



April 30, 2026

THE SECURITIES AND EXCHANGE COMMISSION

Markets and Securities Regulation Department

SEC Headquarters

7907 Makati Avenue, Bel-Air

Makati City 1209

THE PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department

6th Floor, PSE Tower

5th Avenue corner 28th Street

Bonifacio Global City

Taguig City

Subject: Definitive Information Statement (SEC Form 20-IS)

Gentlemen:

In compliance with Section 20 of the Securities Regulation Code and SRC Rule 20, we submit herewith a copy of the Definitive Information Statement (SEC Form 20-IS) for **DigiPlus Interactive Corp.** (the "Corporation"), including the Notice of Meeting, Agenda, Management Report, and Voting & Proxy Forms.

Please be advised that the changes made to the Preliminary Information Statement, which are now reflected in this Definitive Information Statement are the following:

- The changes arising from the comments made by the Securities and Exchange Commission's Market and Securities Regulation Department;
- **Item 5. Directors and Executive Officers** – Replacement of Mr. Tsui Kin Ming by Mr. Ping Chen as nominee to be elected for the board in the upcoming Annual Stockholders' Meeting;
- **Email Voting Form and Proxy Forms** - In view of the change in one of the nominees, all email voting form and proxy forms were amended to reflect the new nominee.

The Definitive Information Statement will be sent to the stockholders of record as of April 29, 2026 in connection with the Annual Stockholders' Meeting to be held on May 29, 2026 via Zoom.

We hope you find the foregoing in order.

Sincerely,


Mrs. 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

COVER SHEET

0 0 1 - 3 1 7 4

SEC Registration Number

D I G I P L U S I N T E R A C T I V E C O R P .

(Company's Full Name)

E c o p r i m e B l d g . 3 2 n d S t . c o r n e r

9 t h A v e . B o n i f a c i o G l o b a l C i t y

T a g u i g C i t y 1 6 3 5

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

Carol V. Padilla

(Contract Person)

8634-2598

(Company Telephone Number)

1 2 3 1

Month Day
(Fiscal Year)

2 0 - I S

(Form Type)

0 5 2 9

Month Day
(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Not Applicable

Amended Articles Number/section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**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	-	29 May 2026
Time	-	2:00 p.m.
Place	-	The meeting will be conducted in hybrid format, a combination of in-person and remote attendance <i>via</i> 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: **7 May 2026**

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	4,570,995,146¹
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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.
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¹ As of April 29, 2026.

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 - May 29, 2026

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://us06web.zoom.us/webinar/register/WN_FdD0iWdHSyiAKFGUUjigXQ 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: **7 May 2026**

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: **4,570,995,146** common stocks
Number of votes to which each share is entitled: One (1) vote per share
- (b) All stockholders of record as of 29 April 2026 are entitled to notice and to vote at the Annual Stockholders' Meeting.
- (c) Manner of Voting: Each stockholder of record as of 29 April 2026 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 May 20, 2026. 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 2026 ASM via remote participation or voting *in absentia*, as well as on how to join the Zoom for the 2026 ASM will be posted in the Company's website at www.digiplus.com.ph.

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 15 April 2026:

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	3,124,311,606	68.35%
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower I, The Enterprise Center 6766 Ayala Avenue corner Paseo de Roxas, Makati City Stockholder	*	Foreign	1,280,003,257	28.00%

* 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.

* The Company's Public Ownership Report will disclose the following principal/substantial stockholders owning more than 5% of the Company's shares lodged in the PCD Nominee Corporation as of 15 April 2026:

Name of Principal/Substantial Stockholders	Percentage of Total Outstanding Shares
Globalist Technology Company Limited*	5.32%
Euphonious Holdings Inc.	7.68%
Leisure Advantage Inc.	6.26%
Catchy Solution Limited	7.33%
Sagathy Holdings Inc.	7.44%
Belvedere Skies Asset Holding OPC	7.23%

*2.19% out of the total 5.32% of Globalist shares is not lodged with PCD Nominee Corporation

(2) Security Ownership of Management as of 15 April 2026:

Name	Nationality	Direct	Indirect	Total Direct & Indirect Shares	% to Total Outstanding Shares
Eusebio H. Tanco	Filipino	10,432,480	712,615,513	723,047,993	15.82%
Tsui Kin Ming	Chinese (HK)	304	34,166,972	34,167,276	0.75%
Hu Jianguo	Chinese	0	83,418,056	83,418,056	1.82%
Willy N. Ocier	Filipino	2,125,200	7,743,600	9,868,800	0.22%
Rafael Jasper S. Vicencio	Filipino	0	399,409	399,409	0.01%
Ramon Pancratio D. Dizon	Filipino	304	0	304	0%
Timoteo B. Aquino	Filipino	6	0	6	0%
Arthur R. Tan	Filipino	304	191,000	191,304	0%
Paul Joseph M. Garcia	Filipino	305	0	305	0%
Kristine Margaret R. Delos Reyes	Filipino	0	1,287,000	1,287,000	0.03%
Li Jiaqi	Singaporean	0	3,099,000	3,099,000	0.07%
Wilfredo M. Pielago	Filipino	0	1,295,000	1,295,000	0.03%
Carol V. Padilla	Filipino	0	0	0	0%

Name	Nationality	Direct	Indirect	Total Direct & Indirect Shares	% to Total Outstanding Shares
Jellyn C. Clemente	Filipino	0	300	300	0%
Aldwin E. Sagedao	Filipino	0	0	0	0%
Total		12,558,903	844,215,850	856,774,753	18.74%

(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 24 April 2026, 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	75	2,999,409	0.07%
Filipino	1,704	3,599,692,949	78.75%
German	1	1,064	0.00%
Spanish	2	19,442	0.00%
Taiwanese	2	69,900	0.00%
Others	3	968,057,646	21.18
Total	1,797	4,570,995,146	100.00%

Common shares are composed of 78.64% Filipino and 21.36% 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>	76	Listed companies: Asian Terminals Inc. STI Education Systems Holdings, Inc. Philippine Racing Club	Filipino	Asian Terminals Inc. <i>(President)</i> STI Education Systems Holdings, Inc. <i>(Chairman)</i>

Name	Age	Directorships in Other Companies	Citizenship	Business Experience For the Past Five Years
		<p>Non-listed companies: PhilhealthCare Inc. Philippine Life Financial Assurance STI Education Services Group, Inc. iACADEMY PSBA Maestro Holdings, Inc. (formerly STI 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. 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. and Subsidiaries 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. <i>(All-Director)</i></p>		<p>Eximious Holdings, Inc. (formerly Capital Managers & Advisors, Inc. <i>(Chairman)</i>) STI West Negros University <i>(Director)</i> Mactan Electric Company <i>(Chairman)</i> International Hardwood & Veneer Corp. <i>(President)</i> Cement Center Inc. <i>(President)</i> First Optima Realty Corp. <i>(President)</i> Marbay Homes Inc. <i>(President)</i> Tantivy Holdings, Inc. (formerly Insurance Builders Inc.) <i>(President)</i> Grow Vite, Inc. <i>(Chairman)</i> Biolim Holdings & Management Corp (formerly Rescom Developers Inc.) <i>(President)</i> Philippine First Insurance Co., Inc. <i>(Chairman)</i> Bloom with Looms Logistics, Inc. (formerly STMI Logistics, Inc.) <i>(President)</i> Eujo Phils., Inc. <i>(President)</i> Total Consolidated Asset Management, Inc. <i>(President)</i> Prime Power Holdings Corporation <i>(Chairman and President)</i> Classic Finance Inc. <i>(CEO)</i> Prudent Resources, Inc. <i>(Chairman and President)</i></p>
<p>Willy N. Ocier <i>(Director, July 31, 2009 to present)</i></p>	<p>69</p>	<p>Listed companies: Belle Corporation Pacific Online Systems Corporation <i>(Chairman)</i></p> <p>Non-Listed companies: Philippine Global Communications Inc. Premium Leisure & Amusement, Inc. Premium Leisure Corp. APC Group, Inc. Highlands Prime, Inc. Tagaytay Midlands Golf Club, Inc.</p>	<p>Filipino</p>	<p>Pacific Online Systems Corporation <i>(Chairman and President)</i> Philippine Global Communications Inc. <i>(Chairman, CEO and President)</i> Premium Leisure & Amusement, Inc. <i>(Chairman)</i> APC Group, Inc. Tagaytay Midlands Golf Club, Inc. <i>(Chairman)</i> Belle Corporation <i>(Chairman)</i> Tagaytay Highlands International Golf Club, Inc. <i>(Vice Chairman)</i></p>

Name	Age	Directorships in Other Companies	Citizenship	Business Experience For the Past Five Years
		Tagaytay Highlands International Golf Club, Inc. The Spa and Lodge Inc. Abacore Capital Holdings, Inc. Total Gaming Tehnologies, Inc. Vantage Equities Inc. Toyota Corporation Batangas (All-Director)		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. Toyota Corporation Batangas
Ping Chen (First-time Nominee)	45	None	Dual Citizen: British (United Kingdom) and Chinese (Hong Kong)	Digital China Group Limited (CFO) Moelis & Company (Senior Managing Director)
Rafael Jasper S. Vicencio (Director February 2, 2022 to present)	49	Non-listed companies: 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 Gamemaster Integrated Inc. DigiLive Inc. Leisure and Media Plus Corporation Bingo Heaven Incorporated Bingo Zone, Inc. BingoPlus Foundation Inc.	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
Timoteo B. Aquino (Independent Director, July 29, 2022 to present)	62	Non-listed companies: Dynamic Care Corporation (Director) Other affiliations:	Filipino	Pre-Bar review and MCLE lecturer San Beda University's College of Law San Beda College Alabang School of Law Lyceum of the Philippines University, College of Law

Name	Age	Directorships in Other Companies	Citizenship	Business Experience For the Past Five Years
		Tagle-Chua Cruz & Aquino Law Firm (<i>Partner</i>)		University of Perpetual Help - Molino Campus, College of Law (<i>All Professor</i>)
Ramon Pancratio D. Dizon (<i>Independent Director, October 26, 2022 to present</i>)	65	Listed Companies: PAL Holdings, Inc. MacroAsia Corporation Filinvest REIT Corporation Non-listed companies: Philippine School for Business Administration Megalink, Inc. (<i>All-Independent Directorship</i>)	Filipino	Philippine Dealing Systems Holdings Corp. Philippine Dealing & Exchange Corp. Philippine Depository & Trust Corp. PCD Nominee Corporation (<i>All Independent Directorship</i>) SGV & Co. (<i>Retired Senior Partner</i>) Monde Nissin Corporation (<i>Senior Consultant</i>)
Arthur R. Tan (<i>Independent Director, November 5, 2024 to present</i>)	66	Listed companies: SSI Group, Inc. (<i>Independent Director</i>) Non-listed companies: Lyceum of the Philippines University FEU Institute of Technology (<i>All-Independent Directorship</i>)	Filipino	Integrated Micro-Electronics Inc. (<i>Vice-Chairman; Chief Executive Officer</i>) AC Industrials Technology Holdings Inc. (<i>President and CEO</i>)
Paul Joseph M. Garcia (<i>Independent Director, January 1, 2026 to present</i>)	56	Non-listed companies: Grow Capital Partners (<i>Partner</i>) GPay PH (GrabPay) (<i>Independent Director</i>) RL Fund Management, Inc. (<i>Independent Director</i>) Reid Foundation (<i>Trustee</i>)	Filipino	University of Asia and the Pacific (UA&P) (<i>Trustee</i>) Leechiu Management, Inc. (<i>CEO</i>) Leechiu Property Consultants (<i>Director</i>)
Hu Jianguo (<i>Director: February 17, 2026 to present</i>)	47	None	Chinese	DigiPlus Interactive Corp. (<i>CEO</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 current executive officers:

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

Mr. Tsui Kin Ming – President

Mr. Andy Tsui serves as the Corporation's President since 4 October 2021. He was the former Chief Financial Officer (CFO) of Meg*Star International in Macau, former CFO of Jimei Group Limited listed in the Hong Kong Stock Exchange (HKSE), and former Chief Accounting Officer of Entertainment Gaming Asia, Inc. in Hong Kong. He was responsible for the overall finance management of these companies, which included Cage Operations, Accounting and Credit Departments, among others. He was likewise responsible for the full scope of finance operations, including preparation of monthly financial reports, cash flow management, annual budget, cost reduction strategies, accounting policies and controls, and evaluated new investment opportunities. Mr. Tsui led transactions in compliance with the listing rules of the HKSE, including fund-raising activities, such as, issuance of convertible bonds. His vast

experience in finance as well as in the gaming industry makes him the best candidate to run DigiPlus Interactive Corporation.

Mr. Tsui graduated with a Bachelor of Business Administration degree in Public Accounting and later earned his Master of Business Administration in Finance and Investment from Baruch College, City University of New York.

Mr. Hu Jianguo – Chief Executive Officer (please see discussion on directors)

Mr. Rafael Jasper S. Vicencio – President of ABLE and its subsidiaries (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. Jellyn C. Clemente – Assistant Corporate Secretary

Atty. Jellyn C. Clemente was appointed as the Company's Assistant Corporate Secretary in July 2025. Prior to joining DigiPlus Interactive Corp., she practiced law in Salvador Llanillo & Bernardo, Attorneys-at-Law, specializing in commercial and taxation law. She helps in the corporate housekeeping of the Company and its subsidiaries. She also assists the Company in protecting its intellectual properties such as trademark applications, copyright, and patents. Atty. Clemente is also a Certified Public Accountant (CPA). As a CPA, she served as a State Auditor in Commission on Audit and as a Senior Associate in Reyes Tacandong & Co. In 2013, Atty. Clemente graduated Magna Cum Laude with a degree of Bachelor of Science in Accountancy in Far Eastern University and, in 2020, she earned her Juris Doctor in San Beda University.

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.

Aldwin E. Sagedao – Acting Chief Risk Officer

Mr. Aldwin Sagedao serves DigiPlus Interactive Corp. in multiple capacities as Risk Manager and Safety Officer, while also chairing its Safety Committee (D-REACT). He helps ensure the Company's compliance with the Data Privacy Act of 2012, DOLE-OSH standards, and business continuity frameworks to promote operational resilience, safeguard personal data, and uphold workplace safety. He previously spent over two decades in government service, providing specialized support in information security, risk management, and data privacy — including conducting risk assessments, assisting in policy development and mitigation planning, and serving as a legal researcher supporting compliance efforts. He holds a Master of Public Administration from Philippine Christian University and a Bachelor's in Business Administration from the International Academy of Management and Economics.

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 Atty. Timoteo B. Aquino and the members are Mr. Eusebio H. Tanco and Mr. Hu Jianguo.

Name	Age (as of 2026 ASM)	Citizenship
1. Eusebio H. Tanco	76	Filipino
2. Ping Chen	45	British; Chinese (HK)
3. Willy N. Ocier	69	Filipino
4. Rafael Jasper S. Vicencio	49	Filipino
5. Hu Jianguo	47	Chinese
6. Ramon D. Dizon (Independent Director)	65	Filipino
7. Timoteo B. Aquino (Independent Director)	62	Filipino
8. Arthur R. Tan (Independent Director)	66	Filipino
9. Paul Joseph M. Garcia (Independent Director)	56	Filipino

Nomination of Independent Directors: Mr. Ramon D. Dizon, Atty. Timoteo B. Aquino, Mr. Arthur R. Tan, and Mr. Paul Joseph M. Garcia all incumbent independent directors of the registrant, were nominated by Mr. Eusebio H. Tanco.

Mr. Eusebio H. Tanco, 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 three (3) years. Meanwhile, Mr. Tan have only as independent director for a year and Mr. Garcia 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 31 March 2026, 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 period ended 31 March 2026:

Related Party	Relationship	Nature of Transaction	Terms and Condition	Amount of transaction	Outstanding balance as of March 31, 2026
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.	-	158,516,000
Individual Stockholder	Stockholder	Advances		-	53,106,150
Hotel Enterprises of the Philippines, Inc. (HEPI)	Joint Venture	Advances		-	124,318,150
Binondo Leisure Resources, Inc. (BLRI)	Associate	Advances		1,042,000	46,883,272

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 2026

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
Tsui Kin Ming, <i>President</i>				
Li Jiaqi, <i>Chief Digital Officer</i>				
Delos Reyes, Kristine Margaret R., <i>Chief Legal and Compliance Officer</i>				
Wilfredo M. Pielago, <i>Chief Finance Officer</i>				
Rafael Jasper Vicencio, <i>ABLE President</i>				
All above-named Officers as a group	2026	₱58,592,092.80	₱ 4,882,674.40	
All other officers as a group unnamed	2026	None	None	None

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

ii. CY 2025

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
Tsui Kin Ming, President				
Li Jiaqi, Chief Digital Officer				
Delos Reyes, Kristine Margaret R., Chief Legal and Compliance Officer				
Wilfredo M. Pielago, Chief Finance Officer				
Rafael Jasper Vicencio, ABLE President				
All above-named Officers as a group	2025	₱58,592,092.80	₱4,882,674.40	
All other officers as a group unnamed	2025	None	None	None

iii. 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

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 was given to directors in 2025 and 2024 totaling ₱11,555,556 and ₱6,111,111, respectively.

Total payments to non-salaried directors amounted to ₱27,677,777 and ₱16,100,000 in 2025 and 2024, 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 P1.503 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 P26,607 were issued for the exercised warrants resulting in additional paid-in capital of P13,383.

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

On 31 January 31 and 27 March 2023, the BOD and stockholders, respectively, of the Parent Company approved its employee stock options plan (ESOP) divided into three tranches. On 4 July 2024, the Securities and Exchange Commission approved the Corporation's application for exemption from registration of the first tranche of its ESOP known as "ESOP A". As of 31 March 2026, the Company issued 184,335,968 shares in favor of eligible employees who exercised their right.

