

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS  
OF  
DFNN, INC.**

Orchard A, 5<sup>th</sup> Floor,  
Ascott Bonifacio Global City Manila, Taguig  
on 30 August 2019 at 9:00 a.m.

**STOCKHOLDERS PRESENT:**

	<u>No. of Shares</u>	<u>Percentage</u>
Stockholders Present and Represented	228,696,750	70.45%
Total shares issued and outstanding	324,620,008	100.00%

**PROCEEDINGS**

**I. CALL TO ORDER**

The Chairman, Mr. Antonio A. Lopa, called the meeting to order and presided over the same. Atty. Elmer B. Serrano, Corporate Secretary recorded the minutes thereof.

**II. CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary certified that notices of the Annual Meeting of Stockholders were sent out starting August 6, 2019 to all stockholders of record date as of July 31, 2019. A total of 228,696,750 shares or 70.45% of the total issued and outstanding shares of the Corporation were present or represented in the meeting. Thus, the Corporate Secretary certified that there was a quorum to transact business.

**III. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING OF STOCKHOLDERS HELD ON OCTOBER 19, 2018**

The Chairman presented for approval the minutes of the annual stockholders' meeting held on October 19, 2018. Upon motion duly made and seconded, the stockholders passed and approved the minutes of the stockholders' meeting held on October 19, 2018:

“**RESOLVED**, that the stockholders of the Corporation hereby approves the Minutes of the Annual Stockholders Meeting held on October 19, 2018.”

**IV. PRESIDENT’S REPORT AND PRESENTATION AND APPROVAL OF THE ANNUAL REPORT FOR THE YEAR 2018**

The President and CEO, Mr. Calvin Lim gave his report on the operations of the Corporation for 2018. The Chairman presented for approval the Annual Report, including the Audited Financial Statements as of year ended December 31, 2018. Upon motion duly made and seconded, the stockholders passed and approved the President’s Report and the Audited Financial Statements for 2018.

**V. RATIFICATION OF THE ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS FOR THE FISCAL YEAR 2018**

The Chairman presented for approval the acts and proceedings of the Board of Directors and the corporate officers for the previous fiscal year. Upon motion duly made and seconded, the stockholders approved the acts and proceedings of the Board of Directors and Corporate Officers:

“**RESOLVED**, that the Corporation hereby approves all the acts and proceedings of management, the Board of Directors and the corporate officers of the Corporation for the fiscal year 2018.”

**VI. ELECTION OF DIRECTORS**

Upon the request of the Chairman, Mr. Ramon C. Garcia, Jr., Chairman of the Nomination Committee, apprised the stockholders of the nominees for the members of the Board of Directors, namely:

ANTONIO A. LOPA  
RAMON C. GARCIA, JR.  
CALVIN LIM  
EDWIN B. VILLANUEVA  
JEAN HENRI D. LHUILLIER  
ERIC FRANCIS P. ONGKAUKO  
ELMER B. SERRANO  
FRANCHETTE M. ACOSTA  
BRANDON C. CHAN  
MARCO ANTONIO R. URERA as Independent Director  
JAMES BELTRAN as Independent Director

Based on the motion duly made and seconded, the above-named nominees were elected to the foregoing positions for a term of one (1) year until their successors are duly elected and qualified. Upon motion duly made and seconded, the following resolution was approved:

“**RESOLVED**, that the following persons be as they are hereby elected Directors:

ANTONIO A. LOPA  
RAMON C. GARCIA, JR.  
CALVIN LIM  
EDWIN B. VILLANUEVA  
JEAN HENRI D. LHUILLIER  
ERIC FRANCIS P. ONGKAUKO  
ELMER B. SERRANO  
FRANCHETTE M. ACOSTA  
BRANDON C. CHAN  
MARCO ANTONIO R. URERA as Independent Director  
JAMES BELTRAN as Independent Director

These Directors shall serve for the year 2019 – 2020 until their successors are duly elected and qualified.”

#### **VII. APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman mentioned the need to appoint the Corporation’s external auditor. Sycip Gorres Velayo & Co. (SGV) was once again nominated as external auditor. There being no other nominations, the Chairman closed the nomination. A vote was taken and counted. SGV was elected to the foregoing position. Upon motion duly made and seconded, the shareholders approved the following resolution:

“**RESOLVED**, that the Corporation be as it is hereby authorized, to engage the firm of SyCip Gorres Velayo & Co. as its external auditor for the fiscal year 2019.”

#### **VIII. CORPORATE SURETY IN FAVOR OF INTER-ACTIVE ENTERTAINMENT SOLUTIONS TECHNOLOGIES, INC.**

The Chairman moved to the next item in the agenda, the grant of corporate suretyship in favor of the Corporation’s subsidiary, Inter-Active Entertainment Solutions Technologies, Inc. (IEST) for IEST’s loan with Philippine Business Bank (PBB). The Corporate Secretary added that the stockholders’ approval is sought to comply with the requirements of PBB.

