

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)

Carol V. Padilla

(Contract Person)

8634-2598

(Company Telephone Number)

1	2
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Month

3	1
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Day

(Fiscal Year)

2	0	-	I	S
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(Form Type)

0	7
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Month

2	5
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Day

(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

Not Applicable

Amended Articles Number/section

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Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Cashier

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**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

☐ Preliminary Information Statement
☒ Definitive Information Statement

2. Name of Registrant as specified in its Charter: **DIGIPLUS INTERACTIVE CORP.**

3. Province, country or other jurisdiction of incorporation or organization: **NCR, PHILIPPINES**

4. SEC Identification Number: **13174**

5. BIR Tax Identification Code: **108-278-000**

6. Address of Principal Office: **Ecoprime Bldg., 32nd St. corner 9th Ave, Bonifacio Global City, Taguig City 1635**

7. Registrant's telephone number, including area code: **(632) 8634-5099**

8. Date, time and place of the meeting of security holders:

Date	-	25 July 2025
Time	-	2:00 p.m.
Place	-	The meeting will be conducted in hybrid format, a combination of in-person and remote attendance via Zoom Teleconference. The in-person meeting for the Board of Directors which shall be held in Grand Hyatt Manila, 8 th Avenue corner 35 th St. Taguig City, Metro Manila, and shall be livestreamed for stockholders' participation remotely.

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **3 July 2025**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants)

Title of Each Class	Number of Shares of Common Stock Outstanding and amount of Debt Outstanding
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Common Stock, PhP1.00, par value	4,453,603,078
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11. Are any of the registrant's securities listed in the Philippine Stock Exchange?

☒ Yes

☐ No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

PHILIPPINE STOCK EXCHANGE, Common shares

**DIGIPLUS MANAGEMENT IS NOT SOLICITING PROXIES FOR
THIS ANNUAL STOCKHOLDERS' MEETING.**

PLEASE DO NOT SEND DIGIPLUS MANAGEMENT YOUR PROXY.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

(a) Date, Time, and Place of Meeting

Date of Meeting - July 25, 2025

Time - 2:00 p.m.

Place of Meeting - The meeting will be conducted in hybrid format, a combination of in-person and remote attendance via Zoom Teleconference. The in-person meeting for the Board of Directors shall be held in Grand Hyatt Manila, 8th Avenue corner 35th St. Taguig City, Metro Manila, and shall be livestreamed for stockholders participating remotely.

Principal Office and Mailing Address of the Company - Ecoprime Bldg., 32nd St. corner 9th Ave, Bonifacio Global City, Taguig City 1635

(b) Online Zoom Teleconference link for participation:

Stockholders who have successfully registered via this link: <https://tinyurl.com/PLUS2025ASM> will be provided the link to the meeting.

(c) Approximate date on which the Information Statement is first to be sent or given to security holders: **3 July 2025**

Item 2. Dissenter's Right of Appraisal: The appraisal right is generally available in the instances stated in Section 80 of the Revised Corporation Code as follows:

- (1) In any case amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence.
- (2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- (3) In case of merger or consolidation; and,
- (4) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

In the foregoing instances, any stockholder of the registrant may exercise his right of appraisal right in the manner provided below:

- (a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- (b) The dissenting stockholder shall make a written demand on the registrant for payment of the fair value of his shares within thirty (30) days after the date on which the vote was taken. The failure of the stockholder to make the demand within such period shall be deemed a waiver of the appraisal right.
- (c) If the proposed corporate action is implemented or effected, the registrant shall pay to such dissenting stockholder upon surrender of the certificate(s) of stock representing his shares within ten (10) days after demand thereof, provided the registrant has unrestricted retained earnings; and

- (d) Upon payment of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the registrant.

In the present meeting, there are no matters to be acted upon which may give rise to any stockholder's exercise of his right of appraisal under Sec. 80 of the Revised Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon: There are no matters to be acted upon which a director, or officer of the registrant, each nominee for election as a director or each associate of any of the foregoing persons, have any substantial interest, direct or indirect, by security holdings or otherwise.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders thereof

- (a) Number of Shares Outstanding and entitled to be voted at the meeting: **4,453,603,078** common stock

Number of votes to which each share is entitled: One (1) vote per share

- (b) All stockholders of record as of June 25, 2025 are entitled to notice and to vote at the Annual Stockholders' Meeting.

- (c) Manner of Voting: Each stockholder of record as of June 25, 2025 shall have the right to vote in person or by proxy the number of shares of stock held in his name. In the election of directors, each stockholder entitled to vote, may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many candidates as he shall see fit.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and DigiPlus' By-Laws which allow voting through remote communication or *in absentia*, voting may be done by sending your respective votes by e-mail to ASM@digiplus.com.ph on or before 12:00 p.m. on 16 July 2025. A stockholder voting remotely or *in absentia* shall be deemed present for purposes of quorum.

Complete information on the Requirements and Procedure for the Voting and Participation in the 2025 ASM via remote participation or voting *in absentia*, as well as on how to join the Zoom for the 2025 ASM will be posted in the Company's website at www.digiplus.com.ph/asm2025.

The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for all items for approval under the agenda will be flashed on the screen.

No proxy solicitation is being made.

- (d) Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners (more than 5%) as of 31 May 2025:

Title of Class	Name and address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Holder	Citizenship	No. of Shares Held	Percentage Held
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Title of Class	Name and address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Holder	Citizenship	No. of Shares Held	Percentage Held
Common	PCD Nominee Corporation (Filipino) Phil. Central Depository Inc. G/F Makati Stock Exchange Bldg. 6767 Ayala Avenue, Makati City Stockholder	*	Filipino	3,213,314,825	72.15%
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower I, The Enterprise Center 6766 Ayala Avenue corner Paseo de Roxas, Makati City Stockholder	*	Foreign	1,040,014,493	23.35%

* PCD Nominee Corporation is a wholly owned subsidiary of the Philippine Central Depository and is the registered owner of the shares in the books of the Stock Transfer Service, Inc., the transfer agent of the registrant, and holds the shares in behalf of the beneficial owners.

* On 26 May 2025, the Company filed its Public Ownership Report as of period 20 May 2025, disclosing the following stockholders and owning more than 5% of the Company's shares lodged in the PCD Nominee Corporation:

Name of Principal/Substantial Stockholders	Percentage of Total Outstanding Shares
Globalist Technology Company Limited	5.46%
Colonial Group Holdings Corporation	7.41%
Euphonious Holdings Inc.	7.88%
Leisure Advantage Inc.	6.86%
Catchy Solution Limited	7.52%
Sagathy Holdings Inc.	7.63%
Clearspring Holdings Corp.	7.42%
Belvedere Skies Asset Holding OPC	7.42%
Eusebio H. Tanco	14.82%
Alfredo Abelardo B. Benitez	8.26%

(2) Security Ownership of Management as of 31 May 2025:

Name	Nationality	Direct	Indirect	Total Direct & Indirect Shares	% to Total Outstanding Shares
Eusebio H. Tanco	Filipino	10,432,480	649,485,513	659,917,993	14.82%
Willy N. Ocier	Filipino	2,125,200	7,763,600	9,888,800	0.22%
Jose Raulito E. Paras	Filipino	305	0	305	0%
Rafael Jasper S. Vicencio	Filipino	0	399,409	399,409	0.01%
Tsui Kin Ming	Chinese (HK)	304	400,000	400,304	0.01%
Arthur R. Tan	Filipino	304	100,000	100,304	0%
Ramon Pancratio D. Dizon	Filipino	304	0	304	0%
Timoteo B. Aquino	Filipino	6	0	6	0%
Kristine Margaret R. Delos Reyes	Filipino	0	200,000	200,000	0%
Carol V. Padilla	Filipino	0	0	0	0%
Analen A. Hernandez	Filipino	0	0	0	0%
Wilfredo M. Pielago	Filipino	0	1,023,000	1,023,000	0.02%

Name	Nationality	Direct	Indirect	Total Direct & Indirect Shares	% to Total Outstanding Shares
Total		12,558,903	659,371,522	671,930,425	15.08%

(3) Voting Trust Holders of 5% or More

No person holds more than five percent (5%) of a class under voting trust or similar arrangement. The Corporation does not have any shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may significantly impact on the control, ownership and strategic direction of the company.

(4) Change in Control

There has been no change in control of the Corporation since the beginning of 2012 and the Corporation is not aware of any existing, pending, or potential transaction which may result in such a change in control.

- (e) Below is the summary list of foreign ownership as of 31 May 2025, the nationality, the number of shareholders, the number of common shares held and the percentage of common shares held by each:

Nationality	No. of Shareholders	No. of Shares Held	% To Total
American	10	141,117	0.00%
British	1	13,619	0.00%
Chinese	74	2,804,259	0.06%
Filipino	1710	3,310,539,384	74.34%
German	1	1,064	0.00%
Spanish	2	19,442	0.00%
Taiwanese	1	52,900	0.0%
Others	3	1,140,031,293	25.60%
Total	1,802	4,453,603,078	100.00%

Common shares are composed of 74.34% Filipino and 25.66% Foreign.

Item 5. Directors and Executive Officers

a) Legal Proceedings

To the best of the registrant's knowledge and belief, and except as otherwise disclosed, there are no material pending legal proceedings in any court of the Government to which any of the directors and executive officers of the registrant is a party.

b) Directors and Executive Officers

1. Directors and Executive Officers

Name	Age	Directorships in Other Companies	Citizenship	Business Experience For the Past Five Years
Eusebio H. Tanco <i>(Director; July 29, 2011 to present)</i>	75	Asian Terminals Inc. PhilhealthCare Inc. Philippine Life Financial Assurance STI Education Systems Holdings, Inc. STI Education Services Group, Inc. iACADEMY Philippine School of Business Administration Maestro Holdings, Inc. (formerly STI	Filipino	Asian Terminals Inc. (President) STI Education Systems Holdings, Inc. (Chairman) Eximious Holdings, Inc. (formerly Capital Managers & Advisors, Inc. (Chairman) STI West Negros University (Director) Mactan Electric Company (Chairman)

		Investments, Inc.) Eximious Holdings, Inc. (formerly Capital Managers & Advisors, Inc.) STI West Negros University Philippine First Insurance Co., Inc. Mactan Electric Company International Hardwood & Veneer Corp. Cement Center Inc. United Coconut Chemicals, Inc. Manila Bay Spinning Mills, Inc. M. B. Paseo Grow Vite, Inc. Philippine Racing Club Biolim Holdings & Management Corp (formerly Rescom Developers Inc.) First Optima Realty Corp. Marbay Homes Inc. Tantivy Holdings, Inc. (formerly Insurance Builders Inc.) Classic Finance, Inc. Bloom with Looms Logistics, Inc. (formerly STMI Logistics, Inc.) Total Consolidated Asset Management, Inc. Eujo Phils., Inc. Prime Power Holdings Corporation Venture Securities, Inc. Philplans First, Inc. Prudent Resources, Inc. AB Leisure Exponent, Inc. First Cagayan Converge Data Center, Inc. LR Land Developers, Inc. LR Data Center and Solutions, Inc. AB Leisure Global, Inc. and Subsidiaries Blue Chip Gaming and Leisure, Inc. Gold Coast Leisure and World Corporation Total Gamezone Xtreme Incorporated Prime Investment Korea Inc. Diginvest Holdings Inc. Leisure and Media Plus Corporation <i>(All-Director)</i>		International Hardwood & Veneer Corp. (President) Cement Center Inc. (President) First Optima Realty Corp. (President) Marbay Homes Inc. (President) Tantivy Holdings, Inc. (formerly Insurance Builders Inc.) (President) Grow Vite, Inc. (Chairman) Venture Securities, Inc. (Chairman) Biolim Holdings & Management Corp (formerly Rescom Developers Inc.) (President) Philippine First Insurance Co., Inc. (Chairman) Bloom with Looms Logistics, Inc. (formerly STMI Logistics, Inc.) (President) Eujo Phils., Inc. (President) Total Consolidated Asset Management, Inc. (President) Prime Power Holdings Corporation (Chairman and President) Classic Finance Inc. (CEO) Prudent Resources, Inc. (Chairman and President)
Willy N. Ocier <i>(Director, July 31, 2009 to present)</i>	68	Philippine Global Communications Inc. Premium Leisure & Amusement, Inc. APC Group, Inc. Tagaytay Midlands Golf Club, Inc. Tagaytay Highlands International Golf Club, Inc. <i>(All-Director)</i> Belle Corporation Pacific Online Systems Corporation <i>(Chairman)</i>	Filipino	Pacific Online Systems Corporation (Chairman and President) Philippine Global Communications Inc. (Chairman, CEO and President) Premium Leisure & Amusement, Inc. (Chairman) APC Group, Inc. Tagaytay Midlands Golf Club, Inc. (Chairman) Belle Corporation (Chairman) Tagaytay Highlands International Golf Club, Inc. (Vice Chairman) Highlands Prime Inc. (Vice Chairman) The Country Club at Tagaytay Highlands, Inc. (Chairman) Abacore Capital Holdings, Inc. Total Gaming Technologies, Inc. (Chairman) Vantage Equities Inc. (Director) Toyota Corporation Batangas (Director)

Tsui Kin Ming <i>(Director, October 4, 2021 to present)</i>	54	None	Chinese (Hong Kong)	Jimei International Ltd. MegStar International (All – Chief Financial Officer)
Rafael Jasper S. Vicencio <i>(Director, February 2, 2022 to present)</i>	48	AB Leisure Exponent, Inc. Alabang Number & Gaming Corporation Allpoint Leisure Corporation Alpha One Amusement & Recreation Corp. Big Time Gaming Corporation Bingo Extravaganza, Inc. Bingo Gallery, Inc. Bingo Palace Corporation Cebu Entertainment Gallery Inc. First Leisure & Game Co., Inc. Galleria Bingo Corp. Gamexperience Entertainment Corp. Grand Polaris Gaming Co., Inc. G-One Gaming & Technology Inc. Highland Gaming Corp. Iloilo Bingo Corp. Metro Gaming Entertainment Gallery Inc. One Bingo Pavilion, Inc. Rizal Gaming Corporation SG Amusement and Recreation Corp. South Bingo Corporation South Entertainment Gallery Incorporated Topmost Gaming Corp. Topnotch Bingo Trend Inc. Worldwide Links Leisure and Gaming Corp. Bingo Dinero Corporation Summit Bingo, Inc. Manila Bingo Corporation Total Gamezone Xtreme Incorporated Gamemaster Integrated Inc. DigiLive Inc. Leisure and Media Plus Corporation Bingo Heaven Incorporated Bingo Zone, Inc. BingoPlus Foundation Inc. (All directors)	Filipino	AB Leisure Exponent, Inc. Alabang Number & Gaming Corporation Allpoint Leisure Corporation Alpha One Amusement & Recreation Corp. Big Time Gaming Corporation Bingo Extravaganza, Inc. Bingo Gallery, Inc. Bingo Palace Corporation Cebu Entertainment Gallery Inc. First Leisure & Game Co., Inc. Galleria Bingo Corp. Gamexperience Entertainment Corp. Grand Polaris Gaming Co., Inc. G-One Gaming & Technology Inc. Highland Gaming Corp. Iloilo Bingo Corp. Metro Gaming Entertainment Gallery Inc. One Bingo Pavilion, Inc. Rizal Gaming Corporation SG Amusement and Recreation Corp. South Bingo Corporation South Entertainment Gallery Incorporated Topmost Gaming Corp. Topnotch Bingo Trend Inc. Worldwide Links Leisure and Gaming Corp. Bingo Dinero Corporation Summit Bingo, Inc. Manila Bingo Corporation Total Gamezone Xtreme Incorporated (All directors)
Timoteo B. Aquino <i>(Independent Director, July 29, 2022 to present)</i>	61	Dynamic Care Corporation (Director) Tagle-Chua Cruz & Aquino Law Firm (Partner)	Filipino	Dynamic Care Corporation (Director) Tagle-Chua Cruz & Aquino Law Firm (Partner) Pre-Bar review and MCLE lecturer San Beda University's College of Law (Professor) San Beda College Alabang School of Law (Professor) Lyceum of the Philippines University, College of Law (Professor) University of Asia and the Pacific's School of Law and Governance (Professor)
Ramon Pancratio D. Dizon <i>(Independent Director, October</i>	64	PAL Holdings, Inc. MacroAsia Corporation Filinvest REIT Corporation Megalink, Inc. STI College Novaliches, Inc.	Filipino	SGV & Co. (Retired Senior Partner) Monde Nissin Corporation (Senior Consultant) Philippine Dealing Systems Holdings Corp. (Independent Director) Philippine Dealing & Exchange Corp.

26, 2022 to present)		(All-Independent Directors)		(Independent Director) Philippine Depository & Trust Corp. (Independent Director) PCD Nominee Corporation (Independent Director)
Jose Raulito E. Paras (Director, October 26, 2022 to present)	53	Manila Mining Corporation Zeus Holdings, Inc.	Filipino	Padernal & Paras Law Offices (Founding Partner) Philippine Dispute Resolution Center (Commercial Arbitrator)
Arthur R. Tan (Independent Director, November 5, 2024 to present)	65	Lyceum of the Philippines University FEU Institute of Technology SSI Group (All-Independent Directorship)	Filipino	Integrated Micro-Electronics Inc. (Vice-Chairman; Chief Executive Officer) AC Industrials Technology Holdings Inc. (President and CEO)
Tang Yong (Not a previous director of the Company)	51	Lion Rock Investment Limited City of Circles Limited Well Full Enterprises Limited The Cluny Hill Inc. Andria Holdings Inc. Citicircle Group Inc. Keen Ocean Management Consultancy Services Inc.	Chinese (Hong Kong)	Lion Rock Investment Limited (2017-present) City of Circles Limited (2018-present) Well Full Enterprises Limited (2016-present) The Cluny Hill Inc. (2018-present) Andria Holdings Inc. (2019-present) Citicircle Group Inc. (2018-present), <i>Director</i> Keen Ocean Management Consultancy Services Inc. (2023-present), <i>President</i>

All of the independent directors possess all the qualifications and none of the disqualifications as independent directors under SRC Rule 38 from the time of their election as such independent directors.

The following are the executive officers:

Mr. Eusebio H. Tanco – Chairman (please see discussion on directors)

Mr. Tsui Kin Ming – President (please see discussion on directors)

Atty. Carol V. Padilla – Corporate Secretary

Atty. Carol V. Padilla serves as the Company's Corporate Secretary. Previously, Atty. Padilla was the Assistant Director for Legal and Corporate Affairs of Millennium Pan-Asia Hotel and Resort Inc. She handled compliance with regulatory requirements of PAGCOR and SEC, as well as the intellectual property of the company such as trademark, copyright, and patents, among others, and corporate housekeeping. Prior to that, she was also Director for Contracts and Special Projects in Resorts World Manila. Atty. Padilla brings a wealth of experience and skills to help DigiPlus Interactive Corp. ("DigiPlus") achieve new heights.

Atty. Padilla attended college in Ateneo de Manila University and was a consistent dean's lister. She graduated with a degree in Bachelor of Arts, major in Psychology, and later earned her Juris Doctor degree from Ateneo de Manila University School of Law. She was also admitted to the New York Bar in 2012, and is currently licensed to practice law in the State of New York, U.S.A

Atty. Kristine Margaret R. Delos Reyes – Compliance Officer

Atty. Kristine Margaret Delos Reyes is the Company's Compliance Officer. She received multiple awards from her participation in international and local competitions on international law. She holds a vast experience in performing regulatory compliance for PAGCOR, PSE, SEC, LGU and other government bodies. Atty. Delos Reyes is proficient in M&A, corporate housekeeping, cross border and international business transactions, special projects, fundraising, bond issuance, initial public offering, contract review and negotiations, intellectual

property, due diligence, and development of integrated resorts and casinos in the Philippines. She obtained her extensive legal practice from Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA), specializing on litigation before regular courts of law, administrative agencies, and quasi-judicial tribunals. Prior to joining DigiPlus, she was the Chief Legal Officer and Senior Vice President for Legal and Compliance Department for various gaming companies, such as, Fortunegate Holdings Philippines, Inc.; Millennium Pan-Asia Hotel and Resort Inc.; and Stotsenberg Leisure Park & Hotel Corporation. She was the Assistant Vice President and Director for Legal Special Projects and Contracts of Resorts World Manila (now Newport World Resorts). Atty. Delos Reyes was a dean's lister from De La Salle University, Manila, graduating Bachelor of Science in Commerce, major in Legal Management. She holds a Juris Doctor degree from Ateneo de Manila University School of Law.

