

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
Nov 3, 2025
2. SEC Identification Number
13174
3. BIR Tax Identification No.
000-108-278-000
4. Exact name of issuer as specified in its charter
Digiplus Interactive Corp.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Ecoprime Bldg., 32nd St. cor. 9th Ave., BGC, Taguig
Postal Code
1635
8. Issuer's telephone number, including area code
(632) 8634-5099
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	4,508,463,178
11. Indicate the item numbers reported herein
Item 9

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

DigiPlus Interactive Corp.

PLUS

PSE Disclosure Form 4-4 - Amendments to By-Laws

*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of By-laws

Background/Description of the Disclosure

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

In the Annual Stockholders Meeting held on July 25, 2025, the majority of the stockholders approved the amendment of the Company's By-Laws, primarily to move the date of the Annual Stockholders' Meeting to the last Friday of May, and to align the other sections with the applicable law and SEC issuances, among others.

On October 29, 2025, the SEC approved the Company's Amended By-Laws.

Date of Approval by Board of Directors	May 16, 2025
Date of Approval by Stockholders	Jul 25, 2025
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Oct 29, 2025
Date of Receipt of SEC approval	Nov 3, 2025

Amendment(s)

Article and Section Nos.	From	To
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Article II, Section 1	ANNUAL MEETING of the stockholders of this Company shall be held in the principal office of the Company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013) The Company may hold the annual or regular meeting virtually, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The virtual meetings shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The virtual meeting shall be recorded which shall form part of the records of the Corporation.	ANNUAL MEETING of the stockholders of the stockholders of this Company shall be held in the same city where the principal office of the company as stated in its Articles of Incorporation, on the last Friday of May of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013). The Company may hold the annual or regular through remote communication or other alternative modes of communication, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The meetings through remote communication or other alternative modes of communication shall be conducted in such a way that the stockholder experience will be...
Article II, Section 2	"meeting virtually"	"meeting through remote communication or other alternative modes of communication"
Article III, Section 3	21 days prior notice before stockholders	21 days prior notice for regular stockholders
Article II, Section 7	Please see attached	Please see attached
Article IV, Section 1	No mention of "Compliance Officer" in the list of officers of the Company	Addition of the "Compliance Officer" as one of the enumerated officers of the Company
Article IV, Section 2	No current provision	Added a new provision on the role of "Management" on the Company's day-to-day affairs.
Article IV, Section 3.1	"instructions"	"functions"
Article IV, Sections 2, 3.2, 4, 5, 6, 7, 8, 11	No change other than numbering	No change other than numbering
Article IV, Section 11	No current provision	"THE COMPLIANCE OFFICER – shall ensure compliance by the Company, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies, identification and appropriate resolution of any compliance issues, and the integrity and accuracy of all documentary submissions to regulators, and perform all other duties which may be assigned by the Board of Directors."
Article V, Section 1	"Corporation"	"Company"

Article VI, Section 1	"company"	"Company"
Article VI, Section 2	"company"	"Company"
Article VI, Section 3	"AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors."	"AUDITORS shall be assessed by the Audit Committee prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the Company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Audit Committee."
Article VII	"LEISURE AND RESORTS WORLD CORPORATION,..."	"DigiPlus Interactive Corp.,..."
Article IX	No current provision	Added new provision allowing arbitration

Rationale for the amendment(s)

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

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Oct 9, 2025
Expected date of SEC approval of the Amended By-Laws	Oct 29, 2025

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

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

Other Relevant Information

The amendment is to reflect the date of the approval by the Securities and Exchange Commission ("SEC") of the amendment to the Company's By-laws, as well as the date of receipt by the Company of the same.

Please see attached copy of the Company's Amended By-Laws.

Filed on behalf by:

Name	Carol Padilla
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Designation

Corporate Secretary



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 0000013174

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

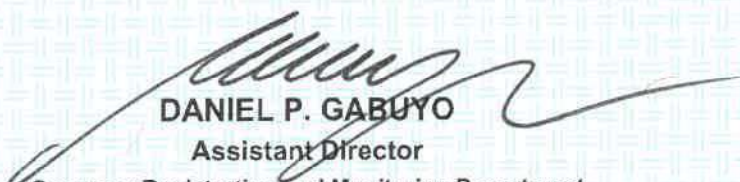
THIS IS TO CERTIFY that the Amended By-Laws of the

DigiPlus Interactive Corp.

copy annexed, adopted on May 16, 2025 by majority vote of the Board of Directors and on July 25, 2025 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 29th day of October, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

AMENDED BY-LAWS
of
DigiPlus Interactive Corp.
(Formerly, LEISURE & RESORTS WORLD CORPORATION)
*(as amended on 16 May 2025 by the Board of Directors
and on 25 July 2025 by the Stockholders)*

