

**DIGIPLUS INTERACTIVE CORP.**  
Minutes of the Annual Stockholders Meeting  
25 July 2025 at 2:00 P.M.  
Hybrid Set Up:  
Grand Hyatt, Bonifacio Global City  
and *via* Zoom

**Stockholders Present:**

Total Number of Shares Outstanding	4,527,971,278
Total No. of Shares of Stockholders Participating	3,080,227,885
Percentage of Shares of Stockholders Participating	68.03%

**Directors Present:**

Mr. Eusebio H. Tanco	Chairman of the Board; Chairman of the Executive Committee; Chairman of the Nomination Committee
Mr. Tsui Kin Ming	President; Member of the Executive Committee; Member of the Compensation Committee
Mr. Willy N. Ocier	Member of the Related Party Transaction Committee
Mr. Rafael Jasper S. Vicencio	Member of the Executive Committee 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; 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 Related Party Transaction Committee; Chairman of the Compensation Committee; Member of the Audit Committee; Member of the Nomination Committee
Mr. Arthur R. Tan	Independent Director Chairman of the Board Risk Oversight Committee; Member of the Corporate Governance Committee

**Others Present:**

Mr. Hu Jianguo, *Chief Executive Officer*  
Mr. Li Jiaqi, *Chief Digital Officer*  
Atty. Kristine Margaret R. Delos Reyes, *Compliance Officer*  
Atty. Carol V. Padilla, *Corporate Secretary*  
Mr. Wilfredo M. Pielago, *Treasurer, Chief Financial Officer*  
Ms. Celeste Jovenir, *Vice President for Investor Relations & Corporate Communications*

Ms. Diane Guevarra, *Isla Lipana & Co. Representative*  
Ms. Brigitte Ann Soriano, *Isla Lipana & Co. Representative*  
Mr. Richard Regala Jr., *Stock Transfer Service, Inc.*  
Ms. Marites F. Yumol, *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 2025 Annual Stockholders' Meeting (ASM) of the Corporation were disclosed in the Philippine Stock Exchange's EDGE Submission System on 8 May 2025. The final amended notice was disclosed on 19 May 2025. The notice and agenda were also published in newspapers of general circulation, both in print and online, specifically Business Times on June 17 and 18, 2025, and Manila Bulletin on June 26 and 27, 2025.

The notice and agenda were further sent to stockholders by mail and messengerial 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, 8<sup>th</sup> Avenue corner 35<sup>th</sup> 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](mailto:ASM@digiplus.com.ph) on or before 12:00 pm of 16 July 2025.

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 Eighty Million Two Hundred Twenty-Seven Thousand Eight Hundred Eighty-Five (3,080,227,885) common shares. This constitutes 68.03% or more than two-thirds (2/3) of the Four Billion Five Hundred Twenty-Seven Million Nine Hundred Seventy-One Thousand Two Hundred Seventy-Eight (4,527,971,278) 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 26, 2024 is dispensed with, and all matters included in the minutes are considered complete, accurate, and are approved for all intents and purposes."

OPINION	VOTES CAST	PERCENTAGE
In favor	2,989,727,955	97.06%
Against	0	0.00%
Abstain	90,499,930	2.94%
<b>Total</b>	<b>3,108,104,218</b>	<b>100.00%</b>

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**

Fellow shareholders, in 2024, DigiPlus evolved beyond being just a gaming company.

We have turned innovation into impact, disruption into dominance, and entertainment into an experience like no other.

What began as a single-category gaming platform has now evolved into a dynamic, multifaceted ecosystem that offers a broad spectrum of entertainment experiences.

Our growth trajectory has been unprecedented in 2024: with an almost threefold revenue increase, a market capitalization that has more than tripled, and a growing community of over 40 million registered users.

A key development in 2024 was the harmonization of tax rates for electronic gaming under PAGCOR, providing much-needed structure and stability to the industry.

At the core of this transformation is the Filipino player—digitally savvy, mobile-first, and eager for richer, more immersive entertainment experiences.

2024 was a landmark year for DigiPlus, marked by unparalleled revenue growth and strengthened financial fundamentals.