Wilfredo M. Pielago - Treasurer

Mr. Wilfredo M. Pielago is a Certified Public Accountant with a vast work experience in the field of finance, investment, and portfolio management, business, asset and assurance advisory. His career advanced from being the Senior Finance Manager to becoming the Chief Financial Officer and Treasurer of PNB Holdings Corporation, a subsidiary of Philippine National Bank. He was also formerly the Vice President of Finance – Controller of Eton Properties Philippines Inc., and Assistant Vice President of Investments Portfolio of SM Investments Corporation. Mr. Pielago's extensive repertoire has successfully led companies in bridging the gap between finance and investment.

Mr. Pielago earned his Bachelor Degree from the Technological Institute of the Philippines, Manila. He completed his certifications from the Institute of Internal Auditor – USA, Institute of Financial Consultants – Canada. He also passed the Certified Risk Analyst Program from the American Academy of Financial Management.

Nominees for Directorship: The Nomination Committee of the Board of Directors of the Registrant has determined that the following nominees for the Board of Directors, including the independent directors, to be elected at this Annual Meeting, possess all the qualifications and have none of the disqualifications for directorship set out in the registrant's Manual on Corporate Governance as well as the Guidelines on the Nomination and Election of Independent Directors set forth in SRC Rule 38 as provided in Article II Section 6 of Registrant's Amended By-Laws dated December 16, 2024. The Chairman of the Nomination Committee is Mr. Eusebio H. Tanco and the members are Mr. Rafael Jasper S. Vicencio and Atty. Timoteo B. Aquino.

Name	Age (as of 2025 ASM)	Citizenship
1. Eusebio H. Tanco	75	Filipino
2. Tsui Kin Ming	54	Chinese (HK)
3. Jose Raulito E. Paras	53	Filipino
4. Willy N. Ocier	68	Filipino
5. Tang Yong	51	Chinese (HK)
6. Rafael Jasper S. Vicencio	49	Filipino
7. Ramon D. Dizon (Independent Director)	64	Filipino
8. Timoteo B. Aquino (Independent Director)	61	Filipino
9. Arthur R. Tan (Independent Director)	65	Filipino

Nomination of Independent Directors: Mr. Ramon D. Dizon, Atty. Timoteo B. Aquino, and Mr. Arthur R. Tan, all incumbent independent directors of the registrant, were nominated by Mr. Rafael Jasper S. Vicencio.

Mr. Rafael Jasper S. Vicencio, who recommended the nomination of the independent directors have no relationship to the respective nominees.

The curriculum vitae of the directors nominated for re-election are described in the discussion on "Directors and Executive Officers."

Mr. Dizon and Atty. Aquino have only served as such for a cumulative period of two (2) years while Mr. Tan have only served for less than a year.

2. Significant Employees

Although DigiPlus has relied on and will continue to rely on, the individual and collective contributions of each of its executive officers, senior operational personnel and non-executive employees, DigiPlus believes that it does not depend on the services of a particular employee and that there is no employee that the resignation or loss of whom would have a material adverse impact on its business.

c) Family Relationships

There are no family relationships known to DigiPlus.

d) Involvement in Certain Legal Proceedings

To the best of the registrant's knowledge and belief, and except as otherwise disclosed, there are no pending material legal proceedings against the directors and officers known to DigiPlus.

As of May 31, 2025, to the best of the Company's knowledge, there are no other occurrences of any of the following events that are material to an evaluation of the ability or integrity of any director or executive officer of the Company:

- a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b) Any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

e) Certain Relationships and Related Transactions:

Transactions between related parties are accounted for at arms' length prices or on terms similar to those offered to non-related entities in an economically comparable market. There were no transactions or proposed transactions during the last two (2) years to which the registrant or its subsidiaries, in which a director, executive officer, or stockholders owning ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

The table below summarizes the Group's transactions and balances with its related parties as at and for the years ended December 31, 2024:

Related Party	Relationship	Nature of Transaction	Terms and Condition	Amount of transaction	Outstanding balance as of December 31, 2024
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Cyberpoint Holdings and Management Corporation (CHMC)	Stockholder	Advances	These pertain to cash advances provided by the Group to its related parties that are due and demandable, non-interest bearing and to be settled in cash.	-	156,335,000
Individual Stockholder	Stockholder	Advances		-	53,106,150
Hotel Enterprises of the Philippines, Inc. (HEPI)	Joint Venture	Advances		-	118,918,150
Binondo Leisure Resources, Inc. (BLRI)	Associate	Advances		18,092,257	58,066,743

Advances to HEPI and BLRI are advances for working capital requirements.

For transactions with related parties pertaining to those consummated with its subsidiaries and other related parties, please refer to Note 21 of Notes to the Consolidated Financial Statements.

- f) Director's Disagreement with Registrant Leading to Directors' Resignation or Declining to stand for re-election: No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders because of a disagreement with the registrant on any matter relating to the registrant's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

Data as to all plan and non-plan compensation awarded to, earned by, paid to, or estimated to be paid to, directly or indirectly during the last two completed calendar years and the ensuing calendar year to the Company's President and five other most highly compensated executive officers.

i. CY 2025

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
Tsui Kin Ming, President				
Wilfredo M. Pielago, Chief Finance Officer				
Dennis Ryan L. Yaw, Vice President (VP) for Offline Operations				
Rafael Jasper Vicencio, ABLE President				
Celeste M. Jovenir, VP of Investor Relations and Corporate Communications				
All above-named Officers as a group	2025	₱ 36,017,880.00	₱ 3,001,490.00	
All other officers as a group unnamed	2025	None	None	None

**Note: Amounts above excludes compensation relating to ESOP shares.*

ii. CY 2024

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
Tsui Kin Ming, President				
Wilfredo M. Pielago, Chief Finance Officer				
Rafael Jasper Vicencio, ABLE President				
Celeste M. Jovenir, VP of Investor Relations and Corporate Communications				
Rosalyn D. Batay, Head of Internal Audit				
All above-named Officers as a group	2024	₱29,040,000	₱2,420,000	
All other officers as a group unnamed	2024	None	None	None

iii. CY 2023

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
Tsui Kin Ming, President				
Wilfredo M. Pielago, Chief Finance Officer				
Rafael Jasper Vicencio, ABLE President				
Dominic Villanueva, Chief Human Resource Officer (January – March 2023)				
Felbin Peter Soto, VP for Brand Marketing				
All above-named Officers as a group	2023	₱19,926,000	₱2,444,444	
All other officers as a group unnamed	2023	None	None	None

Compensation of Directors

Members of the BOD are elected for a term of one year. Except for the Company's President and ABLE's President, all other directors receive no compensation except directors' per diem of ₱100,000 per board meeting, ₱40,000 per committee meeting.

Cash bonus were given to directors in 2024 and 2023 totaling ₱6,111,111 and ₱2,444,444, respectively.

Total payments to non-salaried directors amounted to ₱16,100,000 and ₱5,211,123 in 2024 and 2023, respectively.

Employment Contracts and Termination of Employment and Change in Control Arrangements

There are no agreements or employment contract existing between the Company and any of its directors or executive officers.

There are no arrangements for compensation to be received by these named executive officers from DigiPlus in the event of a change in control of DigiPlus.

Warrants and Options Outstanding

As of March 31, 2019, the Corporation has outstanding warrants of 82,500,000 which are listed with the Philippine Stock Exchange. The warrants shall entitle the investor/s to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or the Company's weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent (10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

In September 2021, 26,606,666 warrants were exercised and converted into shares for an exercise price of ₱1.503 per share, which is the weighted average trading price for three (3) months prior to the exercise date with a 10% discount. Consequently, common shares with par value aggregating to ₱26,607 were issued for the exercised warrants resulting in additional paid-in capital of ₱13,383.

The remaining 55,893,334 warrants which were not exercised in September 2021 are deemed expired and are no longer exercisable.

On January 31 and March 27, 2023, the BOD and stockholders of the Parent Company approved its employee stock options plan (ESOP). On July 4, 2024, the Securities and Exchange Commission approved the Corporation's application for exemption from registration of its ESOP. As of 31 May 2025, the Company issued 45,943,900 shares in favor of eligible employees who exercised their right. *Please see Item 8 Compensation Plans for more detailed discussion about the Company's ESOP.*

Attendance of Incumbent Directors for CY 2024: Attendance and number of meetings of DigiPlus' Directors to the Board of Directors Meeting and its Special Committees, are as follows:

a. Board of Directors – The total number of meetings is eleven (11).

Directors	% of Attendance
Eusebio H. Tanco	100%
Tsui Kin Ming	100%
Rafael Jasper S. Vicencio	100%
Jose Raulito E. Paras	89%
Willy N. Ocier	100%
Renato G. Nuñez	100%
Mardomeo N. Raymundo, Jr.*	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	100%
Arthur R. Tan**	50%

* Mr. Raymundo resigned from the Board of Directors on 5 November 2024.

** Mr. Tan was elected to the Board of Directors on 5 November 2024.

b. Audit Committee - The total number of meetings is six (6).

Directors	% of Attendance
Jose Raulito E. Paras	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	100%

c. Board Risk Oversight Committee - The total number of meetings is five (5).

Directors	% of Attendance
Renato G. Nuñez	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	100%

d. Nomination Committee - The total number of meetings is two (2).

Directors	% of Attendance
Eusebio H. Tanco	100%
Rafael Jasper S. Vicencio	100%
Timoteo B. Aquino	100%

- e. Compensation Committee - The total number of meetings is three (3).

Directors	% of Attendance
Tsui Kin Ming	100%
Ramon Pancratio Dizon	100%
Jose Raulito E. Paras	100%

- f. Corporate Governance Committee - The total number of meetings is four (4).

Directors	% of Attendance
Eusebio H. Tanco	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	100%

Board Evaluation and Assessment

To ensure board effectiveness and optimal performance, the Board conducts annual performance evaluations of the Board of Directors, its individual members and board committees. Through the self-assessment and evaluation process, directors identify areas for improvement, such as:

1. Diversity of the board composition;
2. The frequency and conduct of meetings;
3. The timeliness and completeness of materials and information provided to them;
4. Directors' access to Management;
5. Orientation for new directors and continuing education and training for existing directors.

The criteria for Board self-assessment are:

1. Collective Board Rating
 - a. Board Composition
 - b. Board Meetings and Participation
2. Individual Self-Assessment
 - a. Individual Performance
 - b. Attendance of Board and Committee Meetings
3. Board Committees Rating
 - i. Executive Committee
 - ii. Corporate Governance Committee
 - iii. Audit Committee
 - iv. Compensation Committee
 - v. Nomination Committee
 - vi. Risk Oversight Committee
 - vii. Related-Party Transaction Committee

For FY 2024, the Company engaged Institute of Corporate Directors (ICD) as an independent external facilitator to evaluate the Board Performance Assessment. The assessment is currently ongoing.

Certain Relationships and Related Transactions

Transactions between related parties are accounted for at arms' length prices or on terms similar to those offered to non-related entities in an economically comparable market. There were no transactions or proposed transactions during the last two (2) years to which the registrant or its subsidiaries, in which a director, executive officer, or stockholders owning ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

For transactions with related parties pertaining to those consummated with its subsidiaries and other related parties, please refer to Note 21 of Notes to the Consolidated Financial Statements.

Item 7. Independent Public Accountants

In the annual stockholders' meeting held on July 28, 2023 and July 26, 2024, Isla Lipana & Co. was re-appointed as the external auditors with Mr. Pocholo Domondon as the partner-in-charge for the audit of the Company's financial statements as at and for the period ending 31 December 2023 and 31 December 2024, respectively.

In compliance with SRC Rule 68 as Amended, Paragraph 3(b)(ix), the handling audit partner is rotated every five (5) years and in case there will be a re-engagement of the same signing partner, a two-year cooling off period shall be observed. Mr. Pocholo Domondon was the assigned partner-in-charge since CY 2022. As of December 31, 2024, he only acted as lead audit partner for three (3) years.

Isla Lipana & Co. is subject to reappointment as the Company's external auditor for FY 2025, subject to the endorsement of the Audit Committee and approval of the Board of Directors. The appointment of Isla Lipana & Co. will be presented for confirmation of stockholders at the scheduled Annual Stockholders' Meeting. Representatives of the Independent Public Accountant for the current year (PwC Philippines) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Chairman of the Audit Committee is Mr. Ramon D. Dizon, and the members are Atty. Timoteo B. Aquino and Atty. Jose Raulito E. Paras.

Item 8. Compensation Plans

On 31, January 2023, the Board of Directors approved the Employee Share Option Plan, as endorsed by the Compensation Committee, with the following features:

FEATURES	DESCRIPTION
Title	DigiPlus Employee Share Option Plan ("ESOP")
Size and Limitation of the Plan	Up to 528,000,000 common shares that will be applied for listing with the Exchange. A portion of the share options shall be obtained from the existing Treasury Shares of the Company.
Eligibility	Key employees which may include executives, department heads, key business personnel and consultants of the Company, its subsidiaries, as may be determined by the Committee, who are largely responsible for the further growth and development of the Company.
Exercise Price	Shall be determined by the Compensation Committee based on a valuation methodology consistent with generally accepted valuation methodologies for pricing financial instruments (i.e. market value, Volume Weighted Average Price)
Vesting Schedule	Three equal tranches annually over 3-year period, or such other vesting schedule as may be changed by the Compensation Committee from time to time
Exercise Period	Any time within 5 years from the date of vesting
Duration of the Plan	Maximum of 10 years commencing on the Adoption Date

This, together with the ESOP Plan Rules, were submitted to the stockholders who approved the same on 27 March 2023.

On 16 January 2024, the Compensation Committee amended Rule 6, Sections 6.1 and 6.2 of the ESOP Plan Rules, to read as follows:

"Rule 6, Section 6.1: Upon the effectivity of the Plan, the Company shall allot 528 million common shares for the Share Options to be issued in the following tranches:

- A. DIGI ESOP A – 220,382,958 Common Shares;
- B. DIGI ESOP B – up to 5% of the issued and outstanding Common

- Shares of the Company; and,
- C. DIGI ESOP C – up to 5% of the issued and outstanding Common Shares of the Company.

“Rule 6, Section 6.2: The aggregate number of Shares over which the Committee may grant Share Options on any date, when added to the number of Shares issued and issuable in respect of all Share Options granted under DIGI ESOP A, DIGI ESOP B, and DIGI ESOP C, shall not exceed 528 million common shares.”

The options to be received by the relevant individuals are as follows:

ITEM	DESCRIPTION	OPTION SHARES
A	Chief Executive Officer	32,428,972
B	4 highest paid executives who were serving at the end of the last completed fiscal year	1,800,000
C	All current executive officers as a group <i>*(Executive officers pertain to the President of DigiPlus; President of ABLE/ABLE subsidiaries/TGXI; and CFO)</i>	800,000
D	Each nominee for election as a director	-
E	Each other person who received or is to receive five percent of such options, warrants or rights	44,076,592
F	All current directors as a group who are not executive officers	-
G	All other employees as a group <i>*(The group pertains to the other recipients of option shares)</i>	48,219,000

On 4 July 2024, the Securities and Exchange Commission (SEC) approved the Corporation's application for exemption from registration of its ESOP pursuant to Section 10.2, Securities Regulations Code stating that the SEC may exempt other transactions, if it finds that the requirements of registration under the SRC is not necessary in the public interest or for the protection of the investors such as by the reason of the small amount involved or the limited character of the public offering.

As of 31 May 2025, the Company issued 45,943,900 shares in favor of eligible employees who exercised their right. The number of remaining ESOP Shares, as a result of the exercise of ESOP Shares, is 174,439,058.

As of May 31, 2025, the share price of DigiPlus' common shares is at P52.85 per share.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The minutes of the previous Annual Stockholders' Meeting dated July 26, 2024 shall be submitted to the stockholders for approval. The stockholders shall approve/ratify the Annual Report and the Audited Financial Statements for fiscal year 2024, the resolutions of the Board of Directors, its committees, and management entered into or made in the ordinary course of business, and the significant acts or transactions which are covered by appropriate disclosures with the SEC and PSE since the last annual meeting of the stockholders as follows:

1. Declaration of cash dividends;
2. Filing of the Integrated Annual Corporate Governance Report covering CY 2023;
3. Incorporation of a wholly-owned subsidiary that will engage in investment holding, i.e., Diginvest Holdings Inc.;
4. Incorporation of two (2) wholly-owned subsidiaries in Brazil, i.e., Digiplus Brazil Holding LTDA. and Digiplus Interactive LTDA.;
5. Incorporation of a wholly-owned subsidiary in Singapore, i.e., Digiplus Global PTE Ltd.;
6. Amendment of By-Laws of DigiPlus Interactive Corp.

The minutes of the 2024 Annual Stockholders' Meeting, which is attached hereto and available on the Company's website, contain the following information:

1. A description of the voting and vote tabulation procedures used in the previous meeting;
2. A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;
3. The matters discussed and resolutions reached;
4. A record of the voting results for each agenda item;
5. A list of directors, officers, and stockholders who attended the meeting.

In addition, the details and rules on voting and vote tabulation procedures used in the previous meeting are uploaded *via* the Definitive Information Statement which may be viewed in PSE EDGE and in DigiPlus' company website. Stockholders had the option to send in their votes directly to DigiPlus' Corporate Secretary, through a broker, or via proxy. The different voting forms were uploaded in the Company website and disseminated to the brokers of record of STSI as well. DigiPlus forwarded all the votes received to STSI, its stock transfer agent. STSI then validated all votes and proxies, and sent back to DigiPlus the final result of all validated votes. These voting results were then presented during the previous stockholders' meeting.

The stockholders were informed through the Notice of ASM, all ASM disclosure-related statements, and the Company's website. Stockholders can send in their questions to DigiPlus' Investor Relations email ASM@digiplus.com.ph any time prior to the ASM.

Item 16. **Matters Not Required to be Submitted**

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. **Amendment of Charter, By-Laws, or Other Documents**

On 16 May 2025, the Board of Directors authorized the Amendment of Articles II, IV, V, VI, VII and IX the Company's By-Laws to primarily amend the following:

1. To change the date of annual stockholders' meeting from *last Friday of July* to *last Friday of May*;
2. To amend the term "virtually" to "remote communication or other alternative modes of communication" in accordance with the Revised Corporation Code and its implementing rules;
3. To align the notice period for special meeting of stockholders with the Revised Corporation Code;
4. To add the *appointment of external auditor* in the order of business of the annual meeting of stockholders;
5. To add Compliance Officer and its duties among the officers of the Company;
6. To standardize the use of term "Company" throughout the By-Laws;
7. To update the name of the Company to "DigiPlus Interactive Corp." in its seal; and
8. To add a section on Arbitration.

