



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders ("ASM") of **DigiPlus Interactive Corp.** (the "Corporation" or "DigiPlus") will be held on **Friday, 25 July 2025, at 2:00 p.m.** The ASM will be conducted in hybrid format (a combination of in-person for the Board of Directors and remote participation for the stockholders). The in-person meeting for the Board of Directors will be held in Grand Hyatt Manila, 8th Avenue corner 35th St., Taguig City, and shall be livestreamed *via* Zoom Teleconference for stockholders participating remotely.

The agenda of the meeting will be as follows:

1. Call to Order
2. Determination of Quorum
3. Approval of the Minutes of the Annual Meeting held on July 26, 2024
4. Management Report
5. Approval of Annual Report and Audited Financial Statements for the fiscal year 2024
6. Ratification of actions taken by the Board of Directors and Officers since the last Annual Stockholders' Meeting
7. Nomination and Election of Directors
8. Appointment of External Auditor
9. Amendment of the By-Laws
10. Other Matters
11. Adjournment

In accordance with the rules and regulations of the Securities and Exchange Commission and the Corporation's By-Laws, DigiPlus will conduct the ASM *via* remote or electronic communication. Stockholders of record as of June 25, 2025 are entitled to notice of, and may attend and/or participate in, the ASM or any adjournment thereof *via* proxy and remote communication, and vote *in absentia*.

Should you choose to participate in the ASM *via* remote communication through Zoom Teleconference, please pre-register using the link: <https://tinyurl.com/PLUS2025ASM> on or before **12:00 p.m. on 16 July 2025**. Stockholders who have successfully registered may cast their votes and will be provided the link to the meeting. Due to the limitations of available technology, voting will not be possible during the Teleconference, but participants may send in questions or remarks *via* email, and vote through the submission of their respective signed proxy forms with the specific votes per item in the agenda that is subject to the shareholders' approval.

If you wish to cast your votes as a stockholder, you may vote remotely or *in absentia*, or through proxy by sending your respective votes as well as the complete supporting documents by e-mail to ASM@digiplus.com.ph on or before 12:00 p.m. on 16 July 2025. The detailed registration and procedures for attendance and voting during the 2025 ASM will be posted in the Company's website at www.digiplus.com.ph/asm2025.

Stockholders who cannot attend the meeting in person may designate their authorized representative by submitting a Proxy instrument together with complete supporting documents in accordance with Sec. 57 of the Revised Corporation Code. Validation of the proxies shall be held on July 17, 2025 at the office of the Corporation's transfer agent, Stock Transfer Services, Inc., Unit 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City. **WE ARE NOT SOLICITING PROXIES.**

To facilitate your registration of attendance, please have available some form of government-issued identification such as passport or driver's license.

Thank you.

Taguig City. May 19, 2025.

FOR THE BOARD

CAROL V. PADILLA
Corporate Secretary

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RATIONALE FOR THE AGENDA ITEMS

Agenda Item No. 3: Approval of the Minutes of the Annual Meeting held on July 26, 2024

The Minutes of the 2024 Annual Stockholders' Meeting (ASM) held on July 26, 2024 was posted in the Corporation's website within five (5) days after the meeting. The results of the 2024 ASM were disclosed with The Philippine Stock Exchange, Inc. immediately after the meeting. The Board of Directors recommends the approval of the Minutes to the shareholders as part of the agenda of the 2025 ASM.

Agenda Item No. 4 and 5: Management Report and Approval of Annual Report and Audited Financial Statements for the Fiscal Year 2024

The Corporation's performance for the Fiscal Year (FY) 2024 has been summarized and reported in its Annual Report which includes the Audited Financial Statements (AFS) for the year ended 2024. The AFS has been audited by the Corporation's external auditor who expressed an unqualified opinion. The 2024 Annual Report is duly posted in the Corporation's website.

Agenda Item No. 6: Ratification of actions taken by the Board of Directors and Officers since the last annual meeting

The Corporation's actions and performance for FY 2024 are results of the strategic actions, directions and policies set by its Board of Directors. The Board's actions and decisions were executed and complied with by the Corporation's management in accordance with its internal procedures and guidelines. The Board's actions and decisions recommends its ratification to the shareholders as part of the agenda in the 2025 ASM.

Agenda Item No. 7: Nomination and Election of Directors

The Corporation's Nomination Committee conducted screening and evaluation of the list of candidates who will be recommended for directorship for the ensuing year 2025-2026. The recommended directors have proven their competence, expertise, and qualifications. The experience and expertise of the recommended directors are available in the Corporation's website.

Agenda Item No.8: Appointment of External Auditor

The Corporation's Board of Directors, upon the endorsement of its Audit Committee, recommends the appointment of Isla Lipana & Co. as its external auditor for the Fiscal Year 2025. Isla Lipana & Co. has proven its competence to perform the audit of the Corporation and has complied with the accreditation of the Securities and Exchange Commission.

Agenda Item No. 9: Amendment of the By-Laws of the Corporation

The Corporation's Board of Directors approved the amendment of DigiPlus' By-Laws primarily to 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 of the By-Laws with applicable law and Securities and Exchange Commission (SEC) issuances. The amendment of the By-Laws requires the approval of the majority of the outstanding capital stock of the stockholders pursuant to Section 47, RCC.