Thereafter, on 27 January 2026, the SEC also approved the Corporation's application for exemption from registration of its second tranche of ESOP known as "ESOP B" pursuant to Section 10.2, Securities Regulations Code. As of 31 March 2026, no shares pertaining to ESOP B have been exercised.

Please see Item 8 Compensation Plans for more detailed discussion about the Company's ESOP.

Attendance of Incumbent Directors for CY 2025: 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 thirteen (13).

Directors	% of Attendance
Eusebio H. Tanco	100%
Tsui Kin Ming	100%
Rafael Jasper S. Vicencio	100%
Willy N. Ocier	100%
Jose Raulito E. Paras*	92.30%
Renato G. Nuñez**	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	92.30%
Arthur R. Tan***	92.30%
Tang Yong	100%

* Atty. Paras resigned from the Board of Directors effective 31 December 2025.

**Mr. Nuñez's term expired on 25 July 2025.

***Mr. Tang resigned from the Board of Directors effective 17 February 2026.

b. Audit Committee - The total number of meetings is nine (9).

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

c. Board Risk Oversight Committee - The total number of meetings is three (3).

Directors	% of Attendance
Arthur R. Tan	100%
Ramon Pancratio Dizon	100%
Timoteo B. Aquino	N/A
Renato G. Nuñez*	100%

*The term of Mr. Nuñez expired on 25 July 2025. He was

replaced by Atty. Aquino as member of the BROC during the 2025 Organizational Meeting.

- 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%
Tang Yong	100% (1/1)

**Mr. Vicencio was replaced by Mr. Tang on the 2025 Organizational Meeting. Mr. Vicencio and Mr. Tang each both attended 1 Nomination Committee meeting.*

- e. Compensation Committee - The total number of meetings is one (1).

Directors	% of Attendance
Timoteo B. Aquino	100%
Tsui Kin Ming	100%
Jose Raulito E. Paras	100%

- f. Corporate Governance Committee - The total number of meetings is seven (7).

Directors	% of Attendance
Timoteo B. Aquino	100%
Ramon Pancratio Dizon	100%
Arthur R. Tan	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 was concluded in FY 2025 and ICD issued its Certificate last August 2025.

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 28 July 2023 and 26 July 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, 2025, he only acted as lead audit partner for four (4) years.

Isla Lipana & Co. is subject to reappointment as the Company's external auditor for FY 2026 with 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 2026 Annual Stockholders' Meeting. Representatives of the Independent Public Accountant for the current year (PwC Philippines) are expected to be present at the 2026 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 Pancratio D. Dizon, and the members are Atty. Timoteo B. Aquino and Mr. Paul Joseph M. Garcia.

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.”

On 4 July 2024, the Securities and Exchange Commission (SEC) approved the Corporation's application for exemption from registration of its ESOP A 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 March 2026, the Company issued 184,335,968 shares in favor of eligible employees who exercised their right. The number of remaining ESOP A Shares, as a result of the exercise of ESOP Shares, is 36,046,990.

Thereafter, on 27 January 2026, the SEC approved the Corporation's application for exemption from registration of its ESOP B pursuant to Section 10.2, Securities Regulations Code. The SEC approves the issuance of another 220,382,958, otherwise known as ESOP B in the Company's ESOP Plan Rules. As of 31 March 2026, no shares pertaining to ESOP B have been exercised.

As of 28 April 2026, the share price of DigiPlus' common shares is at Php13.36 per share.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The minutes of the previous Annual Stockholders' Meeting dated 25 July 2025 shall be submitted to the stockholders for approval. The stockholders shall approve/ratify the Annual Report and the Audited Financial Statements for fiscal year 2025, 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 2024; and
3. Execution of a Convertible Loan Agreement with International Entertainment Corporation

The minutes of the 2025 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 investorrelations@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

There is no amendment of charter, by-laws, or other documents that is required to be submitted to a vote of security holders.

Item 18. Other Proposed Action

There is no other proposed action, other than as discussed above, for the upcoming FY 2026 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, 2025; (iii) Approval of Annual Report and Audited Financial Statements for the fiscal year 2025; (iv) Ratification of actions taken by the Board of Directors and Officers since the last annual meeting; (v) nomination and election of the directors; (vi) approval of the appointment of external auditor of the Company, 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/2026-digiplus-annual-shareholders-meeting/>. 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 20 May 2026**. 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 2026 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 **20 May 2026**, or by remote communication through e-mail to ASM@digiplus.com.ph on or before 12:00 P.M. (noon) of **20 May 2026**.

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 5 May 2026.

DIGIPLUS INTERACTIVE CORP.
Issuer

By:


CAROL V. PADILLA
Corporate Secretary

MANAGEMENT REPORT

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Corporate Information

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

In October 1999, the Board of Directors (BOD) of the Company approved Share Exchange Agreements ("Agreements") with the stockholders 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 consisted of a total of 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 stockholders. This subscription and payment in ABLE shares was an implementation of the duly executed Agreements between the Company and ABLE's stockholders. Initially, 236,626,466 shares were approved by SEC for release to previous ABLE stockholders. The remaining 513,373,534 shares 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, the 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 entitles 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 Company's stockholders approved 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 billion 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 billion 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. Transaction costs related to share issuances amounting to ₱12.7 million are recognized as deduction to additional paid-in capital.

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 November 24, 2022, the amendment was approved by the stockholders. On September 12, 2023, the SEC approved the increase of the Parent Company's capital stock. Consequently, the Parent Company issued 691,200,000 common shares at an issue price of ₱2.68 per share to various subscribers.

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".

On July 4, 2024, the SEC approved the issuance of Two Hundred Twenty Million Three Hundred Eighty-Two Thousand Nine Hundred Fifty-Eight (220,382,958) common shares of DigiPlus in favor of the qualified employees of the Company and its subsidiaries, AB Leisure Exponent, Inc. and Blue Chip Gaming & Leisure Corporation, pursuant to the terms of the Company's Employee Share Option Plan ("ESOP").

On January 28, 2025, the Philippine Stock Exchange ("PSE") issued the Notice of Approval to list up to 220,382,958 PLUS common shares to cover its ESOP. In 2025, a total of 81,893,352 and 41,420,648 stock options were exercised at exercise prices of ₱2.68 and ₱12.94 per share, respectively, by qualified ESOP grantees. Corresponding common shares were issued upon exercise and full payment of the subscription price in accordance with the terms of the Employee Share Option Plan.

On July 4, 2025, the BOD of the Parent Company approved the ₱6 billion-share buy-back program. In July 2025, the Company repurchased a total of 21,000,000 common shares at an aggregate cost of ₱539.7 million. These shares are recorded as "Treasury Shares" in the statement of financial position and are carried at acquisition cost. The buyback was funded from unrestricted retained earnings.

Subsidiaries

AB Leisure Exponent, Inc. (ABLE)

On December 28, 1994, 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. ABLE, doing business as Bingo Bonanza Corporation, is a pioneer in professional bingo gaming in the Philippines. It has thirty (30) subsidiaries including 125 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 Presidential Decree (PD) No. 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 of 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 million 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, 2025, TGXI is a wholly owned subsidiary of DigiPlus with 3,430,000 shares and paid-up subscription in the amount of ₱250,000,000, 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 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 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 February 26, 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, PAGCOR approved and confirmed the assignment in favor of BCGLC 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 ₱1.0 million. 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 November 2021, 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 Stockholders' 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 stockholders, 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 billion.

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 billion.

LR Land Developers Inc. (LRLDI)

On December 10, 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 Diginvest 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 2025 and 2024.

Product Portfolio

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.

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 139 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, 2025, the Group owns 139 gaming sites.

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

Gaming Sites

Company	Location	
AB Leisure Exponent, Inc.	1	J Ramos Bldg., Poblacion Zone 1 Bayambang, Pangasinan
	2	JSR, Kareenan Street, Roxas Blvd., San Carlos City, Pangasinan
	3	Ground floor, FGD Bldg. Barangay Guiguilonen corner Navaluan, Mangaldan, Pangasinan
	4	Bldg. 2 Stall 9 & 10, Plaza De Oro Arcade J. luna Ext., Sto Cristo, Tarlac City
	5	2/F Live Bistro Building, Sitio Paroba, Barangay Tibag, Tarlac City
	6	M Place 2, Maharlika Highway, Matias District, Talavera
	7	Ground Floor, Metro Central Mall, Sitio Antipolo, Brgy. Labuin, Sta. Cruz, Laguna
	8	Ground Floor, City Mall Anabu 357, Aguinaldo Highway Imus Cavite
	9	Ground Floor, Victory Central Mall, Brgy. Balibago, Sta. Rosa City, Laguna
	10	2nd Floor Pacific Mall, Legazpi City, Albay
	11	Isabang Town Center, Brgy. Isabang, Tayabas, Quezon Province
	12	2nd Floor Ph-1, Sta. Lucia East Grand Mall, Felix Ave., Cainta Rizal
	13	Building 1 sta Lucia East Grandmall, Marcos Highway corner Imelda Avenue, Cainta, Rizal
	14	SM Southmall , Almanza Uno, Las Piñas City
	15	2nd Floor SM Center Tunasan, Muntinlupa, 1774 Metro Manila
	16	Building A, SM Megamall, J. Vargas Street, EDSA, Mandaluyong City
	17	4th Floor New Farmers Plaza, Araneta Center, Cubao, Quezon City
	18	Makati Cinema Square, Pasong Tamo, San Lorenzo Village, Makati City
	19	SM City-North Annex Building, EDSA, Quezon City
	20	T - 1,2,3 City Mall F. Quimpo St., Pob. Kalibo, Aklan
	21	2nd Floor, SM City, Malvar, cor Lacao St, Puerto Princesa, 5300 Palawan
	22	2nd flr. Times Square Talamban, Gov. M. Cuenco Ave., Brgy. Talamban, Cebu City
	23	G/F CityMall Koronadal, Lacson St, Koronadal City, South Cotabato
	24	Gaisano Mall of Tagum National highway, Briz District, Tagum, 8100 Davao del Norte
	25	2nd Floor, Robinson Place Mall, Brgy. Bagontaas, Valencia City, 8709 Bukidnon
Allpoint Leisure Corporation	26	SM Centerpoint 4th Floor Araneta Ave., cor. Magsaysay Blvd. Sta. Mesa, Quezon City
	27	G/F and 2/F Romero Building, 1337 Balintawak Market, EDSA, Quezon City

Company	Location	
		28
Alpha One Amusement and Recreation Corp.	29	Syquio Business Centre, Maharlika Highway, Brgy. Daan Sarile, Cabanatuan City
Big Time Gaming Corporation	30	Ground Floor Fortune Legacy Building, M De Leon Avenue, corner General Tinio Extension, Cabanatuan City, Nueva Ecija 3100
	31	G/F Dizon Bldg., # 243 Entiero St., Brgy. Sto.Cristo, Angeles City
	32	Robinson's Supermarket, Ema Town Center, El Camino Real Sto. Niño, Brgy. Camalig, Meycauayan City, Bulacan
	33	G/F A.S. Commercial Building, Falcon Street, Brgy. Poblacion 5, Sta. Cruz, Laguna
Big Time Gaming Corporation	34	ATDRMAM Bldg., National Road, Kumintang Ibaba, Batangas City
	35	Building ML Quezon Avenue, Barangay San Isidro Angono Rizal
	36	#14 Sampaloc Road, Tanjuatco Building, Tanay
	37	Madison Square, Alabang -Zapote Road. Las Piñas City
	38	2nd Floor Bocobo Commercial Center, # 1253 J. Bocobo St., cor. Padre Faura St., Ermita Manila
	39	Lucky China Town Mall, # 293 Lachambre St., Binondo Manila
	40	G/F Roben Theatre, C.M Recto Ave., Brgy. 313, Zone 31 Sta. Cruz Manila
	41	QY Plaza, 233 Tomas Morato Ave., South Triangle, Quezon City
	42	ICON Hotel, # 967 EDSA Corner West Avenue Quezon City
	43	Sir Thomas Square, Matalino St., Cor. Matatag St., Diliman, Quezon City
	44	21D Puregold General Luna Street Banaba
	45	G/F JEA Building 2, E. Lopez St. cor. Jalandoni St.
	46	Insular Square Mall, J.P. Rizal Street, Brgy.Tabok
	47	2/F ParkMall, Ouano Avenue, Southpoint, Tipolo
Bingo Dinero Corporation	48	Units 207 to 209 2/F, Fountain Court, SM General Santos, San Miguel cor. Santiago Boulevard, Lagao, General Santos City, South Cotabato
	49	Lower Ground Level, SM City, Mabolo,Cebu City
	50	2/F LG Bldg., Afan Salvador Street, Guimba , Nueva Ecija
Bingo Extravaganza, Inc.	51	Josephines Hotel, #424 Diversion Rd., Sta. Rosa Bayombong Nueva Viscaya
	52	SM City Bicutan, Bicutan, Parañaque City
	53	3/F TFA SM Supercenter Dr. A. Santos Avenue, Brgy. San Dionisio, Parañaque City
	54	2nd Floor, Tonies Mart Mall, Malvar St.
	55	SM City- Cagayan de Oro, Masterson's Avenue, Brgy. Canitoan, Cagayan de Oro City
Bingo Gallery Incorporated	56	G/F Robinsons Luisita, MacArthur Highway, Brgy. San Miguel, Hacienda Luisita, Tarlac City
	57	GD PLAZA-Guiguinto, #8002 McArthur Highway, Brgy. Ilang-Ilang, Guiguinto Bulacan
Bingo Palace Corporation	58	Manly Bldg., McArthur Highway Dalandanan, Valenzuela City
	59	SM Mall of Asia, Bay Boulevard, Pasay City
	60	Imall-Camarin, Kiko Road, Camarin, Caloocan City
	61	Congressional Town Center, Congressional Avenue, Quezon City
	62	2nd floor Block 5 lot 95 1004 Quirino Highway, Brgy Sta. Monica, Novaliches, Quezon City
	63	Elizabeth Mall, Leon Kilat St.
	64	Centro Mall, Lopez Avenue, Brgy. Batong Malake, Los Baños, Laguna
Cebu Entertainment Gallery Inc.	65	Lower Ground Floor, Gaisano Capital Cagba, Brgy. Tugbo, Masbate City
First Leisure & Game Co., Inc.	66	Lopue's Art District Bldg., Lacson Street, Mandalagan
	67	G/F Gaisano Grand City Mall, Araneta St., Brgy. Singcang Airport
	68	3rd Floor, 062 SM City Bacolod, Reclamation Area, Barangay 12, Bacolod City, Negros Occidental
	69	Gustilo Town Center Provincial Road corner National Highway Manapla

Company	Location		
	70	1/F and 2/F Door No. 5 Rosalie Building, Gaisano Grand Fiesta Mall, Cebu South Road, Brgy. Tabunok, Talisay City, Cebu	
71	Gaisano Grand - Digos, G/F unit 8 & 9, Quezon Avenue Digos City, Davao Del Sur		
72	Chimes Mall, Brgy. 27 C, Gov. Sales St. cor. Sta. Ana Avenue, Davao City		
73	2/F Felcris Centrale, Quimpo Blvd., Brgy. 40-D, Davao City		
74	SM Lanang Premier, Jose P. Laurel Ave., Brgy. San Antonio Agdao, Davao City		
75	G/F Doors 107 and 108, JLF Parkway Building A. Pichon Cor. Quirino Sts., Davao City		
76	G/F Greenhills Town Center, Granada St., Corner Valencia St., Brgy. Valencia, Quezon City		
77	Mactan Marina Mall, MEPZ 1, Ibo		
Gamexperience Entertainment Corp.	76	Pueblo Verde, Mactan Economic Zone-II-SEZ, Brgy. Basak	
	78	Gaisano Grand Mall-Mactan, Basak-Marigondon Road Cor. Ibabao-Gisi-Agus Road	
	79	G/F Greenhills Town Center, Granada St., Corner Valencia St., Brgy. Valencia, Quezon City	
	80	G/F Blocks 7 & 8 Roxas Boulevard, Sergio Osmeña Avenue, Roxas Isabela	
	81	SM City-Cauayan, San Fermin, National Highway, City of Cauayan Isabela	
Grand Polaris Gaming Co. Inc.	82	SM City-Baguio, Luneta Hills, Upper Session Road, Baguio City	
	83	Baguio Center Mall, Magsaysay Avenue, Baguio City	
Highland Gaming Corporation	84	SM City Iloilo	
	85	ALDP Plaza Mall, Roxas Avenue, Brgy. Triangulo, Naga City	
Ilo-Ilo Bingo Corporation	84	SM City Iloilo	
Isarog Gaming Corporation	86	SM City Fairview, Quirino Highway Fairview, Quezon City	
Manila Bingo Corporation	87	Starmall-San Jose Del Monte Quirino Highway and Francisco Drive, Northwinds City, San Jose Del Monte City, Bulacan	
	88	RSAM Bldg., Nasugbu, Batangas	
Metro Gaming Entertainment Gallery Inc.	89	Metro Towne Center ,2020 Marcos Alvarez Ave., Talon 5, Las Piñas City	
	90	Pasay City Mall and Public Market Taft Ave. cor. Arnaiz Avenue, Pasay City	
	91	G/F City Mall Golden Field-Bacolod West Side, Araneta Ave.	
	92	G/F City Mall Dumaguete, Veterans Ave., National Highway	
Negrense Entertainment Gallery Inc.	93	Sky 1 Building, McArthur Hi-Way, Bantay Ilocos Sur	
	94	S and R Centre De Venecia Ave., Nalsian Calasiao, Pangasinan	
One Bingo Pavilion Inc.	95	TLJ Building, Brgy. Mabiga, Mabalacat City, Pampanga	
	96	Puregold-San Pedro, Old National Highway cor. Magsaysay Blvd., Brgy. San Antonio, San Pedro Laguna	
	97	346B/1, 3rd Level, SM City Manila, Natividad St. and San Marcelino, Ermita, Manila	
	98	Hollywood Suites and Resort McArthur Highway, Ibayo Marilao, Bulacan	
	99	Ardi Commercial Complex, A. Bonifacio Ave. Parola, Cainta, Rizal	
Rizal Gaming Corporation	100	KM 6 ITSP Building Ortigas Extension Brgy San Isidro Cainta Rizal	
	101	Ground floor, Robinsons Place Junction, Ortigas Ave., Cainta, Rizal	
	102	3rd floor, Robinsons Place Junction, Ortigas Ave., Cainta, Rizal	
	103	San Juan commercial Building, F. Blumentritt cor. F. Manalo Sts. Brgy. Kabayanan, San Juan City	
	104	G/F Wilson Square Commercial Center, Wilson corner P. Guevarra Streets, San Juan City	
SG Amusement and Recreation Corp.	105	SM Land Anza Bldg. Makati Ave. Cor Anza St., Bel -Air, Makati City	
	106	Victory Town Center, Lemery Batangas	
	107	SM City-Davao, Quimpo Blvd. Cor. Tulip Drive Matina, Davao City	
South Bingo Corporation	108	Robinson Calasiao, Bayombong Road and De Venecia Highway, Calasiao Pangasinan	