Below are the proposed revisions:

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. (as amended on 22 March 2013)</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</p>	<p><u>ANNUAL MEETING</u> 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).</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</p>

	<p>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>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. The <u>meeting through remote communication or other alternative modes of communication</u> shall be recorded which shall form part of the records of the Corporation. <i>(as amended on 26 July 2024, and as amended by the Board of Directors on 16 May 2025)</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 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></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 <u>through remote communication or other alternative modes of communication</u>, subject to applicable laws, rules and regulations of the 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 and as amended by the Board of Directors on 16 May 2025)</i></p>
Article II, Section 3	<p><u>NOTICE OF MEETING</u> 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><u>NOTICE OF MEETING₁</u> 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 meeting, and not less than seven (7) calendar days prior to the date set for special meeting.</u> 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. No 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. (as amended on 26 July 2024)</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 the stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. (as amended on 26 July 2024 and as amended by the Board of Directors on 16 May 2025)</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 6. <u>Appointment of External Auditor</u> 7. Unfinished business 8. New Business 9. Adjournment (<i>As amended by the Board of Directors on 16 May 2025</i>)
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. (as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)</p>	<p>1. <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, <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. (as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors; <i>as amended by the Board of Directors on 16 May 2025</i>)</p>

(New provision)	(No old provision)	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. (As amended by the Board of Directors on 16 May 2025)
To become Article IV, Section 2		
Article IV, Section 2 to Article IV, Section 3 (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 3.1 to Article IV, Section 5 (Renumbering)	3.1 THE PRESIDENT shall exercise the following instructions:	5 THE PRESIDENT shall exercise the following instructions functions : xxx (As amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors; as amended by the Board of Directors on 16 May 2025)
Article IV, Section 3.2 to Article IV, Section 4 (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 4 to Article IV, Section 6 (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 5 to Article IV, Section 7 (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 6	(No change in provision, only in numbering)	

to <u>Article IV, Section 8</u> (Renumbering)		
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. (As amended by the Board of Directors on 16 May 2025)</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 adopted by a majority of the member</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>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. <i>(As amended by the Board of Directors on 16 May 2025)</i></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. <i>(As amended by the Board of Directors on 16 May 2025)</i></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>. <i>(As amended by the Board of Directors on 16 May 2025)</i></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>. <i>(As amended by the Board of Directors on 16 May 2025)</i></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 and as amended by the Board of Directors on 16 May 2025)</i></p>
<u>Article IX</u> <u>(New section)</u>	<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</u></p>

		<p><u>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. (As amended by the Board of Directors on 16 May 2025)</u></p>
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Reason and Effect of Amendment

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.

Item 18. Other Proposed Action

There is no other proposed action, other than as discussed above, for the upcoming FY 2025 Annual Stockholders' Meeting.

Item 19. Voting Procedures

(a) Vote required for Election of Directors and Approval of Actions

With respect to the election of directors, candidates who receive the highest number of affirmative votes will be declared elected.

With respect to: (i) the approval of the reports stated in Item 15 above; (ii) approval of the Minutes of the Annual Meeting held on July 26, 2024; (iii) Approval of Annual Report and Audited Financial Statements for the fiscal year 2024; (iv) Ratification of actions taken by the Board of Directors and Officers since the last annual meeting; (v) nomination and election of the directors; and, (vi) approval of the appointment of external auditor of the Company; (vii) approval of the amendment of the By-Laws, and (viii) all other matters subject to vote, except in cases when the law provides otherwise, the affirmative vote of majority of the outstanding capital stock entitled to vote is required to approve such matters.

(b) Method by which votes will be counted

Except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of the registrant, which vote may be given personally or by attorney authorized in writing. The instrument authorizing as attorney or proxy to act shall be exhibited to the Secretary if he shall so request. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Revised Corporation Code.

Unless required by law, or demanded by a stockholder present in person or proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, in his name or by his proxy if there be such proxy, and shall state the number of shares voted by him. In any and all matters requiring the vote of the stockholders, it is the Company's Corporate Secretary who shall be authorized to count the votes to be cast.

The details of registration and voting process can be found below. If assistance with the ASM Zoom meeting is needed and/or there is any other ASM-related query, stockholders may contact the company at ASM@digiplus.com.ph.

(c) *Voting in Absentia*

Stockholders may vote through email. The Voting Form can be downloaded from this link <https://digiplus.com.ph/asm2025/>. All agenda items indicated in the Notice of the Annual Stockholders' Meeting will be set out in the electronic voting form and the Stockholder may vote as follows:

- i. A Stockholder has the option to vote "Yes", "No", or "Abstain" (check correspondingly on "Yes", "No", or "Abstain"). The vote is considered cast for all the Stockholder's shares.
- ii. Once the Stockholder has finished voting on the Agenda items, he/she can email the form to ASM@digiplus.com.ph. The deadline for the submission of votes via e-mail is 12:00 P.M. (noon) of 16 July 2025. All forms delivered past the deadline will not be counted.
- iii. Votes cast in absentia will have equal effect as votes cast by proxy.
- iv. The Office of the Corporate Secretary will count and tabulate the votes cast in absentia together with the votes cast by proxy. An independent third party will validate the voting results. The Corporate Secretary shall report the results of voting during the Meeting.

(d) *Voting Requirements.*

The following are needed to be submitted together with the voting form:

- i. For individual Stockholders:
 1. A scanned copy of the front and back portions of the Stockholder's valid government-issued photo ID, preferably with residential address. This must be in a digital, JPG format with a file size no larger than 2MB; Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, and Senior Citizen ID.
 2. Valid and active e-mail address; and
 3. Valid and active contact number (landline or mobile number).
- ii. For Stockholders with Joint accounts:
 1. In addition to the above requirements, a scanned copy of an authorization letter signed by all Stockholders on who among them is authorized to cast the votes must also be submitted. This must also be in a digital, JPG format with a file size no larger than 2MB.
- iii. For Stockholders under Broker accounts:
 1. A scanned copy of the broker's certificate on the Stockholder's number of shareholdings. This must also be in a digital, JPG format with a file size no larger than 2MB;
 2. A scanned copy of the front and back portions of the Stockholder's valid government-issued photo ID, preferably with residential address. This must also be in a digital, JPG format with a file size no larger than 2MB; Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID and Senior Citizen ID;
 3. Valid and active email address; and
 4. Valid and active contact number (landline or mobile number).

- iv. For corporate Stockholders:
 - 1. A scanned copy of a Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Corporation. This must be in a digital, JPG format with a file size no larger than 2MB;
 - 2. A scanned copy of the front and back portions of the valid government-issued photo ID of the Stockholder's representative, preferably with residential address. This must be in a digital, JPG format with a file size no larger than 2MB; Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, and Senior Citizen ID;
 - 3. Valid and active email address of the Stockholder's representative; and
 - 4. Valid and active contact number of the Stockholder's representative (landline or mobile number).

(e) Email Voting Procedure.

Stockholders who opted to vote through email will need to send an email with subject "**Voting on DigiPlus 2025 ASM**" and attach all the aforementioned documents and then send it to ASM@digiplus.com.ph. Stockholders who participated in the voting are deemed to have agreed on the Data Privacy Agreement. Aside from the aforementioned documents, the email content shall contain the following details:

- i. Complete Name
- ii. Residential Address
- iii. Email Address
- iv. Telephone / Mobile Number

For any clarifications on the registration or on the Voting in Absentia procedure, please contact DigiPlus Corporate Secretary at telephone numbers 8637-5291 to 1074/1072 or through email at ASM@digiplus.com.ph.

Determination of Quorum for the ASM by Remote Communication

Stockholders who wish to be recognized in the determination of the existence of a quorum at the ASM are requested to notify DigiPlus of their votes in the Meeting by proxy on or before 12:00 P.M. (noon) of **16 July 2025**, or by remote communication through e-mail to ASM@digiplus.com.ph on or before 12:00 P.M. (noon) of **16 July 2025**.

Only those Stockholders who have notified the Company of their intention to participate in the Meeting by remote communication, together with the Stockholders who voted by proxy, will be included in determining the existence of a quorum.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Taguig on 25 June 2025.

DIGIPLUS INTERACTIVE CORP.
Issuer

By:


CAROL V. PADILLA
Corporate Secretary

MANAGEMENT REPORT

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business Development

Primary Purpose

DigiPlus Interactive Corp. (hereinafter referred to as (the "Company" or "DigiPlus" or "the Registrant") was incorporated on October 10, 1957. As part of the corporate restructuring of the Company in 1996, the Company's primary purpose was amended in 1999 to engage in realty development focusing on leisure business and its operations remained minimal and functioned as a holding company.

In October 1999, the Board of Directors (BOD) of the Company approved the Share Exchange Agreements ("Agreements") with the shareholders of AB Leisure Exponent, Inc. (ABLE), operator of a number of bingo parlors, for the acquisition of all outstanding capital stock of ABLE in exchange for 750 million new shares of the Company valued at ₱750 million. As a result, ABLE became a wholly owned subsidiary of the Company.

On September 19, 2000, the Securities and Exchange Commission (SEC) approved the Company's increase in authorized capital stock to ₱2.5 billion. Out of the aforementioned increase which consists of a total 2.5 billion common shares at ₱1 par value, a total of 750 million common shares with aggregate par value of ₱750.0 million have been subscribed and fully paid for through the assignment in favor of the Company of 500,000 common shares of ABLE representing the entire outstanding capital stock thereof by ABLE shareholders. This subscription and payment in ABLE shares was an implementation of the duly executed Agreements between the Company and ABLE's shareholders. Initially, 236,626,466 shares were approved by SEC for release to previous ABLE shareholders. The remaining shares corresponding to 513,373,534 were principally held in escrow with a local commercial bank. In 2003, the stockholders of the Parent Company approved the decrease in authorized capital stock from 2.5 billion shares to 1.6 billion shares at ₱1 par value per share. Accordingly, the Company's issued capital stock decreased from ₱1,162,678,120 to ₱744,114,784. This equity restructuring resulted in a reduction of ₱418,563,336 in the Company's deficit as at January 1, 2004 and reduced shares held in escrow to ₱328,559,059. In 2007 and 2008, SEC approved the release of 322,616,462 shares held in escrow. The remaining shares totaling 5,942,597 were finally approved for release on October 10, 2011.

On March 11, 2011, the BOD authorized the issuance, through private placement, of 150 million shares from its unissued capital stock at a price of ₱7.50 per share. The newly issued shares were subscribed by third parties. Twenty-Five percent (25%) of the subscription amount was paid upon the execution of the Subscription Agreements on March 24, 2011, while the remaining seventy five percent (75%) was settled on May 15, 2011. The issuance of these shares was filed with SEC on May 2011 and was approved and ratified by the stockholders on July 29, 2011. As a result, the total issued and outstanding stocks of the registrant as at December 31, 2011 increased to 999,877,094 shares.

In 2013, the Parent Company issued 1.65 billion perpetual preferred shares with a par value of ₱1.00 per share through private placement for an issue price of ₱1.00 per share. The preferred shares are cumulative, non-voting and non-participating. On the fifth anniversary of the issue date of the 1.65 billion perpetual preferred shares or on any dividend payment date thereafter, the Parent Company has the option, but not the obligation, to redeem the perpetual preferred shares in whole or in part at a redemption price equal to the issue price of the perpetual preferred shares plus cumulated and unpaid cash dividend, if any, for all dividend periods up to the date of actual redemption by the Parent Company. A nil-paid, detachable warrant was issued to the investor/s for every twenty (20) preferred shares. Each warrant shall entitle the investor/s to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or DigiPlus' weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent (10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

On January 11, 2019, the Parent Company called for a Special Stockholder's Meeting for the approval of the issuance of up to 1,300,147,488 common shares from the unissued capital stock through a private placement at a price based on a premium over the Parent Company's shares closing price on November 29, 2018. The BOD approved and ratified the issuance and subscription of its 1,300,147,488 common shares at an issue price of ₱3.60 on the same date.

In March and April 2019, 1,217,647,488 common shares were subscribed at ₱3.60 per share by virtue of the subscription agreements entered into by the Company with various investors. The proceeds from the issuance were used to refinance the Company's existing obligations, for expansion programs and working capital requirements.

On January 31, 2020, the Parent Company redeemed all of its 1.65 million preferred shares at ₱1.00 per share.

On June 15, 2021 and July 30, 2021, the BOD and stockholders of the Company, respectively, approved the reclassification of DigiPlus' 1.65 million preferred shares into common shares. On November 22, 2021 and January 7, 2022, the BOD and stockholders, respectively, approved the reclassification of the remaining 1.0 billion authorized unissued preferred shares into common shares. On May 26, 2022, the SEC approved the amendments of the Articles of Incorporation.

On March 7, 2022, the BOD approved and authorized the issuance of 1,272,352,512 common shares at an issue price of ₱1.65 per share to various subscribers. Pursuant to the Subscription Agreements, the payment of the subscription price to the Company shall be fully paid by the subscribers within 90 days from signing of their respective Subscription Agreements, which fell on June 9, 2022. On May 10, 2022, the Board approved the extension of the deadline to pay up to August 9, 2022. On August 8, 2022, the Company received the full payment of the subscription amount from all the private placement subscribers. The 1,272,352,512 subscribed shares were issued from the 1,650,000,000 treasury shares.

On September 15, 2022, the BOD approved the amendment of the Parent Company's Articles of Incorporation to change the: (a) name of the Parent Company to "Digiplus Interactive Corp."; and (b) business address of the Parent Company from Pasig City to Taguig City. On the same date, the BOD further approved the: (a) issuance of 691,200,000 common shares to various subscribers at ₱1.70 per share or 5% above the 30-day volume-weighted average price prior to stockholders' meeting; and (b) increase in authorized capital stock from ₱5 billion to ₱7 billion.

On February 28, 2023, the Securities and Exchange Commission approved the change of corporate name of the Company from "Leisure & Resorts World Corporation" to "DigiPlus Interactive Corp."

In view of the foregoing, the Company has changed its stock symbol from "LR" to "PLUS".

Subsidiaries

AB Leisure Exponent, Inc. (ABLE)

On March 31, 1995, ABLE was registered with the SEC. The primary purpose of ABLE and its subsidiaries is to provide amusement and recreation to the public in such forms as, but not limited to, traditional, electronic, pull tabs and rapid bingo games. Doing business as Bingo Bonanza Corporation, ABLE has established itself as the pioneer in professional bingo gaming in the Philippines. It has thirty (30) subsidiaries including two (2) bingo parlors operated by minority owned affiliates. Philippine Amusement and Gaming Corporation (PAGCOR) granted ABLE and subsidiaries/affiliates the authority to operate bingo games pursuant to PD 1869. Since then, bingo outlets of ABLE and its subsidiaries have become community and entertainment centers, a source of revenue for the government, and a sponsor for fund-raising activities relating to social and educational programs.

Total Gamezone Xtreme Incorporated (TGXI)

On July 21, 2014, the Company entered into an Asset and Share Purchase Agreement with Premiere Horizon Alliance Corporation (PHAC) to purchase the latter's 100% stake in TGXI. TGXI is the assignee and purchaser of the assets, rights and interests of Digiwave Solutions, Inc. (DSI), the operator and licensee of PAGCOR e-games stations.

On November 9, 2020, the Company's BOD approved the increase in the authorized capital stock from ₱500.0 million to ₱1.0 billion divided into 10.0 billion shares with par value of ₱100 each. The SEC approved the increase on January 5, 2021.

On December 2, 2024, the BOD of TGXI approved the declaration of cash dividend totaling ₱13.0 billion to stockholders of record as of December 31, 2024.

As of December 31, 2024, TGXI is a wholly owned subsidiary of DigiPlus with 3,429,995 shares and paid-up subscription in the amount of ₱249,999,500, with par value of ₱100 per share.

Gamemaster Integrated Inc. (Gamemaster)

On October 18, 2017, Gamemaster Integrated Inc. (formerly G Boracay Beta Holding Corp.) (the "Company") was registered with Philippine Securities and Exchange Commission (SEC) primarily among others, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including share of stocks, bonds, debentures, notes, evidences of indebtedness.

In September 2023, the Company applied for a change in its corporate name from "G Boracay Beta Holding Corp." to "Gamemaster Integrated Inc." and its primary purpose to engage in, purchase, acquire, establish, own, hold, sell, lease, conduct, operate, manage, and/or furnish general amusement, gaming operations and recreational services to the public such as, but not limited to, bingo games, electronic games, traditional bingo, electronic bingo, sports betting, social games, ballroom dancing, tea and garden parties, movie premiers, stage plays, basketball games, concerts, variety shows and other similar related business activities, land-based gaming, remote gaming, electronic gaming and their facilities and other gaming ventures, including but not limited to integrated resort casinos, bingo parlors, lotto, games of chance, gaming marketing; and to carry on any lawful business activities and to do accomplishment of any of the purposes enumerated or incidental to the powers of the corporation. On September 15, 2023 the SEC approved the Company's application to change its corporate name and primary purpose.

On July 12, 2024, the BIR has issued the Certificate Authorizing Registration of transfer of 100% shares in Gamemaster Integrated Inc. from G-Boracay Land Holdings Inc. (GBLHI) to DigiPlus Interactive Corp.

Blue Chip Gaming and Leisure Corporation (BCGLC)

On October 9, 2009, BCGLC was registered with Philippine SEC. Its primary purpose is to provide investment, management, counsel, and to act as agent or representative for business enterprises engaged in gaming, recreation and leisure activities. On October 20, 2009, BCGLC (lessor), as the authorized representative of Munich Management Limited - a foreign corporation duly organized and registered in British Virgin Islands, entered into a contract of lease with PAGCOR (lessee) for the use of slot machines and gaming facilities.

On April 27, 2011, DigiPlus purchased 26,250 shares of BCGLC representing 70% of BCGLC's outstanding capital stock. The purchase was ratified by DigiPlus' BOD on May 24, 2011. On December 1, 2015, DigiPlus purchased the remaining 30% or 11,250 shares from BCGLC's minority stockholders.

On July 24, 2015, BCGLC incorporated a subsidiary, Gold Coast Leisure World Corp. (GCLWC) with authorized capital stock of ₱15.0 million divided into 150,000 shares with par value of ₱100 per share, of which ₱3.75 million has been subscribed. GCLWC was incorporated to comply with Section 18, Chapter III of the Implementing Rules and Regulations of Republic Act No. 7227. GCLWC obtained an Enterprise Registration with the Subic Bay Metropolitan Authority in 2016.

On December 17, 2015, BCGLC received a letter from PAGCOR, informing that its BOD approved and confirmed the assignment in favor of BCGLC of the Contracts of Lease over four PAGCOR VIP Clubs at: (1) Venezia at Subic Bay Freeport Zone, Subic Zambales with Palmgold International Limited; (2) Pan Pacific, Malate Manila with Pacific Palm Corporation; (3) Paseo Premier Hotel, Sta. Rosa Laguna with Pacific Palm Corporation; (4) Apo View Hotel, Davao City with Pacific Palm Corporation; and (5) Bacolor, Pampanga with Kings Royal Hotel and Leisure Park Corporation.

On January 18, 2016, BCGLC assigned the VIP Club at Venezia at Subic Bay Freeport Zone to its subsidiary, GCLWC.

On January 28, 2016, the Amended Contracts of Lease of three (3) VIP Clubs, namely Pan Pacific, Paseo Premier Hotel and Apo View Hotel were executed under the name of BCGLC, while the other VIP Club, Venezia at Subic Bay Freeport Zone was under the name of GCLWC.

Prime Investment Korea Inc. (PIKI)

On March 22, 2013, DigiPlus purchased 10,000,000 shares of PIKI representing 100% ownership at a price of ₱1,000,000. The purchase was ratified by DigiPlus' BOD on June 10, 2013. The acquisition is in line with the Group's goal to expand and venture in other forms of gaming.

PIKI started its commercial operations on July 26, 2013. Together with Philippine Amusement and Gaming Corporation (PAGCOR), PIKI executed a Junket Agreement to jointly conduct junket gaming operations within PAGCOR's Casino Filipino-Midas located at Midas Hotel and Casino in Roxas Boulevard, Pasay City.

In 2020, PIKI ceased its operations.

Hotel Enterprises of the Philippines, Inc. (HEPI)

On November 11, 2012, DigiPlus executed an Investment Agreement with Eco Leisure and Hospitality Holding Company, Inc. ("Eco Leisure") and HEPI for the acquisition of 51% of the outstanding capital stock of HEPI which owns and operates the Midas Hotel and Casino. DigiPlus' total investment in HEPI, paid in cash, is ₱750.0 million. DigiPlus and Eco Leisure executed a Shareholders' Agreement to embody their mutual agreements and covenants concerning the sale and purchase of HEPI's shares, respective rights and obligations while certain covenants and conditions have not been fully complied by the parties under the Investment Agreement.

On March 10, 2016, the BOD approved the amendment of HEPI's Articles of Incorporation particularly on: (a) Article II Primary Purpose, (b) Article IV extending the term of the corporate existence of the HEPI to another fifty (50) years from July 30, 2012, (c) Article VI decreasing the number of the BOD to 7, and (d) Article XI adding new provisions governing the issuance and transfer of shares of the corporation.