Revenue soared to ₱75.2 billion, almost tripling from ₱27.3 billion in 2023 and up ninefold from ₱8.9 billion in 2022.

EBITDA reached ₱13.9 billion, demonstrating a robust 192% year-over-year increase from ₱4.8 billion in 2023.

Net income surged to ₱12.6 billion, compared to ₱4.1 billion in 2023 and just ₱686.8 million in 2022.

DigiPlus delivered substantial returns to shareholders, with a dividend payout of ₱0.86 per share.

Our flagship BingoPlus platform continues to strengthen its leadership.

It has become the ultimate digital entertainment super app – a one-stop destination for bingo, reels, sports betting, and live-streamed games.

One of the platform's most impactful innovations is its digital revival of Filipino carnival games. By transforming these beloved fiesta staples into interactive, tech-powered experiences, BingoPlus has delivered a unique fusion of culture and technology.

Beyond gaming, DigiPlus continues to reshape the sports entertainment landscape through ArenaPlus, which has become the official sports entertainment gateway of the Philippine Basketball Association (PBA).

The platform has also played a key role in supporting Philippine sports, including the Olympic campaign of double gold medalist Carlos Yulo.

GameZone is where strategy meets adrenaline. As DigiPlus' premier destination for high-stakes card games, GameZone is setting a new standard in digital competition through a platform that puts the player at the center of every experience.

While the Philippines remains our core market, DigiPlus is exploring new frontiers, with Brazil emerging as a strategic next step.

With a population of over 200 million and a rapidly growing digital economy, we see that our calculated entry into this market will unlock new growth opportunities, allowing us to replicate our success on a global scale.

Beyond business growth, we want to ensure that our success goes hand in hand with global best practices and sustainability.

In partnership with a leading climate consultant, we conducted a comprehensive climate risk assessment, marking our first step toward understanding and mitigating our environmental impact.

This initiative allows us to evaluate potential risks related to climate change and integrate sustainability into our long-term business strategy.

We allocated ₱100 million to the BingoPlus Foundation, directly benefiting nearly 120,000 individuals in areas such as accessible healthcare, education, disaster resilience, and digital responsibility. In response to Typhoon Kristine, the Foundation provided almost ₱40 million in aid, helping affected families rebuild their lives.

Another highlight is our pioneering efforts in responsible gaming, which have sparked a national conversation, reinforcing our commitment to player protection and ethical gaming practices.

DigiPlus also remains a key contributor to the Philippine economy, paying almost ₱40 billion in taxes and regulatory fees while generating over 3,000 jobs nationwide.

As we continue to grow, we recognize our responsibility to operate in a way that is not only financially sustainable but also socially and environmentally relevant.

As we move forward, our focus remains clear: to continuously innovate, expand our reach, and deliver unparalleled entertainment experiences.

With a solid financial foundation, an expanding digital ecosystem, and a clear strategic direction, DigiPlus is poised for growth in the years ahead.

To our investors, stakeholders, employees, and loyal users – thank you for your trust and support.

## **5. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2024**

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 2024, electronic copies of which have been made available on the Company's website and in the Philippine Stock Exchange's (PSE) EDGE Submission System, and as circulated together with the Information Package to the shareholders, are hereby approved."

OPINION	VOTES CAST	PERCENTAGE
In favor	2,986,427,422	96.95%
Against	0	0.00%
Abstain	93,800,463	3.05%
<b>Total</b>	<b>3,080,227,885</b>	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 26 July 2024**

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 2024 and immediately preceding the July 25, 2025 annual stockholders' meeting, are approved, confirmed and ratified for all intents and purposes."