Company	Location	
		107
South Entertainment Gallery Inc.	109	SM City Tarlac, MacArthur Highway Brgy. San Roque, Tarlac City
	110	SM City-San Fernando, Brgy. San Jose, San Fernando City, Pampanga
	111	New Street Building, MacArthur Highway, Balibago, Angeles City, Pampanga
	112	Sapphire Building, Govic Avenue, Paulien Dirita, Iba, Zambales
Summit Bingo Inc.	113	Fortune Plaza, MacArthur Highway, Balagtas, Bulacan
Topmost Gaming Corporation	114	2/F SM City- Novaliches Quirino Highway, Novaliches Quezon City
	115	SM City- Rosales (formerly SM Supercenter -Rosales) Carmen East, Rosales, Pangasinan
	116	SM City Clark, Clark Field, Angeles City, Pampanga
Topnotch Bingo Trend, Inc.	117	SM City-Rosario, Gen. Trias Drive, Tejeros Convention, Rosario Cavite
Topnotch Bingo Trend, Inc.	118	SM City- Batangas, Brgy. Pallocan West, Batangas City
	119	SM City-Lipa, Lipa City Batangas
	120	Building B basement 1, Barangay Dolores Taytay Rizal
	121	Metro Point Mall, EDSA cor. Taft Ave. & Zamora St., Pasay City
	122	SM City Marikina Brgy. Calumpang, Marikina City
	123	SM San Lazaro, Tayuman Manila
	124	#94 Timog Avenue, Quezon City

Gaming Sites

Company	Location	
	Total Gamezone Xtreme Incorporated	1
2		2nd Floor, Dalisay Summit, Quirino Highway, Barangay Tungkong Mangga, City of San Jose Del Monte, Bulacan
3		2nd floor Dona Amelia Bldg., Camias, San Miguel Bulacan
4		112-C Gov. Halili Ave., Brgy. Bagbaguin Sta. Maria, Bulacan
5		2nd Floor, LB Bldg., Paso De Blas cor. Quirino Highway, Malinta Valenzuela City
6		Ground Floor, Puregold Valenzuela, 419 McArthur Highway, Dalandanan Valenzuela
7		2nd Floor SM Building, Barangay San Antonio, Biñan, Laguna
8		2nd Floor Bautista Arcade, Tirona Highway, Binakayan, Kawit, Cavite
9		2nd floor ECG Bldg National Road Brgy Pantok Binangonan Rizal
10		Metro Towne Center ,2020 Marcos Alvarez Ave., Talon 5, Las Piñas City
11		Unit 203 and 205 Tower 1 Sunshine 100 City Plaza Pioneer, Pioneer Street Mandaluyong City
12		2nd Floor Starmall, EDSA cor. Shaw Blvd., Wack Wack, Mandaluyong City
13		Unit SF-206 Citigold Plaza, 175 Katipunan Ave. cor. Boni Serrano Ave, Quezon City
14		2nd Floor, Don Antonio Sports Center, Block 17, Lot 5, Holy Spirit Drive, Brgy. Holy Spirit, Commonwealth Ave., Quezon City
15		Unit G3 Francis Market, Gov. Pascual cor. M.H. del Pilar Sts., Tinajeros Malabon City

Blue Chip Gaming and Leisure Corporation (BCGLC)

BCGLC has a contract with the 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, furniture, fixtures, equipment and systems for the operations of the aforesaid VIP Slot Arcades. The wholly-owned subsidiary of BCGLC, Gold Coast Leisure World Corp. 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 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.

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.

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 adheres 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.

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, 2025, 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.

Compliance with environmental laws

The Group fully complies with all applicable governmental, environmental, health, and safety regulations. As of December 31, 2025, the Group has not encountered any material issues related to these regulatory areas. Similarly, the Group 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 Company's *Sustainability Report*.

Employees

The Group has 5,205 employees in the Philippines as at December 31, 2025. 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

DigiPlus recognizes that effective risk management is fundamental to sustaining long-term enterprise value. The Group, through its Enterprise Risk Management (ERM) framework, identifies, assesses, and monitors risks that may reasonably be expected to affect the Group's financial position, performance, cash flows, reputation, and strategic objectives.

Risks are evaluated based on their likelihood of occurrence, potential impact, and overall risk rating under both inherent (untreated) and residual (treated) scenarios, taking into account the effectiveness of existing mitigation measures. Risk assessments are regularly reported to Management and the Board and are integrated into the Group's governance oversight, compliance processes, and strategic decision-making.

The principal risks identified by the Group, arranged by enterprise materiality, are discussed below.

Regulatory and Compliance Risks

As a publicly-listed company operating in a highly regulated industry, DigiPlus is exposed to regulatory and compliance risks. These include potential breaches of laws and regulations governing gaming operations, anti-money laundering, data privacy, corporate governance, and securities regulations. Failure to comply with applicable requirements could result in penalties, fines, suspension of licenses, operational restrictions, reputational damage, or other adverse consequences.

The Company manages these risks through structured compliance programs, documented policies and procedures, internal controls, and regular compliance reviews. Regulatory developments and licensing requirements are continuously monitored. Compliance tracking mechanisms and periodic reporting across business units support timely identification and resolution of issues. Corrective actions are documented, tracked, and reviewed until closure.

Information Security and Technology Risks

The Group relies heavily on secure and reliable technology infrastructure to deliver its services. Risks in this area include system vulnerabilities, cyberattacks, data breaches, unauthorized access, system failures, and technological obsolescence. Such events may disrupt operations, compromise sensitive information, result in regulatory scrutiny, and damage stakeholder trust.

DigiPlus addresses these risks through cybersecurity frameworks that include vulnerability assessments, penetration testing, access controls, data protection measures, periodic reviews and enterprise risk reporting. Technical and administrative safeguards are implemented to protect information assets. Security awareness initiatives are conducted to strengthen employee vigilance. Identified vulnerabilities and incidents are addressed through remediation plans and follow-up monitoring.

Financial Risk

The Company is exposed to financial risks that may affect stability and performance, including revenue volatility, liquidity constraints, credit exposure, market fluctuations, and financial reporting risks. Financial misstatements, inadequate controls, or adverse market movements may impact profitability, cash flow, and capital position.

To mitigate these risks, DigiPlus maintains financial controls, budgeting discipline, and oversight mechanisms. Financial exposures are regularly reviewed, including those arising from regulatory or operational developments. Internal and external audits, scenario-based reviews, and credit assessments support risk identification. Management continuously monitors liquidity, capital allocation, and financial reporting compliance to ensure prudent financial stewardship.

Property Damage and Business Disruption Risks

The Group's operations may be affected by physical damage to property or disruptions arising from events such as fire, natural disasters, infrastructure failure, supply chain interruptions, or prolonged IT outages. Such disruptions could impair service delivery, affect revenue generation, and result in recovery costs.

DigiPlus manages these risks through business continuity and disaster recovery planning, facility inspections, infrastructure assessments, and scenario-based reviews. Contingency arrangements, including backup systems and alternative suppliers where applicable, are maintained to support operational resilience. Disruption events and dependencies are reviewed, and response protocols are activated through defined escalation channels when necessary.

Operational and Process Risks

Operational and process risks may arise from human error, system breakdowns, control gaps, fraud, power interruptions, equipment failure, or inefficiencies in internal processes. These risks may affect service quality, compliance, operational efficiency, and overall business performance.

The Company addresses operational risks through process reviews, internal audits, control assessments, and standardized operating procedures. Risk reporting mechanisms help identify control weaknesses and process issues. Corrective actions are implemented and monitored, with residual risks evaluated following mitigation. Continuous improvement initiatives and personnel training programs strengthen operational reliability and control effectiveness.

Environmental Risks and Social Risks

DigiPlus is exposed to environmental and social risks that may affect operations, reputation, and stakeholder relationships. These include physical risks from climate-related events such as typhoons and flooding, transition risks arising from evolving environmental regulations and shift to a low-carbon economy, and social risks related to workplace standards, community relations, and responsible business practices. Failure to effectively manage these risks may result in operational disruption, regulatory exposure, or reputational harm.

The Company monitors environmental and social risks through reviews of operational practices, regulatory developments, and stakeholder engagement. Climate risk assessment, environmental compliance measures, responsible workplace standards, and corporate social responsibility initiatives are implemented across the organization.

In 2025, DigiPlus completed its climate-related physical and transition risk assessment. Based on the outcome of the exposure and vulnerability assessment, the Group will continue to strengthen policies, procedures, and initiatives related to business continuity, emergency preparedness, regulatory compliance, and innovation to enhance operational resilience and sustainable performance.

Safety and Security Risk

Safety and security risks include threats that may cause harm to employees, customers, visitors, or assets, such as workplace accidents, theft, fraud, or other security incidents. These risks may result in operational disruption, financial loss, legal exposure, and reputational damage.

The Company conducts site-level reviews, incident reporting, and risk assessments to identify and evaluate safety and security exposures. Preventive measures include facility controls, emergency preparedness protocols, employee training, and security monitoring systems. Corrective actions are implemented promptly and monitored to reinforce compliance and improve response readiness.

Management reviews the above risk exposures on a periodic basis through the Enterprise Risk Management framework. Mitigation measures and corrective actions are monitored and tracked to support timely implementation and continued effectiveness, with updates reported through established governance channels.

Item 2. Properties

The major assets of the Group are: land, building, furniture and 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 and Hospitality Holding Company, Inc. ("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 Center, Inc. in Ad Hoc Case No. 2021-124, which denied Eco Leisure's claims against DigiPlus Interactive Corp. (formerly, Leisure & Resorts World 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.

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 Leisure and Resorts World Corporation (now: DigiPlus Interactive Corp.), counsel Atty. Katrina Nepomuceno.

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

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

The case involves the filing of a criminal case against a former employee for the 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 ₱6,150.00 respectively.

The Comment/Opposition dated November 12, 2024 filed by the accused was received by the Company's counsel on November 25, 2024.

During a scheduled hearing on September 1, 2025, the accused failed to appear. The Company's counsel informed the Court that the accused was convicted of theft by the Regional Trial Court of Cavite City – Branch 88 and had a Warrant of Arrest issued due to his absence at the promulgation hearing. Further, the Company's counsel moved for the forfeiture of his cash bond, the issuance of an arrest warrant, and to proceed with trial in absentia.

The court granted the above-mentioned motions. The presentation of the prosecution's evidence was set last January 26, 2026 at 8:30 A.M., while the presentation of the defense's evidence was set to March 16, 2026 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

The case involves the filing of a criminal case against a former employee for the unlawful taking of cash in the Prize Fund of the Extreme Bingo Club, SM Rosario Branch in Rosario Cavite in the amount of ₱200,000.00.

On April 7, 2025, on the hearing set for the presentation of the accused's evidence, the opposing counsel manifested that she is no longer able to contact the accused.

In view of the non-appearance of the accused, the Company's counsel moved (i) that the accused's bail be forfeited; (2) that a warrant of arrest be reissued against the accused; (3) that the accused's testimony be waived due to his non-appearance; and (4) that the case to be submitted for decision. The court granted the above motions and waived the accused's testimony, forfeited the bail of the accused, and ordered the issuance of a warrant of arrest. Consequently, the case is submitted for Decision.

On April 21, 2025, the Company received a copy of the Warrant of Arrest of the accused.

On August 7, 2025, the Court promulgated judgment and found the accused, Mr. Riño, guilty beyond reasonable doubt of the crime of simple theft with a penalty of imprisonment of *Arresto Mayor* as the minimum, to *Prision Correccional* as the maximum (6 months to 4 years and 2 months).

The accused is currently at large. A new Warrant of Arrest dated 08 August 2025 was issued by the Court to enforce the judgement.

5. "People v. Riza June Dela Bajan", Criminal Case No. 16036, 16037, 16038 for Estafa through Misappropriation [Art. 315 (b)] Municipal Trial Court in Cities, Fifth Judicial Region, Masbate City

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

The Complaint Affidavit was filed on December 27, 2023.

On January 17, 2024, the OCP of Masbate issued a Resolution recommending the filing of three (3) Informations against Ms. Dela Bajan in the Municipal Trial Court in the Cities (MTCC) in Masbate City. On July 31, 2024, Pre-Trial was terminated. The case was then referred to the Philippine Mediation Center for a Mandatory Mediation Conference.

For failure to reach an amicable settlement, the trial proper ensued.

On October 8, 2025, the Company sought the court's permission to file its Formal Offer of Evidence by October 20, 2025.

On November 20, 2025, the Court issued an Order noting that the prosecution filed its Formal Offer of Evidence on October 28, 2025. On November 21, 2025, the defense, through counsel, filed its Comments/Objections to the prosecution's Formal Offer. Notwithstanding the objections, the Court admitted the Plaintiff's Exhibits as part of the witnesses' testimony. The initial presentation of the defense's evidence remains scheduled for January 15, 2026 at 1:30 PM.

During the January 15, 2026 hearing, the defense waived the presentation of evidence as the accused, Riza June Dela Bajan, declined to testify. Accused, Ms. Dela Bajan, reiterated her offer to settle and pay the civil liability. The Court then directed the prosecution to file a short memorandum summarizing the prior proceedings, which was filed on February 11, 2026.

The Company subsequently received a Joint Order from the Court dated February 13, 2026 acknowledging the prosecution's submission of the memorandum and setting the promulgation of judgment on May 14, 2026 at 1:30 PM.

6. "People of the Philippines vs. Marvin S. Javier", Criminal Case No. 7557-M-2022, Regional Trial Court, Malolos City, Bulacan, Branch 84

Mr. Marvin S. Javier ("Mr. Javier"), identified as a high-roller player at Bingo Plus, Guiguinto, Bulacan, obtained a credit amounting to Four Million Five Hundred Thousand Pesos (₱4,500,000.00) from the branch in violation of the Company's policies. He allegedly persuaded the branch staff to extend the said credit. Subsequently, Mr. Javier left the premises without settling his outstanding balance and has since become unreachable through all known contact channels.

In view of the foregoing, a criminal Complaint for Estafa was instituted against accused. On December 20, 2022, an Information for Estafa was filed in Court with recommendation for bail in the amount of Php 60,000.00. Accused failed to appear in the arraignment proceeding. Accordingly, a Warrant of Arrest was issued on January 24, 2023.

To date, the accused remains at large.

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 Total Gamezone Extreme, Incorporated ("TGXI") against its cashier Mary France Pena who allegedly stole cash in the amount of ₱464,000.00.

The Complaint-Affidavit was filed on December 27, 2023 with the Office of the Public Prosecutor of Rizal.

Upon finding of probable cause, on August 29, 2024, the case was elevated to RTC Binangonan, Branch 68. Accused failed to appear in the arraignment proceeding. Accordingly, a Warrant of Arrest was issued. Since the Accused cannot be located, the Court archived the case pending arrest of the Accused. The Accused remains at large.

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") from the Commissioner of Internal Revenue's ("CIR") Final Decision on Disputed Assessment ("FDDA") dated May 24, 2017 issued against ABLE with respect to alleged deficiency value added tax ("VAT") and documentary stamp tax ("DST") assessments for taxable year ending 31 December 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 were cancelled.

CIR filed a Motion for Reconsideration thereafter.

The Company received the CIR's Petition for Review filed before the Supreme Court on July 4, 2024.

On April 23, 2025, the Supreme Court issued a Resolution which denied giving due course to the Commissioner of Internal Revenue's Petition for Review.

CIR filed a Motion for Reconsideration on the denial of the Petition for Review last July 10, 2025.

On December 3, 2025, the Company received the Entry of Judgment confirming the finality of the Supreme Court's ruling in connection with ABLE's 2013 tax audit and investigation.

9. "People of the Philippines vs. Cheryl Mortalla Go" Crim. Case No. M-PSY-18-36003-CR, for Violation of BP 22, Regional Trial Court, Pasay City, Branch 45

This is a criminal complaint case for BP. 22 under the Bouncing Checks Law filed against Ms. Cheryl Mortalla Go for issuing checks with insufficient funds. During the course of the trial, the parties underwent Court-Annexed Mediation before the Philippine Mediation Center – Pasay City Unit to determine if the parties are amenable to settle the case.

On December 18, 2018, after the Court-Annexed Mediation before the Philippine Mediation Center – Pasay City Unit, the parties submitted a Compromise Agreement (Civil Aspect) for the court's approval. The Court, in an Order dated February 8, 2019, approved the said agreement and archived the case subject to reinstatement/revival upon motion of either both parties.

Accused failed to comply and defaulted in payments based on the approved Compromise Agreement by the Court. Accordingly, on April 17, 2023, the Complainant filed a motion alleging non-compliance by the accused with her obligations under the Compromise Agreement.

The Court granted the motion and issued a Writ of Execution to enforce the civil obligation of Cheryl Mortalla Go.