Upon motion duly made and seconded, the shareholders approved the following resolutions:

**“RESOLVED**, that DFNN, Inc. (the **Corporation**) be authorized to act as a corporate surety for the loans and/or credit accommodations of IEST with the Philippine Business Bank;

**RESOLVED, FURTHER**, that the assumption of the corporate suretyship obligation is beneficial to the Corporation;

**RESOLVED, FINALLY**, that the Corporate Secretary of the Corporation be, as he is hereby authorized, to certify to the approval of the foregoing resolutions.”

## **IX. AMENDMENT OF SECONDARY PURPOSE**

The next item in the agenda is the amendment of the secondary purpose of the Corporation to allow the same to guarantee obligations of entities it has legal interests in, whether directly or indirectly. The Chairman explained that such amendment will effectively give the Corporation better flexibility and leverage in the conduct of its business and commercial transactions.

Upon motion duly made and seconded, the stockholders approved the following resolutions:

**“RESOLVED**, that DFNN Inc (the “Corporation”) be authorized to amend its secondary purpose to allow the Corporation to guarantee the obligations of entities it has legal interests in, whether directly or indirectly;

**RESOLVED, FURTHER**, that the SECOND ARTICLE of the Articles of Incorporation be amended to read as follows:

‘SECOND: A. That the primary purpose of this corporation is:

To engage in the business of computer and data processing services especially providing financial and other similar information and providing information technology services specifically providing solutions and other similar services through wireless, cable or internet including but not limited to developing and providing betting and gaming technologies/solutions, and to own, design, manufacture, assemble, install, purchase, rent, establish, manage, audit, repair, rehabilitate, integrate, operate, sell, lease or otherwise dispose of and generally deal in and with systems, facilities, equipment, devices, products, programs and software involving the processing, storage, movement, monitoring, delivery and retrieval of financial and internet-based information but not limited to computer data, image, voice, audio,

tone, software, programs and value-added services or networks related thereto; selling internet and all services related thereto.

## SECONDARY PURPOSES

(a) To purchase, own, lease, maintain, install and operate shops, offices, studios, buildings, machineries, equipment or hold property, rights and franchises which may now or hereafter be utilized for the activities and convenient operation of the corporation.

(b) To engage in the purchase, exchange, importation, exportation, lease, sale, manufacture or otherwise deal in electronic and wire communications equipment as well as mechanical devices, appliances, spare parts and components.

(c) To enter into agreements for the operation and arrangement of electronic and wire communications stations which may be owned or operated by another person, firm, business, association or corporation; and to act as representatives or agents of any such station.

(d) To undertake the distribution, either through sale, lease, exchange or otherwise, of electronics and wire communications materials which the corporation may produce, originate, or acquire from others; to apply for copyright therefore and dispose of same through sale, lease, exchange or otherwise.

(e) Insofar as the same may be now or hereafter be permitted by law, to amalgam or unite, combine or merge into this corporation any other corporation, association or business wherever formed, which has objects similar, analogous or subsidiary to any of the objects and purposes of this corporation.

(f) To borrow money in aid of the corporation's purposes, and for such purposes to issue, receive, and hold bonds, notes and obligations.

(g) To invest the money of the corporation in excess of the immediate requirements in such manner to be determined by the corporation.

(h) In carrying on its business and in order to attain and further its power or purposes, to do any and all other powers which a juridical person might or could do and exercise, which may now or hereafter be authorized by law, as principal, agent, contractor, trustees or otherwise.

(i) To guarantee the obligations of entities it has legal interests in, whether directly or indirectly.

(j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value or render profitable any business or property of the corporation.

(k) The foregoing clauses shall be construed as both purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be construed as restrictive of the general and particular powers and purposes of the corporation.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.'

**RESOLVED, FINALLY,** that any one (1) of the President, Treasurer, Corporate Secretary, Assistant Corporate Secretary or any Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, to sign, execute, deliver and cause the submission of the Corporation's *amended* Articles of Incorporation, certified by the majority of the Directors and the Corporate Secretary or Assistant Corporate Secretary, and any and all documents necessary for any and all transactions related to the said amendment of the Articles of Incorporation of the Corporation to the Securities and Exchange Commission, and/or other governmental authorities, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

#### X. OTHER MATTERS

There were no other matters presented to the stockholders for approval.

#### XI. ADJOURNMENT

There being no further matters to discuss, the meeting was, on motion, adjourned.

Certified Correct:

**ELMER B. SERRANO**  
Corporate Secretary

Attested by:

**ANTONIO A. LOPA**  
Chairman