

Minutes of the Annual Stockholders' Meeting
Centro Escolar University
24 October 2025
CEU Mendiola Campus

(For Approval at the 2025 Annual Stockholders' Meeting)

Total Outstanding Shares	Shares Present	Abstentions
446,897,323 shares	377,024,312 shares	-

Tally of votes

Item	For	Against	Abstain	Decision
Approval of the Minutes of the 25 October 2024 Annual Stockholders Meeting	377,024,312	0	0	Approved
Approval of the Minutes of 07 March 2025 Special Stockholders Meeting	377,024,312	0	0	Approved
Approval of Management Report of the Board of Directors	377,024,312	0	0	Approved
Ratification of all acts, Resolutions, and transactions of the Board of Directors and the Management for the fiscal year 2024-2025	377,024,312	0	0	Approved
Continuous engagement and nomination of Dr. Emil Q. Javier as independent director	377,024,312	0	0	Approved
Appointment of SGV & Co as External Auditor for fiscal year 2025-2026	377,024,312	0	0	Approved

Directors Present

Mr. Basilio C. Yap, Chairman
Atty. Danilo Concepcion, Vice Chairman
Dr. Emil Q. Javier, Director
Mr. Lope M. Yuvienco, Director
Dr. Alejandro C. Dizon, Director
Mr. Benjamin C. Yap, Director
Dr. Johnny C. Yap, Director
Dr. Emilio C. Yap III, Director
Ms. Corazon M. Tiongco, Director

Call to Order

The meeting was called to order at 1:00 pm by Atty. Concepcion, Vice Chairman and President, who presided over the meeting. After reminding everyone that the meeting is being recorded as required by the SEC, Atty. Concepcion called on Ms. Corazon M. Tiongco, Director, to lead the prayer.

Proof of Notice of Meeting

After the prayer, Atty. Concepcion asked the Corporate Secretary, Atty. Sergio F. Apostol, whether the required notices were sent to the stockholders. Atty. Apostol stated that in accordance with Rule 20 of the Securities Regulation Code, and in consonance with the Notice of the Securities and Exchange Commission to Publicly-Listed Companies, the notice for the stockholders' meeting was published in the business section of two newspapers of general circulation – The Manila Bulletin, and Tempo – in print and online format, for two consecutive days, October 1 and 2, 2025.

The last day of publication, October 2, 2025 complies with the minimum twenty-one (21) days requirement prior to the date of the meeting. A Certification to this effect was executed by the publishing companies utilized by Management for the purpose and part of the records of the University.

Atty. Apostol further stated that the notice for the meeting was posted on the Company's website www.ceu.edu.ph, and on the Company's PSE EDGE portal.

As such, Atty. Apostol certified that the Stockholders were duly notified.

Certification of Quorum

Atty. Apostol stated that the total number of shares present and/or represented by proxy amount to 377,024,312 shares or at least 84.36% of the 446,897,323 total outstanding shares.

Atty. Apostol then certified that there was a quorum for the valid transaction of business during the meeting.

Approval of the Minutes of the Meeting Held October 25, 2024

Atty. Apostol stated that a copy of the Minutes of the 2024 Annual Stockholders Meeting held on October 25, 2024 was made available on the Corporate Information portion of the Company's website. In addition, a summary of the matters approved in the last stockholders' meeting is set out in the Definitive Information Statement which was also made available to the stockholders.

As such, since the stockholders have been fully apprised of this item in the agenda, it was proposed that the reading of the Minutes of the 2025 Annual Stockholders' Meeting held on October 25, 2024 be dispensed with, and that the minutes of that meeting, as appearing in the minutes book of the Company, be approved.

The tally of votes was then presented which shows that based on the total votes received, more than the required majority of the outstanding shares of the Company equivalent to 377,024,312 shares (84.36%) approved the Minutes of the 2024 Annual Stockholders' Meeting held on October 25, 2024.