The case has attained finality and was assigned to Sheriff Randy Leviste for execution. The Sheriff confirmed that no bank accounts exist under the name of Cheryl Go that may be garnished and advised that levy proceedings on her personal and real properties may now proceed.

10. "People of the Philippines v. John Lemuel Gardose", Criminal Case No. 8872, Regional Trial Court Branch 267, Taguig City

The case involves qualified 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 issued its Resolution charging the employee of Qualified Theft through Falsification of Documents.

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

The Court issued an Order setting the arraignment for the Qualified Theft charge on June 25, 2025 at 8:30AM.

On June 25, 2025 scheduled arraignment, the accused entered a plea of not guilty.

On October 1, 2025, the parties appeared for the scheduled Pre-Trial. However, the Pre-Trial was cancelled and reset to January 28, 2026 at 8:30 A.M.

On January 28, 2026, Mr. Gardose, together with his counsel, attended the Pre-Trial Conference. The Court set the trial dates for the presentation of both the Prosecution's and Defense's evidence. The next hearing is scheduled for June 3, 2026 at 08:30 AM.

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

The case involves the filing of a criminal case for Qualified Theft and Falsification of Documents against a former BingoPlus Foundation employee.

On October 21, 2024, the Office of the City Prosecutor issued its Resolution charging the employee of Qualified Theft and Falsification.

On November 27, 2024, Gardose was arraigned. He entered a plea of not guilty.

The prosecution and the Company's counsel attended and presented its witnesses in accordance with the schedules set. After the presentation of all the prosecution's witnesses and evidence, the court scheduled for the transfer of prosecution exhibit marking on January 28, 2026, at 1:30PM. Thereafter, the prosecution's Formal Offer of Evidence is due by February 3, 2026.

On February 10, 2026, the Defense appeared, and the Prosecution filed its Formal Offer of Evidence (FOE).

On February 24, 2026, Accused Gardose and his counsel filed the Defense's Comment on the Prosecution's FOE. The Court admitted all Prosecution evidence and allowed the Defense to file a Demurrer to Evidence. The Demurrer hearing is set on March 24, 2026, with the Prosecution's Comment due on April 21, 2026 at 8:30 A.M.

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

The Company filed a Complaint with the Office of the City Prosecutor (OCP) of Cauayan Isabela against the Accused for Estafa. On August 28, 2024, the OCP of Cauayan Isabela issued the Information charging all the accused of Estafa under Article 318 (a) (Other Deceits). The case involves game rigging with conspiracy committed by BingoPlus Cauayan employees and the jackpot winner.

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 to Estafa under Article 315 (b) of the Revised Penal Code. Accordingly, the information filed in Court was Estafa by the OCP.

In an Order dated November 22, 2024, the court issued a Warrant of Arrest against the accused with bail bond of Php48,000.00.

Arraignment, Pre-Trial, and Trial ensued accordingly.

On July 23, 2025, the Court issued an Order granting the Demurrer to Evidence filed Accused Rafael Aquino Ramirez. On July 28, 2025 the Court issued an Order denying the Demurrer to Evidence of Accused Catherine I. Vargas and Liwliwa F. Villoria is denied. The Clerk of Court was directed to set the case for presentation of evidence of the defense.

On October 9, 2025, Subpoena was issued to co-accused Catherine I. Vargas and Liwliwa P. Viloría to appear before the Court on November 6, 2025 at 8:30AM. During the hearing on November 6, 2025, Accused Vargas and Viloría's counsel manifested before the Court their intention to plead guilty to the offense charged, invoking mitigating circumstances to lessen the penalty.

On December 3, 2025, Accused filed their Motion dated December 3, 2025 manifesting their clients' intention to plead guilty, invoking mitigating circumstances and seeking to be considered as accomplices rather than principals. On December 15, 2025, the Company filed its Comment/ Opposition on the Motion filed by the accused.

The Company received an Order dated January 5, 2026, wherein the Court denied the Motion to Plead Guilty as Accomplices filed by the Accused counsel, finding no basis since the prosecution had established the case and did not consent to a plea to a lesser offense. The next hearing for the presentation of the Defense's evidence is scheduled on March 25, 2026 at 8:30 A.M., with a subpoena issued to the accused.

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

On September 11, 2024, the Company filed a Complaint-Affidavit before the Office of the Provincial Prosecutor (OPP) of Nueva Ecija against Mr. Rommel Manabat ("Mr. Manabat") for the alleged unlawful taking of the amount of Six Hundred Thousand Pesos (Php600,000.00) from Big Time Gaming Corporation. On October 9, 2024, the OPP found probable cause to charge Mr. Manabat for the crime of Theft.

On December 2, 2024, an Information was filed against Mr. Manabat charging him with the crime of Theft under Art. 308 of the Revised Penal Code for willfully, unlawfully, and feloniously taking the amount of Six Hundred Thousand Pesos (Php600,000.00) from Big Time Gaming Corporation.

Accused failed to appear in the arraignment proceeding. The Municipal Trial Court, Talavera, Nueva Ecija ("MTC Talavera") issued a Warrant of Arrest dated December 4, 2024 ("Warrant of Arrest") against accused Manabat.

On August 7, 2025, since the accused cannot be located, the Company received an Order dated July 16, 2025, stating that the case against Mr. Manabat for Theft has been archived. The Chief of PNP Talavera has been directed to effect the Warrant of Arrest against accused Manabat.

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

On February 23, 2024, the Company filed a Complaint-Affidavit before the Office of the City Prosecutor – Mabalacat Pampanga, against Mr. Kerwin Tating ("Mr. Tating"), for the alleged unlawful taking of the amount of Two Hundred Ninety-Six Thousand Five Hundred Pesos (PhP296,500.00).

The case was referred to the Philippine Mediation Center for mediation proceedings. For failure to reach an amicable settlement, the mediation proceedings were terminated. Trial ensued.

The next hearing is scheduled on April 16, 2026 at 8:30 A.M.

15. "Blue Chip Gaming and Leisure Corp. vs. Jalyn E. Cruz", NPS
Docket No. XI-02-INV-24-5556, Office of the City Prosecutor,
Davao City

This is a complaint for Falsification of Commercial Documents and Qualified Theft filed against a former marketing manager Jalyn E. Cruz. The Complaint-Affidavit was filed on August 7, 2024.

On December 2, 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 and Estafa. On December 17, 2024, the Company filed a Motion for Partial Reconsideration ("MPR") with the Office of the City Prosecutor of Davao to appeal the crime charged from Estafa to Qualified Theft. However, OCP denied the Motion for Partial Reconsideration by the Company. On December 23, 2024, an information was filed in Court and was raffled to Branch 4 of Davao City-MTCC for Estafa.

On January 9, 2025, the Court issued Warrants of Arrest against Jalyn Cruz for Estafa. The Company is awaiting the order of the Court setting the case for arraignment.

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

16. "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 Petition was filed to apply for the issuance of title over the Company's real property located in Boracay Island, specifically Lot No. 7370-A-Pt (102-Pt), situated at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

During the initial hearing on September 3, 2025, it was stated that the Compliance with the Order dated August 13, 2025 had been filed, however, the Land Registration Authority (LRA) had not yet received it. The Court consequently directed that the Compliance be re-filed and a copy furnished to the LRA. The next hearing is scheduled on March 4, 2026 at 10:00 AM.

17. "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 Petition was filed to apply for the issuance of title over the Company's real property located in Boracay Island, identified as Lot No. 7371-A-Pt (99-Pt), situated at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

The initial hearing is set on April 7, 2025 at 8:30 AM.

On April 7, 2025, an Order was issued by the Court dated February 14, 2025 directing the Company to comply with the LRA's requirements in its report dated August 29, 2024.

During the hearing on June 10, 2025, the LRA required the Company to amend the application due to revisions in the lot area to exclude road easements, which will be submitted in due course.

The Amended Petition for Titling was filed with the Court on November 5, 2025 and is currently pending the Court's action.

18. "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 Petition was filed to apply for the issuance of title over the Company's real property located in Boracay Island, identified as Lot No. 7378-A-Pt (99-Pt), situated at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

During the August 7, 2025 hearing, the Court directed the submission of a full-sized copy of the plan and a certified copy of the approved technical description. The Company is in the process of securing the required certifications and technical descriptions from the DENR Regional Office.

In an Order dated August 7, 2025, the Court granted six (6) months to comply with the LRA requirements and reset the initial hearing to February 19, 2026 at 8:30 AM.

In compliance with the Court Order dated August 7, 2025, the clear full-size Certified Copy of the Survey Plan and the clear Certified Copy of the Technical Description were submitted to the Court. The Court acknowledged receipt and issued a Compliance to the Order on December 3, 2025. The next scheduled hearing is on June 18, 2026 at 8:30am.

19. "In re: Application for Original Registration of Title of Lot 5941, et al., Malay Cadastre, with an area of 169,680 square

meters, located at Manoc-Manoc, Boracay Island, Malay, Aklan”,
LRC No. 545, Regional Trial Court, Kalibo, Aklan, Branch 3

This Petition was filed to apply for the issuance of title over the Company’s real property located in Boracay Island, identified as Lot No. 5941, et al., situated at Sitio Sugod, Manoc-Manoc, Boracay Island, Malay, Aklan.

The Company is awaiting the schedule of the initial hearing to be set by the Court.

20. “People of the Philippines vs. Aila Marnel Laureta, Criminal
Case No. 10967, Regional Trial Court, Taguig City, Branch 153

The case involves irregularities in the disbursement of cash prizes in BingoPlus’ social media campaigns. The respondent allegedly falsified the campaign reports in order to misappropriate company funds.

On October 3, 2025, the Company filed a Complaint-Affidavit against the Respondent for theft.

The Company attended the Preliminary Investigation on October 24, 2025, but neither the Respondent nor the Prosecutor was present. The hearing was rescheduled for November 7, 2025 at 1:30 P.M. On November 7, 2025, Respondent Laureta again failed to appear, and the case was submitted for resolution.

On November 25, 2025, the Company received a resolution from the Office of the Prosecutor of Taguig City directing that the Respondent be indicted for theft under the Cybercrime Prevention Act. The issuance of the Warrant of Arrest is currently pending for release.

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

- a) An annual meeting of the stockholders of the Registrant was held on July 25, 2025.
- 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. Tang Yong
 - 6. 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:

- 7. Atty. Timoteo B. Aquino
 - 8. Mr. Ramon Pancratio D. Dizon
 - 9. Mr. Arthur R. Tan
- c) During the annual meeting of the stockholders of the Registrant last July 25, 2025, 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 26, 2024;
 - 2. Approval of the Annual Report and Audited Financial Statements for the fiscal year 2024;
 - 3. Ratification of actions taken by the Board of Directors and Officers since the last annual meeting held on July 26, 2024;
 - 4. Nomination and Election of Directors;
 - 5. Appointment of External Auditor; and
 - 6. Approval of the amendments of the Company’s By-Laws;
- 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

b) 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 four 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 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
2Q 2025	65.30	65.30	31.70	31.70	350,027,400	350,028,160
3Q 2025	51.95	51.95	13.68	13.68	1,713,355,600	1,713,355,746
4Q 2025	28.30	28.30	15.04	15.04	447,017,700	447,017,700
1Q 2026	20.30	20.30	13.08	13.08	898,630,892	1,011,749,892

Closing Market Price as of April 28, 2026 is ₱13.36 per share.

The Company complied with the required minimum public ownership. As of December 31, 2025, total number of common shares owned by the public is 1,998,701,103 shares or equivalent to 44.32% of the total issued and outstanding common shares.

The Company’s earnings (loss) per share are: ₱2.8098 and ₱2.8536 per share 2025 and 2024, respectively.

c) Holders

The stock transfer agent reported 1,798 holders of common shares of the registrant, as of 24 April 2026. 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)	3,124,311,606	68.35%
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,280,003,257	28.00%
3	GLOBALIST TECHNOLOGY COMPANY LIMITED	100,000,000	2.19%
4	AB LEISURE EXPONENT, INC.	21,567,000	0.47%
5	DOMINIQUE L. BENITEZ	12,865,669	0.28%
6	EUSEBIO H. TANCO	10,432,480	0.23%
7	WILLY NG OCIER	2,125,200	0.05%
8	YINGCAI TAN	825,900	0.02%

No	Name	No. Of Shares Held	% To Total
9	LIBERTY FARMS, INC	809,129	0.02%
10	PROVIDENT INSURANCE CORP.	591,023	0.01%
11	BRISOT ECONOMIC DEVELOPMENT CORP.	512,004	0.01%
12	OLIVER V. AMORIN	311,220	0.01%
13	ALLEN CHAM	260,242	0.01%
14	DAVID GO SECURITIES CORP.	251,870	0.01%
15	BENJAMIN L. PAY	251,674	0.01%
16	JOSEPH D. ONG	204,252	0.00%
17	CASIMIRO C. OCAMPO &/OR IRENEA PEDRO	190,734	0.00%
18	REGINA ORDONEZ BENITEZ	187,116	0.00%
19	ORMOC ELECTRIC COMPANY INC.	182,358	0.00%
20	INTER-PORT COMMERCIAL CORP.	177,727	0.00%

Below is the summary list of foreign ownership as of 24 April 2026, 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	75	2,999,409	0.07%
Filipino	1,704	3,599,692,949	78.75%
German	1	1,064	0.00%
Spanish	2	19,442	0.00%
Taiwanese	2	69,900	0.00%
Others	3	968,057,646	21.18
Total	1,798	4,570,995,146	100.00%

Nationality	No. of Shareholders	No. of Shares Held	% To Total
American	10	141,117	0.00%
British	1	13,619	0.00%
Chinese	75	2,999,409	0.07%
Filipino	1,704	3,599,692,949	78.75%
German	1	1,064	0.00%
Spanish	2	19,442	0.00%
Taiwanese	2	69,900	0.00%
Others	3	968,057,646	21.18
Total	1,798	4,570,995,146	100.00%

d) 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
2025	0.860
2026	0.830

No dividends declared in 2018 to 2023.

On March 17, 2026, DigiPlus' Board of Directors approved the declaration of cash dividends to all stockholders of the Parent Company amounting to Php0.83 per outstanding common share. The cash dividends were payable on April 15, 2026 to stockholders of record as of April 1, 2026.

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.

e) 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.

Employee Stock Option Plan A (ESOP A)

On 31 January 31 and 27 March 2023, the BOD and stockholders, respectively, of the Parent Company approved its employee stock options plan (ESOP) divided into three tranches: ESOP A, B, and C.

On 4 July 2024, the Securities and Exchange Commission approved the Corporation's application for exemption from registration of the first tranche of its ESOP known as "ESOP A" pursuant to Section 10.2, Securities Regulation Code finding that the issuance of shares shall be limited to the qualified employees of the Company. As of 31 March 2026, the Company issued 184,335,968 shares in favor of eligible employees who exercised their rights on the following issuance dates:

Date of Issuance to Participants	Number of ESOP Shares Paid in Full
March 20, 2025	25,285,500
April 22, 2025	16,434,100
May 20, 2025	4,224,300
June 24, 2025	69,757,610
June 25, 2025	4,610,590
July 25, 2025	522,400
September 10, 2025	969,500
October 24, 2025	841,000
December 3, 2025	669,000
January 23, 2026	14,800,300
February 24, 2026	1,118,000
February 25, 2026	45,103,668
Total	184,335,968

Employee Stock Option Plan B (ESOP B)

On 27 January 2026, the SEC approved the Corporation's application for exemption from registration of its second tranche pursuant to Section 10.2, Securities Regulations Code. The SEC approved the issuance of another 220,382,958, otherwise known as ESOP B in the Company's ESOP Plan Rules, again finding that the issuance of shares shall be limited to the qualified employees of the Company. As of 31 March 2026, no shares pertaining to ESOP B have been exercised.

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), (3) 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 - 97.27% owned), (7) LR Data Center and Solutions, Inc. (LRDCSI - 80% owned), (8) First Cagayan Converge Data Center Inc. (FCCDCI - 74.36%); 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) Diginvest Holdings Inc. (Diginvest - 100% owned); (13) DigiPlus Brazil Holding LTDA. (100% owned); (14) DigiPlus Brazil Interactive LTDA (100% owned); (15) DigiPlus Global Pte. Ltd. (100% owned); (16) DigiPlus South Africa (Pty.) Limited (100% owned); and (17) DigiPlus Kruger Park (Pty.) Limited (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, Macabacle, 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, Macabacle, 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.

Property and Other Investments

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, ABLI 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 in 2024.

LRLDI

LRLDI entered into various lease agreements as lessor with lease terms ranging from two (2) to five (5) years.

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.

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 Diginvest is located at 35th Floor, Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City.

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

Q1 2026 as compared to Q1 2025

CONSOLIDATED REVENUE AND OPERATING INCOME

Breakdown of consolidated revenues and costs and expenses are as follows:

<i>Amounts in Thousands</i>	For three months ended March		Inc/(Dec)	% Change
	31			
	2026	2025		
REVENUE				
Retail games	₱16,996,414	₱22,753,214	(₱5,756,800)	-25%
Rental income - casino	127,917	139,630	(11,713)	-8%
Service and hosting fees	59,339	87,017	(27,678)	-32%
Commission income	20,861	60,539	(39,678)	-66%
Revenue from leases	39,824	22,420	17,404	78%
	17,244,355	23,062,820	(5,818,465)	-25%
COSTS AND EXPENSES				
Franchise fees and taxes	(5,387,740)	(8,771,839)	(3,384,099)	-39%
Advertising and promotion	(4,532,331)	(4,830,895)	(298,564)	-6%
Outside services	(2,430,792)	(2,717,951)	(287,159)	-11%
Salaries and other employee benefits	(1,200,007)	(1,187,617)	12,390	1%
Subscription and association fees	(654,474)	(557,220)	97,254	17%
Depreciation and amortization	(474,141)	(326,817)	147,324	45%
Communications and utilities	(107,427)	(94,126)	13,301	14%
Taxes and licenses	(38,161)	(47,344)	(9,183)	-19%
Repairs and maintenance	(30,479)	(14,589)	15,890	109%
Others	(219,908)	(251,794)	(31,886)	-13%
	(15,075,460)	(18,800,192)	(3,724,732)	-20%
Operating Income	₱2,168,895	₱4,262,628	(₱2,093,733)	-49%

Consolidated Revenue

For the three-month period ended March 31, 2026, consolidated revenue decreased by 25% or ₱5,818.5 million from ₱23,062.8 million in 2025 to ₱17,244.4 million. The decline was primarily driven by the delinking of e-wallet in-app access to licensed online gaming platforms, which resulted in reduced user accessibility and transaction volumes. This was further impacted by softer consumer spending conditions during the period, partly influenced by higher fuel costs.