First Cagayan Leisure and Resort Corporation (FCLRC)

On April 26, 2000, FCLRC was incorporated with the Philippine SEC. DigiPlus acquired 35% of the outstanding capital stock of FCLRC by purchasing 43,750 shares with a par value of ₱100 per share on September 20, 2005. FCLRC has an existing License Agreement with the Cagayan Economic Zone Authority (CEZA) to develop, operate, and conduct internet and gaming enterprises and facilities in the Cagayan Special Economic Zone Free Port (CSEZFP). Pursuant to the License Agreement, FCLRC was issued the "CEZA Master Licensor Certificate" certifying that FCLRC is duly authorized to regulate and monitor on behalf of CEZA all activities pertaining to the licensing and operation of interactive games. On March 3, 2006, DigiPlus' BOD approved the additional investment of 40,000 shares in FCLRC for an aggregate amount of ₱32.0 million. This additional subscription to FCLRC's shares brought DigiPlus' total investment to 83,750 shares representing 50.75% of the issued and outstanding capital stock. On April 3, 2006, the BOD approved the acquisition of 31,250 shares (prior to issuance of the additional subscription) of FCLRC, from one of its shareholders, Joanna Heights, Inc., for an aggregate amount of ₱25.0 million on the same terms as the earlier additional subscription. The acquisition was completed upon execution of the Deed of Assignment of Rights on September 27, 2006. With this acquisition, DigiPlus holds 115,000 shares representing 69.68% of the issued and outstanding capital stock of FCLRC.

In 2023, DigiPlus acquired an additional 17.59% interest in the shares of FCLRC, increasing its ownership interest to 87.27%. Cash consideration was paid to the non-controlling shareholder amounting ₱2.9 million.

In 2024, DigiPlus acquired additional 10% minority interest in FCLRC increasing its ownership interest to 97.27%. Cash consideration was paid to the non-controlling shareholder amounting ₱1.65 million.

LR Data Center and Solutions Inc. (LRDCSI)

On May 20, 2016, LRDCSI was registered with SEC primarily to engage in information technology and communication and to own, develop, produce, design, integrate, install, sell buy, rent, establish, manage, audit, rehabilitate, operate, lease except financial leasing or otherwise dispose of and generally deal in and with systems, facilities, equipment, devices and services involving the processing, movement, monitoring and retrieval of information including but not limited to data, voice, image, video, audio, tone or any form or kind of communication whatsoever, such as but not limited to Internet Protocol (IP) Systems products and their improvements, provide services related thereto, such as value added services (VAS), voice over internet protocol (VOIP), internet merchant payment processing and payment solution, premium dial up access services, IP-wide

area network services, software development and applications, data center services, co-location services, bandwidth, disaster recovery services and managed services and such allied undertakings, and as a consequence and as may be necessary useful and convenient in the premises, carry on and undertake such activities which may be reasonably and conveniently carried on in connection with or incidental to above purpose, or calculated, directly or indirectly, to enhance the value of or render profitable, any of the Corporation's property or rights.

The Company is 80% owned by DigiPlus.

The Company stopped its commercial operations on July 2022.

AB Leisure Global, Inc. (ABLGI)

On October 20, 2009, SEC approved the incorporation of another wholly owned subsidiary, AB Leisure Global, Inc. (ABLGI), whose primary purpose is to purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as but not limited to resorts, golf courses, clubhouses and sports facilities, hotels and gaming facilities, with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith. The authorized capital stock of ABLGI is ₱5.0 million, divided into 50,000 shares with par value of ₱100 per share, of which ₱1.25 million has been subscribed and ₱312,500 has been paid up. On May 6, 2013, the Company's BOD approved the increase in the authorized capital stock from ₱5.0 million to ₱2.0 billion divided into 20,000,000 with par value of ₱100 per share. The SEC approved the increase in February 2014. As of December 31, 2013, DigiPlus has subscribed and paid ₱1.45 billion.

In 2014, DigiPlus subscribed and paid additional ₱98.75 million bringing its total investment to ₱1.55 million.

In 2017, ABLGI incorporated 7 subsidiaries (direct and indirect) including its land holding company for the Boracay project.

On November 27, 2017, the BOD authorized ABLGI to avail a loan facility with BDO Unibank, Inc. and approved the terms and transactions contemplated by the Omnibus Loan and Security Agreement by and among ABLGI as borrower, share mortgagor, mortgagor and assignor, ABLGI subsidiaries as sureties, share mortgagors, mortgagors and assignors, DigiPlus as share mortgagor, mortgagor and surety, ABLE, TGXI, PIKI, BCGLC and FCLRC as sureties, BDO Unibank, Inc. as lender, and BDO Unibank, Inc. - Trust and Investments Group as security trustee. The loan was paid in full in January 2023.

LR Land Developers Inc. (LRLDI)

On December 11, 2007, the SEC approved the incorporation of a wholly owned subsidiary, Northern Philippines Land and Property Development Inc. (NPLPDI), whose primary purpose is to engage in the business of purchasing, leasing, owning, using, improving, developing, subdividing, selling, mortgaging exchanging, leasing, and holding for investment or otherwise, real estates of all kinds and build or cause to be built on any such land owned, held or occupied for management or disposition buildings, houses, or other structures with their appurtenances. On March 3, 2008, SEC approved the amendment to the Articles of Incorporation changing its name to LR Land Developers, Inc.

On April 16, 2012, Techzone Philippines, Inc. (TPI) was incorporated, a 50% owned associate of LRLDI, which is engaged in the acquisition, lease, donation, etc. of real estate of all kinds. TPI started its commercial operations in 2016.

On November 4, 2019, the Company sold the 50% interest of TPI shares for the selling price of ₱1.75 billion.

Diginvest Holdings Inc. (Diginvest)

On September 30, 2024, Diginvest was incorporated as a wholly-owned subsidiary of DigiPlus with the primary purpose to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description including shares of

stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligations of any other corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized, and to pay therefore in money or by exchanging therefore stocks, bonds, property or other evidence of indebtedness or securities of this or any corporation, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in receipt thereof all the rights, powers and privileges of ownership, including all voting powers or any stock so owned; without acting as a broker/dealer in securities. The principal office of Digincest is located at 35th Floor, Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City.

Binondo Leisure Resources, Inc. (BLRI)

On February 11, 2003 BLRI was incorporated and subsequently amended on July 2, 2003. On July 25, 2003, the Company signed a Memorandum of Agreement (MOA) with BLRI. In accordance with the MOA, the Company acquired a 30% interest in BLRI through the assignment of shares. The MOA also indicated that the Company would subscribe to 200,000 preferred shares of BLRI with a par value of ₱100. On May 13, 2004, the SEC approved BLRI's application for the increase in its authorized capital stock from ₱5.0 million divided into 50,000 common shares with par value of ₱100 per share, to ₱50.0 million divided into 200,000 common shares and 300,000 preferred shares both with par value of ₱100 per share.

On June 4, 2018, the BOD approved the declaration of cash dividend equivalent to ₱0.0425 per share payable to all preferred stockholders of record as of June 20, 2018. On July 19, 2019, the BOD approved the declaration of cash dividend equivalent to ₱0.0942 per share payable to all preferred stockholders of record as of August 2, 2019. On October 24, 2019, the BOD approved the declaration of cash dividend equivalent to ₱0.0471 per share payable to all preferred stockholders of record as of December 31, 2019.

There were no cash dividends declared by the BOD to common stockholders of the Company in 2024 and 2023.

Products, Games and Distribution Methods

Online Products

BingoPlus

BingoPlus is the Philippines' first interactive live streaming digital bingo platform that continues to bring fun and excitement to bingo-loving Filipinos nationwide. From its launch in January 2022 as the first online bingo app in the country, it has expanded into a platform offering various forms of entertainment for Filipinos.

To bring variety to the platform, BingoPlus also offers over 1,000 electronic games on its platform. Games offered range from e-bingo, card games, live color games, carnival games, and slot games.

In 2024, BingoPlus continued to seamlessly integrate its online and offline customer experience. Aside from 24/7 live streaming, its cutting-edge information technology infrastructure is complemented by its 148 physical sites spread out across the Philippines.

ArenaPlus

Launched in February 2023, ArenaPlus is an online sports betting platform focused on making local and international sports more accessible to Filipinos. ArenaPlus provides its services through its website and mobile app, ensuring convenience to its users as they avail of the live sports event streaming and remote gaming system to place and transact any type of sports bet.

ArenaPlus has been developed to provide the latest scores and results from a wide range of games worldwide, including basketball, baseball, soccer, volleyball, boxing, and many more. The platform's security also adds a layer of confidence that allows players to freely enjoy the app. Beyond providing entertainment to Filipinos, ArenaPlus partners with local sports organizations to bring more recognition to Philippine athletes and niche sports.

GameZone

GameZone is revolutionizing digital gaming with a cutting-edge, player-focused platform that offers thrilling, high-quality betting experiences. With its live streaming capability and exclusive Player vs. Player (PVP) mode for Tongits, alongside a diverse range of classic card and betting games, GameZone delivers an unparalleled level of engagement and competition. Designed for the next generation of gamers, it continuously pushes the boundaries of digital gaming innovation.

Offline Products

As of December 31, 2024, the Group owns 126 bingo parlors nationwide, of which 119 sites are operating while 7 sites are temporary closed and 22 e-Games branches, of which 19 are operating while 3 sites remained temporary closed.

Most of these bingo parlors are located in major shopping malls in Metro Manila and in key provincial cities. Enumerated below is a list of bingo branches, subsidiaries/affiliates and its locations.

Bingo Parlors

Company	Location	
AB Leisure Exponent, Inc.	1	Building A, SM Megamall, J. Vargas Street, EDSA, Mandaluyong City
	2	Sta. Lucia East Mall, Cainta, Rizal
	3	SM City, North EDSA, EDSA, Quezon City
	4	New Farmers Plaza, EDSA, Quezon City
	5	Makati Cinema Square, Pasong Tamo, Makati City
	6	SM Southmall, Almanza, Las Pinas City
	7	IL Centro, Sta. Lucia East Grandmall Marcos Highway, cor Felix Ave., Cainta Rizal
	8	J Ramos Bldg., Poblacion Zone 1 Bayambang, Pangasinan
	9	JSR, Kareenan Street, Roxas Blvd., San Carlos City, Pangasinan
	10	Benry Square, McArthur Highway, Brgy. San Nicolas, Tarlac City
	11	2/F Live Bistro Building, Sitio Paroba, Barangay Tibag, Tarlac City
	12	T - 1,2,3 City Mall F. Quimpo St., Pob. Kalibo, Aklan
	13	Ground floor, FGD Bldg. Barangay Guiguilonen corner Navaluan, Mangaldan Pangasinan
	14	M Place 2, Maharlika Highway, Matias District, Talavera
	15	Ground Floor, Metro Central Mall, Sitio Antipolo, Brgy. Labuin, Sta. Cruz, Laguna
	16	Ground Floor, City Mall Anabu 357, Aguinaldo Highway Imus Cavite
	17	Ground Floor, Victory Central Mall, Brgy. Balibago, Sta. Rosa City, Laguna
	18	2nd Floor Pacific Mall, Legazpi City, Albay
Alabang Numbers & Gaming Corp.	19	V-Central Mall, Molino Bacoar, Cavite
Allpoint Leisure Corporation	20	3 rd Floor, SM Centerpoint, Araneta Avenue cor Magsaysay
Alpha One Amusement and Recreation Corp.	21	GF & 2F Romero Bldg., 1337 Balintawak Market, EDSA, Balingasa, Quezon City
Big Time Gaming Corporation	22	G/F QY Plaza, 233 Tomas Morato Ave., South Triangle 4, Quezon City
	23	Robinsons' Supermarket, EMA Town Center, Brgy. Camalig, Meycauayan Bulacan
	24	G/F Madison Square Alabang Zapote Road, Las Pinas City
	25	2/F Bocobo Commercial Center, #1244 Legaspi St., Bocobo cor Padre Faura St., Ermita Manila
	26	G/F A.S. Commercial Bldg., Unit A, B, C, Falcon St., Brgy Poblacion 5, Sta. Cruz, Laguna
	27	G/F Sogo Bldg., Brgy San APA Mahalika Highway, Cabanatuan City

Company	Location	
	28	Puregold San Mateo, Km 21 Gen. Luna St., Brgy Banaba, San Mateo Rizal
	29	G/F Icon Hotel, #967 EDSA corner West Avenue, Brgy. Philam, Quezon City
	30	2F Parkmall E. Ouano Ave. Brgy. Tipolo City South Mandaue Reclamation Area, Special Economic Administrative Zone Mandaue City
	31	SkyOne Bldg., Brgy. Isidro Angono Rizal
	32	G/F Roben Theatre, C. M Recto Avenue Brgy. 313 Zone 31, Sta. Cruz Manila
	33	G/F Jea Bldg. Lopez St., Corner Jalandoni St., Iloilo City
	34	31 J.P. Rizal St, Brgy. Tabok, Mandaue City
	35	Lucky Chinatown Mall, #293 Lachambre St., Binondo, Manila
	36	Ground Floor, Robinson's Place, J. Catolico Sr. Avenue, Barangay Lagao, General Santos City
	37	Syquio Business Center Maharlika Highway, Brgy. Daan Sarile Cabanatuan City
	38	2nd Flr. Blue Horizon Bldg., Quezon Avenue Poblacion Alaminos City Pangasinan 2404
	39	Dizon Building # 244 Entiero Street, Brgy. Sto. Cristo, Angeles City Pampanga
	40	2nd flr. Sir Thomas Square. No.18 Matalino St. corner Matatag st. Diliman Quezon City
	41	#14 Tanjuatco Building, Sampaloc Road, Plaza Aldea, Tanay Rizal
	42	Bldg Sitio Kanluran, Kumintang Ibaba, Batangas City
Bingo Dinero Corporation	43	SM City, North Reclamation Area, Cebu City
Bingo Extravaganza, Inc.	44	SM Sucat, Sucat Road, Paranaque City
	45	SM City Bicutan, Don Bosco, Paranaque City
	46	Tonie's Mart, Puerto Princesa, Palawan
	47	A. Salvador St., Sta. Veronica, Guimba, Nueva Ecija
	48	#424 Division Road, Brgy. Sta. Rosa, Bayombong Nueva Vizcaya
Bingo Gallery Incorporated	49	SM City Mastersons Ave., Canitoan, Cagayan de Oro City
Bingo Palace Corporation	50	Robinson's Place, Ermita, Manila
	51	SM Mall of Asia, Pasay City
	52	LGF Congresssional Town Center, #23 Congressional Avenue, Quezon City
	53	G/F Robinson's Luisita, Brgy. San Miguel, Hacienda Luisita Tarlac
	54	242- C Manly Building Mac Arthur Hi-Way, Dalandanan Valenzuela City
	55	UG/F Puregold Novaliches 1018 Quirino Highway Novaliches Quezon City
	56	LG/F, Imall-Camarin. Kiko Rd., Camarin, Caloocan City
	57	GD Plaza, Mc Arthur Highway, Brgy. Ilang Ilang, Guiguinto, Bulacan
Cebu Entertainment Gallery Inc.	58	Elizabeth Mall, Leon Kilat St., Cebu City
First Leisure & Game Co., Inc.	59	G/F Art District Bldg., Lacson St., Lopue's Mandalagan, Bacolod City
	60	G/F Gustilo Town Center & Northland Resort, Provincial Road cor National Highway, Manapla, Negros Occidental
	61	G/F Gaisano Mall, Araneta St., Brgy. Singcang, Bacolod City, Negros Occidental
	62	G/F Gaisano Mall, Cagba, Brgy. Tugbu, Masbate City
	63	G/F Centro Mall Lopez Ave., Batong Malake, Los Banos, Laguna
	64	Rosalie Bldg. Gaisano Door, Brgy. Tabunok Talisay City Cebu
	65	2/F Felcris Centrale, Quimpo Boulevard, Brgy. 40-D Davao City
	66	Grand Gaisano Mall Quezon Ave. Digos City Davao
	67	G/F DOORS 107/108, JLF Parkway Building A. Pitchon Corner Quirino STS. Davao
	68	SM Lanang Premier, Jose P. Laurel Ave., Brgy. San Antonio Agdao, Davao

Company	Location	
		City
	69	Chimes Mall, Brgy. 27 C, Gov. Sales st. cor Sta. Ana Ave., Davao City
	70	City Mall Mandalagan, Lacson St. cor. G.M. Cordova Ave., Mandalagan, Bacolod City
Gamexperience Entertainment Corp.	71	G/F Greenhills Town Center, Valencia Quezon City
	72	Pueblo Verde, Mactan Economic Zone-11-Sez, Brgy. Basak
		Lapu-Lapu City, Cebu
	73	Ground flr. Gaisano Grandmall Mactan Basak, Marigondon Road corner Ibabao, Gisi-Agus Road, Lapu-Lapu City, Cebu
	74	2nd flr. Blocked D, Mactan Marina Mall, MEPZ 1 Brgy. IB, Lapu-Lapu City Cebu
G-One Gaming and Technology Inc.	75	SM City Bacoar, Tirona Highway, Cavite
Grand Polaris Gaming Co. Inc.	76	2/F SM City Cauayan, San Fermin, National Highway, Cauayan City, Isabela
	77	LGU Commercial Bldg., Osmena Avenue, Roxas, Isabela
Highland Gaming Corporation	78	Baguio Centermall, Baguio City
	79	SM City Baguio, Luneta Hill, Baguio City
Ilo-Ilo Bingo Corporation	80	SM City Iloilo, Manduriao, Iloilo City
Isarog Gaming Corporation	81	SM City Naga, CBD2, Brgy. Trianggulo, Naga City
	82	B3, Unit 1,2,3,544, 55 & 56 ALDP Mall, Roxas Ave Triangulo, Naga City
Manila Bingo Corporation	83	SM City Fairview, Regalado, Fairview, Q.C.
Metro Gaming Entertainment Gallery Inc.	84	SM Supercenter, Molino Rd., Bacoar, Cavite
	85	5/F 168 Divisoria Mall, Soler St. Binondo, Manila
	86	Unit GF, ANS-08 Pasay City Mall Ave cor Arnaiz, Pasay City
	87	RSAM Center Bldg., J.P. Laurel Cor. Munting Bayan St., Brgy Poblacion IX, Nasugbu, Batangas
	88	Starmall, Brgy Kaypian San Jose Del Monte, Bulacan
	89	Metro Towne Center, Marcos Alvarez Avenue, Las Pinas City
Negrense Entertainment Gallery Inc.	90	Ground Floor, Lee Plaza, Hypermart, Bagacan, Dumaguete City
	91	Ground Floor, CityMall Dumaguete, Veterans Avenue, National Highway, Dumaguete City
	92	G/F City Mall Golden Field-Bacolod West Side, Araneta Ave.
One Bingo Place, Incorporated	93	SM City Manila, Arroceros St., Manila
One Bingo Pavilion Inc.	94	Puregold Price Club, Magsaysay Road, Brgy. San Antonio, San Pedro, Laguna
	95	Sky One Bldg, Brgy. Baleleng, Bantay, Ilocos Sur
	96	TLJ Building G/F & 2F Brgy. Mabiga, Mabalacat, Pampanga
	97	S and R Centre, De Venecia Ave., Nalsian, Calasiao, Pangasinan
	98	Robinson's Place, Cainta, Rizal
Rizal Gaming Corporation	99	Robinsons Boutique, Cainta, Rizal
	100	ITSP Bldg, Ortigas Ave., Brgy San Isidro, Taytay, Rizal
	101	2nd Flr., Graceland Plaza Bldg., J.P. Rizal St., Brgy. Malanday, Marikina City
	102	Hollywood Suites and Resort, Mac Arthur Highway, Brgy Ibayo, Marilao Bulacan
	103	RMR Graceland, 858 Tandang Sora Avenue, Brgy. Tamo, Quezon City
	104	2/F, Ardi Commercial Complex, A.Bonifacio Ave. Parola, Cainta, Rizal
	105	Wilson Square, P. Guevarra, San Juan City
SG Amusement and Recreation Corp.	106	San Juan Commercial Bldg. F. Manalo corner F. Blumentritt San Juan City
	107	SM Land Anza Bldg. Makati Ave. Cor Anza St., Bel -Air, Makati City
South Bingo	108	SM City Davao, Quimpo Blvd., Davao City

