

**DIGIPLUS INTERACTIVE CORP.**  
Minutes of the Annual Stockholders Meeting  
29 May 2026 at 2:00 P.M.  
Hybrid Set Up:  
Grand Hyatt, Bonifacio Global City  
and *via* Zoom

**Stockholders Present:**

|  |               |
|--|---------------|
| Total Number of Shares Outstanding                 | 4,570,995,146 |
| Total No. of Shares of Stockholders Participating  | 3,140,319,876 |
| Percentage of Shares of Stockholders Participating | 68.70%        |

**Directors Present:**

|                               |  |
|-------------------------------|--|
| Mr. Eusebio H. Tanco          | Chairman of the Board;<br>Chairman of the Executive Committee;<br>Member of the Nomination Committee   |
| Mr. Hu Jianguo                | Chief Executive Officer;<br>Member of the Nomination Committee;<br>Member of the Executive Committee;<br>Member of the Compensation Committee  |
| Mr. Tsui Kin Ming             | President;<br>Member of the Executive Committee  |
| Mr. Ramon Pancratio D. Dizon  | Independent Director;<br>Chairman of the Audit Committee;<br>Member of the Corporate Governance Committee;<br>Member of the Board Risk Oversight Committee;<br>Member of the Related Party Transaction Committee   |
| Atty. Timoteo B. Aquino       | Independent Director;<br>Chairman of the Corporate Governance Committee;<br>Chairman of the Related Party Transaction Committee;<br>Chairman of the Compensation Committee;<br>Chairman of the Nomination Committee;<br>Member of the Audit Committee;<br>Member of the Board Risk Oversight Committee |
| Mr. Arthur R. Tan             | Independent Director<br>Chairman of the Board Risk Oversight Committee;<br>Member of the Corporate Governance Committee;<br>Member of the Compensation Committee   |
| Mr. Paul Joseph M. Garcia     | Independent Director;<br>Member of the Audit Committee;<br>Member of the Related Party Transaction Committee   |
| Mr. Willy N. Ocier            | Board Director   |
| Mr. Rafael Jasper S. Vicencio | Board Director   |

**Others Present:**

Mr. Li Jiaqi, *Chief Digital Officer*  
Atty. Kristine Margaret R. Delos Reyes, *Acting Corporate Secretary, Chief Legal & Compliance Officer*  
Mr. Wilfredo M. Pielago, *Treasurer, Chief Financial Officer*  
Ms. Celeste Jovenir, *Vice President for Investor Relations & Corporate Communications*  
Mr. Aldwin Sagedao, *Acting Chief Risk Officer*  
Mr. Pocholo Domondon, *Partner of Isla Lipana & Co. Representative*  
Mr. Richard Regala Jr., *Stock Transfer Service, Inc.*  
Ms. Marites F. Yumol, *Stock Transfer Service, Inc.*  
Mr. Ping Chen

**1. CALL TO ORDER**

The Chairman, Mr. Eusebio H. Tanco, called the meeting to order and presided over the same. The Acting Corporate Secretary and Chief of Legal & Compliance Officer, Atty. Kristine Margaret R. Delos Reyes, recorded the minutes of the meeting.

**2. PROOF OF NOTICE AND DETERMINATION OF QUORUM**

Atty. Delos Reyes certified that the Notice and the Agenda for the 2026 Annual Stockholders' Meeting (ASM) of the Company were disclosed in the Philippine Stock Exchange's EDGE Submission System on 31 March 2026 and uploaded in the Company's website. The notice and agenda were also published in newspapers of general circulation, both in print and online, specifically in Business Times on April 27 and 28, 2026, and in Manila Bulletin on April 27 and 28, 2026.

The notice, agenda, and information package 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 were informed that the ASM will be held in hybrid format wherein the Board of Directors will be present at Grand Hyatt Manila located in 8<sup>th</sup> Avenue corner 35<sup>th</sup> St., Taguig City and shall be livestreamed *via* Zoom Teleconference for stockholders participating remotely.

The stockholders have also been notified that if they wish to cast their votes as a stockholder, they may vote remotely or *in absentia*, or through a proxy. Voting by remote communication or *in absentia* may be done by sending their respective votes *via* email to [ASM@digiplus.com.ph](mailto:ASM@digiplus.com.ph) on or before 12:00 pm of 20 May 2026. The votes cast through proxies and received *via* e-mail were validated, counted, and confirmed by the Company's Stock Agent, Stock Transfer Service Inc., on 21 May 2026.