Retail

ABLE and its subsidiaries, TGXI and Gamemaster recognized revenue amounting to ₱16,996.4 million for the three-month period ended March 31, 2026, a decrease of 25% or ₱5,756.8 million compared with the same period in 2025, primarily reflecting the impact of the delinking of e-wallet in-app access to licensed online gaming platforms discussed above.

As of March 31, 2026, there were 134 land-based sites in operation with full capacity.

Casino

Casino revenue decreased by 8% or ₱11.7 million, from ₱139.6 million in the first three months of 2025 to ₱127.9 million for the three-month period ended March 31, 2026. The decline was primarily attributable to a reduction in the number of gaming machines leased to third parties.

Network and Licenses

Network and licenses revenue decreased by ₱27.7 million or 32% from ₱87.0 million in the first three months of 2025 to ₱59.3 million in the first three months of 2026. The decline was primarily attributable to (i) lower bandwidth revenues due to the non-renewal of certain contracts with customers and the cessation of operations of one customer, and (ii) reduced hosting and application revenues following a change in the computation of revenue share, which shifted from a fixed percentage of revenue to a structure based on the number of gaming tables.

Commission income

Commission income decreased by 66% or ₱39.7 million from ₱60.5 million in the first three months of 2025 to ₱20.9 million for the three-month period ended March 31, 2026. The decline was primarily attributable to a reduction in the number of game platforms utilized by third-party operators, resulting in lower commission-based revenues from the Group's licensed gaming services.

Revenue from leases

Rental revenue increased by ₱17.4 million or 78% from ₱22.4 million in the first three months of 2025 to ₱39.8 million during the same period in 2026. The increase was attributable to new lease agreements in 2025.

Consolidated Costs and Expenses

Costs and expenses decreased by ₱3,724.7 million, or 20%, from ₱18,800.2 million in 2025 to ₱15,075.5 million in 2026, primarily in line with the decline in revenues.

Franchise fees and taxes decreased by ₱3,384.1 million, or 39%, mainly due to lower revenues and the corresponding decrease in PAGCOR share rates.

Advertising and promotion expenses decreased by ₱298.6 million, or 6%, primarily due to reduced campaign intensity and optimization of marketing initiatives in response to lower revenue brought about by the delinking of payment channels.

Outside services declined by ₱287.2 million, or 11%, primarily due to lower payment channel fees and service-related costs in line with reduced transaction volumes.

Subscription and association fees increased by ₱97.3 million, or 17%, mainly due to higher platform-related subscription costs and system support services.

Depreciation and amortization increased by ₱147.3 million, or 45%, attributable to additional capital expenditures, including investments in technology infrastructure and platform development.

Communications and utilities increased by ₱13.3 million, or 14%, due to higher system usage and increased connectivity requirements to support operations.

Taxes and licenses decreased by ₱9.2 million, or 19%, primarily due to lower business-related taxes in line with reduced revenues.

Repairs and maintenance increased by ₱15.9 million, or 109%, mainly due to higher maintenance and refurbishment activities during the period.

Other expenses decreased by ₱31.9 million, or 13%, largely due to cost management initiatives and lower miscellaneous operating expenses.

Operating Income

Operating income decreased by 49% or ₱2,093.7 million, from ₱4,262.6 million in the first three months of 2025 to ₱2,168.9 million for the three-month period ended March 31, 2026. The decline was primarily attributable to lower revenues during the period, partially offset by a reduction in franchise fees and taxes and other operating expenses.

CONSOLIDATED EBITDA AND NET INCOME

Details of EBITDA and net income are as follows:

<i>Amounts in thousands</i>	For three months ended March		Inc/(Dec)	% Change
	2026	2025		
		31		
Revenues	₱17,244,355	₱23,062,820	(₱5,818,465)	-25%
Costs and expenses (excluding depreciation and amortization)	(14,601,319)	(18,473,375)	(3,872,056)	-21%
EBITDA*	2,643,036	4,589,445	(1,946,409)	-42%
Net gain on financial assets at FVPL	587,588	-	587,588	100%
Depreciation and amortization	(474,141)	(326,817)	147,324	45%
Foreign exchange gain (loss), net	205,122	(68,462)	(273,584)	-400%
Finance income	121,302	66,254	55,048	83%
Finance expense and bank charges	(34,953)	(37,404)	(2,451)	-7%
Equity in net loss of joint venture	(9,660)	(17,240)	(7,580)	-44%
Provision for tax	(216,088)	(1,709)	214,379	12544%
Other income (expenses) - net	(2,662)	(554)	2,108	381%
Net income after tax	2,819,544	4,203,513	(1,383,969)	-33%
Minority interest	738	(1,514)	(2,252)	-149%
Net income attributable to Parent Company	₱2,820,282	₱4,201,999	(₱1,381,717)	-33%

*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 decreased by 33% or ₱1,384.0 million, from ₱4,203.5 million in the first three months of 2025 to ₱2,819.5 million in the first three months of 2026. EBITDA likewise decreased by 42% or ₱1,946.4 million, from ₱4,589.4 million to ₱2,643.0 million over the same period. The declines were primarily attributable to the significant reduction in revenues from the retail segment, partially offset by lower franchise fees and taxes, as well as reductions in advertising and promotion and outside services.

Financial Position

On a consolidated basis, the financial position of DigiPlus Interactive Corp. and its subsidiaries (the "Group") remains strong.

As at March 31, 2026, total assets amounted to ₱58.3 billion, representing an increase of ₱5.2 billion or 10% from ₱53.1 billion as at December 31, 2025. The increase was primarily driven by higher prepaid expenses and other current assets, recognition of financial assets at fair value through profit or loss (FVPL), as well as increases in intangible assets and other noncurrent assets.

Cash and cash equivalents decreased to ₱20,497.0 million as of March 31, 2026, mainly due to cash outflows for investing activities, particularly the investment in convertible notes issued by International Entertainment Corporation (IEC), partially offset by cash generated from operating and financing activities.

Receivables and lease receivables decreased by ₱603.4 million, or 18%, primarily due to timing differences in collections arising from a higher number of banking days as of March 31, 2026 compared to December 31, 2025, resulting in lower outstanding balances at period-end.

Prepaid expenses and other current assets increased by ₱1,148.9 million or 63%, mainly due to higher prepayments related to advertising, taxes and insurance, and advances to suppliers, which are subsequently amortized over the relevant periods.

Investments and advances decreased primarily due to the Group's share in the net loss of HEPI.

Financial assets at fair value through profit or loss amounted to ₱6,763.6 million as of March 31, 2026, representing the Group's investment in convertible notes issued by IEC in March 2026.

Financial assets at fair value through other comprehensive income decreased by ₱1.1 million or 6% due to fair value losses recognized during the period.

Property and equipment decreased by ₱247.0 million or 5%, mainly due to depreciation, partially offset by renovations of land-based sites and acquisitions of office and IT equipment.

Intangible assets, which include goodwill, software, licenses, and other intangible assets, increased by ₱232.9 million or 6%, primarily due to capitalized software and game development costs, net of amortization. Goodwill amounted to ₱1.3 billion as of March 31, 2026, arising from prior business acquisitions, including share and land-based site acquisitions.

Other noncurrent assets increased by ₱857.4 million or 61%, mainly due to higher deferred costs related to software and game development and an increase in cash performance bonds associated with new gaming licenses on site. These also include advances to suppliers, rental deposits, and other assets.

Total liabilities amounted to ₱17,660.8 million as of March 31, 2026, an increase of ₱5,669.8 million or 47% from ₱11,991.0 million as at December 31, 2025. The increase was primarily driven by higher trade payables and other current liabilities, as well as dividends payable.

Trade payables and other current liabilities increased by ₱1,830.4 million or 23%, mainly due to optimization of credit terms with various suppliers.

Dividends payable increased by ₱3.8 billion, primarily due to dividends declared in March 2026, which were subsequently settled in April 2026.

Deferred tax liabilities increased by ₱215.1 million, or 14%, primarily due to the derivative gain on the financial assets at FVPL.

Total equity amounted to ₱40,662.7 million as of March 31, 2026, a decrease of ₱431.9 million or 1% from ₱41,094.6 million as at December 31, 2025. The decrease in total equity was mainly attributable to dividends declared during the period, which exceeded net income generated for the first quarter of 2026, partially offset by the issuance of shares from the exercise of stock options and foreign currency translation adjustments.

Capital stock and additional paid-in capital increased by ₱756.0 million or 6%, attributable to the issuance of common shares arising from the exercise of stock options.

Foreign currency translation reserve increased by ₱48.9 million or 198%, mainly due to the translation of net assets of foreign subsidiaries, including those with transactions denominated in Brazilian Real.

Other reserves decreased by ₱279.3 million or 27%, primarily due to the exercise of employee stock options amounting to ₱343.5 million, partially offset by other reserve movements of ₱64.2 million.

Retained earnings decreased by ₱955.7 million or 5%, primarily reflecting dividends declared during the period, partially offset by net income earned in the first quarter of 2026.

Cash Flows

The Group's cash and cash equivalents decreased by ₱2,904.9 million, from ₱23,401.8 million as at December 31, 2025 to ₱20,497.0 million as at March 31, 2026.

Net cash provided by operating activities amounted to ₱3,903.4 million, a decrease of ₱635.1 million or 14% from ₱4,538.4 million in the same period last year. The decline was primarily attributable to lower income before income tax during the period.

Net cash used in investing activities amounted to ₱7,220.7 million, mainly driven by the Group's investment in convertible notes issued by IEC amounting to ₱5,903.3 million during March 2026. Additional outflows were incurred for capital expenditures, including investments in property and equipment and intangible assets, as well as increases in other noncurrent assets.

Net cash provided by financing activities amounted to ₱412.5 million, primarily attributable to proceeds from the issuance of common shares arising from the exercise of stock options.

Overall, the Group maintains adequate liquidity position, supported by positive operating cash flows and sufficient cash reserves to fund its investment activities, expansion initiatives, and working capital requirements.

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.

2025 as Compared to 2024

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>	2025	2024	Inc/(Dec)	% Change
GROSS REVENUE				
Retail games	₱83,050,158	₱74,106,611	₱8,943,547	12%
Rental income	561,580	552,947	8,633	2%
Service and hosting fees	277,253	407,044	(129,791)	-32%
Commission and other income	163,882	149,707	14,175	9%
Revenue from leases	113,007	6,839	106,168	1552%
Total Gross Revenue	84,165,880	75,223,148	8,942,732	12%
COSTS AND EXPENSES				
Franchise fees and taxes	30,994,857	33,685,937	(2,691,080)	-8%
Advertising and promotion	20,169,271	13,273,819	6,895,452	52%
Outside services	10,224,745	9,074,623	1,150,122	13%
Salaries and other benefits	4,432,683	2,776,366	1,656,317	60%
Subscription	2,378,631	1,097,057	1,281,574	117%
Depreciation and amortization	1,605,521	1,069,601	535,920	50%
Rent	314,862	347,998		-10%
			(33,136)	
Repairs and maintenance	241,398	113,730	127,668	112%
Communications and utilities	418,365	368,467	49,898	14%
Taxes and licenses	148,958	135,920		10%
			13,038	
Bandwidth and co-location costs	66,386	73,762	(7,376)	-10%
Others	540,478	337,022	203,456	60%
Total Costs and Expenses	71,536,155	62,354,302	9,181,853	15%
Operating Income	₱12,629,725	₱12,868,846	(₱239,121)	-2%

Consolidated Revenue

In 2025, total revenues reached ₱84,165.9 million, primarily driven by retail gaming operations which contributed ₱83,050.2 million, or approximately 99% of total revenues. Growth was supported by increased player activity, improved monetization, and expansion of gaming platforms, partially offset by changes in payment channel accessibility and promotional reinvestments.

Retail

ABLE and its subsidiaries, TGXI and Gamemaster recognized revenue in 2025 amounting to ₱83,050.2 million, an increase of 12% or ₱8,943.5 million. This was mainly due to increase in retail business operations, number of active users and user activity.

As of December 31, 2025, there were 139 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.

In January 2022, ABLE received a PAGCOR license to start a 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 2% or ₱8.6 million from ₱552.9 million in 2024 to ₱561.6 million in 2025. The increase was mainly due to new gaming machine lease agreement in 2025 and increase in foot traffic.

Network and Licenses

There was a decrease in network and licenses revenue from ₱407.0 million in 2024 as compared to ₱277.3 million in 2025. The decrease amounting to ₱129.7 million or 32% was attributable to license expiration of one licensee.

Property

There was an increase in rental revenue from ₱6.8 million in 2024 to ₱113.0 million in 2025. The increase amounted to ₱106.2 million or 1,552%. The increase was attributable to renewal of contracts, rental escalation and new lease agreements in 2025.

Consolidated Costs and Expenses

Cost and operating expenses increased to ₱71,536.2 million in 2025, compared to ₱62,354.3 million in 2024, representing a 15% growth. The increase was primarily driven by higher promotional spend, marketing and advertising investments, and payment processing costs associated with supporting transaction growth and maintaining market competitiveness. These expenditures are aligned with the Group’s strategy to sustain growth, strengthen market position, and enhance user experience.

Operating Income

Operating income amounted to ₱12,629.7 million, slightly lower compared to ₱12,868.8 million in 2024. While revenues increased during the period, operating margins were impacted by higher reinvestment levels, particularly in promotions, marketing, and payment-related costs.

CONSOLIDATED EBITDA AND NET INCOME

Details of EBITDA and net income are as follows:

<i>Amounts in thousands</i>	2025	2024	Inc/(Dec)	% Change
Gross revenues	₱84,165,880	₱75,223,148	₱8,942,732	12%
Costs and expenses (excluding depreciation and amortization)	(69,930,634)	(61,284,701)	8,645,933	14%
EBITDA*	14,235,246	13,938,447	296,799	2%

Depreciation and amortization	(1,605,521)	(1,069,601)	535,920	50%
Finance expense	(136,057)	(177,164)	41,107	-23%
Unrealized fair value gain on investment property	79,717	142,141	(62,424)	-44%
Income tax expense	(28,900)	(46,509)	(17,609)	-38%
Other expenses - net	19,389	(203,208)	222,597	110%
Net income after tax	12,563,874	12,584,106	(20,232)	0%
Minority interest	1,433	(6,222)	7,655	-123%
Net income attributable to Parent Company	₱12,565,307	₱12,577,884	(₱12,577)	0%

*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 remained stable at ₱12.6 billion, as revenue growth was offset by higher operating expenses, primarily driven by increased promotional activities, marketing investments, and payment processing costs aimed at sustaining user growth and engagement. EBITDA improved by 2% in 2025 or equivalent to ₱296.8 million as compared to 2024. The stable profitability reflects the Company's ability to balance revenue growth with strategic reinvestments, maintaining strong earnings despite increased operating costs.

Financial Position

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

As at December 31, 2025, our total assets stood at ₱53.1 billion, an increase of ₱8.9 billion or 20% as compared to total assets as of December 31, 2024 amounting to ₱44.1 billion.

The increase was attributable to increase in cash, prepayments and other current assets, and intangible assets. This was brought about by increase in operational activities of retail segment of the Group.

Cash and cash equivalents increased to ₱23,401.8 million as of December 31, 2025, reflecting strong operating cash flows. This provides the Group with flexibility to fund expansion initiatives, support strategic investments, and undertake capital management programs such as the approved share buyback.

Receivables and lease receivables decreased by ₱1,833.9 million or 36% was mainly attributable to the delinking of the platforms from payment gateways effective August 17, 2025 and collection of various outstanding receivables.

Prepaid expenses and other current assets increased by ₱343.9 million or 23% mainly due to prepayments and advances to various suppliers which are subsequently amortized.

Investment and advances decreased mainly due to share in net loss of HEPI.

Financial assets at fair value through other comprehensive income decreased by ₱44.8 million or 72% due to loss on revaluation during the year.

Property and equipment decreased by 4% or ₱187.7 million, mainly due to straight-line depreciation, net of additional right-of-use assets, renovations of land-based sites and offices and acquisition of office and IT equipment during the year.

Investment properties increased by ₱79.7 million mainly due to revaluation increment in 2025.

Intangible assets consist of goodwill, software, licenses and other intangible assets. Goodwill amounting to ₱1.3 billion were from the business acquisition of the Group which includes share and land-based site acquisitions.

Software, licenses and other intangible assets increased by ₱1.44 billion mainly due to capitalized cost for software and game development, net of amortization during the year.

Other noncurrent assets decreased by ₱232.3 million or 14%, 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.

Total liabilities as of December 31, 2025 amounted to ₱11,991.0 million with a decrease of ₱874.2 million or 7% from the total liabilities as of December 31, 2024 amounting to ₱12,865.1 million. The decrease was mainly because of settlement of various trade and other payables, and lease liabilities.

Trade payables and other current liabilities decreased by ₱711.8 million or 8% mainly due to settlement of various outstanding payables during the year.

Capital stock and additional paid-in capital increased by ₱1,367.6 million or 12% attributable to issuance of common shares from the exercise of stock options.