OPINION	VOTES CAST	PERCENTAGE
In favor	3,076,460,962	99.88%
Against	0	0.00%
Abstain	3,766,923	0.12%
<b>Total</b>	<b>3,080,227,885</b>	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 three (3) 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
3. Mr. Arthur R. Tan

Mr. Tanco presented the nominees for the remaining six (6) seats in the Board, are as follows:

1. Mr. Eusebio H. Tanco
2. Mr. Tsui Kin Ming
3. Mr. Willy N. Ocier
4. Mr. Rafael Jasper S. Vicencio
5. Atty. Jose Raulito E. Paras
6. Mr. Tang Yong

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 of Directors	Yes	Against	Abstain	Number of Yes Votes
Eusebio H. Tanco	97.86%	0.26%	1.88%	3,014,316,244
Tsui Kin Ming	98.52%	0.26%	1.22%	3,034,698,903
Willy N. Ocier	99.50%	0.26%	0.24%	3,064,883,498
Rafael Jasper S. Vicencio	98.66%	0.16%	1.18%	3,039,083,623
Jose Raulito E. Paras	98.73%	0.03%	1.24%	3,041,272,670
Tang Yong	99.85%	0.02%	0.13%	3,075,417,435

Independent Directors	Yes	Against	Abstain	Number of Yes Votes
Ramon Pancratio D. Dizon	99.71%	0.16%	0.13%	3,071,347,883
Timoteo B. Aquino	99.70%	0.16%	0.14%	3,071,015,113
Arthur R. Tan	99.73%	0.26%	0.01%	3,072,000,073

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. 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	2,990,194,345	97.08%
Against	0	0.00%
Abstain	90,033,540	2.92%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

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

## 9. APPROVAL OF THE AMENDMENT OF THE COMPANY'S BY-LAWS

The Chairman informed the stockholders that the Board recommends the amendment of DigiPlus' By-

Laws, particularly Articles II, IV, V, VI, VII, and IX 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 Corporate Secretary presented the following proposed amendments to the By-Laws:

Article and Section Nos.	From	To
Article II, Section 1	<p><u>ANNUAL MEETING</u> of the stockholders of this Company shall be held in the principal office of the Company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. <i>(as amended on 22 March 2013)</i></p> <p>The Company may hold the annual or regular meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The virtual meeting shall be recorded which shall form part of the records of the Corporation. <i>(as amended on 26 July 2024)</i></p>	<p><u>ANNUAL MEETING</u> of the stockholders of this company shall be held in the <b>same city where the</b> principal office of the company as stated in its Articles of Incorporation, on <b>the</b> last Friday of <b>May</b> 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 and by the stockholders on 25 July 2025).</i></p> <p>The Company may hold the annual or regular <b>through remote communication or other alternative modes of communication</b>, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The <b>meetings through remote communication or other alternative modes of communication</b> shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The <b>meeting through remote communication or other alternative modes of communication</b> 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 and by the stockholders on 25 July 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</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 <b>through remote communication or other</b></p>

	<p>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><b><u>alternative modes of communication</u></b>, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The <b><u>meetings through remote communication or other alternative modes of communication</u></b> 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 and by the stockholders on 25 July 2025)</i></p>
<p>Article II, Section 3</p>	<p>NOTICE OF MEETING written or printed, for every regular or special meeting of the stockholders shall be sent to each stockholders' registered post office address, or by electronic transmission, or by such other manner as allowed by the Securities and Exchange Commission, not less than twenty-one (21) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same.</p> <p>The Company shall also provide information or documents to all stockholders by electronic transmission. The information or documents shall be deemed delivered upon the transfer or posting by electronic means.</p> <p>As used herein, electronic transmission means the delivery or transfer of documents, data or information by electronic mail to the electronic address of the stockholders registered in the books of the Company, posting in the Philippine Stock Exchange, posting in the Company's website, or such other recognized means of electronic transfer of data or information.</p> <p>The Company shall require all stockholders to provide a valid electronic address for them to receive notices and other information or documents from the Company.</p> <p>No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and</p>	<p>NOTICE OF MEETING, written or printed, shall be sent to each stockholders' registered post office address, or by electronic transmission, or by such other manner as allowed by the Securities and Exchange Commission, not less than twenty-one (21) calendar days prior to the date set for <b><u>regular meeting, and not less than seven (7) calendar days prior to the date set for special meeting.</u></b> Notice <b><u>of special meetings</u></b> 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 special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. <del>No publication of notice of meeting in the public newspaper shall be required.</del></p> <p>Notice of any meeting may be waived, expressly or impliedly, including through stockholders' attendance to a meeting unless the stockholders' presence is for the express purpose of contending that the meeting is not lawfully convened. <i>(as amended on 26 July 2024)</i></p>	<p>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. <i>(as amended on 26 July 2024 and as amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i></p>
Article II, Section 7	<p><u>ORDER OF BUSINESS</u> at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:</p> <ol style="list-style-type: none"> <li>1. Call to order</li> <li>2. Secretary's proof of due notice of the meeting</li> <li>3. Reading and disposal of unapproved minutes</li> <li>4. Reports of officers, annual and otherwise</li> <li>5. Election of Directors</li> <li>6. Unfinished business</li> <li>7. New Business</li> <li>8. Adjournment</li> </ol>	<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"> <li>1. Call to order</li> <li>2. Secretary's proof of due notice of the meeting</li> <li>3. Reading and disposal of unapproved minutes</li> <li>4. Reports of officers, annual and otherwise</li> <li>5. Election of Directors</li> <li><b><u>6. Appointment of External Auditor</u></b></li> <li>7. Unfinished business</li> <li>8. New Business</li> <li>9. Adjournment <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i></li> </ol>
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</p>	<p><u>1. THE OFFICER OF THE COMPANY</u> shall consist of a Chairman of the Board, a president, a Chief Executive Officer, a Chief Operating Officer, a Treasurer, a Secretary and Assistant Secretary, <b><u>and a Compliance Officer,</u></b> and these officers shall be</p>