Company Corporation	Location	
	109	G/F Victory Town Center, Lemery Batangas
South Entertainment Gallery Inc.	110	SM City, San Fernando City, Pampanga
	111	SM City Tarlac, San Roque, Tarlac City
	112	Robinsons Calasiao, Calasiao, Pangasinan
Summit Bingo Inc.	113	2nd Flr., New St Bldg., Macarthur Highway, Balibago, Angeles City, Pampanga
Topnotch Bingo Trend Inc.	114	G/F Metropoint Mall, Edsa Taft, Pasay City
	115	2/F SM City Batangas, Pallocan West, Batangas City
	116	2/F SM City Rosario, Brgy. Tejero Convention, Rosario, Cavite City
	117	2/F SM City Rosales, Mc Arthur Highway, Carmen East, Rosales, Pangasinan
	118	2/F Sm City Marikina, Brgy. Calumpang, Marikina City
	119	2/F SM City Clark, M.A. Roxas Highway, Brgy. Malabanias, Clark, Pampanga
	120	2/F SM City Lipa, Ayala Highway, Brgy Maraouy, Lipa City, Batangas
	121	LGF SM City San Lazaro. F. Huertas St., Sta. Cruz, Manila
	122	SM City Taytay, B1 Bldg. A, Brgy. Dolores, Taytay, Rizal
	123	94 Timog Ave., Ybardolaza street Cor., Sacred Heart, Quezon City
Topmost Gaming Corporation	124	2nd Flr., SM City Novaliches, Quirino Highway, Novaliches, Quezon City
	125	2nd Floor, Fortune Plaza Bldg. MacArthur Highway, Brgy. Wawa Balagtas, Bulacan
	126	Sapphire Bldg., Govic Avenue, Paulien Dirita, Iba Zambales

E-Games Branches

Company	Location	
Total Gamezone Xtreme Incorporated	1	2F SM Building, Barangay San Antonio, Biñan, Laguna
	2	2F ECG Bldg National Road Brgy. Pantok Binangonan Rizal
	3	2nd Floor Saunterfield Bldg. Km 20 Brgy. Sto. Nino Ortigas Ave. Extension Cainta, Rizal
	4	Unit 5, Paseo de Carmona, Brgy. Maduya, Carmona, Cavite
	5	2F, Don Antonio Sports Complex, Brgy Holy Spirit, Quezon City
	6	2nd Flr., GD Plaza, Mc Arthur Highway, Brgy. Ilang ilang, Guiguinto, Bulacan
	7	175 Katipunan Ave., Loyola Heights, Quezon City
	8	GF, Bautista Arcade, Brgy Binakayan, Kawit, Cavite
	9	Stall 19, Pineda Building, Mc. Arthur Highway, Mabalacat, Pampanga
	10	GF, Bldg. B, Madison Square #4, Pioneer Street, Mandaluyong City
	11	Unit 3 Francis Market, Gov. Halili cor. M.H Del Pilar Sts., Tenajeros Malabon
	12	665-A, McArthur Highway, Brgy. Bancal, Meycauayan, Bulacan
	13	Metro Towne Center, 2020 Marcos Alvarez Ave., Talon 5, Las Piñas City
	14	Unit 3, Topmark Building, Paz Mendoza Guazon St., Paco, Manila
	15	2F, LB Bldg., Paso de Blas Road, Valenzuela City
	16	Umerez Compound, Tungkong Mangga, San Jose Del Monte City, Bulacan
	17	Total Gas Station, National Highway, Cagayan Valley Road, Brgy. Kamias, San Miguel, Bulacan
	18	141 Cagayan Valley Road, Brgy. Sampaloc, San Rafael, Bulacan
	19	112 C Gov. Halili Avenue, Brgy. Bagbaguin, Sta. Maria, Bulacan
	20	2F, Starmall Building, EDSA corc. Shaw Blvd., Mandaluyong City
	21	GF, Puregold Valenzuela, 419 McArthur Highway, Brgy Dalandanan, Valenzuela City
	22	Units 10 & 11, Bldg. 3, Daanghari, Cuevasville Commercial Center, Molino IV, Bacoar, Cavite

Blue Chip Gaming and Leisure Corporation (BCGLC)

BCGLC has a contract with the Philippine Amusement and Gaming Corporation (PAGCOR) in connection with the VIP Slot Arcade Operation (PAGCOR VIP Club) at Pan Pacific Hotel, Manila, Paseo Premier Hotel, Sta. Rosa, Apo View Hotel, Davao, and Kings Royal Hotel, Bacolor, Universal Park Manila and San Pedro Town Center. Pursuant to the said contract, BCGLC provides the gaming space, high end slot machines, furnitures, fixtures, equipment and systems for the operations of the aforesaid VIP Slot Arcades. The wholly-owned subsidiary of BCGLC, Gold Coast Leisure World Corporation has a contract with PAGCOR for the PAGCOR VIP Club in Venezia Hotel, Subic Bay Economic Zone and Freeport.

Competition

The digital gaming industry in the Philippines and other markets where DigiPlus Interactive Corp. operates is highly competitive. DigiPlus competes within the digital gaming and entertainment sector against both established and emerging platforms. The Group faces competition from Playtime, OKBet, CasinoPlus, Bet88, and other digital gaming operators offering similar services.

DigiPlus competes on the basis of game variety, platform reliability, user experience, promotions, brand reputation, security, and regulatory compliance. Key competitive factors also include technological innovation, customer engagement, digital marketing strategies, and loyalty programs.

Beyond attracting and retaining players, DigiPlus also competes for talent, technology partnerships, strategic alliances, and regulatory approvals that are crucial for expansion. The company believes that its competitive advantage lies in its innovative gaming offerings, secure and user-friendly platform, attractive incentives, and strong brand presence.

To strengthen its market position, DigiPlus plans to continue expanding its platform capabilities, game portfolio, and promotional campaigns while enhancing customer engagement through targeted marketing, strategic partnerships, and technological advancement.

Supply Chain

DigiPlus operates within the digital gaming and entertainment industry, relying on a robust and secure supply chain to ensure the seamless delivery of its gaming products and services. The Group's supply chain is composed of technology providers, software developers, payment processors, compliance partners, and digital infrastructure providers that support its gaming operations.

Gaming Software and Platform providers

DigiPlus partners with reputable gaming software developers and platform providers to offer a diverse portfolio of games, including casino games, sports betting, and interactive entertainment. These partnerships ensure high-quality gaming content, regulatory compliance, and continuous platform updates to enhance user experience.

Payment Gateways

The Group also collaborates with multiple payment gateways, banks, and e-wallet providers to facilitate secure and efficient transactions for deposits and withdrawals. Strict security protocols, encryption technologies, and fraud prevention measures are implemented to safeguard customer transactions.

Infrastructure

The Group works with global and local IT service providers to maintain high availability and data integrity.

Regulatory Compliance and Licensing Partners

The Group adhere to the industry regulations set by the Philippine Amusement and Gaming Corporation (PAGCOR) and other relevant regulatory bodies. These help DigiPlus maintain responsible gaming practices and compliance with anti-money laundering (AML) requirements.

Marketing and Affiliate Networks

DigiPlus leverages a network of marketing agencies, affiliates, and digital advertising platforms to drive customer acquisition and retention. The Company actively invests in targeted campaigns, promotions, and loyalty

programs to enhance player engagement.

Customers

DigiPlus caters to a diverse customer base across various economic segments. The Group is not reliant on any single customer or a small group of customers for its revenue. No individual player or account contributes to 20% or more of the Group's revenue, ensuring a well-distributed revenue stream across its user base.

Intellectual Properties

The Group owns various trademarks, trade names, service marks, and other intellectual property rights, that are fundamental to its digital gaming operations. These intellectual property assets, particularly trademarks and proprietary software, play a vital role in the company's success by strengthening brand recognition, ensuring platform security, and maintaining user confidence.

The Group has registered its trademarks in key jurisdictions where it operates. As of December 31, 2024, the company holds over 100 trademarks, trade names, and service marks. The Group is responsible for managing and renewing the necessary trademark registrations to safeguard their respective brands. Trademark registrations generally remain valid as long as they are in active use, subject to the certain regulations. The Group also has pending trademark applications and anticipates their approval in due course.

Beyond trademark registration, the Group employs a comprehensive approach to intellectual property protection, utilizing (i) patent, trademark, and copyright; (ii) non-disclosure agreements with employees and third parties; and (iii) proactive monitoring and enforcement against unauthorized use or infringement. The Group continuously seeks legal remedies to protect its intellectual property portfolio, including trademarks and proprietary gaming technologies.

Government Regulations

PAGCOR Licenses

The Group holds PAGCOR gaming licenses, which authorizes the Group to operate as a gaming provider and operator in the Philippines. PAGCOR, a government-owned and controlled corporation, is the primary agency responsible for regulating and licensing gaming operations, including both land-based and digital gaming platforms. The Group's PAGCOR licenses enable the Group to offer a variety of gaming services, including online games, sports betting, and slot games.

Cagayan Economic Zone Authority (CEZA) Master License

DigiPlus, through its subsidiary, FCLRC, also holds a CEZA gaming license, which authorizes FCLRC to operate as a master licensor in the Cagayan Economic Zone.

As Master Licensor for interactive operations in the Cagayan Special Economic Zone and Free Port (CSEZFP), FCLRC is entitled to tax incentives under Section 4c of RA No. 7922 (CEZA law). No taxes, local and national shall be imposed on business establishments operating within the CSEZFP. In lieu of paying taxes, FCLRC shall pay and remit to the National Government 5% of their gross income less allowable deductions. Gross income shall refer to gross sales or gross revenues derived from business activity within the CSEZFP, net of sales discounts, sales returns and allowances and minus costs of sales or direct costs but before any deduction is made for administrative, marketing, selling and/or operating expenses or incidental losses during a given taxable period.

The Company is also required to comply with additional reportorial obligations to the SEC, PSE, Bureau of Internal Revenue (BIR), as well as secure permits for the establishment and ongoing operations of its bingo parlors and e-games branches. The Group ensures full compliance with all such regulatory.

Transactions with and/or Dependence on Related Parties

The Company's transaction with its subsidiaries and/or affiliates consists mainly of non-interest-bearing advances to and from subsidiaries and/or affiliates, officers, and employees which are subject to liquidation within 12 months from date granted or collectible in cash upon demand.

Research and Development

The Group continuously invests in research and development (R&D) to enhance its gaming platform, improve user experience, and strengthen its competitive position in the digital gaming industry. The Group's R&D efforts focus on technological innovation, game development, platform security, and data-driven customer engagement strategies to ensure sustainable growth and market leadership.

The following are the key R&D initiatives of the Group:

- Game Innovation and Content Development
- Platform Optimization and User Experience Enhancement
- Cybersecurity and Fraud Prevention
- Big Data

The Group remains committed to expanding its technological capabilities to stay ahead of industry trends and meet evolving regulatory requirements.

Cost and effects of compliance with environmental laws

The Group fully complies with all applicable governmental, environmental, health, and safety regulations. As of December 31, 2024, DigiPlus Interactive Corp. has not encountered any material issues related to these regulatory areas. Similarly, the Company has not been subject to any significant legal or regulatory actions for non-compliance with environmental regulations. DigiPlus consistently allocates resources to ensure compliance with environmental laws as part of its standard operational practices.

For a more detailed discussion on the Company's sustainability initiatives, please refer to the attached Sustainability Report.

Employees

The Group has 3,025 employees in the Philippines as at December 31, 2024. This includes personnel provided by manpower agencies.

In addition to all legally mandated benefits, the Group offers employees various training opportunities, both internal and external. Eligible employees may also participate in the Employee Stock Options Plan.

Major Risks Involved in the Business

The Company has identified the following as the key risks of the business:

Regulatory and Compliance Risks

The digital gaming industry in the Philippines is subject to strict government regulations, primarily enforced by the PAGCOR. Compliance with regulatory requirements, including licensing, taxation, and operational restrictions, is essential to maintaining the Group's legal standing. Any changes in gaming laws, tax structures, or enforcement policies could impact DigiPlus' ability to operate efficiently. Additionally, stricter compliance requirements related to anti-money laundering (AML) regulations, responsible gaming policies, and data privacy laws could lead to increased costs and operational adjustments. The Group mitigates these risks by ensuring strict adherence to regulatory frameworks, actively engaging with government agencies, and maintaining a dedicated legal and compliance team to oversee all legal obligations.

Cybersecurity and Data Privacy Risks

As a digital gaming platform, DigiPlus is highly vulnerable to cybersecurity threats, including hacking, data breaches, and fraudulent activities. Unauthorized access to customer data, payment information, and gaming transactions could result in severe financial and reputational consequences. The rise of sophisticated cyber-attacks targeting digital gaming platforms further amplifies the need for robust security measures, real-time threat monitoring, and continuous system enhancements. To protect its users and digital assets, the Company invests in advanced encryption technologies, multi-factor authentication, and regular security audits. Additionally, DigiPlus complies with data protection laws to ensure that player information remains confidential and secure.

Market Competition Risks

The digital gaming industry is highly competitive, with numerous operators vying for market share, including Playtime, OKBet, CasinoPlus, Bet88, and other emerging platforms. Competitive pressures may result in lower customer retention rates, increased marketing expenditures, and potential price wars in promotional campaigns. Additionally, new entrants with advanced technology and aggressive acquisition strategies may challenge DigiPlus' market position. To stay competitive, DigiPlus continuously enhances its gaming platform, introduces innovative game offerings, optimizes its user experience (UX) and user interface (UI), and executes targeted marketing strategies to attract and retain players. The Company also leverages data analytics to understand customer preferences and deliver personalized gaming experiences that differentiate it from competitors.

Technology and Platform Stability Risks

DigiPlus relies on a complex IT infrastructure to ensure smooth and uninterrupted gaming operations. Any system failures, software bugs, or downtime resulting from server malfunctions, cyber-attacks, or technical glitches could negatively impact customer experience and revenue. The Group's dependence on third-party gaming software developers, cloud service providers, and IT vendors also introduces potential risks related to service reliability, cost fluctuations, and contractual disputes. To minimize these risks, DigiPlus conducts regular platform maintenance, invests in high-performance cloud infrastructure, and maintains backup systems to ensure seamless operations.

Financial and Credit Risks

The Group's financial performance is influenced by several factors, including fluctuations in gaming activity, player spending behaviors, and overall economic conditions. External economic downturns, inflation, and regulatory changes in taxation could affect player engagement and profitability. The Company mitigates these risks by implementing strict credit risk management policies, maintaining diversified gaming revenue streams, and continuously monitoring financial performance indicators to ensure sustainable growth.

Legal and Reputational Risks

As a public-facing gaming operator, DigiPlus is exposed to reputational risks associated with customer disputes, regulatory investigations, negative media coverage, and gaming-related controversies. Legal claims related to game fairness, misleading promotions, or non-compliance with gaming regulations could impact brand perception and customer trust. To safeguard its reputation, the Company maintains transparent customer policies, proactive communication strategies, and responsible gaming initiatives to ensure ethical business practices. Additionally, DigiPlus invests in customer support infrastructure and dispute resolution mechanisms to address player concerns efficiently.

Talent Acquisition and Retention Risks

The Group's growth and innovation depend on highly skilled professionals in technology, cybersecurity, gaming operations, and regulatory compliance. The demand for experienced gaming professionals, software developers, and digital marketing experts is highly competitive, and failure to attract or retain key talent could hinder innovation and expansion efforts. DigiPlus mitigates this risk by offering competitive compensation packages, career development programs, and a dynamic work environment that fosters employee engagement and retention.

DigiPlus continuously strengthens its risk management framework through internal controls, compliance audits, cybersecurity enhancements, financial risk assessments, and strategic planning. The Company remains proactive in identifying emerging risks and implementing preventive measures, regulatory compliance initiatives, and technological advancements to safeguard its operations, customers, and stakeholders.

Item 2. Properties

The major assets of the Group are: land, building, furniture & fixtures, leasehold improvements, slot machines, bingo equipment and paraphernalia. FCLRC and LRLDI own parcels of land within and outside the vicinity of Cagayan Special Economic Zone Free Port and ABLGI owns 23 hectares of land in Malay, Aklan.

The Group's head office is located at the Ecoprime Bldg., 32nd St. cor. 9th Ave., Bonifacio Global City, Taguig City. Each floor occupied by the Group has different lease terms, with the average lease term being 3-5 years. It also leases additional office spaces in other buildings.

Item 3. Legal Proceedings

Except for the following, there are no other legal proceedings to which the Company or any of its subsidiaries is a

party:

1. "Eco Leisure and Hospitality Holding Company, Inc. v. Leisure & Resorts World Corporation and PDRCI", Civil Case No. R-PSG-22-02495-SP, Regional Trial Court, Pasig City, Branch 268

On August 3, 2022, Eco Leisure filed a Petition to Vacate Arbitral Award of even date under Rule 11 of the Special Rules of Court on Alternate Dispute Resolution (A.M. No. 07-11-08-SC) which sought to vacate the Final Award issued by the Arbitral Tribunal of the Philippines Dispute Resolution Cent4er, Inc. in Ad Hoc Case No. 2021-124, which denied Eco Leisure's claims against the Corporation.

Based on the Order dated June 11, 2024, the Petition to Vacate Arbitral Award Case is submitted for resolution in view of the court's receipt of the parties' respective Memoranda. To date, the Company has not received any further order or resolution from the Regional Trial Court of Pasig City – Branch 268. As of April 4, 2025, the resolution is still pending.

2. "Leisure and Resorts World Corporation v. Atty. Katrina Nepomuceno", CBD Case No. 23-6980 (Admin Case No. 13650), Commission on Bar Discipline, Pasig City

This is a disbarment case against former DigiPlus in-house counsel Atty. Katrina Nepomuceno for testifying against the Company in a case.

We received Respondent's Verified Answer on January 4, 2024.

On July 30, 2024, the Company filed its *Entry of Appearance with Manifestation and Motion* of even date to the Integrated Bar of the Philippines – Commission on Bar Discipline ("IBP-CBD"), entering the Company's appearance and praying for a period of ten (10) calendar days from order to file the Preliminary Conference Brief. The disbarment case has not yet been resolved and the Company has not received any further order or resolution from the IBP-CBD. As of October 31, 2024, the Entry with Motion is still pending resolution.

3. "People of the Philippines v. Marc Nicole Riño", Criminal Case No. 10-0886-2022, Regional Trial Court, Lipa City, Branch 12

This case involves missing cash in the Prize Fund and Revolving Fund of the Extreme Bingo Club, SM Lipa Branch in Lipa Batangas in the amount of ₱170,000 and ₱6,150, respectively.

The Comment/Opposition dated November 12, 2024 of the Accused was received by GSE Law, the Company's counsel, on November 25, 2024.

A hearing scheduled on December 3, 2024 was reset due to the unavailability of the Judge. On February 4, 2025, a scheduled hearing was also reset due to the unavailability of the Judge.

The presentation of prosecution's evidence was set on April 1, 2025 and July 22, 2025 both at 8:30 a.m.

4. "People of the Philippines v. Marc Nicole Rino", Criminal Case No. 1278-2022, Regional Trial Court, Cavite City, Branch 88

This case involves missing cash in the Prize Fund of the Extreme Bingo Club, SM Rosario Branch in Rosario Cavite in the amount of ₱200,000.

The court scheduled the cross-examination of Ms. Jimeno on October 16, 2024 at 10:00AM. The Comment/Opposition dated November 12, 2024 of the accused was received by GSE Law, the Company's counsel, on November 25, 2024.