Treasury shares increased by ₱539.7 million or 125% as a result of the share repurchase transactions made in July 2025. The share buyback program reflects management's confidence in the Group's long-term fundamentals and its commitment to enhancing shareholder value through optimized capital allocation.

Foreign currency translation reserve increased by ₱72.6 million or 152% due to translation of net assets of subsidiaries in Brazil with transactions denominated in Brazilian Real.

Other reserve increased by ₱146.6 million or 16% due to reserve for employee stock options amounting to ₱758.8 million, net of exercise amounting to ₱612.2 million.

Cash Flows

Cash balance as of December 31, 2025 and 2024 amounted to ₱23.4 billion and ₱14.0 billion, respectively. The increase was mainly due to net cash provided by operating activities amounting to ₱15.9 billion. This was reduced by the cash used in investing and financing activities amounting to ₱2.2 billion and ₱4.2 billion, respectively.

The Company and its subsidiaries:

- f) 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;
- g) 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;
- h) 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;
- i) Have not breached any loans, leases or other indebtedness or financing agreement; and
- j) Have no material commitment for capital expenditure, aside from those already discussed.

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%
Rental income	552,947	475,937	77,010	16%
Service and hosting fees	407,044	340,592		20%

			66,452	
Commission income	149,707	62,235	87,472	141%
Revenue from sub-lease	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		-18%
			(30,008)	
Bandwidth and co-location costs	73,762	39,510		87%
			34,252	
Repairs and maintenance	113,730	39,443		188%
			74,287	
Others	337,022	127,600		164%
			209,422	
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%

*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.

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 CY 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 Nine Million Four Hundred Eighty Thousand Pesos (₱9,480,000) and Eight Million Three Hundred Thousand Pesos (₱8,300,000) in 2025 and 2024, 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. The ICD issued its Certificate on August 2025.

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 5 May 2026.

DIGIPLUS INTERACTIVE CORP.

Issuer

By: 


ATTY. CAROL V. PADILLA

Corporate Secretary

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

CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS

I, **CAROL V. PADILLA**, of legal age, Filipino, with office address at _____ after having been duly sworn to in accordance with law do hereby depose, state and certify that:

1. I am the duly elected and incumbent Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** ("Corporation") a corporation duly organized and existing under and by virtue of the laws 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, 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 hereunto affix my signature this APR 14 2026 day of _____, in Taguig City.

CAROL V. PADILLA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this APR 14 2026 at Taguig City, affiant exhibiting her Bureau of Internal Revenue Tax Identification No. _____

Doc. No. 822
Page No. 61
Book No. II
Series of 2026.



ADRIAN A. TADENA
Notary Public for Taguig City
Until December 31, 2026
Appointment No. 112 (2025-2026)
Roll No. 89132
IBP Lifetime No. 16680 / 05.17.2017
PTR No. 6752230 / 01.13.2026 / Taguig City
MCLE Compliance No. VIII-0019612 / 01.13.2025
25th Floor One World Place, 32nd Street, Bonifacio Global City
Fort Bonifacio, Taguig City

REPUBLIC OF THE PHILIPPINES)
) S.S.

QUEZON CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

KNOW ALL MEN BY THESE PRESENTS:

I, **TIMOTEO B. AQUINO**, of legal age, Filipino and with address at _____, after being duly sworn in accordance with law, depose and state 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, of 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 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 days from its occurrence.

Done this **APR 16 2026** day of _____ 2026 at _____ **QUEZON CITY** City.

TIMOTEO B. AQUINO
Affiant

APR 16 2026

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2026 at **QUEZON CITY**, affiant personally appeared before me and exhibited to me his LTO Driver's License valid until September 21, 2032.

Doc. No. **136**;
Page No. **28**;
Book No. **15**;
Series of 2026.



ATTY. BRYAN O. PERAS
NOTARY PUBLIC FOR QUEZON CITY
ADM. MATTER NO. NP-171 VALID UNTIL DEC. 31, 2026
ROLL OF ATTORNEY NO. 66393/TIN 289-467 753
IBP NO. 576803 DECEMBER 30, 2025, QUEZON CITY
MCLE NO. VIII-0013054, VALID UNTIL 14/APR/2028
PTR NO. 10438501, JANUARY 5, 2026, MARIKINA CITY
603 EDSA DIAMOND FINANCE, CUBAO, Q.C.

REPUBLIC OF THE PHILIPPINES)
) S.S.

QUEZON CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

KNOW ALL MEN BY THESE PRESENTS:

I, **RAMON PANCRATIO D. DIZON**, Filipino, of legal age, with address at [REDACTED] after being duly sworn in accordance with law, depose and state 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	2022 to present
PAL Holdings Inc.	Independent Director	2023 to present
MacroAsia Corporation	Independent Director	2024 to present
Filinvest REIT Corporation	Independent Director	2024 to present
Philippine School of Business Administration	Independent Director	2024 to present
Monde Nissin Corporation	Senior Consultant	2022 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 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 days from its occurrence.

Done this **APR 15 2026** at **QUEZON CITY** City.

RAMON PANCRATIO D. DIZON
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2026 at **QUEZON CITY** affiant personally appeared before me and exhibited to me his Tax Identification No. [REDACTED]

Doc. No. 011
Page No. 8
Book No. 19
Series of 2026.

ATTY. BRYAN G. PEKAS
NOTARY PUBLIC FOR QUEZON CITY
ADM. MATTER NO. 173 VALID UNTIL DEC. 31, 2026
ROLL OF ATTORNEY NO. 66393/TIN 289-467 753
IBP NO. 576803 DECEMBER 30, 2025, QUEZON CITY
MCLE NO. VIII 0013054, VALID UNTIL 14/APR/2028
PTR NO. 10438501, JANUARY 5, 2026, MARIKINA CITY
603 EDSA DIAMOND FINANCE, CUBAO, Q.C.



CERTIFICATION OF INDEPENDENT DIRECTOR

KNOW ALL MEN BY THESE PRESENTS:

I, **ARTHUR R. TAN**, Filipino, of legal age and with address at [redacted] 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 5 November 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 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 days from its occurrence.

Done this APR 24 2026 at CITY OF TAGUIG City.

ARTHUR R. TAN
Affiant

SUBSCRIBED AND SWORN to before me this APR 24 2026 at CITY OF TAGUIG, affiant personally appeared before me and exhibited to me his LTO Driver's License [redacted] valid until October 14, 2032.

ATTY. JENNYLYN KOJANO-SABADO
Notary Public, City of Taguig
Until 31 December 2026
IBP O.R. No. 57253 issued on Dec. 24, 2025
PTR No. 10766022 Jan. 3, 2026 at Makati City
Jan. 6, 2026 at Makati City
Appointment No. 50 (2025-2026)
MCLC Compliance No. VIII-0035567
Valid until April 14, 2028
Unit 25, G/F Fiesta Market Market Bldg.
BGC, Taguig City
Roll No. 21171

Doc. No. 736 ;
Page No. 68 ;
Book No. 17 ;
Series of 2026



APR 24 2026



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, 29 May 2026**, 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 25 July 2025
4. Management Report
5. Approval of Annual Report and Audited Financial Statements for the fiscal year 2025
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. Other Matters
10. 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 **29 April 2026** 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://us06web.zoom.us/webinar/register/WN_FdD0iWdHSviAKFGUUiqXQ on or before **12:00 p.m. on 20 May 2026**. 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 to investorrelations@digiplus.com.ph, 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 20 May 2026**. 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 *via* remote communication 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 **21 May 2026** 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, 31 March 2026.

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 25 July 2025

The Minutes of the 2025 Annual Stockholders' Meeting (ASM) held on 25 July 2025 was prepared and posted in the Corporation's website within five (5) days after the meeting. The results of the 2025 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 2026 ASM.

Agenda Item No. 4 and 5: Management Report and Approval of Annual Report and Audited Financial Statements for the Fiscal Year 2025

The Corporation's performance for the Fiscal Year (FY) 2025 has been summarized and reported in its Annual Report which includes the Audited Financial Statements (AFS) for the year ended 2025. The AFS has been audited by the Corporation's external counsel who expressed an unqualified opinion. The 2025 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 2025 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 are recommended for stockholders' ratification as part of the agenda in the 2026 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 are recommended for directorship for the ensuing year 2026-2027. 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 and its Information Statement.

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 2026. 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.



Business

B-1 | MONDAY, APRIL 27, 2026

EDITOR: CHINO S. LEYCO
ASSISTANT EDITOR: BEN ARNOLD O. DE VERA

Power Situation Outlook NGCP for Monday, 27 April 2026	
LUZON	VISAYAS MINDANAO
AVAILABLE GENERATING CAPACITY, MW	15,025 2,684 3,499
SYSTEM PEAK DEMAND, MW	13,172 2,437 2,678
OPERATING MACHIN, MW	1,853 247 821

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NEWS IN BRIEF

Approaching a new low

The peso shot 22 more centavos against the United States (US) dollar on Friday, April 24, closing the week at P607 from P604.88 last Thursday, April 23. The local currency hit an intraday low of P608 and a high of P607 after opening at P609, according to the Bankers Association of the Philippines (BAP). Singapore-based Oversea-Chinese Banking Corp. (OCBC) said the Bangko Sentral ng Pilipinas (BSP) rate hike supports the Philippine peso by reducing the risk that the central bank falls behind the curve, but gains may be limited by the country's exposure to imported energy shocks and persistent external risks, including uncertainty over the US-Iran ceasefire, which could continue to weigh on the currency.

CLOSING
60.7=-0.1

AVERAGE
60.735=-\$1

SMC Power bets

Sin Miguel Global Power is putting its money where its mouth is, channeling \$4.5 billion from a recent bond sale directly into renewable energy. The Edison-Amp-led firm is splitting the funds between hydroelectric developments and solar initiatives as part of a larger 11.42 billion spending spree. With over 38 billion still in the war chest, the energy giant is gearing up to be a major player in the country's shift away from traditional fuels. The Department of Energy is keeping the pressure on, calling for the fast-tracked delivery of nearly 1,500 megawatts of clean power this month alone. The momentum is already building, with five new projects—including solar farms in Henerrosa and Talt—successfully joining the grid in mid-April. (Gabriel Christel Gaing)

JPMorgan entry aids 'A' rating path

By DERD ROSAL

Bangko Sentral ng Pilipinas (BSP) Governor Eli Remolona Jr. said the Philippines remains on track to secure a top-tier credit rating before the end of President Ferdinand Marcos Jr.'s term, even as international debt watchers signal caution over mounting external risks.

The central bank chief maintained that the government's goal of reaching an "A" credit rating by 2028 is still achievable, provided that the global macro-economic environment stabilizes and current pressures on emerging markets subside.

"That's still possible," Remolona told reporters last week when asked if the administration could still achieve this rating, despite the recent downgraded outlooks by global debt watchers on their outlooks for the Philippines.

Remolona, whose optimism comes as the Philippines navigates a challenging environment, noted that the potential upgrade would be supported by the recent inclusion of peso government bonds in JPMorgan Chase's Emerging Markets Bond Index.

Even with this optimistic outlook, the governor acknowledged existing pressures. "It's a bit challenging right now, but if these conditions ease, we should

be on track," Remolona said.

According to the governor, the peso bonds' inclusion in JPMorgan's influential bond index could bring in an estimated \$5 billion to \$6 billion in additional inflows into our peso bond market.

Remolona also addressed the timing of potential upgrades, noting that historical patterns usually see a swift move from an outlook change to a rating action. Previous outlook revisions, however, did not translate into rating changes.

"Typically, a negative outlook signals that a rating change may follow. However, over the past year or so, that hasn't been the case—the outlook has shifted without a corresponding change in the rating," he said.

While the current global environment has slowed this usual progression, Remolona said a negative outlook is not a reflection of domestic factors, "but rather reflects the external environment."

He also expressed confidence in local policy settings, banking on these for a potential upgrade. "Perhaps if the external environment improves—that's the main issue right now. There are no problems with fiscal or monetary policy," he said.

S&P Global Ratings revised the country's outlook to 'stable' from 'positive' earlier this month while

DRIVING GROWTH THROUGH INNOVATION – Department of Economy, Planning, and Development (DEPP) Secretary Arsenio M. Balisacan joins the Product Possibilities Frontier (PPF) during his lecture at the SEMEIO INNOVATE Seminar Series last April 22 in Quezon City. Balisacan underscored that transitioning from an "underutilized economy" to an "efficient frontier" requires not only technological innovation but the widespread adoption of innovation to ensure sustained and inclusive Philippine growth.

The diagram shows a concave curve representing the PPF. Point A is on the curve, and Point B is further out, representing a shift towards the frontier. Arrows indicate the direction of growth and expansion.

PH business mood collapses

Philippine business sentiment collapsed into pessimistic territory in the first quarter as escalating Middle East tensions fueled fears of an energy price shock, according to the latest central bank data.

According to the latest Business Expectations Survey (BES) released by the Bangko Sentral ng Pilipinas (BSP), the business confidence index plummeted to -24.3 percent in March, a reversal of the 8.2 percent recorded in February.

A negative index indicates that pessimistic business owners now outnumber those with an optimistic outlook.

The outlook for the second quarter followed a similar downward trajectory, crashing to -17.3 percent from a previously optimistic 37.4 percent.

Companies cited the widening conflict in the Middle East as the primary catalyst for the gloom, fearing that prolonged volatility will drive fuel costs higher and erode the purchasing power of Filipino households.

While the broader outlook for the next 12 months remained technically positive, the index for the year ahead weakened signifi-

cantly to 11.7 percent from 51.1 percent.

Firms cited heightened geopolitical tensions and persistent price pressures as reasons for their caution.

This shift in sentiment is already impacting the labor mar-

ket, as hiring intentions for both the quarter- and year-ahead have become less favorable, pointing toward subdued employment growth in the near term.

A silver lining remains in the industrial sector, where some firms are

Engineering the Future:
Next Generation Testing Solutions (Soil, Concrete, Asphalt, Cement) Empowering Filipinos through Innovation
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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, 20 May 2026, 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, 3rd Avenue corner 29th St., Taguig City, and shall be livestreamed via Zoom Teleconferencing 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 Stockholders' Meeting held on 21 July 2025
4. Management Report
5. Approval of Annual Report and Audited Financial Statements for the fiscal year 2025
6. Ratification of actions taken by the Board of Directors and Officers since the last Annual Stockholders' Meeting
7. Nomination and Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. 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 **29 April 2026** are entitled to vote and may attend and/or participate in the ASM or any adjournment thereof in person and remote communication, and vote in person.

Should you choose to participate in the ASM via remote communication through Zoom Teleconferencing, please register using the link <https://www.digiplus.com.ph/asm2026> on or before **12:00 p.m. on 20 May 2026**. Stockholders who have successfully registered may cast their votes and will be provided the link to the meeting. Due to the technical nature of the technology, voting will not be possible during the teleconferencing. In-person participants may remain open to or receive via email to corporate@digiplus.com.ph, and vote through the submission of their respective signed proxy forms with the specific vote per share 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 attendance, or through proxy by sending your respective proxies as well as the complete supporting documents by a mail to corporate@digiplus.com.ph on or before **12:00 p.m. on 20 May 2026**. The detailed registration and procedures for attendance and voting during the 2026 ASM will be posted in the Corporation's website at www.digiplus.com.ph.

Stockholders who cannot attend the meeting via remote communication may designate their authorized representative by submitting a Proxy endorsement together with complete supporting documents in accordance with Sec. 37 of the Revised Corporation Code. Validation of the proxies shall be held on **21 May 2026** at the office of the Corporation's transfer agent, Stock Transfer Services, Inc. 13F 34-5 Rufus Pardo Tower, 674 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, 31 March 2026

FOR THE BOARD
(By)
CAROL V. PADILLA
Corporate Secretary

DIGIPLUS INTERACTIVE CORP.
5th Floor, 10000 Science Building, 10000 Science Center Road, Alabang, Muntinlupa City, Taguig City, Philippines
(+63) 2 885 2233 (0920) 11997700 (text only)

RATIONALE FOR THE AGENDA ITEMS

Agenda Item No. 1: Approval of the Minutes of the Annual Meeting held on 21 July 2025

The Minutes of the 2025 Annual Stockholders' Meeting (ASM) held on 21 July 2025 was prepared and posted in the Corporation's website within five (5) days after the meeting. The results of the 2025 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 2026 ASM.

Agenda Item No. 4 and 5: Management Report and Approval of Annual Report and Audited Financial Statements for the Fiscal Year 2025

The Corporation's performance for the Fiscal Year (FY) 2025 has been summarized and reported in its Annual Report which includes the Audited Financial Statements (AFS) for the year ended 2025. The AFS has been audited by the Corporation's external counsel who expressed an unqualified opinion. The 2025 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 2025 are results of the strategic actions, decisions 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 are recommended for stockholders' ratification as part of the agenda of the 2026 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 are recommended for directorship in the ensuing year 2026-2027. 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 and its Information Statement.

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 **San Leona & Co.** as its external auditor for the Fiscal Year 2026. **San Leona & Co.** has proven its competence to perform the audit of the Corporation and has complied with the requirements of the Securities and Exchange Commission.



	LUZON	VISAYAS	MINDANAO
AVAILABLE GENERATING CAPACITY, MW	15,838	2,662	3,507
SYSTEM PEAK DEMAND, MW	12,884	2,415	2,740
OPERATING MARGIN, MW	2,954	247	768

Based on determination of NGCP on April 22, 2025. The actual available capacity may differ from the forecasted capacity. Full-time power users should refer to the website at <http://www.ngcp.gov.ph>

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NEWS IN BRIEF

Closer to P61:\$1

The peso shed one centavo against the United States (US) dollar at the start of the week, closing at P60.77 on Monday, April 27, from P60.7 last Friday, April 24. According to the Bankers Association of the Philippines (BAP), the local currency reached an intraday low of P60.68 and a high of P60.65 after opening at P60.65. Total trading volume rose to \$1.61 billion from Friday's \$1.384 billion.