The Acting Corporate Secretary certified that a quorum was present and is ready to transact business with the presence of stockholders participating representing a total of Three Billion One Hundred Forty Million Three Hundred Nineteen Thousand Eight Hundred Seventy-Six (3,140,319,876) common shares. This constitutes 68.70% or more than two-thirds (2/3) of the Four Billion Five Hundred Seventy Million Nine Hundred Ninety-Five Thousand One Hundred Forty-Six (4,570,995,146) total outstanding common shares of the Company.

**3. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING**

Atty. Delos Reyes 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

<This minutes of the FY 2026 ASM is for approval of the stockholders on the next stockholders' meeting.>

Meeting of the stockholders held on July 25, 2025 is dispensed with, and all matters included in the minutes are considered complete, accurate, and are approved for all intents and purposes."

| <b>OPINION</b> | <b>VOTES CAST</b>    | <b>PERCENTAGE</b> |
|----------------|----------------------|-------------------|
| In favor       | 3,013,681,858        | 95.97%            |
| Against        | 0                    | 0.00%             |
| Abstain        | 126,638,018          | 4.03%             |
| <b>Total</b>   | <b>3,140,319,876</b> | <b>100.00%</b>    |

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

#### **4. MANAGEMENT REPORT**

Chairman Tanco delivered his message to the Company's stakeholders *via* pre-recorded message, as follows:

##### **Chairman's Message**

In 2025, the Philippine online gaming industry entered a period of structural shifts, raising standards for oversight, consumer protection, and operational accountability. For DigiPlus, this was not a disruption, but an inflection point: one that affirmed the discipline and foresight with which we have built our business.

Well before these reforms took shape, DigiPlus had already embedded rigorous governance, robust Know-Your-Customer (KYC) protocols, and pioneered responsible gaming safeguards into our platforms. Our systems and operating model were designed for a more structured and accountable environment. When the industry evolved, we were prepared.

Throughout the year, we operated from a position of strength, supported by solid brand equity, institutional credibility, and an extensive nationwide footprint. We maintained close and constructive engagement with regulators and industry stakeholders, contributing to the development of clearer standards across the sector. We remained firm in our view that well-calibrated regulation fosters a more sustainable industry where responsible operators can thrive.

Our preparedness translated into resilient performance. For full year 2025, DigiPlus recorded revenues of ₱84.2 billion, up 12% year-on-year. Net income stood at ₱12.6 billion, while EBITDA reached ₱14.2 billion. A strong first-half provided the strong foundation, offsetting the softness in the second half following the delinking of e-wallet access.

In line with our commitment to shareholders, the Board approved a cash dividend of ₱0.83 per share, equivalent to a total payout of ₱3.8 billion. Consistent with our dividend policy, this represents 30% of our consolidated net income. These results underscore the resilience of our integrated ecosystem.

Our portfolio of platforms, supported by proprietary technologies and a network of over 130 physical branches, continues to deepen engagement across a core and long-term customer base.

In a year defined by change, we chose not only to adapt—but to lead. We introduced an industry-first financial protection program for verified player wallets, in partnership with Philippine First Insurance (PhilFirst), offering coverage of up to ₱1 million per account. This initiative sets a new benchmark for consumer safeguards and reinforces trust in regulated platforms.

We also strengthened our payments infrastructure through partnerships with BSP-certified and

PAGCOR-approved providers such as Bayad Center and Pay&Go, expanding access to secure transaction channels nationwide.

At the same time, we continue to enhance our responsible gaming framework across BingoPlus, ArenaPlus, and GameZone, empowering users with tools such as time limits and spending controls. These are complemented by expanded education initiatives, employee training, and financial literacy programs.

Our commitment to well-being extends further. Through DigiPlus Foundation, we launched EmbracePLUS, a free mental health hotline supporting community workers and frontline professionals, reflecting our broader view that responsible gaming is closely linked to societal responsibilities.

We continued to pursue growth with discipline and long-term intent. We reinforced our differentiated content strategy with the launch of In Between Supreme, modernizing familiar formats for today's digital audience. We also expanded our content library with over 500 new titles across our platforms.

Sustainability and governance remain central to our strategy. We continue to strengthen our ESG framework, recognizing that long-term value creation is inseparable from institutional trust. These efforts were recognized through multiple accolades, including a 2-Golden Arrow Award under the ASEAN Corporate Governance Scorecard and certification as a Great Place to Work.

Through the DigiPlus Foundation, we allocated ₱84 million to programs in education, healthcare, and community resilience, benefiting close to one million Filipinos. These initiatives reflect our belief that responsible corporate citizenship strengthens both society and enterprise value.

