

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To the Stockholders of Centro Escolar University:

Notice is hereby given that the Annual Meeting of the Stockholders of CENTRO ESCOLAR UNIVERSITY (CEU) will be held on Friday, October 30, 2020, 2:00 pm, via remote communication under the Zoom Video Communications platform, at Centro Escolar University, No. 9 Mendiola Street, San Miguel, City of Manila, Philippines.

### AGENDA

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting on July 23, 2019
4. Chairman's Address
5. Approval of the Annual Report of the Board of Directors
6. Ratification of all acts, resolutions, and transactions of the Board of Directors and the management for the year 2019
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

The minutes of the 2019 Annual Stockholders' Meeting is available at the University's website at [www.ceu.edu.ph](http://www.ceu.edu.ph) under the Corporate Information Tab.

All stockholders of record as of the close of business on October 8, 2020 are entitled to notice and to vote at the annual meeting and at any adjournment thereof. The stock and transfer book of the University will be closed from October 9, 2020 to October 29, 2020.

Given the current pandemic situation, stockholders may participate in the Meeting by remote communication. Voting is done electronically in absentia.

Stockholders who will participate in the Annual Stockholders' meeting by remote communication and vote electronically in absentia shall register at [www.ceu.edu.ph](http://www.ceu.edu.ph) from October 12, 2020 to October 26, 2020. Instructions and Procedures for Online Registration, Online Voting in Absentia, and Participation by Remote Communication is attached herein as Annex "A" and are likewise set forth in the Definitive Information Statement posted at the University's website at [www.ceu.edu.ph](http://www.ceu.edu.ph) under the Corporate Information Tab, and the PSE Edge Portal.

A PROXY instrument in accordance with the Corporation Code may also be submitted through the same registration page at [www.ceu.edu.ph](http://www.ceu.edu.ph) on or before October 22, 2020. Proxies will be validated on October 23, 2020. For your convenience, a downloadable copy of the Proxy Instrument is available at [www.ceu.edu.ph](http://www.ceu.edu.ph). WE ARE NOT, HOWEVER, SOLICITING PROXIES.

Only stockholders who have successfully registered within the prescribed period, or participate through proxy, will be included in the determination of quorum. Successful registrants will receive an email invitation containing the necessary access code and password. For any registration concerns, you may send an email to [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph)

MANILA AND MALOLOS CAMPUSES

MANILA CAMPUS

EXCLUDING SCHOOL OF MEDICINE  
AND SENIOR HIGH SCHOOL

MANILA AND MALOLOS CAMPUSES



FULL  
AUTONOMY  
STATUS



INSTITUTIONAL  
ACCREDITATION  
STATUS  
Federation of  
Accrediting Agencies  
of the Philippines



ISO 9001:2015



PROFICIENCY  
IN QUALITY  
MANAGEMENT  
SYSTEM



PAPAL AWARD  
PRO ECCLESIA  
ET PONTIFICE  
December 30, 2006


**ASEAN University Network (AUN) Quality Assurance certified:** Dentistry, Pharmacy, Biology, Business Administration, Hotel and Restaurant Management, Tourism Management, Nursing, Nutrition and Dietetics and Optometry Programs • **CHED Center of Excellence in Teacher Education** • **CHED Center of Development in Business Education** • **CHED Center of Development in Optometry Education** • **HIGHEST LEVEL of accreditation, LEVEL IV, by PACUCOA as certified by FAAP:** Biology, Psychology, Pharmacy, Business Administration, Dentistry, Optometry, Nutrition and Dietetics, Liberal Arts (Mass Communication and Political Science), Education, and Medical Technology

Stockholders may send their queries about the Annual Stockholders' Meeting and the Company through the Office of the Corporate Secretary at [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph)

Pursuant to SEC Notice dated April 20, 2020, the Stockholders may examine the Definitive Information Statement, Management Report, and SEC Form 17A at the Company's website and through the PSE Edge Portal. The University will provide, without charge, a printed copy of said documents upon the written request of a stockholder addressed to the Corporate Secretary at Centro Escolar University, No. 9 Mendiola Street, San Miguel, City of Manila, Philippines.

There will be an audio and video recording of the Annual Stockholders' Meeting. All votes cast shall be validated by the Stock and Transfer Agent, Philippine Stock Transfer Inc. (PSTI).

September 25, 2020 City of Manila



**ATTY. SERGIO F. APOSTOL**  
Corporate Secretary

## Annex A

### Instructions and Procedures for Online Registration Online Voting in Absentia and Participation by Remote Communication for the 2020 CEU Annual Stockholders' Meeting

#### I. Participation by Remote Communication and Online Voting in Absentia

Given the current pandemic situation, stockholders may only participate in the 2020 CEU Annual Stockholders' Meeting ("Meeting") by remote communication. Voting shall be done electronically in absentia.