Maynilad infra surge

West Zone concessionaire Maynilad Water Services Inc. is aggressively expanding its infrastructure and optimizing systems to ensure a stable supply as the summer heat intensifies and El Niño warnings loom. The utility is shifting away from its heavy dependence on Angat Dam by maximizing output from modular treatment plants and its "New Water" recycled water facilities. Key to this strategy is the construction of a 200 million-liter raw water reservoir at the La Mesa Compound and a 40 million-liter treated water reservoir in Valenzuela, both intended to maintain consistent pressure during peak hours.

P600M loan transfer

The Maharlika Investment Corp. (MIC) has marked its first significant "capital recycling" move by transferring a P600 million bridge loan to Equinor Holdings Ltd., a subsidiary of Inducta Minerals Inc. The loan was originally extended to Maharlika Mining Co. Inc. to de-risk the Maalifao-Daiguan-Biyog (MDB) copper-gold project through a critical feasibility study. By taking out of this initial position, Maharlika expects to realize annualized returns exceeding the original 2.5 percent interest rate. The transaction signals Maharlika's shift from early-stage project de-risking to active portfolio management, aiming to keep its capital liquid for future infrastructure and natural resource deployments. (Dorco Rasal)

Regulatory overhaul

Libo Villanueva, Executive Vice President of Rizal Commercial Banking Corp. (RCBC), has called for a fundamental shift in Asian financial regulation, moving from static oversight to a "co-creation" model. Speaking at the Money20/20 Asia conference in Bangkok, Villanueva argued that the region has reached a tipping point where digital infrastructure must be translated into measurable economic impact. He proposed the implementation of "living" regulatory sandbox criteria—a real-time framework that allows fintech firms to self-assess their readiness for full commercial licensing.

Next-gen strategy

Union Bank of the Philippines remains confident in its 2025 growth trajectory despite global economic uncertainty, fueled by the ongoing conflict in the Middle East. Union Bank President and CEO Ana Abolito Delgado emphasized that the institution's "culture and DNA" are designed for rapid adaptation to geopolitical shocks that impact energy prices and inflation. Having spent 2025 resolving legacy issues and refining inefficient systems, the bank enters the year with a leaner, more scalable platform focused on improving shareholder returns and earnings quality. The bank's 2025 roadmap prioritizes "operational precision at scale."

Cut energy use

The Governance Commission for GOCCs (GCG) has issued Memorandum Order No. 0226-06, directing all state-run enterprises and government financial institutions to implement urgent response measures following the declaration of a state of national emergency. The directive aims to mitigate the economic fallout from the Middle Eastern conflict and the subsequent international energy crunch. GCG Chairperson Marius P. Corpus emphasized that while firms are expected to reduce fuel and electricity consumption, they must maintain "continuous, efficient and uninterrupted delivery of public services."

DOE halting fuel imports for May

By GABRIEL CRISTELGALANG

The Marcos administration is halting government-led fuel imports for May as national storage facilities approach their physical limits, energy officials said on Monday, April 27.

The Department of Energy (DOE) will pause new procurement following the arrival of 900,000 barrels of diesel this month, according to Energy Undersecretary Alessandro Sales.

The move pivoted from the state's aggressive stockpiling strategy, which sought to create a strategic buffer against the volatility of international energy markets.

Speaking at a briefing, Sales attributed the decision to a logistical bottleneck, noting that the country has essentially run out of room to store subsidized or state-purchased buffer stocks. The pause comes as the government reassesses its role in a market traditionally dominated by private giants like Petron Corp. and Shell Philippines Corp.

There are currently no fuel shipments scheduled for next month as the government seeks to "balance out" existing inventories, Sales said.

National oil reserves swelled to a 54-day supply as of April 24,

a volume sufficient to last until mid-June. Within that stockpile, gasoline reserves stand at 53.91 days and diesel at 54.61 days. Kerosene remains the most robust at 168.74 days, while liquefied petroleum gas is the outlier with a tighter 38.44-day supply.

"We don't have a lineup for arrival next week," Sales said, noting that diesel inventories specifically were pushed above the 50-day mark through recent aggressive buying. This surge in inventory levels is a result of a directive to prioritize energy security amid lingering concerns over Middle Eastern supply chains and the fluctuating cost of refined products in the Asian market.

Energy Secretary Sharon Garin said the country's total storage infrastructure has a maximum capacity of approximately 60 days.

With levels currently hovering just below that ceiling, Garin indicated that a second round of supply replenishment is unnecessary and physically impractical at this stage. The administration is now focused on managing the outflow of these reserves to ensure that the domestic market remains adequately supplied without causing a glut that could strain local distributors.

The build-up was finalized through four diesel shipments totaling 1.12 million barrels, managed by the Philippine Na-

tional Oil Co.-Exploration Corp. The procurement strategy, which began with a 1.2, 5.3-barrel shipment from Japan in late March, was designed to shield domestic consumers from the volatility

of global crude benchmarks. By acting as a secondary importer, the state intended to exert downward pressure on pump prices, providing a cushion for transport and agricultural sec-



NATIONAL CHAMPIONS - Members of the Nexus team from the University of the Philippines Los Baños celebrate their first-place finish at the HSBC Philippines Business Case Competition. The team will represent the Philippines at the global finals in Hong Kong this June to compete against 24 other international universities.

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, 26 May 2025, at 2:30 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). This is a person meeting for the Board of Directors will be held in Grand Hyatt Manila, 8th Avenue corner 369 St., Taguig City, and enable live-streamed via Zoom Teleconferencing 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 Stockholders' Meeting held on 23 July 2024
4. Management Report
5. Approval of Annual Report and Audited Financial Statements for the fiscal year 2025
6. Ratification of actions taken by the Board of Directors and Officers since the last Annual Stockholders' Meeting
7. Nomination and Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. 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 **29 April 2025** are entitled to notice of, and may attend and/or participate in, the ASM in any jurisdiction thereof via proxy and remote communication, and vote in absentia.

Should you choose to participate in the ASM via remote communication through Zoom Teleconferencing, please pre-register using the link: https://digiplus.com.ph/zoommeeting/WL_G0010W5YAR5-533J4qzq on or before **12:00 p.m. on 26 May 2025**. Stockholders who have successfully registered may call 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 to investoraffairs@digiplus.com.ph and vote through the submission of their respective agreed proxy forms with the specific votes per item in the agenda that is subject to the stockholders' 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 ASMS@digiplus.com.ph on or before **12:00 p.m. on 21 May 2025**. The detailed registration and procedures for attendance and voting during the 2025 ASM will be posted in the Corporation's website at www.digiplus.com.ph.

Stockholders who cannot attend the meeting via remote communication may designate their authorized representative by submitting a Proxy Statement together with complete supporting documents in accordance with Sec. 57 of the Revised Corporation Code. Validation of the proxy shall be held on **21 May 2025** at the office of the Corporation's transfer agent, Stock Transfer Services, Inc., Unit 34-D Rufino Pacific Tower, 6794 Ayala Avenue, Makati City. **WE ARE NOT SOLICITING PROXIES.**

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

Thank you.

Taguig City, 31 March 2025.

FOR THE BOARD
(Sp.)
CAROL V. PADILLA
Corporate Secretary

DIGIPLUS INTERACTIVE CORP.
20th Street Four Corporate Building, Stock Exchange Center, 8th Avenue, Bonifacio Global City, Taguig City, 068 Pinarosa
(+632) 8882 0000 • www.digiplus.com.ph

RATIONALE FOR THE AGENDA ITEMS

Agenda Item No. 3: Approval of the Minutes of the Annual Meeting held on 23 July 2024

The Minutes of the 2025 Annual Stockholders' Meeting (ASM) held on 23 July 2025 was prepared and posted in the Corporation's website within five (5) days after the meeting. The results of the 2025 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 2025

The Corporation's performance for the Fiscal Year (FY) 2025 has been summarized and reported in its Annual Report which includes the Audited Financial Statements (AFS) for the year ended 2025. The AFS has been audited by the Corporation's external counsel who expressed an unqualified opinion. The 2025 Annual Report is only 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 2025 are results of the strategic actions, decisions 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 are recommended for stockholders' ratification as part of the agenda in the 2025 ASM.

Agenda Item No. 7: Nomination and Election of Directors

The Corporation's Nominations Committee conducted screening and evaluation of the list of candidates who are recommended for directorship for the ensuing year 2026-2027. This recommended directors have proven their competence, expertise, and qualifications. The experience and expertise of the recommended directors are available in the Corporation's website and its Information Statement.

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 Iba Lopera & Co., as its external auditor for the fiscal year 2026. Iba Lopera & Co. has been its external auditor to perform the audit of the Corporation and has complied with the accreditation of the Securities and Exchange Commission.

World Bank backs local agri overhaul

By BEN ARNOLD DE VERA

The World Bank has given its go-ahead to the

\$24.5-million Technical Assistance for Sustainable Agricultural Transformation (TASAT) program, which will complement the Philippines' largest-ever single loan from the Washington-based multilateral lender aimed at diversifying the sector and moving away from the heavy focus on rice self-sufficiency.

Documents showed that the World Bank's board greenlit this grant financing last April 23. To be implemented by the Department of Agriculture (DA), the TASAT grant aims to "strengthen institutional capacity and systems for climate-smart agriculture, repurposing fertilizer subsidy program, diversification, and increased export development and growth as envisioned by PSAT," referring to the Philippines Sustainable Agriculture Transformation program.

TASAT's approval follows the \$1-billion loan financing for PSAT, which will also be implemented by the DA and is expected to benefit at least five million farmers nationwide.

Approved in March, PSAT aims to boost agricultural productivity, promote diversification, and enhance the climate resilience of agrifood systems across the country, specifically by prioritizing climate-smart practices in rice-based farming, including improved seed and nutrient management, water-saving techniques, greenhouse gas (GHG)-reducing methods, and post-harvest loss reduction.

As for TASAT, an earlier document said that this invest-

ment project financing (IPF), which will close in December 2030, will have four components: improving efficiency in rice-based farming systems and strengthening climate resilience, with an \$8-million investment; enhancing crop diversification and boosting regional exports through intensified high-value cropping, worth \$8.5 million; institutional strengthening to support the agrifood transformation agenda, with a \$2.5-million allocation; as well as project management, monitoring, evaluation, and learning, with a \$5.5-million budget.

The grant will be funded by two trust funds, with \$14.5 million from the World Bank's FoodSystems 2030, an omnibus multi-donor trust fund (MDTF) providing flexible financing to countries transforming their food systems by 2030, in line with the United Nations' (UN) Sustainable Development Goals (SDGs) of zero hunger and poverty.

The remaining \$10 million will come from the IBRD Fund for Innovative Global Public Goods Solutions (IGPS Fund). IBRD is the World Bank Group's (WBG) leading arm for developing countries like the Philippines.

The World Bank document noted that despite roughly \$2 billion in annual spending on agriculture, equivalent to about 0.5 percent of gross domestic product (GDP) from 2010 to 2023, the sector has delivered weak results: average growth was just 0.15 percent from 2019 to 2024, with a 1.5-percent contraction in 2024, while agricultural exports fell 14.3 percent in 2023.

The lender blamed the underperformance on policies still focused on rice self-sufficiency rather than



THE WORLD BANK

Nations' (UN) Sustainable Development Goals (SDGs) of zero hunger and poverty.

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The lender blamed the underperformance on policies still focused on rice self-sufficiency rather than

Remolona: 'A' credit rating still achievable

ACHIEVING an "A" credit rating remains possible despite downgraded outlooks from two of the so-called "Big Three" rating firms, Bangko Sentral ng Pilipinas (BSP) Governor Eli Remolona Jr. said.

"That's still the plan," the central bank chief told reporters last week. "It's a bit difficult right now, but if these things go away, then we should be on the road [to an 'A' rating]," he added.

Fitch Ratings last week lowered its outlook for the Philippines to "negative" from "stable," which could lead to a ratings downgrade. This followed S&P Global Ratings' move earlier this month to also revise its outlook to "stable" from "positive."

Both Fitch and S&P, which respectively maintained their "BBB" and "BBB+" ratings, said the outlook revisions were due to rising risks from the war in the

Middle East. Moody's Ratings, meanwhile, rates the country "Baa2" with a "stable" outlook.

The Marcos administration has targeted an upgrade to "A" before its term ends in 2028, but observers have said that this has become unlikely given domestic and global uncertainties.

Remolona said that while fiscal consolidation efforts and structural reforms are moving in the right direction, external developments remained a key variable that could either accelerate or delay the upgrade.

Last week, the BSP said that Fitch's move did not "imply [that] a rating change is inevitable."

The negative outlook, it said, "underscores the need to address emerging risks affecting the country's credit profile."

NIÑA MYKA PAULINE ARCEO

'More aggressive' rate hikes possible

BY NIÑA MYKA PAULINE ARCEO

"DEEPER and more aggressive" rate cuts could be implemented by the Bangko Sentral ng Pilipinas (BSP) if the war in Iran continues and leads to even higher inflation.

The central bank ended an easing cycle last Thursday, raising the policy rate by 25 basis points to 4.5 percent and noting that the inflation outlook had "deteriorated."

"We now expect an additional 50bp of hikes in 2026, assuming material de-escalation in the US-Iran conflict by the end of 2Q (the

second quarter)," ING Economics regional head of research Deepali Bhargava said in a report.

"However, should disruptions persist, and Brent prices remain above USD 100/bbl for most of 2026, a deeper and more aggressive hiking cycle would likely follow," she added.

The BSP also raised its inflation forecasts to 6.3 percent for 2026 and 4.3 percent for 2027, both above the 2.0 to 4.0-percent target, from 5.1 percent and 3.0 percent.

Consumer price growth surged to 4.1 percent last month — breaching the BSP's target — from just 2.4 percent in February and is expected to go even higher in April.

"The balance of risks has shifted firmly to the upside," Bhargava said, noting that oil price increases and geopolitical tensions are likely to spill over into transport costs and broader prices.

She noted that the Philippines, an oil importer, remained particularly

vulnerable to global crude price movements that feed directly into domestic inflation.

Bhargava warned that sustained oil price increases could trigger second-round effects, including wage adjustments and costlier goods and services.

The tighter monetary environment is expected to dampen domestic demand, potentially slowing credit growth and investment activity. However, Bhargava said the BSP appeared willing to accept these trade-offs to bring inflation back within target over the medium term.

"The priority is to prevent inflation
➤ Hikes B2



'DIRTY' ENERGY Environmental and other cause-oriented groups marched along Elliptical Road to East Avenue, Quezon City on April 26, 2026 to call for a fossil fuel-free future amid the ongoing energy crisis. PHOTO BY ISMAEL DE JUAN

Fed set to again hold rates steady this week

WASHINGTON — The US central bank is widely expected to keep interest rates unchanged at its policy meeting this week as energy prices stay high and supply chains sputter due to war in the Middle East.

The Federal Reserve's two-day meeting, starting Tuesday, could be chairman Jerome Powell's last at the helm of the independent institution.

But it takes place against a tricky backdrop. Powell's successor has faced a bumpy road to confirmation, while policymakers battle competing pressures as steeper fuel prices drive inflation and job market worries linger.

Fed officials are set to keep rates steady at a range between 3.50 percent and 3.75 percent, extending their pause since the start of the year.

"We will have a very high level of uncertainty on what's

happening in the Middle East," RPMG senior economist Kenneth Kim told Agence France-Presse (AFP).

Oil and gasoline prices remain elevated even if they have peaked, meaning "there's certainly an energy shock that's still impacting both consumers and businesses," he said.

The Fed has a dual mandate of maintaining price stability and low unemployment. It tends to keep interest rates high to curb inflation or lower them

➤ Rates B2

Firms bearish; consumers less downbeat

BUSINESS sentiment in the Philippines deteriorated sharply in March from a month earlier while consumers were less downbeat on a quarterly basis, the Bangko Sentral ng Pilipinas (BSP) reported on Friday.

Business and consumer expectation survey results released by the BSP showed companies bracing for the fallout from the war in the Middle East and consumers taking heart from stable job and income expectations.

The overall confidence index among companies plunged to -24.3 percent in March from 8.2 percent in February, underscoring sensitivity to rising input costs and external shocks.

"Firms attributed their pessimism in March 2026 to the ongoing Middle East conflict, which had led to a sharp

increase in domestic pump prices," the BSP said.

"Businesses consequently expect consumer spending to slow, as higher fuel costs are seen to feed into the prices of other basic goods and services," it added.

The confidence index for the next three months fell into negative territory at -17.3 percent from +37.4 percent while the 12-month outlook dropped sharply to 11.7 percent from 51.1 percent.

Firms said the anticipated persistence of geopolitical tensions and cost pressures would continue to weigh on economic activity.

The financial condition index, meanwhile, declined further to -24.9 percent while the access to credit index

slipped to -7.1 percent, suggesting that firms are facing weaker cash positions and more constrained financing conditions.

Businesses cited high interest rates, insufficient demand and intense domestic competition as key constraints alongside rising production costs due to oil price increases.

Hiring intentions for the next quarter also slid to -0.1 percent from 27.2 percent while that for the next 12 months eased to 10.0 percent from 30.0 percent, pointing to a more cautious approach to workforce expansion.

Meanwhile, the BSP said Filipino households were less pessimistic with the overall consumer confidence

➤ Consumers B2

What's new in the 13th RFINL?

THE issuance of the 13th Regular Foreign Investment Negative List (RFINL) on April 13, 2026 marked the latest step in the Philippines' ongoing effort to refine its foreign investment regime.

Promulgated through Executive Order (EO) 113, the RFINL updated the country's framework governing foreign equity participation across various industries. While the changes it introduces are more incremental than transformative, they are best understood in light of the sweeping reforms implemented under the 12th RFINL in 2022.

At its core, the 13th RFINL retains the same structure as its predecessors, dividing restricted activities into List A — creating sectors limited by the Con-



DELOITTE ON THE DOT MARVIN B. IBARRA

servation and specific laws — and List B — covering areas restricted for reasons of national security, public health, or protection of local enterprises.

