

Office of the Corporate Secretary

May 31, 2019

To: **ALL CEU STOCKHOLDERS**

Please be advised that the University's Nomination Committee has set **June 25, 2019** as the last day for submission of recommendations for nominees for independent directors for fiscal year 2019-2020 to the Nomination Committee, c/o Office of the Corporate Secretary, Centro Escolar University, No. 9 Mendiola St., San Miguel, Manila. This is in accordance with Rule 38 of the amended implementing rules and regulations of the Securities Regulation Code (R.A. 8799).

In addition to the qualifications of an independent director prescribed under Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, a nominee for independent director must possess all of the qualifications and none of the disqualifications enumerated below:

Qualifications:

1. He shall be a stockholder of record of at least one (1) share of stock of the corporation.
2. He shall be at least a college graduate or shall have been engaged in or exposed to the business of the corporation for at least five (5) years.
3. He shall possess integrity and probity.
4. He shall be assiduous.
5. He shall be committed to University's best interests and ideals of *ciencia y virtud*.

Disqualifications (in addition to the disqualifications enumerated under Section 27, Corporation Code [B.P. Blg. 68]):

1. Any person enumerated under Section II (5) of the Code of Corporate Governance shall not qualify as an independent director.
2. He becomes an officer or employee of the corporation where he is such member of the board of directors, or becomes any of the persons enumerated under Section II (5) of the Code of Corporate Governance.
3. His beneficial security ownership exceeds two percent (2%) of the outstanding capital stock of the corporation where he is such a director.
4. He fails, without any justifiable excuse, to attend at least fifty percent (50%) of the total number of board meetings during his incumbency.

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 Administration • CHED Center of Development in Optometry • 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

5. He commits acts, or labors under any circumstance or conducts himself in such a manner that clearly demonstrates that he is not a bona fide nominee or is in fact a nuisance candidate.

The Committee shall forthwith meet after the deadline for submission of nominations for independent directors but prior to the stockholders' meeting to deliberate upon and pre-screen the qualifications of the nominees as well as to ensure that only the best nominees who shall serve the best interests of the University shall be considered for election as independent directors.

In accordance with Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, the Committee shall prepare the final list of the candidates for independent directors.

Very truly yours,



SERGIO F. APOSTOL
Corporate Secretary