In 2025, DigiPlus was included in the benchmark Philippine Stock Exchange (PSE) Index, marking a significant milestone in our growth journey. We were recognized in the Fortune Southeast Asia 500 for the second year in a row, affirming the scale, strength, and credibility we have built.

As we move forward, guided by our refreshed vision to transform the world of entertainment for good, we remain focused on disciplined expansion and responsible innovation.

We thank our shareholders, business partners, and all our stakeholders for their continued trust and support, our Board of Directors for its guidance, and our management team and employees for their dedication.

## **5. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2025**

As confirmed by Atty. Delos Reyes, 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.

Atty. Delos Reyes presented the following proposed resolution and its approval by the stockholders based on votes cast:

**"RESOLVED**, as it is hereby resolved, that the Annual Report and Audited Financial Statements for the fiscal year 2025, 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."

| <b>OPINION</b> | <b>VOTES CAST</b>    | <b>PERCENTAGE</b> |
|----------------|----------------------|-------------------|
| In favor       | 3,013,681,858        | 95.97%            |
| Against        | 0                    | 0.00%             |
| Abstain        | 126,638,018          | 4.03%             |
| <b>Total</b>   | <b>3,140,319,876</b> | <b>100.00%</b>    |

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

## **6. RATIFICATION OF ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL MEETING HELD ON 25 JULY 2025**

Chairman Tanco confirmed that all material information and transactions were duly disclosed to the shareholders and the public.

Atty. Delos Reyes 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 2025 and immediately preceding the May 29, 2026 annual stockholders' meeting, are approved, confirmed and ratified for all intents and purposes."

| <b>OPINION</b> | <b>VOTES CAST</b>    | <b>PERCENTAGE</b> |
|----------------|----------------------|-------------------|
| In favor       | 3,140,319,876        | 100.00%           |
| Against        | 0                    | 0.00%             |
| Abstain        | 0                    | 0.00%             |
| <b>Total</b>   | <b>3,140,319,876</b> | <b>100.00%</b>    |

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

## **7. NOMINATION AND ELECTION OF DIRECTORS**

Chairman Tanco, being a member of the Nomination Committee, announced the list of nominees.

He informed the stockholders that out of the nine (9) directors to be nominated and elected to the board seats of the Company, the Company is required by law to nominate and elect two (2) independent directors. The nominees to the seats for independent directors have been pre-qualified by the Nomination Committee in accordance with the requirements and procedure set forth under Rule 38 of the Securities Regulations Code.

Upon motion duly made and seconded, the following persons were elected as independent directors for the ensuing year until their successors have been duly elected and qualified:

1. Mr. Ramon Pancratio D. Dizon
2. Atty. Timoteo B. Aquino
3. Mr. Arthur R. Tan
4. Mr. Paul Joseph M. Garcia

Chairman Tanco presented the nominees for the remaining five (5) seats in the Board, are as follows:

5. Mr. Eusebio H. Tanco
6. Mr. Hu Jianguo
7. Mr. Chen Ping
8. Mr. Willy N. Ocier
9. Mr. Rafael Jasper S. Vicencio

Atty. Delos Reyes 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:

| <b>Board of Directors</b> | <b>Yes</b> | <b>Against</b> | <b>Abstain</b> | <b>Number of Yes Votes</b> |
|---------------------------|------------|----------------|----------------|----------------------------|
| Eusebio H. Tanco          | 96.79%     | 0.02%          | 3.19%          | 3,039,291,626              |
| Hu Jianguo                | 99.89%     | 0.03%          | 0.08%          | 3,136,999,566              |
| Chen Ping                 | 95.86%     | 0.02%          | 4.12%          | 3,010,340,059              |
| Willy N. Ocier            | 98.83%     | 0.02%          | 1.15%          | 3,103,463,246              |
| Rafael Jasper S. Vicencio | 99.96%     | 0.02%          | 0.02%          | 3,139,068,446              |

| <b>Independent Directors</b> | <b>Yes</b> | <b>Against</b> | <b>Abstain</b> | <b>Number of Yes Votes</b> |
|------------------------------|------------|----------------|----------------|----------------------------|
| Ramon Pancratio D. Dizon     | 99.96%     | 0.02%          | 0.02%          | 3,139,068,446              |
| Atty. Timoteo B. Aquino      | 95.65%     | 0.02%          | 4.33%          | 3,003,651,477              |
| Arthur R. Tan                | 99.98%     | 0.02%          | 0.00%          | 3,139,584,376              |
| Paul Joseph M. Garcia        | 100%       | 0.00%          | 0.00%          | 3,140,319,876              |

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 reappointment of Isla Lipana & Co., the Philippine member firm of PwC global network as the Company's external auditor for the ensuing year.