#### II. Online Registration

1. Stockholders who wish to participate in the Annual Stockholders' meeting by remote communication shall register through the banner announcement found in the University's Website, [www.ceu.edu.ph](http://www.ceu.edu.ph)
2. The registration period shall start from October 12, 2020 to the close of business hours on October 26, 2020. For any registration concerns, Stockholders may send an email to [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph)
3. During the registration, the stockholder shall provide the following:
  - a. Individual Stockholders:
    - a.i. Name
    - a.ii. Active email address
    - a.iii. Active contact number
    - a.iv. Stock certificate number (just one in case of multiple certificates)
    - a.v. Scan (pdf or jpeg format) of a Valid Government Issued ID with signature and photograph. File size should not exceed 2MB.
    - a.vi. Recent Photograph of the Stockholder
  - b. For Stockholders with joint accounts:
    - b.i. A scanned copy of an authorization letter signed by all Stockholders named in the joint account, identifying who among them is authorized to cast the vote for the account. (pdf or jpeg format; file size should not exceed 2MB)
    - b.ii. In addition, the authorized stockholder must submit the requirements enumerated in No. 3 (a) above.
  - c. For Stockholders under Broker accounts
    - c.i. A broker's certification on the Stockholder's number of shareholdings. (pdf or jpeg format; file size should not exceed 2MB).
    - c.ii. Active email address
    - c.iii. Active contact number
    - c.iv. Scan (pdf or jpeg format) of a Valid Government Issued ID with signature and photograph. File size should not exceed 2MB.
    - c.v. Recent Photograph of the Stockholder.

- d. For corporate Stockholders
  - d.i. A Secretary's Certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation (in JPG or PDF format. File size should not exceed 2MB).
  - d.ii. Active email address of the representative
  - d.iii. Active contact number of the representative
  - d.iv. Scan (pdf or jpeg format) of a Valid Government Issued ID of the representative with signature and photograph. File size should not exceed 2MB.
  - d.v. Recent Photograph of the Representative
  
- e. For Stockholders to be represented by a proxy -
  - e.i. In addition to the above requirements for the Stockholder, the same requirement shall be submitted by the Proxy together with a scanned copy of the Proxy Form duly signed by the Stockholder (in JPG or PDF format. File size should not exceed 2MB). The Proxy Form may be downloaded from [www.ceu.edu.ph](http://www.ceu.edu.ph)
  
4. The collected information and documents will be validated and verified by Philippine Stock Transfer Inc., the Stock and Transfer Agent of CEU.
  
5. Incomplete or inconsistent information may result in an unsuccessful registration. Stockholders who are not able to register successfully will not be given access to participate in the Meeting by remote communication.
  
6. Only those Stockholders who have successfully registered to participate in the Meeting by remote communication, or participates through proxy, will be included in determining the existence of a quorum.
  
7. Once verification is successful, a confirmation email shall be sent to the registered email address. The confirmation email shall contain details necessary to participate in the meeting via remote communication, as well as the acknowledgement of votes cast.

### III. Online Voting in Absentia

1. After filling out the required fields and uploading the required documents, Stockholders may cast their votes.
  
2. For the following items, the Stockholder may choose from the following options: **For**, **Against**, or **Abstain**. The vote is considered cast for all the registered Stockholder's shares:
  - Approval of the Minutes of the July 23, 2019 Annual Stockholders' Meeting;
  - Approval of the Annual Report of the Board of Directors;
  - Ratification of all acts, resolutions, and transactions of the Board of Directors and the management for the year 2019;
  - Appointment of SGV & Co. as External Auditor
  
3. For the Election of Directors, the registered Stockholder may either (a) vote for all nominees, (b) not vote for any of the nominees, or (c) vote for some nominees only, in such number of shares as preferred by the Stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. Candidates receiving the highest number of votes shall be declared elected.
  
4. Votes cast will be validated and verified by Philippine Stock Transfer Inc., the Stock and Transfer Agent of CEU. Unsuccessful registration will result in invalid votes.

#### IV. Participation by Remote Communication in the October 30, 2020 Meeting and Election of Directors

1. Only those Stockholders who have successfully registered to participate in the Meeting by remote communication, or participates through proxy, will be included in determining the existence of a quorum.
2. A stockholder may send his/her questions and/or comments about the items in the Agenda prior to or during the Meeting to [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph). The Chairman will endeavor to reply to all questions received but should, for any reason, a question is not addressed, the Office of the Corporate Secretary will reply to the same by email.

In compliance with the requirements of the Securities and Exchange Commission, a recording of the proceedings of the Annual Meeting will be secured. Stockholders may send their queries about the Meeting to [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph)

For any clarifications, please contact the Office of the Corporate Secretary through [corporate@ceu.edu.ph](mailto:corporate@ceu.edu.ph)