Board Risk Oversight Committee Charter

The Board of Directors ("Board") of **DigiPlus Interactive Corp.** (the "Corporation") hereby adopts this **Charter** of the **Board Risk Oversight Committee** (the "Committee").

Purpose of the Board Risk Oversight Committee

The Committee shall assist the Board in ensuring that an effective and integrated Enterprise Risk Management ("ERM") process is in place and shall oversee the Company's ERM system to ensure its functionality and effectiveness.

Composition and Qualifications of Members

The Committee shall be composed of at least three (3) directors, a majority of whom shall be independent directors. The risk oversight committee shall possess a range of expertise and adequate knowledge on risk management issues and practices. It shall have access to independent experts to assist it in discharging its responsibilities.

The Chairman of the Committee shall be an independent director and shall not be the Chairman of the Board or of any other Board-level committee.

The Board shall appoint the members of the Committee at its annual organizational meeting. Each member shall serve from appointment until the next organizational meeting of the Board, unless earlier removed or replaced by the Board.

Meetings

The Committee shall meet at least quarterly, or more frequently as may be necessary. The Chairman of the Committee may call a meeting at any time as needed.

The Committee, through the Corporate Secretary, shall furnish the members with the notice, agenda, and the appropriate materials at least three (3) days before the meeting, as far as practicable.

The Committee may invite the Chief Risk Officer ("CRO"), members of Management, and such other officers, employees, advisers or resource persons as it deems appropriate to attend its meetings and provide relevant information, reports, clarifications or recommendations.

Duties and Responsibilities

a. Develops and periodically review a formal Enterprise Risk Management framework and Manual which shall include, among others: (a) a common risk language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes for assessing risks and developing strategies to manage prioritized risks; (d) designing and implementing risk management strategies; and (e) continuing assessments to improve risk strategies, processes and measures;

b. Oversee the implementation of the Enterprise Risk Management framework through

the Management Risk Oversight Committee ("MROC"). The Committee shall conduct regular discussions on the Corporation's prioritized, residual and emerging risk exposures based on regular risk management reports and assess how the concerned units or offices are addressing and managing these risks;

c. Evaluates the ERM framework to ensure its continued relevance, comprehensiveness and effectiveness; The BROC revisits defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss; periodically review the effectiveness of the Corporation's risk management systems and recovery plans; and ensure that appropriate corrective actions are promptly implemented to address material risk management concerns;

d. Advise the Board on its risk appetite levels and risk tolerance limits;

e. The committee shall ensure that the current and emerging risk exposures are consistent with the Corporation's strategic direction and overall risk appetite. It shall assess the overall status of adherence to the risk appetite based on the quality of compliance with the limit structure, policies, and procedures relating to risk management and control, and performance of management, among others;

f. Review at least annually the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;

g. Assess the probability of each identified risk, as identified by the MROC, from becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its stakeholders;

h. Provides oversight over Management's activities in identifying, assessing, managing, monitoring, and reporting the Corporation's material risk exposures, including those arising from strategic, financial, operational, regulatory, legal, technology, information security, sustainability-related, and climate-related matters, as well as other material risks that may be identified. This shall include regularly receiving information on risk exposures and risk management activities from Management;

i. Reports to the Board on a quarterly basis, or as deemed necessary, on the Corporation's material and emerging risk exposures, key risk management matters, actions taken to reduce or manage such risks, and recommend further actions or plans, as necessary. The report shall also include significant matters relating to adherence to the approved risk appetite and risk tolerance limits;

j. Oversee the Corporation's crisis management, business continuity and recovery arrangements, including Management's preparedness for significant incidents and recovery actions;

k. Review Management's implementation and communication of the Corporation's risk

management policies, guidelines and procedures throughout the organization and assess whether these remain effective and consistently applied;

l. Coordinate, where appropriate, with other Board-level committees on risk matters involving overlapping mandates or responsibilities;

m. Oversee the risk management function. The committee shall be responsible for the appointment/selection, remuneration, and dismissal of the chief risk officer (CRO). It shall also ensure that the risk management function has adequate resources and effectively oversees the risk-taking activities of the Corporation.

n. Perform annually a self-assessment of the Committee's performance;

o. Perform such other duties and functions or assume such responsibilities as may be delegated by the Board.

Review of Committee Charter

The Committee shall review the adequacy, relevance and scope of the Charter at least annually and recommend any proposed changes to the Board for approval.

Approved by the Board of Directors on 2 November 2026.

Certified by:

CAROL V. PADILLA
Corporate Secretary