Atty. Delos Reyes 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."

| <b>OPINION</b> | <b>VOTES CAST</b>    | <b>PERCENTAGE</b> |
|----------------|----------------------|-------------------|
| In favor       | 3,013,681,858        | 95.97%            |
| Against        | 0                    | 0.00%             |
| Abstain        | 126,638,018          | 4.03%             |
| <b>Total</b>   | <b>3,140,319,876</b> | <b>100.00%</b>    |

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

## **9. QUESTION & ANSWER PORTION**

Chairman Tanco 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 [investorrelations@digiplus.com.ph](mailto:investorrelations@digiplus.com.ph), and the Chairman addressed them as follows:

**Question No. 1:** Can you share more about the Company's investment in IEC and why DigiPlus decided to pursue this opportunity

**Answer No. 1:** DigiPlus subscribed to convertible notes issued by IEC, which provides us with the option to acquire a controlling stake in the company, creating a potential

offline platform that complements its existing digital gaming ecosystem.

The structure of the investment also gives DigiPlus flexibility, as the notes are convertible at the Company's option, allowing us to assess the opportunity before deciding whether to convert.

**Question No. 2:** How much did the e-wallet delinking and higher fuel prices affect player activity and spending during FY 2025, and 1Q 2026?

**Answer No. 2:** Recovery has been more gradual than initially expected, as broader macroeconomic conditions, including slower GDP growth, high inflation, higher fuel prices, and reduced disposable income, have affected consumer discretionary spending and player activity.

DigiPlus closely tracks these economic developments and moves in line with market conditions, while continuing to execute initiatives focused on player acquisition, retention, product innovation, and alternative legitimate payment channels.

The e-wallet delinking affected player activity since its implementation in the second half of last year. While in the first quarter of this year, we saw revenues were broadly stable compared to the previous quarter.

Despite these headwinds, the Company has sustained its growth trajectory and is gradually rebuilding activity levels, with the goal of returning to pre-delinking levels by end-2026.

**Question No. 3:** What initiatives are you undertaking to restore revenues to pre-delinking levels?

**Answer No. 3:** We expect recovery to continue gradually within the year as more users transition to DigiPlus' proprietary apps and web platforms, supported by ongoing investments in product innovation and player experience. We remain focused on long-term, high-value players, with initiatives such as the BingoPlus VIP Club strengthening engagement through personalized servicing, curated rewards, exclusive experiences, and premium lifestyle-driven offerings. These efforts are designed to enhance VIP exclusivity, improve member recognition, and create a more seamless, responsive, and rewarding member experience. While near-term conditions remain challenging, we are seeing encouraging signs of stabilization, with demand for digital entertainment remaining strong.

**Question No. 4:** What is your view on the industry's competitive landscape?

**Answer No. 4:** We continuously raise the bar in the industry's competitive landscape. At the same time, DigiPlus advocates for a level playing field across the industry. As a listed company, we adhere to high standards of corporate governance, transparency, fit-and-proper requirements for directors and officers, reportorial obligations, proper disclosure of ownership and management profiles, and meaningful contributions to nation-building.

In this regard, we support efforts to require all online gaming operators to go public, which would promote greater transparency, accountability, and good corporate practices which could accelerate the growth of our industry.

**Question No. 5:** What is the status of DigiPlus' new markets, Brazil and South Africa?

**Answer No. 5:** For Brazil, DigiPlus continues to prepare for the relaunch of BingoPlus Brazil, expected in June ahead of the World Cup. The Company deferred the launch to

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ensure the platform, product, and go-to-market plans are fully ready, allowing us to enter the market with strong momentum. The local office is now operational, with teams in place to support the rollout.

BingoPlus Brazil will feature enhanced rewards, larger prize pools, and more frequent jackpots to drive engagement, particularly in areas that remain less developed in Brazil compared with the Philippine market.

For South Africa, DigiPlus has secured licenses from the Western Cape Gambling and Racing Board, covering a National Manufacturer License, Bookmaker License, and Bookmaker Premises License, paving the way for entry into one of Africa's largest regulated online gaming markets. We are targeting a 2027 launch.

DigiPlus remains focused on expanding internationally and hopefully, this foray into foreign markets would bring added revenue to our company.

## **10. ADJOURNMENT**

There being no other matters left to discuss, the Chairman, on behalf of the management and the Board of Directors of the Company expressed gratitude to those who participated in this year's annual meeting. Thereafter, the meeting was adjourned.

Certified correct:

**Atty. Kristine Margaret R. Delos Reyes**  
*Acting Corporate Secretary*

Attested by:

**Eusebio H. Tanco**  
*Chairman of the Board*