ARTICLE 1

1. CERTIFICATE OF STOCK shall be issued to each shareholder of fully paid stock in numerical order from the stock certificates book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.
2. TRANSFER OF STOCK shall be made by the indorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the Company, and before a new certificate is issued, the old certificate must entered for cancellation and cancelled upon the face thereof. The stock books of the Company shall be closed for transfer during the thirty (30) calendar days preceding general elections and during the thirty (30) calendar days next preceding the date upon which the dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.
3. THE UNISSUED STOCK of the Company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine, and shall be sold upon such terms as for such prices (not less than par) as may be fixed in the resolutions directing such sale.
4. TREASURY STOCK of the Company shall consist of such issued and outstanding stock of the company as may be donated to the Company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or by the stockholders as the case may be. Such stock shall neither vote nor participate in the dividends while held by the Company.
5. LOSS OR DESTRUCTION OF CERTIFICATES the Board of Directors may direct a new certificate of stock to be issued in place of any certificate or certified theretofore issued and alleged to have been lost or destroyed in the manner provided by law.

ARTICLE II
STOCKHOLDERS' MEETING

1. ANNUAL MEETING 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, and **by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025**).*

The Company may hold the annual or regular **meetings through remote communication or other alternative modes of communication**, subject to applicable

laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The **meetings through remote communication or other alternative modes of communication** shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The **meeting through remote communication or other alternative modes of communication** shall be recorded which shall form part of the records of the Corporation. *(as amended on 26 July 2024 and by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

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 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.

The Company may hold the special stockholders' meeting **through remote communication or other alternative modes of communication**, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The **meetings through remote communication or other alternative modes of communication** shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. *(as amended on 26 July 2024, and by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

3. **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 **regular** meetings, **and not less than seven (7) calendar days prior to the date set for** special meetings. Notice **of special meetings** shall state the object or objects of the same.

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.

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.

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.

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.

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 by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

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. 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. *(as amended 26 July 2024)*

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. 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.

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. *(as amended on 26 July 2024)*

6. 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. *(as amended on 26 July 2024)*

7. ORDER OF BUSINESS at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:

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. Appointment of External Auditor**
7. Unfinished business
8. New Business

9. Adjournment ***(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)***

ARTICLE III **DIRECTORS**

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. *(as amended on 26 July 2024)*

2. THE REGULAR ANNUAL MEETING of the Board of Directors shall be held without notice at the principal office of the Company or at such other place in the City of Manila as majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.

3. SPECIAL MEETING 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.

The meetings of the Board may be conducted and participation of directors, including voting, can be in person, through remote 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)*

4. 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 electronic-mail.

The notice shall also include the following:

- a. Inquiry on whether the director will attend physically or through video/teleconference;
- b. 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
- c. Agenda of the meeting *(as amended on 26 July 2024)*

5. QUORUM – A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require the affirmative vote of a greater proportion of the members.

6. OFFICER OF THE COMPANY, as provided by the By-Laws, shall be elected by the Board of Directors at their first meeting after election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. THE ORDER OF BUSINESS at any regular or special meeting of the Board of Directors shall be:

1. Calling the Roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Report of Officers
5. Unfinished Business
6. New Business
7. Adjournment

8. Provision deleted (as amended on 29 July 2022 by the stockholders and on 3 June 2022 by the Board of Directors)

9. EXECUTIVE COMMITTEE – An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) directors but not more than five (5) members which shall include the President. The board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filling of vacancies in the Board; (3) the amendment or repeal of the By-Laws or the adoption of new by-laws; (4) the amendment or repeal of any resolution of the Board by its express terms is not also amendable or repealable; (5) a distribution of cash dividends to stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

10. OTHER COMMITTEES – The Board shall constitute such other committees as may be required under and in accordance with the provisions on the Corporation's Manual of Corporate Governance and such other pertinent laws and regulations. The Board shall likewise provide for such remuneration of each committee member as they deem proper

for meetings attended and work rendered in connection with the implementation of certain committee actions and resolutions. *(as amended on 28 November 2003)*

ARTICLE IV **OFFICERS**

1. THE OFFICER OF THE COMPANY 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 a Compliance Officer**, 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; as amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

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 and by the stockholders on 25 July 2025)*

3. THE CHAIRMAN of the Board of the Company shall have the following powers and duties:

- a. Preside at the meetings of the Board of Directors and of the stockholders;
- b. Lead the review, discussion, and approvals to be made by the Board;
- c. Provide leadership and governance of the Board s as to create the conditions for overall Board's and individual Director's effectiveness;
- d. Lead the Board in discussions of proposals put forward by the executive team including those on strategy, risk management, governance, capital, financial reporting and M&A activity;
- e. Promote and oversee the highest standards of corporate governance with the Board and the Company;
- f. Set direction and policies of the Company;
- g. Lead discussion to achieve the mission and vision of the Company; and
- h. Perform such other duties as may be entrusted to him by the Board. *(as amended on 29 July 2022 by the Stockholders and 13 June 2022 by the Board of Directors)*

4. THE CHIEF EXECUTIVE OFFICER shall exercise the following functions:

- a. To recommend to the Board specific projects for the attainment of corporate objectives and policies;
- b. To initiate and develop corporate objectives and policies, and formulate long range projects, plans and programs for the approval of the Board;
- c. To perform such other duties as are incident to his office or entrusted to him by the Board. *(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)***