The hearing proceeded on February 10, 2025. GSE appeared on behalf of the Company but the Accused did not appear. GSE moved for the waiver of presentation of the accused due to failure to

file a Judicial Affidavit (JA) and the non-appearance of the accused. The opposing counsel moved for resetting and waiving of presentation of JA. The court granted the opposing counsel's motion in the interest of substantial justice.

The accused's presentation of evidence was scheduled on March 17, 2025 at 01:30 p.m.

On 7 April 2025, accused failed to attend the hearing and the Company moved to waived the accused's testimony and forfeit the bail bond of the accused. A Warrant of Arrest was issued on 21 April 2025. Promulgation of Judgment is scheduled on 24 July 2025 at 11:00 a.m

5. "First Leisure & Game Co., Inc. vs. Riza June dela Bajan", NPS No. V-04-INV23L-0023, Office of the City Prosecutor, Masbate City

This case for estafa by misappropriation is filed by First Leisure & Game Co., Inc. against its employee June Dela Bajan. The case involves unliquidated advances for the payment of utilities and site rentals of BB Masbate amounting to ₱127,006 and ₱197,778, respectively.

The Complaint Affidavit was filed on December 27, 2023.

On July 31, 2024, the pre-trial of the case was terminated. The case was then referred to the Philippine Mediation Center for a Mandatory Mediation Conference. The Mediation Conference was subsequently terminated.

On February 27, 2025, the presentation of Ms. Melody Mananquil as witness for the prosecution was conducted. Her presentation was likewise terminated on even date.

Hearing for the presentation of Mr. Michael Linatoc is set on March 13, 2025 at 1:30 P.M.

On 13 March 2025, the presentation of Mr. Linatoc was then terminated. The Court then scheduled the continuation of the presentation of the prosecution's evidence on 22 May 2025 at 1:30PM. The Court cancelled the hearing scheduled on 22 May 2025, and reset the same to 19 June 2025 at 1:30 PM.

6. "People of the Philippines vs. Marvin S. Javier", Criminal Case No. 7557-M2022, Regional Trial Court, Malolos City, Bulacan, Branch 84

The accused, Marvin S. Javier, was a high roller player in BingoPlus Guiguinto Bulacan. He convinced the branch's staff to give him credit amounting to ₱4 million. Thereafter, he left the branch without paying the credits and he cannot be contacted anymore.

The accused is still at large. The Company is coordinating with the Private Prosecutor to locate the accused.

7. "Total Gamezone Extreme Incorporated vs. Mary France Pena", Criminal Case No. 24-665 for Qualified Theft, RTC Binangonan, Branch 68

This is a case for qualified theft filed by TGXI against its cashier Mary France Pena who stole cash in the amount of ₱464,000.

The Complaint-Affidavit was filed on December 27, 2023.

On August 29, 2024, the case was elevated to RTC Binangonan, Branch 68 for trial.

The accused is still at large. The Company is currently coordinating with the Private Prosecutor to locate the Accused.

The case is currently archived.

8. "ABLE vs. Commission of Internal Revenue", EB Case No. 2595
(CTA Case No. 9620), Court of Tax Appeals

This is an appeal by way of Petition for Review filed on June 22, 2017 with the Court of Tax Appeals ("CTA") against the Commissioner of Internal Revenue's ("CIR") Final Decision on Disputed Assessment ("FDDA") dated May 24, 2017 issued against ABLE on alleged deficiency value added tax ("VAT") and documentary stamp tax ("DST") assessments for taxable year ending December 31, 2013 in the aggregate amount of ₱517,895,721, inclusive of surcharge, interest, and compromise penalties.

On October 9, 2023, the CTA *En Banc* issued a Decision dated October 4, 2023 reversing the Decision and Resolution of the CTA in Division and held that ABLE's bingo games operation is covered by the phrase "operations of casino(s)". Hence, PAGCOR's tax exemption privileges under PD 1869 inure to the benefit of, or extend to, ABLE. Accordingly, the deficiency VAT and DST assessments in the amount of P611M were cancelled.

CIR filed a Motion for Reconsideration thereafter.

As of date, we are waiting for CTA *En Banc*'s Resolution on the Motion for Reconsideration filed by the CIR.

9. "People of the Philippines v. John Lemuel Gardose", Criminal Case No. 8872, Regional Trial Court, Taguig City

This involves theft and falsification of documents of a former BingoPlus Foundation employee. The Complaint was filed on August 5, 2024.

The Office of the City Prosecutor (OCP) issued a Resolution charging the employee of qualified theft and falsification.

On November 15, 2024, the Information for Qualified Theft through Falsification of Documents against Gardose was filed and was raffled to the RTC – Taguig City, Branch 267.

The arraignment of Gardose was scheduled on December 12, 2024.

On January 14, 2025, an Omnibus Motion was filed. On account of the filing of said Omnibus Motion, RTC-Taguig City, Branch 267 ordered the suspension of the arraignment and submitted the Omnibus Motion for resolution.

The Company has yet to receive the Order/Resolution.

10. "People of the Philippines v. John Lemuel Gardose", Criminal Case No. 8873-TG, Regional Trial Court, Taguig City

This involves theft and falsification of documents of a former BingoPlus Foundation employee. The Complaint-Affidavit and supporting affidavits were filed on August 5, 2024.

The OCP issued its Resolution charging the employee of qualified theft and falsification.

On November 27, 2024, Gardose was arraigned.

On January 28, 2025, the parties appeared for the scheduled Pre-Trial. The parties were directed to appear for Preliminary Conference before the Branch Clerk of Court. Pre-Trial was scheduled on February 18, 2025.

On February 18, 2025, RTC-Taguig City, Branch 271 gave the parties additional dates for the marking of their respective evidence on February 26 and 28, 2025. It also reset the Pre-trial to March 4, 2025.

On 26 and 28 of February 2025, the parties appeared before the Branch Clerk of Court, Taguig City, Br. 271, for the Preliminary Conference. The parties marked their respective pieces of evidence and provided the names of their intended witnesses.

On March 4, 2025, Counsel of the accused failed to appear at the scheduled Pre-Trial. Pre-Trial of the case was set on April 8, 2025 at 9:00 a.m.

On 8 April 2025, Counsel of the Accused was once again absent during the Pre-trial. Pre-trial of the case was moved to 20 May 2025 at 9:00 a.m.

On 20 May 2025, accused and his counsel appeared during the Pre-trial. The Court scheduled the following hearing for the presentation of evidence:

Prosecution's evidence presentation:

1. August 27, 2025
2. September 09, 2025
3. September 10, 2025
4. September 17, 2025
5. September 24, 2025

Defense's evidence presentation:

1. January 28, 2026
2. February 03, 2026
3. February 04, 2026
4. February 10, 2026
5. March 03, 2026

11. "People of the Philippines v. Jeferson Castillo, Catherine Vargas, Liwliwa Vilorio and Rafael Ramirez", Criminal Case No. 19-16040, Regional Trial Court, Cauayan City, Isabela

This case involves game rigging with conspiracy committed by BingoPlus Cauayan employees and the jackpot winner.

On August 28, 2024, the OCP of Cauayan Isabela issued the Information charging all the accused of Estafa under Article 318 (a) for *Other Deceits* carrying the penalty of *arresto menor*, i.e., a maximum of 1 month imprisonment, and fine equivalent to the amount of damage.

On November 5, 2024, the OCP filed a Motion to Withdraw Information, changing the charge from *Other Deceits* under Article 318 of the Revised Penal Code (RPC) to *Estafa* under Article 315 (b) of the Revised Penal Code.

In an Order dated November 22, 2024, the court issued a Warrant of Arrest against the Accused with bail bond of PHP48,000.00.

One of the accused failed to appear during the arraignment, prompting the court to issue a Warrant of Arrest against the said accused. As the accused remains at large, the court has ordered the case to be archived pending their arrest. The Court proceeded with the arraignment of three (3) of the

four (4) accused. Following reading of the information, all three (3) accused entered a plea of not guilty. After conclusion of the pre-trial proceedings, the court set the hearing dates as follows:

For the prosecution: April 3, 10, 23 and 30, 2025 all at 8:30am.

For the accused: May 7, 15, 21 and 28, 2025 all at 8:30am.

The Company presented Ms. Daisy Garcia as its witness on 15 May 2025. The presentation of Ms. Garcia was terminated.

Presentation of the Company's next witness is, Mr. Rodgen was on 28 May 2025 at 8:30am

12. "People of the Philippines v. Rommel Manabat", Criminal Case No. 2024-158-79, Municipal Trial Court, Talavera, Nueva Ecija

The Company filed a case for Theft for overpayment of Six Hundred Thousand Pesos (Php600,000.00) to jackpot winner by Rommel Manabat. In the Information dated 2 December 2024 ("Information"), accused Manabat was charged with the crime of Theft under Art. 308 of the RPC for willfully, unlawfully, and feloniously taking the amount of Six Hundred Thousand Pesos (Php600,000.00) belonging to Big Time Gaming Corporation.

On January 16, 2025, the Company filed its Entry of Appearance of even date ("Entry of Appearance"). The Municipal Trial Court, Talavera, Nueva Ecija ("MTC Talavera") issued a Warrant of Arrest dated December 4, 2024 ("Warrant of Arrest") against accused Manabat. The MTC Talavera has not yet set the case for Arraignment and Preliminary Conference.

13. "People of the Philippines v. Kerwin Tating", Crim. Case No. 24-133, Municipal Trial Court in Cities, Mabalacat City, Pampanga

Mr. Kerwin Tating illegally took PHP200,000.00 from the Prize Fund to the damage and prejudice of Total Gamezone Xtreme Incorporated.

The Complaint-Affidavit was filed on February 23, 2024. The case was referred to the Philippine Mediation Center for mediation proceedings. The mediation proceedings were subsequently terminated.

The hearing scheduled on February 20, 2025 was cancelled due to the unavailability of the presiding judge and the designated public prosecutor.

Hearing for the presentation of Ms. Sheena A. Tanael was set on May 29, 2025 at 8:30 A.M.

On 29 May 2025, a hearing was held. After the direct examination with Ms. Sheena A. Tapael, Atty. Pineda moved to reset the cross-examination due to the absence of Atty. Ponciano Cruz, counsel for Mr. Tating. Court granted the motion and set the next hearing for cross-examination on 17 July 2025 at 8:30am.

14. "Blue Chip Gaming and Leisure Corp. vs. Jalyn E. Cruz", NPS Docket No. XI-02-INV-24-5555, Office of the City Prosecutor, Davao City

This is a complaint for falsification filed against the Company's former marketing manager. The Complaint-Affidavit was filed on August 7, 2024.

On 2 December 2024, the Company received a copy of the Joint Resolution dated November 25, 2024 finding among others, *prima facie* evidence with reasonable certainty of conviction to indict Jalyn Cruz for the separate crimes of Falsification of Commercial Document.

Sometime in January 2025, the Information against Jalyn Cruz was raffled to Branch 4 of Davao City-MTCC.

On January 9, 2025, the Court issued Warrants of Arrest against Jalyn Cruz.

On February 3, 2025, the Court issued an Order noting the Entry of Appearance of CNVD Law. Subsequently, or on February 11, 2025, the Court issued an Order granting the *Ex-Parte* Motion to Allow Private Prosecutor to prosecute the Falsification case until the end of trial even in the absence of the Public Prosecutor.

Jalyn Cruz is yet to be apprehended and/or post bail.

15. "In re: Application for Original Registration of Title of Lot 7370-A-Pt, CAD 704-D, Malay Cadastre, with an area of 134 square meters, located at Manoc-Manoc, Boracay Island, Malay, Aklan", LRC No. 37-M, Municipal Circuit Trial Court, Buruanga-Malay, Aklan

This is an application for title over real property of the Company in Boracay Island covering land designated as Lot No. 7370-A-Pt (102 Pt), located at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

The initial hearing is set on July 23, 2025 at 10:00 a.m. at the Malay Municipal Activity Center Conference Room, Poblacion, Malay, Aklan.

16. "In re: Application for Original Registration of Title of Lot 7371-A-Pt, CAD 704-D, Malay Cadastre, with an area of 3,125 square meters, located at Manoc-Manoc, Boracay Island, Malay, Aklan", LRC No. 542, Regional Trial Court, Kalibo, Aklan, Branch 2

This is an application for title over real property of the Company in Boracay Island covering land designated as Lot No. 7371-A-Pt (99 Pt), located at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

The initial hearing is set on April 7, 2025 at 8:30 a.m. An order was issued by the court dated 14 February 2025 directing the Company to comply with the LRA's requirements in its report dated 29 August 2024. The initial hearing set on 7 April 2025 was cancelled.

The Company filed a Motion to Calendar the Initial Hearing on 30 April 2025 to reiterate that the requirements embodied in the LRA's report dated 29 August 2024 was already complied. The Court granted the motion and ordered the continuation of the initial hearing on 10 June 2025 at 8:30AM

17. "In re: Application for Original Registration of Title of Lot 7378-A-Pt, CAD 704-D, Malay Cadastre, with an area of 5,694 square meters, located at Manoc-Manoc, Boracay Island, Malay, Aklan", LRC No. 543, Regional Trial Court, Kalibo, Aklan, Branch 4

This is an application for title over real property of the Company in Boracay Island covering

land designated as Lot No. 7378-A-Pt (99 Pt), located at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

The initial hearing set on November 21, 2024 was cancelled and reset to August 7, 2025 at 8:30 a.m.

Item 4. Submission of Matters to a Vote of Security Holders

- a) The annual meeting of the stockholders of the Registrant was held on July 26, 2024.
- b) During the said annual meeting, the following persons were elected as directors of the Registrant:

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

With the following as the independent directors under Section 38 of the Securities Regulation Code (RA 8799) and Section 22 of the Revised Corporation Code:

- 8. Atty. Timoteo B. Aquino
- 9. Mr. Ramon Pancratio D. Dizon

- c) During the annual meeting of the stockholders of the Registrant last July 26, 2024, the following matters were submitted to a vote of and duly approved by the stockholders of the registrant:
 - 1. Approval of the minutes of the annual meeting held on July 28, 2023;
 - 2. Approval of the Annual Report and Audited Financial Statements for the fiscal year 2023;
 - 3. Ratification of actions taken by the Board of Directors and Officers since the last annual meeting held on July 28, 2023;
 - 4. Nomination and Election of Directors;
 - 5. Approval of the incorporation of a new wholly-owned subsidiary;
 - 6. Approval of the amendments of Articles II and III of the By-Laws;
 - 7. Appointment of External Auditor; and
 - 8. Ratification of the Grant of Employee Stock Option Shares to Directors and Officers.
- d) No other matter has been submitted to a vote of security holders otherwise than at such meetings of the security holders.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

a) Market Information

Principal market where the equity is traded - Philippine Stock Exchange

The table shows the high & low prices of the company's share within the last two fiscal years, including the volume of transactions for each quarter.

QUARTER ENDING	IN PHILIPPINE PESO				VOLUME (MAIN BOARD)	VOLUME TOTAL
	HIGH	HIGH_ ADJ*	LOW	LOW_ ADJ*		
1Q 2020	3.10	3.10	1.02	1.02	51,252,000	51,270,967
2Q 2020	1.82	1.82	1.30	1.30	28,333,000	28,355,509
3Q 2020	1.49	1.49	1.12	1.12	19,153,000	19,159,148
4Q 2020	2.16	2.16	1.24	1.24	54,286,000	54,317,231
1Q 2021	2.30	2.30	1.60	1.60	73,838,000	73,882,712
2Q 2021	1.98	1.98	1.44	1.44	190,577,000	290,588,482
3Q 2021	2.09	2.09	1.40	1.40	97,325,000	97,338,158
4Q 2021	1.76	1.76	1.40	1.40	37,323,000	37,343,956
1Q 2022	1.68	1.68	1.21	1.21	76,094,000	126,104,625
2Q 2022	1.52	1.52	1.21	1.21	155,902,000	155,910,925
3Q 2022	2.55	2.55	1.36	1.36	161,043,000	161,057,201
4Q 2022	3.13	3.13	1.98	1.98	298,775,000	298,798,023
1Q 2023	3.09	3.09	2.37	2.37	171,061,000	171,074,554
2Q 2023	3.80	3.80	2.42	2.42	153,318,000	155,075,000
3Q 2023	7.09	7.09	3.29	3.29	323,374,400	323,842,400
4Q 2023	8.13	8.13	5.50	5.50	159,955,400	162,123,800
1Q 2024	11.28	11.28	7.33	7.33	283,983,500	293,812,000
2Q 2024	14.98	14.84	9.50	9.50	571,086,442	581,086,442
3Q 2024	24.60	24.60	13.52	13.52	622,965,530	635,863,530
4Q 2024	27.40	27.40	19.46	19.46	278,270,534	278,587,634
1Q 2025	40.15	40.15	26.00	26.00	397,270,900	407,273,503
April 2025	40.25	40.25	31.70	31.70	92,135,504	92,162,200
May 2025	53.70	53.70	39.50	39.50	95,354,130	96,875,130

Closing Market Price as of May 31, 2025 is ₱52.85 per share.

The Company complied with the required minimum public ownership. As of December 31, 2024, total number of common shares owned by the public is 1,258,642,863 shares or equivalent to 28.56% of the total issued and outstanding common shares.

The Company's earnings (loss) per share are: ₱2.8544 and ₱1.0390 per share 2024 and 2023, respectively.

b) Holders

The stock transfer agent reported 1,802 holders of common shares of the registrant, as of 31 May 2025. The top 20 shareholders, the number of common shares held, and the percentage of common shares held by each are as follows:

No	Name	No. Of Shares Held	% To Total
1	PCD NOMINEE CORPORATION (FILIPINO)	3,213,314,825	72.15%
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,040,014,493	23.35%

No	Name	No. Of Shares Held	% To Total
3	GLOBALIST TECHNOLOGY COMPANY LIMITED	100,000,000	2.25%
4	ALFREDO ABELARDO B. BENITEZ	23,656,592	00.53%
5	DOMINIQUE L. BENITEZ	22,434,640	00.50%
6	AB LEISURE EXPONENT, INC.	21,567,000	00.48%
7	EUSEBIO H. TANCO	10,432,480	00.23%
8	WILLY NG OCIER	2,125,200	00.05%
9	LIBERTY FARMS, INC	809,129	00.02%
10	YINGCAI TAN	785,900	00.02%
11	PROVIDENT INSURANCE CORP.	591,023	00.01%
12	BRISOT ECONOMIC DEVELOPMENT CORP.	512,004	00.01%
13	OLIVER V. AMORIN	311,220	00.01%
14	TAN KEG TIAM	279,618	00.01%
15	ALLEN CHAM	260,242	00.01%
16	DAVID GO SECURITIES CORP.	251,870	00.01%
17	BENJAMIN L. PAY	251,674	00.01%
18	JOSEPH D. ONG	204,252	00.00%
19	CASIMIRO C. OCAMPO &/OR IRENEA PEDRO	190,734	00.00%
20	REGINA ORDONEZ BENITEZ	187,116	00.00%

Below is the summary list of foreign ownership as of May 31, 2025, the nationality, the number of shareholders, the number of common shares held and the percentage of common shares held by each:

Nationality	No. of Shareholders	No. of Shares Held	% To Total
American	10	141,117	0.00%
British	1	13,619	0.00%
Chinese	74	2,804,259	0.06%
Filipino	1710	3,310,539,384	74.34%
German	1	1,064	0.00%
Spanish	2	19,442	0.00%
Taiwanese	1	52,900	0.0%
Others	3	1,140,031,293	25.60%
Total	1,802	4,453,603,078	100.00%

c) Dividends

The Company does not have any restrictions which limit the ability to pay dividends on common equity or that are likely to do so except in cases where the Company does not have enough retained earnings or is in a deficit position. Cash dividends declared to common shareholders were in the past years are as follows:

Year	Dividend per Share
2007	₱0.060
2008	0.060
2009	0.060
2010	0.080
2011	0.075
2012	0.075
2013	0.080
2014	0.080
2015	0.120
2016	0.080
2017	0.070
2024	0.180

No dividends declared in 2018 to 2023.

On March 19, 2024, DigiPlus' Board of Directors approved the declaration of cash dividends to all stockholders of the Parent Company amounting to P0.18 per outstanding common share. The cash dividends were paid on April 18, 2024 to stockholders of record as of April 4, 2024.