	elected and qualified. In avoidance of doubt, these are separate and distinct persons and positions, except that any person may hold both the offices of the Treasurer and Secretary. <i>(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors)</i>	elected to hold office until their successors are elected and qualified. In avoidance of doubt, these are separate and distinct persons and positions, except that any person may hold both the offices of the Treasurer and Secretary. <i>(as amended on 24 November 2022 by the Stockholders and 15 September 2022 by the Board of Directors; as amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i>
<i>(New provision)</i>  To become  <b>Article IV, Section 2</b>	<i>(No old provision)</i>	<b>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.</b> <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025 amended on 25 July 2025)</i>
Article IV, Section 2 to <b>Article IV, Section 3</b>  <i>(Renumbering)</i>	<i>(No change in provision, only in numbering)</i>	
Article IV, Section 3.1 to <b>Article IV, Section 5</b>  <i>(Renumbering)</i>	<b>3.1 THE PRESIDENT</b> shall exercise the following instructions:	<b>5 THE PRESIDENT</b> shall exercise the following instructions <b>functions</b> :  xxx  <i>(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 and by the stockholders on 25 July 2025)</i>
Article IV, Section 3.2 to <b>Article IV, Section 4</b>  <i>(Renumbering)</i>	<i>(No change in provision, only in numbering)</i>	

Article IV, Section 4 to <b><u>Article IV, Section 6</u></b>  (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 5 to <b><u>Article IV, Section 7</u></b>  (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 6 to <b><u>Article IV, Section 8</u></b>  (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 7 to <b><u>Article IV, Section 9</u></b>  (Renumbering)	(No change in provision, only in numbering)	
Article IV, Section 8 to <b><u>Article IV, Section 10</u></b>  (Renumbering)	(No change in provision, only in numbering)	
<b><u>Article IV, Section 11</u></b>  <b><u>(New section)</u></b>	(No old provision)	<b><u>11. THE COMPLIANCE OFFICER – shall ensure compliance by the Company, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies, identification and appropriate resolution of any compliance issues, and the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned by the Board of Directors.</u></b> (As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)

<p>Article V, Section 1</p>	<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 of 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 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 <b>Company</b> 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 <b>Company</b> to which he may be, or is, made a party by reason of his being or having been, a director of officer of the <b>Company</b>, 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 <b>Company</b> 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>The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the <b>Company</b> 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 <b>Company</b> as authorized in the Article. <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i></p>
<p>Article VI, Section 1</p>	<p>THE FISCAL YEAR of the company shall commence with the opening of the business of the 1<sup>st</sup> of January of each calendar year, and shall close on the 31<sup>st</sup> day of December each year.</p>	<p>THE FISCAL YEAR of the <b>Company</b> shall commence with the opening of the business of the 1<sup>st</sup> of January of each calendar year, and shall close on the 31<sup>st</sup> day of December each year.</p>