5. THE PRESIDENT shall exercise the following **functions**:

- a. To execute specific projects for the attainment of corporate objectives and policies;
- b. Subject to the guidelines prescribed by law or by the Board of Directors, to appoint, remove, suspend, or discipline employees of the company, prescribe their duties, determine their salaries;
- c. To oversee the preparation of the budgets and the statements of accounts of the company;
- d. To prepare such statements and reports of the company as may be required by law;
- e. To exercise such powers and perform such duties as the Board may from time to time assign to him;
- f. To represent the company at all functions and proceedings;
- g. To execute on behalf of the company all contracts, agreements and other instruments affecting the interests of the company which require the approval of the Board;
- h. To make reports to the Directors and stockholders;
- i. To sign certificates of stocks;
- j. To perform such other duties as are incident to his office or entrusted to him by the Board. *(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)***

6. THE CHIEF OPERATING OFFICER shall exercise the following functions:

- a. To ensure that the administrative and operational policies of the company are carried out under the direction of the President and Chief Executive Officer;

- b. To supervise and direct the day-to-day business affairs of the company;
- c. To have the general supervision and administration of the affairs of the company; and
- d. To carry out resolutions of the Board *(as amended on 29 July 2022 by the Stockholders and on 13 June 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)***

7. THE SECRETARY – shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and the corporate books; shall sign with the President the certificates of stocks and such other instruments as required such signature, and shall make reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors. *(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

8. ASSISTANT SECRETARY – in the absence of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Assistant Secretary shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company. *As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

9. THE TREASURER – shall have the following duties:

- a. To keep full and accurate accounts of receipts and disbursements in the books of the Company;
- b. To have custody of, and be responsible for, all the funds, securities and bonds of the Company;
- c. To deposit in the name and to the credit of the Company, in such bank as may be designated from time to time, all moneys, funds, securities, bonds, and similar valuable effects belonging to the Company which may come under his control;
- d. To render such annual statements showing the final condition of the Company and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e. To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit to the proper government agencies;
- f. To exercise such powers and perform such duties and functions as may be assigned to him by the President. *(as amended on 29 July 2022 by the Stockholders and on 13 June 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)***

10. ASSISTANT TREASURER – in the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company.

(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)

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 and by the stockholders on 25 July 2025)

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICIALS

1. The **Company** 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 **Company** to which he may be, or is, made a party by reason of his being or having been, a director or officer of the **Company**, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.)

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 **Company** is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the **Company** 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 **Company** as authorized in the Article. ***(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)***

ARTICLE VI

DIVIDENDS AND FINANCE

1. **THE FISCAL YEAR** 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. ***(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)***

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**. *(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

3. AUDITORS shall be **assessed** by the **Audit Committee** prior to the close of business in each fiscal year, who shall audit and examine the books of accounts of the **Company** and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the **Company**, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the **Audit Committee**. *(As amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

4. INSPECTION OF ACCOUNTS by any member of the Board of Directors in person may be made at any and all reasonable times during business hours of the Company, and such inspection may embrace all books, records and vouchers of the company.

The books, accounts and records of the company shall be open for inspection by the stockholders at reasonable times.

ARTICLE VII

SEAL

The Corporate seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words "**DigiPlus Interactive Corp.**, MANILA, PHILIPPINES" and in the center of the words "INCORPORATED" followed immediately below by the figure "1957". *(as amended on 22 March 2023; as amended by the Board of Directors on 16 May 2025 and by the stockholders on 25 July 2025)*

ARTICLE VIII

CHANGES IN BY-LAWS

The owners of the majority of the subscribed capital stock and a majority of the members of the Board of Directors may, at a regular or special meeting duly called for the purpose, amend or repeal the by-laws or adopt new by-laws. The owners of two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal any by-law or adopt new by-laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any by-law or adopt a new by-law shall be considered as revoked whenever a majority of the stockholders of the corporation shall so vote at a regular or special meeting. *(as amended on 22 March 2013)*

ARTICLE IX

ARBITRATION

Any dispute, controversy or claim between the Company and its stockholders arising from, relating to, or in connection with the implementation of

the Articles of Incorporation or By-Laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties, may be referred to and resolved by arbitration in accordance with prevailing Philippine Dispute Resolution Center, Inc. (PDRCI) Arbitration Rules and Securities and Exchange Commission Rules and Regulations.

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.

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 and by the stockholders on 25 July 2025)

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The foregoing by-laws were adopted by the unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in the City of Manila, Philippines on the 10th of October 1957.

IN WITNESS WHEREOF, We, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and the same do now constitute the By-laws of said corporation.

A. SORIANO Y. CIA For: ANDRES SORIANO By: (SGD) ANDRES SORIANO, JR.	(SGD) JOSE M. SORIANO
(SGD) ANDRES SORIANO, JR.	(SGD) RAOUL E. KHAN
(SGD) B.L. ANDERSON	(SGD) SEBASTIAN UGARTE