On March 7, 2025, DigiPlus' Board of Directors approved the declaration of cash dividends to all stockholders of the Parent Company amounting to P0.86 per outstanding common share. The cash dividends were payable on April 8, 2025 to stockholders of record as of March 24, 2025.

DigiPlus' dividend policy calls for the payment of regular cash dividends in an amount of 20% to 30% of the audited consolidated core net income for the year, subject to the approval of the Board of Directors, taking into consideration the interest of the shareholders, the Company's debt covenants, and the requirements dictated by working capital, expansion plans, capital expenditures and debt servicing. To be clear, the latest audited financial statements shall be the basis for determining the net income.

Payment of dividends shall always be subject to the availability of unrestricted retained earnings in accordance with the guidelines of the Securities and Exchange Commission. Further, the Company commits to pay dividends to its shareholders within 30 days from the date of its declaration. The Company has complied with its dividend policy in each of the past two fiscal years, having declared cash dividends of 20% to 30% of prior year audited consolidated core net income in 2024 and 2025.

DigiPlus' subsidiaries declared dividends for CY 2024 as follows:

Subsidiary	Amount
Total Gamezone Xtreme Incorporated	13,000,000,000
Gamemaster Integrated Inc.	137,000,000
Total	Php13,137,000,000

DigiPlus' subsidiaries do not have a specific dividend policy. Dividends are declared at such times as the Board may determine, in accordance with law and applicable rules and regulations.

d) Others

The issuance of ₱1.65 billion worth of preferred shares was approved by DigiPlus' BOD and stockholders on January 22, 2013 and March 22, 2013, respectively. The listing application was filed with the exchange on September 20, 2013 and approved on November 27, 2013. The exchange approved the listing of the preferred shares and warrants on December 20, 2013. The shareholders of the private placement transaction are as follows:

Name	Shares	Amount
PCD Nominee Corporation (Filipino)	1,596,860,000	₱1,596,860,000
GSIS Provident Fund	50,000,000	50,000,000
PCD Nominee Corporation (Non-Filipino)	1,440,000	1,440,000
Mary Lou Santos Cera-Garcia	1,000,000	1,000,000
Mary Lou Cera Garcia	700,000	700,000
TOTAL	1,650,000,000	₱1,650,000,000

The ₱1.65 billion perpetual preferred shares were issued through private placement or issuance to not more than nineteen (19) non-qualified buyers under the Section 10.1(k) of the Securities Regulation Code. The ₱1.65 billion perpetual preferred shares have a par value of ₱1.00 per share and an issue price of ₱1.00 per share. The preferred shares are cumulative, non-voting and non-participating. On the fifth anniversary of the issue date of the ₱1.65 billion perpetual preferred shares or on any dividend payment date thereafter, DigiPlus has the option, but not the obligation, to redeem the perpetual preferred shares in whole or in part at a redemption price equal to the issue price of the perpetual preferred shares plus cumulated and unpaid cash dividend, if any, for all dividend periods up to the date of actual redemption by DigiPlus. A nil-paid, detachable warrant was issued to the investor/s for every twenty (20) preferred shares. Each warrant shall entitle the investor/s to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or DigiPlus' weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent (10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

On September 25, 2013, DigiPlus filed the listing of 82,500,000 warrants and the underlying common shares with the PSE.

On January 31, 2020, all ₱1,650,000,000 preferred shares were redeemed at a redemption price of ₱1.00 and recorded as treasury shares in the books of the Company.

On September 15, 2022, the BOD of the Parent Company approved the increase of the Company's authorized capital stock from P5 billion to P7 billion. On November 24, 2022, the amendment was approved by the stockholders. On September 12, 2023, the SEC approved the increase in authorized capital stock and the issuance of 691.2 million shares at P2.68 per share to its subscribers. Transaction costs related to share issuances amounting to P6,912 are recognized as deduction to additional paid-in capital.

Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

2022 Private Placement

In a Confirmation of Exempt Transaction signed and dated July 18, 2022, the Company offered for subscription a total of 1,272,352,512 common shares at an issue price of PhP1.65 per share to the following subscribers:

Subscriber	No. of Shares Subscribed	Subscription Price
Catchy Solutions Limited	225,000,000	PhP 371,250,000.00
Sagathy Holdings, Inc	340,000,000	561,000,000.00
Colonial Group Holdings Corporation	100,000,000	165,000,000.00
Euphonious Holdings, Inc.	230,000,000	379,500,000.00
Leisure Advantage Inc.	187,352,512	309,131,645.00
Globalist Technology Company Limited	90,000,000	148,500,000.00
XII Capital Inc.	100,000,000	165,000,000.00
TOTAL	1,272,352,512	PhP 2,099,381,645

The basis for the application for exemption were the following:

1. Section 10.1(e) – Sale of capital stock of a corporation to its own stockholders exclusively, where no commission or other remuneration is paid or given directly or indirectly with the sale of such capital stock. Six of the seven private placement subscribers were existing shareholders of the Company, namely: (1) Catchy Solution Limited; (2) Colonial Group Holdings Corporation; (3) Euphonious Holdings, Inc.; (4) Leisure Advantage, Inc.; (5) Globalist Technology Company Limited; and (6) XII Capital, Inc.
2. Section 10.1(k) – Sale of Securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve (12) month period.

The confirmation of exemption was issued by the Securities and Exchange Commission on October 16, 2023.

2023 Private Placement

In a Confirmation of Exempt Transaction signed and dated November 28, 2023, the Company offered for subscription a total of 691,200,000 common shares at an issue price of PhP2.68 per share to the following subscribers:

Subscriber	No. of Shares Subscribed	Subscription Price
Clearspring Holdings Corporation	330,600,000	Php 886,008,000.00
Belvedere Skies Asset Holding OPC	330,600,000	886,008,000.00
Tucket Holdings, Inc.	30,000,000	80,400,000.00
TOTAL	691,200,000	Php 1,852,416,000.00

The basis for the application for exemption was section 10.1(k) – Sale of Securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve (12) month period.

The confirmation of exemption was issued by the Securities and Exchange Commission on June 18, 2024.

Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

DigiPlus is functioning as a holding company with minimal operations. The Company is focusing its endeavor in supporting the productivity programs of its subsidiaries as grouped in the following segments: **RETAIL** (1) AB Leisure Exponent, Inc. (ABLE - 100% owned), (2) Total Gamezone Xtreme Incorporated (TGXI - 100% owned), (2) Gamemaster Integrated Inc. (Gamemaster - 100% owned); **CASINO** (4) Blue Chip Gaming and Leisure Corporation (BCGLC - 100% owned), (5) Gold Coast Leisure World Corp. (GCLWC - 100% owned); **NETWORK AND LICENSES** (6) First Cagayan Leisure and Resort Corporation (FCLRC - 87.27% owned), (7) LR Data Center and Solutions, Inc. (LRDCSI - 80% owned), (8) First Cagayan Converge Data Center Inc. (FCCDCI – 68.36%); and **PROPERTY AND OTHER INVESTMENTS** (9) AB Leisure Global, Inc. (ABLGI - 100% owned), (10) LR Land Developers, Inc. (LRLDI - 100% owned), (11) G-L Real Estate JV Corporation, (GREJC – 100% owned), (12) DigiPlus Brazil Holding LTDA. (100% owned); and (13) DigiPlus Brazil Interactive LTDA (100% owned).

Retail

The Retail Gaming segment encompasses a diverse portfolio of gaming products, including bingo, e-casino, specialty games, sports betting, and poker, offered across both online and land-based platforms.

Casino

BCGLC

BCGLC operates Slot Arcades at several PAGCOR VIP Clubs at: (1) the King's Royale Hotel and Leisure Park, Olongapo-Gapan Road, Macabacale, Bacolor, Pampanga; (2) Pan Pacific, Malate Manila with Pacific Palm Corporation; (3) Paseo Premier Hotel, Sta. Rosa Laguna with Pacific Palm Corporation; and (4) Apo View Hotel, Davao City with Pacific Palm Corporation. BCGLC operates Slot Arcades at the King's Royale Hotel and Leisure Park, Olongapo-Gapan Road, Macabacale, Bacolor, Pampanga under a license issued by PAGCOR.

GCLWC

GCLWC operates Slot Arcades at VIP Club at Venezia at Subic Bay Freeport Zone under a license issued by PAGCOR.

Network and Licenses

FCLRC

The Cagayan Economic Zone Authority (CEZA), mandated by law to manage Cagayan Special Economic Zone and Free Port (CSEZFP), has authorized FCLRC to license, regulate and supervise the operations of registered gaming enterprise in CSEZFP. As the master licensor, FCLRC is entitled to half of the gaming levy imposed by CEZA on the gaming operators in the CSEZFP.

FCCDCI

FCLRC, LRDCSI and IP Ventures, Inc. (IPVI) formed a joint venture corporation with the name First Cagayan Converge Data Center Inc. to engage in the business of information technology such as IP communication, co-location, bandwidth, disaster recovery services, software development, internet merchant payment processing and payment solution, premium dial up access, voice over internet protocol, IP-wide area network services and other value-added services. Presently, FCCDCI provides a range of services to Internet Gaming Operators at the CSEZFP for a fee.

Property

ABLGI

ABLGI acquired a building in Manila as investment property and collects rental income.

GREJC

GREJC acquired 23 hectares of land property in Boracay for future project. In April 2023, ABLE entered into a ₱3.0 billion term-loan agreement with Asia United Bank which is secured by the land owned by GREJC. The loan was fully settled as of December 31, 2024.

LRLDI

LRLDI entered into various lease agreements as lessor with lease terms ranging from monthly to one (1) year.

LRLDI is also committed in supporting the development of Cagayan Special Economic Zone and Free Port (CSEZFP). In executing an agreement with Cagayan Premium Ventures Development Corporation (CPVDC) and Cagayan Land Property Development Corporation (CLPDC), LRLDI has established its support by investing funds into the Lal-Lo Airport Project, Cagayan Economic Zone and Freeport (CEZFP) International Airport Project, and other facilities within the CSEZFP. These projects aim to improve and further advance CSEZFP into a self-sustaining industrial zone.

LRLDI has significant land properties in Cagayan which are carried at fair value.

Comparable Discussion on Material Changes in Results of Operations and Financial Condition

2024 as Compared to 2023

CONSOLIDATED REVENUE AND OPERATING INCOME

Breakdown of consolidated gross revenues, other revenues and its related costs and expenses are as follows:

<i>Amounts in Thousands</i>	2024	2023	Inc/(Dec)	% Change
GROSS REVENUE				
Retail games	₱74,106,611	₱26,368,576	₱47,738,035	181%
Casino	552,947	475,937	77,010	16%
Service and hosting fees	407,044	340,592	66,452	20%
Commission income	149,707	62,235	87,472	141%
Rent income	6,839	3,711	3,128	84%
Total Gross Revenue	75,223,148	27,251,051	47,972,097	176%
COSTS AND EXPENSES				
Franchise fees and taxes	33,685,937	13,103,632	20,582,305	157%
Advertising and promotion	13,273,819	4,103,449	9,170,370	223%
Outside services	9,074,623	3,113,346	5,961,277	191%
Salaries and other benefits	2,776,366	996,800	1,779,566	179%
Subscription	1,097,057	110,005	987,052	897%
Depreciation and amortization	1,069,601	493,432	576,169	117%
Rent	347,998	350,926	(2,928)	-1%
Communications and utilities	368,467	322,835	45,632	14%
Taxes and licenses	135,920	165,928	(30,008)	-18%
Bandwidth and co-location costs	73,762	39,510	34,252	87%
Repairs and maintenance	113,730	39,443	74,287	188%
Others	337,022	127,600	209,422	164%
Total Costs and Expenses	62,354,302	22,966,906	39,387,396	171%
Operating Income	₱12,868,846	₱4,284,145	₱8,584,701	200%

Consolidated Revenue

In 2024, consolidated gross revenue increased by 176% or ₱47,972.1 million from ₱27,251.1 million of 2023 to ₱75,223.1 million of 2024. The increase was mainly due to increase in revenue from electronic games from retail segment, revenue from casino and service and hosting fees and commission income.

Retail

ABLE and its subsidiaries, and TGXI recognized revenue in 2024 amounting to ₱74,106.6 million, an increase of 181% or ₱47,738.0 million. This was mainly due to increase in retail business operations and new licenses obtained from PAGCOR.

As of December 31, 2024, there were 135 sites in operations with full capacity.

In July 2021, TGXI received a new PAGCOR license to start a new business product “Electronic Gaming System (EGS)” to replace Electronic games. Previously TGXI earned 29% gross gaming revenue (GGR) from IEST a gaming platform provider and now TGXI generated GGR 65.0% after PAGCOR share.

In January 2022, ABLE received a new PAGCOR license to start a new business product “BingoPlus”, a traditional bingo on a technology platform. In February 2023, the Group launched a new brand for its sports betting operations, ArenaPlus. In 2024, the Group launched SpinPlus, a dedicated slot games platform designed to provide players with seamless and instant access to their favorite titles, and GameZone, which offers a range of card games for both casual and more experienced players.

Casino

BCGLC and GCLWC revenue increased by 16% or ₱77.0 million from ₱475.9 million in 2023 to ₱552.9 million in 2024. The increase was mainly due to increase in operating capacity.

Network and Licenses

There was an increase in network and licenses revenue from ₱340.6 million in 2023 as compared to ₱407.0 million in 2024. The increase amounting to ₱66.5 million or 20% was driven by capacity upgrades of existing activations.

Property

There was an increase in rental revenue from ₱3.7 million in 2023 to ₱6.8 million in 2024. The increase amounted to ₱3.1 million or 84%. The increase was attributable to renewal of contracts and rental escalation in 2024.

Consolidated Costs and Expenses

Total costs and expenses increased by 171% or ₱39,387.4 million in 2024 as compared to 2023. This is mainly due to increase in franchise fees and taxes brought about by new games and licenses, advertising and promotions, outside services, salaries and subscriptions.

CONSOLIDATED EBITDA AND NET INCOME

Details of EBITDA and net income are as follows:

<i>Amounts in thousands</i>	2024	2023	Inc/(Dec)	% Change
Gross revenues	₱75,223,148	₱27,251,051	₱47,972,097	176%
Costs and expenses (excluding depreciation and amortization)	(61,284,701)	(22,473,474)	38,811,227	173%
EBITDA*	13,938,447	4,777,577	9,160,870	192%
Depreciation and amortization	(1,069,601)	(493,432)	576,169	117%
Finance expense	(177,164)	(197,263)	(20,099)	-10%
Unrealized fair value gain on investment property	142,141	131,817	10,324	8%
Income tax benefit (expense)	(46,509)	(84,385)	(37,876)	-45%
Other expenses - net	(203,208)	(39,461)	163,747	415%
Net income after tax	12,584,106	4,094,853	8,489,253	207%
Minority interest	6,222	17,119	(10,897)	-64%
Net income attributable to Parent Company	₱12,577,884	₱4,077,734	₱8,500,150	208%
<i>Amounts in thousands</i>	2024	2023	Inc/(Dec)	% Change
Gross revenues	₱75,223,148	₱27,251,051	₱47,972,097	176%
Costs and expenses (excluding	(61,284,701)	(22,473,474)	38,811,227	173%

depreciation and amortization)				
EBITDA*	13,938,447	4,777,577	9,160,870	192%
Depreciation and amortization	(1,069,601)	(493,432)	576,169	117%
Finance expense	(177,164)	(197,263)	(20,099)	-10%
Unrealized fair value gain on investment property	142,141	131,817	10,324	8%
Income tax benefit (expense)	(46,509)	(84,385)	(37,876)	-45%
Other expenses - net	(203,208)	(39,461)	163,747	415%
Net Income after tax	12,584,106	4,094,853	8,489,253	207%
Minority interest	6,222	17,119	(10,897)	-64%
Net income attributable to Parent Company	₱12,577,884	₱4,077,734	₱8,500,150	208%

*EBITDA is defined as earnings before interest, taxes, depreciation, amortization, and non-recurring expense such as impairment loss. The Group evaluates performance based on contributions to EBITDA, which is not a measure of operating performance or liquidity defined by PFRSs and may not be comparable to similarly titled measures presented by other entities.

The Group's consolidated net income improved from ₱4,094.9 million in 2023 to ₱12,584.1 million in 2024 or 207% increase. EBITDA also improved by 192% in 2024 or equivalent to ₱9,160.9 million as compared to 2023. This was mainly due to significant increase in revenue from retail segment, net of costs and expenses related to franchise and taxes, advertising and promotions, outside services, salaries and subscriptions.

Financial Position

On a consolidated basis, the financial position of DigiPlus and its subsidiaries continue to be on solid ground.

As at December 31, 2024, our total assets stood at ₱44.1 billion, an increase of ₱14.4 billion or 49% as compared to total assets as of December 31, 2023 amounting to ₱29.7 billion. The increase was attributable to increase in cash, receivables, investment properties and property and equipment. This was brought about by new gaming licenses and increase in operational activities of retail segment of the Group.

Cash and cash equivalents increased by ₱9,713.2 million or 228% mainly due to the positive results of operations, net of payments of loans, dividends and other capital expenditures.

Receivables and lease receivables increased by ₱2,020.2 million or 65% mainly due to increase in our receivables from payment channel gateways.

Property and equipment and Intangible assets (excluding Goodwill) increased by 83% or ₱2,943.1 million, mainly due to capitalized cost for software and game development, right-of-use assets, renovations of land-based sites and offices and acquisition of office and IT equipment, net of straight-line depreciation and amortization during the year. In addition to this, investment properties also increased by ₱142.1 million mainly due to revaluation increment in 2024. Investment in associates and joint venture decreased mainly due to share in net loss of HEPI.

Goodwill amounting to ₱1.3 billion were from the business acquisition of the Group which includes share and land-based site acquisitions.

Other noncurrent assets decreased by ₱383.1 million or 19%, mainly due to capitalization of deferred costs related to software and game development, net of increase in cash performance bonds due to new operating sites. Other noncurrent assets also include advances to suppliers, rental deposits and other assets.

The total liabilities as of December 31, 2024 amounted to ₱12,865.1 million with an increase of ₱2,075.9 million or 19% from the total liabilities as of December 31, 2023 amounting to ₱10,789.3 million. The increase was mainly because of growth in business volume during the year resulting in higher costs and expenses.

Cash Flows

Cash balance as of December 31, 2024 and 2023 amounted to ₱14.0 billion and ₱4.3 billion, respectively. The increase was mainly due to net cash provided by operating activities amounting to ₱15.1 billion. This was reduced by the cash used in investing and financing activities amounting to ₱2.5 billion and ₱2.9 billion, respectively.

The Company and its subsidiaries:

- a) Have no known trends or any demands, commitments, events or uncertainties that will result in or that are likely to result in the liquidity increasing or decreasing in any material way;
- b) Have no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- c) Have no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period;
- d) Have not breached any loans, leases or other indebtedness or financing agreement; and
- e) Have no material commitment for capital expenditure, aside from those already discussed.

2023 as Compared to 2022

CONSOLIDATED REVENUE AND OPERATING INCOME

Breakdown of consolidated gross revenues, other revenues and its related costs and expenses are as follows:

<i>Amounts in Thousands</i>	2023	2022	Inc/(Dec)	% Change
GROSS REVENUE				
Retail games	₱26,430,811	₱8,163,680	₱18,267,131	224%
Casino	475,937	385,225	90,712	24%
Service and hosting fees	340,592	351,793	(11,201)	-3%
Rent income	3,711	4,892	(1,181)	-24%
Total Gross Revenue	27,251,051	8,905,590	18,345,461	206%
COSTS AND EXPENSES				
Franchise fees and taxes	13,103,632	4,707,648	8,395,984	178%
Advertising and promotion	4,103,449	951,863	3,151,586	331%
Outside services	3,113,346	786,596	2,326,750	296%
Salaries and other benefits	996,800	508,281	488,519	96%
Depreciation and amortization	493,432	375,827	117,605	31%
Rent	350,926	287,203	63,723	22%
Communications and utilities	322,835	273,675	49,160	18%
Taxes and licenses	165,928	66,501	99,427	150%
Bandwidth and co-location costs	39,510	94,556	(55,046)	-58%
Repairs and maintenance	39,443	70,540	(31,097)	-44%
Others	237,605	151,601	86,004	57%
Total Costs and Expenses	22,966,906	8,274,291	14,692,615	178%
Operating Income	₱4,284,145	₱631,299	₱3,652,846	579%

Consolidated Revenue

In 2023, consolidated gross revenue increased by 206% or ₱18,345.5 million from ₱8,905.6 million of 2022 to ₱27,251.1 million of 2023. The increase was mainly due to increase in revenue from bingo and electronic games from retail segment and revenue from casino segment of the Group, net of the decrease in revenues from network and licenses segment.