		<i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i>
Article VI, Section 2	DIVIDENDS 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	DIVIDENDS 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 <b>Company</b> . <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i>
Article VI, Section 3	AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.	AUDITORS shall be <b>assessed</b> by the <b>Audit Committee</b> 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 <b>company</b> , 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 <b>Audit Committee</b> . <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i>
Article VII Seal	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>	The Corporate Seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words " <b>DigiPlus Interactive Corp.,</b> 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 and by the stockholders on 25 July 2025)</i>
<b>Article IX</b>  <b><i>(New section)</i></b>	<i>(No old provision)</i>	<b><u>ARBITRATION</u></b>  <b><u>Any dispute, controversy or claim between the Company and its stockholders arising from,</u></b>

		<p><b><u>relating to, or in connection with the implementation of the Articles of Incorporation or By-Laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties, may be referred to and resolved by arbitration in accordance with prevailing Philippine Dispute Resolution Center, Inc. (PDRCI) Arbitration Rules and Securities and Exchange Commission Rules and Regulations.</u></b></p> <p><b><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></b></p> <p><b><u>The parties shall be bound by the award rendered by the Arbitral Tribunal and confirmed by the appropriate Regional Trial Court.</u></b>  <i>(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)</i></p>
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The Corporate Secretary presented proposed resolution and its approval by the stockholders based on votes cast:

**"RESOLVED**, as it hereby resolved, that the amendment of Articles II, IV, V, VI, VII, and IX of the By-Laws are hereby approved."

*a. Article II, By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	3,079,861,595	99.99%
Against	0	0.00%
Abstain	366,290	0.01%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

*b. Article IV, By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	3,080,227,885	100.00%
Against	0	0.00%
Abstain	0	0.00%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

*c. Article V (Section 1) and VI (Sections 1,2,3) By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	3,080,227,885	100.00%
Against	0	0.00%
Abstain	0	0.00%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

*d. Article VI, By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	3,080,227,885	100.00%
Against	0	0.00%
Abstain	0	0.00%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

*e. Article VII, By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	3,080,227,885	100.00%
Against	0	0.00%
Abstain	0	0.00%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

*f. Article IX, By Laws*

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage</b>
In favor	2,984,780,283	96.90%
Against	5,414,062	0.18%
Abstain	90,033,540	2.92%
<b>Total</b>	<b>3,080,227,885</b>	<b>100.00%</b>

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

## 10. 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](mailto:ASM@digiplus.com.ph), and the Chairman addressed them as follows:

**Question No. 1:** You're forecasted to be included in the PSE Index. There are now talks that you may not be included. What's your response to these concerns?

**Answer No. 1:** As far as we know, we are included, unless something drastic happens.

To qualify for inclusion in the Philippine Stock Exchange Index (PSEi), a company must have at least 20% public float, rank among the top 25% in trading activity based on median daily value turnover for 9 out of 12 months, and be one of the 30 largest companies by full market capitalization. It must also be free from trading suspensions, regulatory violations, or adverse governance issues. The PSE reviews the index twice a year, every February and August, using data from the previous 12 months.

Based on the June 2025 cutoff, DigiPlus has met all these qualifications, barring any unforeseen black swan event.

We understand that there's been a price movement. There have been jitters.

These should not affect us because they should be illegal, not the legal ones.

Legal online gaming as part of the average household consumption is at 0.0079. That's less than one percent. How could this be a driver of social ills?

It is public knowledge that by the end of 2024, the Philippines' outstanding debt stood at ₱16.05 trillion, or 60.7% of GDP.

As of Q1 2025, this ratio has risen to 62%, breaching the internationally accepted 60% threshold for fiscal prudence. In this context, revenues from regulated gaming are not merely beneficial, they are indispensable.

Notably, PAGCOR remitted ₱46.32 billion to the National Treasury in 2024. Among its fastest-growing contributors is the e-Games segment, which has rapidly become a cornerstone of the industry.