The most significant contribution of the 13th RFINL lies in its refinement and clarification of existing rules, particularly those introduced under the 12th RFINL.

One of the clearest examples is the retail trade sector. While previous RFINL lowered the entry barriers for foreign retailers by reducing minimum

capital requirements, the latest RFINL goes further by allowing up to 40-percent foreign equity in retail enterprises with paid-up capital below P25 million. This adjustment expands foreign participation into smaller-scale retail operations, signaling a more inclusive approach to investment while still protecting micro and small domestic enterprises.

The 13th RFINL also enhances regulatory clarity in key sectors, particularly telecommunications. The previous RFINL opened telecommunications and other public service sectors to full foreign ownership, following amendments to the Public Service Act. However, the latest RFINL explicitly reiterates that such participation is subject to

➤ Deloitte B2

digiplus

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders ("AGM") of Digiplus Interactive Corp., the "Corporation" or "Digiplus" will be held on **Friday, 29 May 2026, at 2:00 p.m.** The AGM will be held at the **Philippine Stock Exchange, Inc. (PSE)** in **Grand Hyatt Manila, 5th Avenue corner 15th St., Makati City**, and shall be livestreamed via Zoom. We urge our stockholders to attend the meeting.

The agenda of the meeting will be as follows:

1. Call to Order
2. Declaration of Dividend
3. Approval of the Minutes of the Annual Stockholders Meeting held on 25 July 2025
4. Management Report
5. Approval of Annual Report and Audited Financial Statements for the Fiscal Year 2025
6. Re-election of directors, officers and other persons whose terms of office shall expire at the end of the meeting
7. Nomination and Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

In accordance with the rules and regulations of the Securities and Exchange Commission and the Corporation's By-Laws, Digiplus will conduct the AGM in a hybrid or electronic communication. Stockholders of record as of **15 April 2026** are entitled to notice of, and may attend and/or participate in, the AGM in any jurisdiction thereof via video and remote communication, and vote in advance.

Should you choose to participate in the AGM via remote communication through Zoom, you must register in advance by **15 April 2026**. 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 pre-meeting period, but participants may send in questions or remarks via email at investorrelations@digiplus.com.ph, and vote through the submission of their respective signed proxy forms with the specific votes per resolution submitted to the administrator.

If you wish to cast your votes as a stockholder via any other means or in advance, it through proxy or sending your respective letter as well as the complete supporting documents by e-mail to AGM@digiplus.com.ph or by mail to **20 May 2026**. The complete registration and procedures for attendance and voting during the AGM will be posted in the Corporation's website at www.digiplus.com.ph.

Stockholders who cannot attend the meeting via remote communication may designate their authorized representative by submission of a Proxy Instrument together with complete supporting documents in accordance with **Section 37 of the Revised Corporation Code**. List of the authorized representative and procedures for attendance and voting during the AGM will be posted in the Corporation's website.

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

Thank you.

Makati City, 31 March 2026.

FOR THE BOARD
JOSE CARLOS V. PADILLA
Corporate Secretary

RATIONALE FOR THE AGENDA ITEMS

Agenda Item No. 1. Approval of the Minutes of the Annual Meeting held on 25 July 2025

The Minutes of the 2025 Annual Stockholders' Meeting (ASM) held on 25 July 2025 was prepared and presented to the Corporation's stockholders within 15 days after the meeting. The results of the 2025 ASM were disclosed with the Philippine Stock Exchange, Inc. immediately after the meeting. The Board of Directors recommended the approval of the Minutes to the shareholders as part of the agenda of the 2026 ASM.

Agenda Item No. 2 and 3. Management Report and Approval of Annual Report and Audited Financial Statements for the Fiscal Year 2025

The Corporation's performance for the Fiscal Year (FY) 2025 has been summarized and reported in its Annual Report which includes the Audited Financial Statements (AFS) for the year ended 2025. The AFS has been audited by the Corporation's external auditors who expressed an unqualified opinion. The 2025 Annual Report is due to be filed with the Corporation's website.

Agenda Item No. 4. Re-election of directors, officers and other persons whose terms of office shall expire at the end of the meeting

The Corporation's directors and officers for the FY 2025 are the result of the strategic decisions and resolutions with the Board of Directors. The Corporation's actions are based on the interests of its stockholders and are in accordance with the interests of its stockholders and the public. The Board's actions and decisions are recommended for stockholders' ratification as part of the agenda of the 2026 ASM.

Agenda Item No. 5. Nomination and Election of Director

The Corporation's Nomination Committee conducted screening and evaluation of the list of candidates who are recommended for directorship for the ensuing year (2026-2027). The recommended director's lists comply with the Corporation's charter and governance. The experience and expertise of the recommended directors are available in the Corporation's website and its information disclosure.

Agenda Item No. 6. Appointment of External Auditor

The Corporation's Board of Directors, upon the endorsement of its Audit Committee, recommends the appointment of **ISA LUISA A. G. S. JR.** as external auditor for the Fiscal Year 2026. **ISA LUISA A. G. S. JR.** has proven its competence to perform the audit of the Corporation and has completed the accreditation of the Securities and Exchange Commission.

CURRENCY RATE P60.71 TO \$1

PSEI 5,901.15 DOWN 0.71%

TUESDAY APRIL 28, 2026

www.manilatimes.net

Business Times



ASIAN STOCKS: Shanghai 0.16% Singapore 0.57% Seoul 2.15% Tokyo 1.18% Jakarta 0.16% Hong Kong 0.20% Bangkok 1.68%

Coal moratorium stays

Projects filed before 2020 ban being reviewed by Energy department — Garin

THE government will not be lifting a moratorium on new coal projects despite calls to lift the ban due to energy security risks exposed by the war in the Middle East, a Cabinet official said on Monday.

"We are not constructing new coal plants because we have a coal moratorium and we are not lifting it," Energy Secretary Sharon Garin said in a briefing.

"However we are reviewing projects that were filed before the moratorium was imposed and if the developers still want to push through, we want them to get on with it right away in order to balance the country's energy costs."

Garin had previously said that she was "considering" a proposal by Socioeconomic Planning Secretary Arsenio Balisacan to lift the ban as some countries were delaying renewable energy initiatives to cope with the war's fallout.

Earlier this month, Balisacan said: "It doesn't seem to me a bad idea at all to also think about delaying a bit our transition so that we can diversify our sources of energy and make our industries retain their competitiveness."

Last week, Garin said 'yes, we're' > Stays B2

Meralco pushes back on power bill complaints

MANILA Electric Co. (Meralco) on Monday rebuffed what it called misleading claims regarding power bills, saying that costs charged customers are mandated by the government and that it does not earn from such "pass-through" charges.

"Meralco, just like other electricity distributors across the country, operates under strict regulatory oversight that ensures all charges are lawful, transparent, and properly vetted," Meralco spokesman Joe Zaldarraga said in a briefing.

"Every line item in your electricity bill has been approved before they are reflected and implemented."

The distribution utility has come under fire after power bills surged in the wake of the energy crisis, with complaints focused on why consumers were being made to shoulder subsidies for senior citizens and marginalized households and charges that support renewable energy developments.

among others.

"These mandated charges are remitted to the government through the relevant agencies," Zaldarraga said.

"To reiterate, these are not new charges and they are not exclusive to Meralco, as these are implemented by all distribution utilities and electric cooperatives in the country," he added.

The utility raised power rates in March by P0.64 per kilowatt-hour (kWh) and implemented a P0.53/kWh increase this month, citing higher generation and transmission charges. With fuel costs already soaring, social media has been flooded with complaints that Meralco was profiting unfairly from "extra charges."

Meralco for the past few days has been saying that the subsidies, generation and transmission rates, taxes are pass-through costs that do not end up as profits for distribution utilities.

> Power B2



IN DEMAND Volume buyers trek to Divisoria, Manila on April 26, 2026 to purchase watermelons as demand has surged among consumers seeking to beat the summer heat.

PHOTO BY J. GERARD SEGUIA

Catch-up govt spending seen supporting BSP tightening

AT least one more Bangko Sentral ng Pilipinas (BSP) rate hike is likely this year with more possible if inflation surges, Nomura said.

Catch-up spending by the government should support economic growth, which would allow the central bank to proceed with further tightening, it said in a report issued after last Thursday's 25-basis point rate hike.

Nomura noted that BSP Governor Eni Romelona Jr. had suggested that monetary authorities were more now confident that fiscal policy would help boost economic growth as state spending recovers after last year's flood control project scandal.

While inflation is likely to remain above the 2.0- to 4.0-percent target in the next few months, Nomura said the BSP was likely to pause during its next policy meeting in June and then raise rates by another 25 bps to 4.75 percent in August.

Budget department data showed that utilization improved in the first three months of the year as government agencies accelerated spending in the wake of last year's corruption mess. At 98.5 percent, utilization was > Supporting B3

QR code and text: For more Business stories, scan this QR code or visit https://manilatimes.net/Business

Peso weakens further; PSEi also falls

THE peso moved closer to hitting its record low and the stock market also fell on Monday as waning prospects of an IS-Iran peace deal drove oil prices up.

The currency weakened by a centavo to P60.71 to the dollar, near the P60.748 that was hit at the end of March, and the benchmark Philippine Stock Exchange index (PSEi) shed 42.34 points, or 0.71 percent, and closed the day at 5,901.15.

The peso opened at its intraday trading high of P60.81 and went as low as P60.6. Volume reached P1.409 billion, up from Friday's P1.383 billion.

Rizal Commercial Banking Corp. chief economist Michael Ricafort said the peso weakened further as crude oil prices increased after US President Donald Trump called off negotiators' trips to Pakistan, which is mediating peace talks with Iran.

Laphet Tantiago, research manager at Philstocks Financial Inc., also said that peace talks had weighed on the stock market along with expectations of rising inflation and interest rates.

Regina Capital Development Corp. head of sales Luis Limjangan said investors largely stayed on the sidelines, weighing macroeconomic risks against near-term growth prospects as inflationary pressures persisted.

Trading activity thinned further, with net value turnover dropping to P4.65 billion and foreign investors remaining net sellers with outflows amounting to P677.34 million.

Trading Edge Consultancy chief investment strategist Ron Acoba said the market's weakness could extend over the next one to two quarters, with > Swing B2

banks and conglomerates under pressure from higher borrowing costs and soft earnings growth.

He also pointed to the peso's continued weakness against the dollar as a factor driving foreign outflows.

Sectoral performance was mixed, with mining and oil stocks leading the gainers, up 1.96 percent, while holding firms posted the steepest decline, falling 1.74 percent.

Market breadth was negative, with 107 decliners against 86 advancers, while 56 issues were unchanged.

Among index stocks, Manila Electric Co. led gainers, rising 2.18 percent to P655.00, while DigiPlus Interactive Corp. was the biggest laggard, dropping 4.58 percent to P14.18.

HAZLEEN JOY MASANGLO, NINA MYKA PAULINE ARCEO

Oil rises, stocks swing as peace talks wobble

HONG KONG — Oil prices rose Monday while stocks were mixed, with the United States and Iran no closer to ending their eight-week-old war after Donald Trump canceled his envoys' trip for peace talks at the weekend.

"Hoping that the two sides could make progress during negotiations in Pakistan were dashed Saturday by the US president, who said there was no point 'sitting around talking about nothing,'" he said on Fox News that he told his team: "We have all the cards. They can call us anytime they want, but you're not going to be making any more 18-hour flights to sit around talking about nothing."

However, he told reporters a revised proposal from Iran had followed within minutes of his decision.

"They gave us a paper that should have been better and — interestingly — immediately, when I canceled it, within 10 minutes, we got a new paper that was much better," he said, without elaborating.

Asked separately whether the cancellation meant a return to hostilities, Trump said: "No, it doesn't mean that. We haven't thought about it yet."

But even before Trump's move, prospects for talks were uncertain, with Iranian state television saying Foreign Minister Abbas Araghchi had no plans to meet US officials and that Islamabad would act as a conduit for proposals.

Axios on Sunday cited unnamed sources including a US official as saying Tehran had provided a new offer to reopen the Strait of Hormuz — through which a fifth of global oil and gas passes — with nuclear talks pushed back to a later date.

Talks between the rivals have reached an impasse, with Iran hitting out at a US blockade of its ports and the White House demanding the Islamic republic allow ships to transit the crucial waterway.

Iranian state media said Monday that Araghchi had arrived in Saint Petersburg for talks with Russian President Vladimir Putin. The trip comes after visits to Islamabad and Oman in a flurry of regional diplomacy.

Soon after landing, Araghchi blamed > Swing B2

Notice of Annual Stockholders Meeting for DigiPlus. Includes agenda items like Call of Board, Determination of Quorum, Approval of Minutes, etc.

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

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*

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

Ms. Diane Guevarra, *Isla Lipana & Co. Representative*
Ms. Brigette 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 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 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%
Total	3,108,104,218	100.00%

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

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).

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

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

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

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%
Total	3,080,227,885	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%
Total	3,080,227,885	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

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

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%
Total	3,080,227,885	100.00%

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
<p>Article II, Section 1</p>	<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 same city where the principal office of the company as stated in its Articles of Incorporation, on the last Friday of May of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. <i>(as amended on 22 March 2013 and by the stockholders on 25 July 2025).</i></p> <p>The Company may hold the annual or regular through remote communication or other alternative modes of communication, subject to applicable laws, rules and regulations of the Securities and Exchange Commission, as may be amended from time to time. The meetings through remote communication or other alternative modes of communication shall be conducted in such a way that the stockholder experience will be, to every extent possible, similar to physical meeting. The meeting through remote communication or other alternative modes of communication shall be recorded which shall form part of the records of the Corporation. <i>(as amended on 26 July 2024, 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 2</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 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 through remote communication or other</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><u>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 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 <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 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. <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>
<p>Article II, Section 7</p>	<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 and by the stockholders on 25 July 2025)</i>
<p>Article IV, Section 1</p>	<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, <u>and a Compliance Officer</u>, and these officers shall be</p>

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

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

<p>Article IV, Section 4 to <u>Article IV, Section 6</u> (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p>Article IV, Section 5 to <u>Article IV, Section 7</u> (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p>Article IV, Section 6 to <u>Article IV, Section 8</u> (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p>Article IV, Section 7 to <u>Article IV, Section 9</u> (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p>Article IV, Section 8 to <u>Article IV, Section 10</u> (Renumbering)</p>	<p>(No change in provision, only in numbering)</p>	
<p><u>Article IV, Section 11</u> <u>(New section)</u></p>	<p>(No old provision)</p>	<p><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 and by the stockholders on 25 July 2025)</u></p>

<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 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 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 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 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 Company 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 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. <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><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 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>

		<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	<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	<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 . <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	<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.	<u>AUDITORS</u> 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 . <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 " DigiPlus Interactive Corp., 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>
Article IX <i>(New section)</i>	<i>(No old provision)</i>	ARBITRATION <u>Any dispute, controversy or claim between the Company and its stockholders arising from,</u>

		<p><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></p> <p><u>The number of arbitrators shall be three (3) appointed by the Philippine Dispute Resolution Center, Inc. (PDRCI) and the place of arbitration shall be in Metro Manila, Philippines. The language to be used for the arbitral proceedings shall be English.</u></p> <p><u>The parties shall be bound by the award rendered by the Arbitral Tribunal and confirmed by the appropriate Regional Trial Court.</u> <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*

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

b. *Article IV, By Laws*

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

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

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

d. Article VI, By Laws

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

e. Article VII, By Laws

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

f. Article IX, By Laws

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

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, 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.

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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

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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:


Atty. Carol V. Padilla
Corporate Secretary

Attested by:


Eusebio H. Tanco
Chairman of the Board

REPUBLIC OF THE PHILIPPINES)
) S.S.

MAKATI CITY

CERTIFICATION OF SUBSEQUENT EVENTS

KNOW ALL MEN BY THESE PRESENTS

I, **CAROL V. PADILLA**, of legal age, Filipino, with office address at 35th Floor, Ecoprime Bldg., 32nd St. corner 9th Avenue, Bonifacio Global City, Taguig City, after having been duly sworn to in accordance with law do hereby depose, state and certify that:

1. I am the duly elected and incumbent Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** ("Corporation") a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal address at Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City;
2. The Corporation filed its Preliminary Information Statement (PIS) on 15 April 2026 with the Securities and Exchange Commission (SEC);
3. On 24 April 2026, the Corporation received the SEC's comments on its PIS and instructed the Corporation to execute a Certification stating that no changes were made except those arising from the SEC's comments;
4. However, on 30 April 2026, the Nomination Committee of the Corporation met and approved the updated List of Nominees of Directors who are proposed to be elected in the upcoming 29 May 2026 Annual Stockholders' Meeting of the Corporation. The update pertains to the replacement of one (1) nominee for directorship: Mr. Ping Chen to replace Mr. Tsui Kin Ming;
5. In summary, the Corporation made the following changes to the Definitive Information Statement:
 - *SEC Comments on PIS* - The attached Definitive Information Statement reflects the changes arising from the comments made by the SEC;
 - *Item 5. Directors and Executive Officers* – Mr. Ping Chen replaced Mr. Tsui Kin Ming as nominee for election to the board.
 - *Email Voting Form and Proxy Forms* - In view of the change in one of the nominees, all email voting and proxy forms were amended to reflect the new nominee.
6. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission.

APR 30 2026

IN WITNESS WHEREOF, I hereunto affix my signature this _____
in MAKATI CITY _____.

CAROL V. PADILLA
Corporate Secretary
APR 30 2026

SUBSCRIBED AND SWORN TO before me this _____ at
MAKATI CITY, affiant exhibiting her Bureau of Internal Revenue Tax Identification No _____

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Series of 2026.



ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. M-012 until Dec. 31, 2027
Roll of Attorneys 77327
PTR No. 10764513; 01/02/2026; Makati City
IBP OR No. 566188; 12/16/2025; Pasig City
MCLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City