Retail

ABLE and its subsidiaries, and TGXI recognized revenue in 2023 amounting to ₱26,430.8 million, an increase of 224% or ₱18,267.1 million. This was mainly due to increase in retail business operations and new licenses obtained from PAGCOR.

As of December 31, 2023, there were 139 sites in operations with full capacity. Retail group already prepared and submitted strategic return-to-work guidelines. Sites were disinfected, physical distancing markers were set-up, safety materials and reminder posters were procured and installed in the branches, and employees were trained on the new SOPs aimed to reduce COVID-19 transmission.

In July 2021, TGXI received a new PAGCOR license to start a new business product "Electronic Gaming System (EGS)" to replace Electronic games. Previously TGXI earned 29% gross gaming revenue (GGR) from IEST a gaming platform provider and now TGXI generated GGR 52.50% after PAGCOR share.

In January 2022, ABLE received a new PAGCOR license to start a new business product "BingoPlus", a traditional bingo on a technology platform. In February 2023, the Group launched a new brand for its sports betting operations, ArenaPlus.

Casino

BCGLC and GCLWC revenue increased by 24% or ₱90.7 million from ₱385.2 million in 2022 to ₱475.9 million in 2023. The increase was mainly due to increase in operating capacity and sites' operating hours.

Network and Licenses

There was a decrease in network and licenses revenue from ₱351.8 million to ₱340.6 million in 2023 as compared to 2022. The decrease amounted to ₱11.2 million or 3%. The decline was attributable to: 1) non-renewal of CEZA Licensees and lower revenues reported by existing licensees; and 2) terminations of locators or discontinuance of their operations.

Property

There was a decrease in rental revenue from ₱4.9 million to ₱3.7 million in 2023 as compared to 2022. The decrease amounted to ₱1.2 million or 24%. The decrease was due to non-renewal of contracts in 2023.

Consolidated Costs and Expenses

Total costs and expenses increased by 178% or ₱14,692.6 million in 2023 as compared to 2022. This is mainly due to increase in franchise fees and taxes brought about by new games and licenses, advertising promotions, outside services, salaries and wages and utilities.

CONSOLIDATED EBITDA AND NET INCOME

Details of EBITDA and net income are as follows:

<i>Amounts in thousands</i>	2023	2022	Inc/(Dec)	% Change
Gross revenues	₱27,251,051	₱8,905,590	₱18,345,461	206%
Costs and expenses (excluding depreciation and amortization)	(22,473,474)	(7,898,464)	(14,575,010)	185%
EBITDA*	4,777,577	1,007,126	3,770,451	374%
Depreciation and amortization	(493,432)	(375,827)	(117,605)	31%
Finance expense	(197,263)	(376,705)	179,442	-48%
Unrealized fair value gain on investment property	131,817	297,772	(165,995)	-56%
Income tax (expense) benefit	(84,385)	161,207	(245,592)	-152%
Other expenses - net	(39,461)	(26,716)	(12,745)	48%
Net Income after Tax	4,094,853	686,857	3,407,996	496%
Minority interest	17,119	86,152	(69,034)	-80%
Net income attributable to Parent Company	₱4,077,734	₱600,705	₱3,477,029	579%

*EBITDA is defined as earnings before interest, taxes, depreciation, amortization, and non-recurring expense such as impairment loss. The Group evaluates performance based on contributions to EBITDA, which is not a measure of operating performance or liquidity defined by PFRSs and may not be comparable to similarly titled measures presented by other entities.

The Group's consolidated net income improved from ₱686.9 million net income in 2022 to ₱4,094.9 million net income in 2023 or 496% increase. EBITDA also improved by 374% in 2023 or equivalent to ₱3,770.5 million as compared to 2022. This was mainly due to significant increase in revenue from retail and casino segments, net of costs and expenses related to franchise and taxes, advertising, manpower and retail business for re-opening of sites.

Financial Position

On a consolidated basis, the financial position of DigiPlus and its subsidiaries continue to be on solid ground.

As at December 31, 2023, our total assets stood at ₱29.7 billion, an increase of ₱8.8 billion or 42% as compared to total assets as of December 31, 2022 amounting to ₱20.9 billion. The increase was attributable to increase in cash, receivables, investment properties, property and equipment, and other assets. This was brought about by new gaming licenses and increase in operational activities of retail segment of the Group and cash received for the issuance of shares.

Cash and cash equivalents increased by ₱2,907.8 million or 214% mainly due to the positive results of operations primarily on launching the BingoPlus and ArenaPlus and the cash received from issuance of treasury shares, net of payments of loans.

Receivables and lease receivables increased by ₱1.4 billion or 111% mainly due to increase in our receivables from payment gateways and due to lease amendments to increase rental rate of certain sub-lease agreements of the Group. Prepaid and other current assets also increased by 231% mainly due to increase in prepaid expenses such as advertising, rental, marketing and others, and advances to existing suppliers.

Property and equipment increased by 227% or ₱2,448.1 million, mainly due to office and site renovations, and purchase of gaming machines and studio equipment during the year. In addition to this, investment properties also increased by ₱132.3 million mainly due to revaluation increment in 2023. Investment in associates and joint venture decreased mainly due to share in net loss of HEPI.

Financial assets at fair value through other comprehensive income (FVOCI) pertains to Group's investment in DFNN's shares. The decrease of ₱10.9 million or 14% is mainly due to revaluation losses incurred in 2023.

Goodwill amounting to ₱1.3 billion were from the business acquisition of the Group which includes share and land-based site acquisitions.

Other noncurrent assets increased by ₱952.9 million or 88%, mainly due to deferred project costs for the development of software systems and increase in cash performance bonds due to new operating sites. Other noncurrent assets also include advances to suppliers, rental deposits and other assets.

The total liabilities as of December 31, 2023 amounted to ₱10.8 billion with an increase of ₱2.8 billion or 36% from the total liabilities as of December 31, 2022 amounting to ₱7.9 billion. The increase was mainly because of growth in business volume during the year resulting in higher costs and expenses.

Trade payables and other current liabilities significantly increase from ₱2.5 billion to ₱6.2 billion or 151% is mainly due to higher outstanding franchise taxes and licenses, advertising expenses, contract liabilities and other accruals resulting from increased business volume.

Short-term loans decreased by ₱115.7 million mainly due to settlement of Group's outstanding facility with a local company.

Long-term loans decreased by ₱1.3 billion or 40% mainly due to settlement of the Group's long-term loans with a local bank amounting to ₱2.5 billion. This is net of availment of term loan facility with another local bank amounting to ₱1.2 billion in 2023.

Lease liabilities increased from ₱630.5 million as of December 31, 2022 to ₱1,074.4 million as of December 31, 2023 or 70%. This is mainly attributable with the Group's new lease contracts for its head office and Cagayan business.

Retirement liabilities increased by 32% or ₱16.8 million mainly due to additional accrual in 2023 resulting from increase in manpower head count. Deferred tax liabilities also increased by ₱68.5 million mainly due to the recognition of deferred tax on revaluation gains from investment properties.

Capital stock and additional paid-in capital increased due to issuance of 1.3 million shares in 2023 to various subscribers at ₱1.65 per share. Transaction costs related to share issuances amounting to P12,723 are recognized as deduction to additional paid-in capital.

Other reserve in equity and non-controlling interest increased and decreased, respectively, mainly due to acquisition of minority interest in 2023.

Retained earnings increased by ₱4.1 billion primarily driven by the Group's net income from operational results.

Cash Flows

Cash balance as of December 31, 2023 and 2022 amounted to ₱4.3 billion and ₱1.4 billion, respectively. The increase was mainly due to net cash provided by operating activities amounting to ₱6.2 billion. This was reduced by the cash used in investing and financing activities amounting to ₱3.1 billion and ₱0.2 billion, respectively.

The Company and its subsidiaries:

- a) Have no known trends or any demands, commitments, events or uncertainties that will result in or that are likely to result in the liquidity increasing or decreasing in any material way;
- b) Have no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- c) Have no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period;
- d) Have not breached any loans, leases or other indebtedness or financing agreement; and
- e) Have no material commitment for capital expenditure, aside from those already discussed.

Discussion and Analysis of Material Events and Uncertainties Known to Management

The Management of DigiPlus and subsidiary is not aware of any material events/and uncertainties that would address the past and would have impact on future operations of the following:

1. Any trends, demands, commitments, events or uncertainties that will have a material impact on DigiPlus' liquidity;
2. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
3. Any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period
4. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures;
5. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales/revenues/income from continuing operations;
6. Any significant elements of income or loss that did not arise from DigiPlus continuing operations;

7. Any seasonal aspects that had a material effect on the financial condition and results of operations.

Item 7. Financial Statements

The Annual Audited Consolidated Financial Statements for 2024 and the Interim Consolidated Financial Statements for the first quarter of 2025 are presented separately to form part of this information package.

Item 8. Information on Independent Accountant and other Related Matters

External Audit Fees and Services

The aggregate fees billed and paid by registrant in favor of its External Auditors for Audit and Audit Related Fees amounted to Eight Million Three Hundred Thousand Pesos (₱8,300,000) and Seven Million Pesos (₱7,000,000) in 2024 and 2023, respectively. These fees comprise the audit and audit related services rendered in favor of Registrant and its subsidiaries.

Except for the fees indicated above, there were no tax fees or other fees billed or paid to registrant's External Auditors for the last two (2) fiscal years.

The audit plan of the external auditors has been submitted to the Company's Audit Committee for review. The Board of Directors, after consultation with the Audit Committee, recommends to the stockholders the engagement of the external auditors of the Company. As regards to services that may be rendered by the external auditor other than the audit of financial statements, the scope of and payment for the same are subject to review, evaluation and approval by the BOD.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes or disagreements with the Company's external auditors, Isla Lipana & Co., on accounting and financial statement disclosures.

Corporate Governance

- (a) The evaluation system established by the Company measures and determines the level of compliance of the Board of Directors and top-level management with its New Manual on Corporate Governance. All directors, officers and employees complied with all the leading practices and principles on good corporate governance embodied in this New Manual.
- (b) There are measures being undertaken by the Company to fully comply with the adopted leading practices on good corporate governance as embodied in its New Manual on Corporate Governance, and as reflected in its Integrated Annual Corporate Governance Report, which was submitted to SEC on 27 May 2025.
- (c) There is no significant undisclosed deviation from the Company's New Manual on Corporate Governance.
- (d) The current New Manual on Corporate Governance is addressing critical areas affecting the Company's operations. In as much as the Company's business presently primarily pertains to the operations of its wholly and majority-owned subsidiaries, the Company deems that the management of these subsidiaries is the more critical area of concern for the Company. In view of the same, in addition to the Anti-Fraud Procedures adopted by all subsidiaries, the Company's Audit Committee conducts regular meetings with the Internal Audit to discuss any significant findings and deviations from the established procedures. No such significant finding and deviations have been reported so far.
- (e) The Corporation implemented a Board Performance Assessment with the following Criteria and Process of evaluation:

The assessment criteria includes the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board, contribution of each member director to their respective Committees, and the performance of management. The criteria also reflects the specific duties,

responsibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corporate Governance, Board Committee Charters and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form:

- SA – Strongly Agree
- A – Agree
- N – Neither Agree nor Disagree
- D – Disagree
- SD – Strongly Disagree

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

For CY 2024, the Company engaged Institute of Corporate Directors as an independent external facilitator to assess the Board Performance Assessment.

SEC FORM 17-A

The Company shall provide to the stockholders, without charge, on written request, the Annual Report of the Company on SEC Form 17-A. Alternatively, the Annual Report of the Company is readily available for download in the Company website. All such requests for a copy of the Annual Report shall be directed to:

**The Corporate Secretary
DigiPlus Interactive Corp.
Ecoprime Bldg., 32nd St. cor. 9th Ave.
Bonifacio Global City, Taguig City**

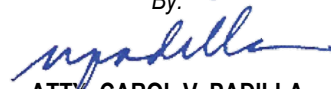
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Taguig on June 25, 2025.

DIGIPLUS INTERACTIVE CORP.

Issuer

By:



ATTY. CAROL V. PADILLA

Corporate Secretary

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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 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.

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

DIGIPLUS INTERACTIVE CORP

32nd-36th Floor Ecoprime Building, 32nd Street corner 9th Avenue, Bonifacio Global City, Taguig City, 1635 Philippines
(+63) 2 8637 5291-93 (+63) 2 8637 5291-92

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.

REPUBLIC OF THE PHILIPPINES)
) S.S.

CERTIFICATION

I, **CAROL V. PADILLA**, Filipino, of legal age, with business address 35th Flr., Ecoprime Bldg., 32nd St. cor. 9th Ave., Bonifacio Global City, Taguig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am the elected and incumbent 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 Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City;
2. As of this date and based on records, no directors, independent directors, or officers of the Corporation named in the Information Statement (SEC Form No. 20-IS) has been elected, or appointed to, or is presently occupying a position in any government agency, bureau, department, or office;
3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto affixed my signature this JUN 24 2025
at Taguig City.

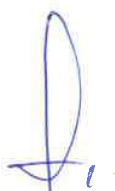
CAROL V. PADILLA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in
Taguig City this JUN 24 2025, affiant exhibited to me her Bureau of Internal
Revenue – TIN ID with No.

Doc. No. 318
Page No. 65
Book No. I
Series of 2025.

DOC. STAMP PAID

03544334


ADRIAN A. TADENA
Notary Public for Taguig City
Until December 31, 2026
Appointment No. 112 (2025-2026)
Roll No. 69132
IBP Lifetime No. 16681 / 05.17.2017
PTR No. 6470952 / 02.07.2015 / Taguig City
MCLE Compliance No. VIII-0019612 / 01.13.2025
25th Floor One World Place, 32nd Street, Bonifacio Global City
East Bonifacio, Taguig City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARTHUR R. TAN**, Filipino, of legal age and a resident of :
after having been duly sworn to in accordance with law do hereby declare
that:

1. I am an independent director of **DIGIPLUS INTERACTIVE CORP.** and have been its independent director since November 5, 2024;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Lyceum of the Philippines University	Independent Director	January 2015 to present
FEU Institute of Technology/East Asia Computer Center, Inc.	Independent Director	January 2017 to present
SSI Group	Independent Director	June 2021 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **DIGIPLUS INTERACTIVE CORP.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director, officer, or substantial shareholder of **DIGIPLUS INTERACTIVE CORP.** and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I am not affiliated with any government agencies or government-owned and controlled corporations;
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances;
8. I shall inform the Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** of any changes in the abovementioned information within five (5) days from its occurrence;

Done, this **JUN 02 2025** at **MAKATI CITY** ,

ARTHUR R. TAN
Affiant

SUBSCRIBED AND SWORN to before me this **JUN 02 2025** at **MAKATI CITY**
affiant personally appeared before me and exhibited to me his LTO Driver's License
valid until

Doc. No. 211;
Page No. 44;
Book No. 62;
Series of 2025.

ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466008 Jan. 2 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27932
101 Urban Ave, Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

REPUBLIC OF THE PHILIPPINES)

Taguig City

) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RAMON PANCRATIO D. DIZON**, Filipino, of legal age and a resident of _____
after having been duly sworn to in accordance with law
do hereby declare that:

1. I am an independent director of **DIGIPLUS INTERACTIVE CORP.** and have been its independent director since October 26, 2022;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Megalink, Inc.	Independent Director	May 2022 to present
PAL Holdings, Inc.	Independent Director	Sept. 2022 to present
MacroAsia Corporation	Independent Director	May 2024 to present
Filinvest REIT Corporation	Independent Director	April 2024 to present
STI College Novaliches, Inc.	Independent Director	August 2024 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **DIGIPLUS INTERACTIVE CORP.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director, officer, or substantial shareholder of **DIGIPLUS INTERACTIVE CORP.** and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I am not affiliated with any government agencies or government-owned and controlled corporations;
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances;
8. I shall inform the Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** of any changes in the abovementioned information within five (5) days from its occurrence;

Done, this JUN 09 2025 at Taguig City.

RAMON PANCRATIO D. DIZON

Affiant

SUBSCRIBED AND SWORN to before me this JUN 09 2025 at Taguig City,
affiant personally appeared before me and exhibited to me his Passport No. _____ valid until _____

Doc. No. 289;
Page No. 59;
Book No. 1;
Series of 2025.

DOC. STAMP PAID

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ADRIAN A. TADENA

Notary Public for Taguig City

Until December 31, 2026

Appointment No. 112 (2025-2026)

Roll No. 69132

IBP Lifetime No. 14683/05.17.2017

PTR No. 6470952/02.01.2025 / Taguig City

MCLE Compliance No. VMI-0019612/01.13.2025

25th Floor One World Place, 32nd Street, Bonifacio Global City
Fort Bonifacio, Taguig City

REPUBLIC OF THE PHILIPPINES)
Taguig City) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **TIMOTEO B. AQUINO**, Filipino, of legal age and a resident of
after having been duly sworn to in accordance with law do hereby declare
that:

1. I am an independent director of **DIGIPLUS INTERACTIVE CORP.** and have been its independent director since July 29, 2022;
2. While I am a director of *Dynamic Care Corporation* since 2021 and a partner of *Tagle-Chua Cruz & Aquino Law Firm* since July 1994, I am not affiliated, both in the management and ownership, with any company or organization, including public companies and Government-owned and controlled corporations;
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **DIGIPLUS INTERACTIVE CORP.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director, officer, or substantial shareholder of **DIGIPLUS INTERACTIVE CORP.** and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I am not affiliated with any government agencies or government-owned and controlled corporations;
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances;
8. I shall inform the Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** of any changes in the abovementioned information within five (5) days from its occurrence;

Done, this JUN 09 2025 at Taguig City.

TIMOTEO B. AQUINO
Affiant

SUBSCRIBED AND SWORN to before me this JUN 09 2025 at Taguig City,
affiant personally appeared before me and exhibited to me his LTO Driver's License No.
valid until

Doc. No. 301;
Page No. 62;
Book No. I;
Series of 2025.

DOC. STAMP PAID
03544317

ADRIAN A. TADENA
Notary Public for Taguig City
Until December 31, 2026
Appointment No. 112 (2025-2026)
Roll No. 69132
IBP Lifetime No. 6680 / 05.17.2017
PTR No. 6470952 / 02.07.2025 / Taguig City
MCLE Compliance No. 111-0614612 / 01.13.2025
25th Floor One World Place, 32nd Street, Bonifacio Global City
Fort Bonifacio, Taguig City

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. (as amended on 26 July 2024)</u>
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. (as amended on 26 July 2024)</u>
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> (as amended on 26 July 2024)
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> (as amended 26 July 2024)
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> (as amended on 26 July 2024)

Article II, Section 6	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).	ELECTION OF DIRECTORS 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>
Article III, Section 1	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 filled by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term.	<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>
Article III, Section 3	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.	<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. <u>The meetings of the Board may be conducted and participation of directors, including voting, can be in person, through remote</u>

		<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. (as amended on 26 July 2024)</u>
Article III, Section 4	<p>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:</p> <ol style="list-style-type: none"> Inquiry on whether the director will attend physically or through video/teleconference; 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 Agenda of the meeting (as amended on 22 March 2013) 	<p><u>NOTICE</u> — 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></p> <p>The notice shall also include the following:</p> <ol style="list-style-type: none"> Inquiry on whether the director will attend physically or through video/teleconference; 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 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