# Nomination Committee

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

**Purpose of Nomination Committee**

The purpose of the **Nomination Committee** is to identify and recommend to the Board appropriate candidates who could serve as director nominees for the next annual meeting of shareholders. No nominations will take place during the annual stockholders meeting, but instead a list of qualified candidates shall be submitted to the Nomination Committee who shall vet, shortlist, and submit to the Board for consideration.

**Composition and Qualifications of Members**

The **Nomination Committee** shall be composed of at least three (3) members of the Board, one of which shall be an independent director. The Chairman of the Nomination Committee shall be an Independent Director. The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his/her election until the next organizational meeting of the Board, unless removed or replaced by the Board.

**Meetings**

The Committee shall meet at least twice a year or at such times and places as it considers appropriate. The Chairman may call a meeting at any time as needed.

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

**Duties and Responsibilities**

a. Nominate and select a mix of competent directors, each of whom can add value and contribute independent judgment to the formulation of sound corporate strategies and policies;

b. Ensure that all nominees are qualified in accordance with the By-Laws, Corporate Governance Manual, Board Charter and relevant laws, rules and regulation;

c. Review and evaluate the qualifications of persons nominated to positions which require appointment by the Board, and provide guidance and advice as necessary for appointments by the Chairman or President;

d. Assess the effectiveness of the Board's processes and procedures in the election or replacement of Board members and in appointing key officers or advisors, and develop update and recommend to the Board policies for considering nominees for directors, key officers or advisors;

e. Ensure the smooth nomination and election of the members of the Board in accordance with existing laws and rules applicable;

f. Encourage the active participation of Shareholders in the process of nomination and selecting nominees as members of the Board; and

g. Ensure full disclosure and transparency in the process of nomination and election, and encourage the active participation of shareholders in the process of nomination and selecting nominees as members of 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*