


CAROL V. PADILLA
 Corporate Secretary