The contribution of e-games to PAGCOR has seen remarkable growth over the last three years. As of May 2025, E-Games contributed ₱25.82 billion, accounting for approximately 60% of PAGCOR's total income.

Dismantling the legal online gaming sector would only deepen the fiscal deficit, reduce tax collections, and elevate the risk of a sovereign credit downgrade. That scenario would drive up borrowing costs and place public programs at risk.

So, when I hear these sweeping calls for a total ban, honestly, I worry... not just for DigiPlus, but for the tens of thousands of Filipinos who depend on this industry for jobs, for a roof over their heads, for opportunity. I worry for the athletes we sponsor. I worry for the scholars we send to school. I worry for the charities we support, and I worry for small businesses that grow because of us.

We are not the problem. The unregulated, unchecked black market is the problem. And banning legitimate operators will only make that monster stronger. Prohibition is not the solution. It is surrender.

**Question No. 2:** What is DigiPlus doing to promote responsible gaming?

**Answer No. 2:** DigiPlus has made responsible gaming a core part of who we are. Since 2024, we've been ahead of the curve. We were the first in the Philippines to embed self-exclusion tools directly into our apps. And I don't mean just a simple logout button. I mean real, customizable controls: players can set their own time limits, define gaming schedules, apply loss caps, and all of this happens with a few taps, no need to call a hotline or submit a form.

We back that up with robust KYC, advanced age screening, and we cross-check against PAGCOR's National Database of Restricted Persons. We also launched a financial coaching series led by psychologists and certified coaches, teaching players how to budget for entertainment and walk away when needed. We created Pusta de Peligro, a short film series that's gone viral, challenging viewers to recognize when a bet becomes a problem.

Even our brand ambassadors are different. More than just getting celebrities, we chose our own players. Champions from our tournaments now serve as peer role models, spreading the message from within the community.

So you see, we don't just want our players to simply play, but do it with balance, with



mindfulness, and with control.

**Question No. 3:** In light of these regulatory headwinds, what is DigiPlus' competitive advantage?

**Answer No. 3:** Our biggest advantage is this: we're built to last.

DigiPlus is the only publicly listed, technology-driven gaming company in the Philippines. That brings with it a level of scrutiny, discipline, and governance that most others cannot match.

Our brands, BingoPlus, ArenaPlus, GameZone, are now household names. We've built deep player trust through transparency and value. Our omnichannel model means we're not just online, we're on-ground, in communities, in events, in people's lives.

But more than anything, our edge is our people. Our engineers, our creatives, our data scientists, our community managers, they make us agile and they make us future-ready.

While others are scrambling to comply, we're already two steps ahead. Because we've built our systems not just around profit, but also around protection, personalization, and purpose. That's how you survive turbulence. And that's how you lead through change.

**Question No. 4:** You previously announced a September launch for Brazil. Can you give us an update on this and if there are other international markets in your pipeline?

**Answer No. 4:** Yes, we are on track for a full launch in Brazil this September. We've had boots on the ground since February this year, led by Graham Tidey, our Country Manager. We're bringing a curated portfolio of casino and slot games to the Brazilian market, many of which will be exclusive. The market there is booming, it's projected to reach nearly US \$8 billion this year. And we plan to enter with both ambition and responsibility.

But beyond Brazil, I am very pleased to share a new development with all of you. DigiPlus is also now preparing to enter South Africa.

We're finalizing our license applications with the Western Cape Gambling and Racing Board, where the majority of the global and local operators are licensed. The process is rigorous, involving deep probity checks and tech platform reviews. But that's exactly what we want, a market that values credibility and sustainability.

This will mark our third major market after the Philippines and Brazil, and we are approaching it with careful strategy. South Africa is just the beginning. To everyone who has been with DigiPlus from the start, I say this: Thank you. The best is yet to come.

## 11. 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.

*(Signature page follows)*

<This minutes of the FY 2025 ASM is for approval of the stockholders on the next stockholders' meeting.>

Certified correct:

*(signed)*  
**Atty. Carol V. Padilla**  
*Corporate Secretary*

Attested by:

*(signed)*  
**Eusebio H. Tanco**  
*Chairman of the Board*