Atty. Concepcion then asked if there are questions regarding the matter. No questions were raised.

The Minutes of the 2024 Annual Stockholders' Meeting held on October 25, 2024 therefore, was approved.

Resolution

"Resolved, as it is hereby approved, that the Minutes of the 2024 Annual Stockholders' Meeting held on October 25, 2024 is hereby approved."

Approval of the Minutes of the Special Meeting Held March 07, 2025

Atty. Apostol stated that a copy of the Minutes of the 2025 Special Stockholders Meeting held on March 07, 2025, was made available on the Corporate Information portion of the Company's website. In addition, a summary of the matters approved in the last stockholders' meeting is set out in the Definitive Information Statement which was also made available to the stockholders.

As such, since the stockholders have been fully apprised of this item in the agenda, it was proposed that the reading of the Minutes of the 2025 Special Stockholders' Meeting held on March

07, 2025, be dispensed with, and that the minutes of that meeting, as appearing in the minutes book of the Company, be approved.

The tally of votes was then presented which shows that based on the total votes received, more than the required majority of the outstanding shares of the Company equivalent to 377,024,312 shares (84.36%) approved the Minutes of the 2025 Special Stockholders' Meeting held on March 07, 2025.

Atty. Concepcion then asked if there are questions regarding the matter. No questions were raised.

The Minutes of the 2025 Special Stockholders' Meeting held on March 07, 2025, therefore, was approved.

Resolution

"Resolved, as it is hereby approved, that the Minutes of the 2025 Special Stockholders' Meeting held on March 07, 2025 is hereby approved."

Management Report for the Fiscal Year 2024 - 2025.

Atty. Concepcion stated that the Management Report is included in the Definitive Information Statement which was made available to the stockholders via the Company's website and PSE EDGE portal.

Highlights of the report was then presented by Atty. Concepcion.

After the presentation, Atty. Concepcion asked Atty. Apostol if there were questions submitted by the stockholders in relation to the Management Report.

As there were no questions, the votes on the approval of the Management Report was presented. Based on the tally of votes more than the required majority of the outstanding shares of the Company, equivalent to 377,024,312 shares (84.36%) voted in favour of the matter.

With the shareholders owning at least a majority of the outstanding shares voting in favor of the matter, the Management Report as reflected in the Annual Report together with the financial statements for the fiscal year 2024-2025 is approved.

Resolution

"Resolved, as it is hereby approved, that the Annual Report together with the financial statements for the fiscal year 2024-2025 is hereby approved."

Ratification of all the Acts, Proceedings and Resolutions of the Board of Directors and Management of the Company for Fiscal Year 2024-2025

Atty. Concepcion stated that a summary of acts, proceedings, and resolutions is contained in the Definitive Information Statement made available to the stockholders through www.ceu.edu.ph and the PSE Edge Portal. These acts, proceedings and resolutions were discussed and approved in the meetings of the Board and its Committees and covered by minutes, which are on file and are available for inspection upon the request of any stockholder.

Atty. Concepcion then asked if there were questions submitted regarding the matter. There being none, the tally of votes on the matter was presented.

Based on the total votes received, more than the required majority of the outstanding shares of the Company equivalent to 377,024,312 shares (84.36%) voted in favour of approving all the legal acts, resolutions and proceedings of the Board of Directors and Corporate Officers of the Company for Fiscal Year 2024-2025.

With shareholders owning at least a majority of the outstanding shares voting in favour of the matter, the acts, proceedings and resolutions of the Board of Directors and Management for Fiscal Year 2024-2025 as reflected in the minutes of the Board of Directors are approved, confirmed and ratified.

Resolution

“Resolved, as it is hereby resolved, that the acts, proceedings and resolutions of the Board of Directors and Management for Fiscal Year 2024-2025 as reflected in the minutes of the Board of Directors are hereby approved, confirmed and ratified.”

Ratification/Approval of the Continuous engagement of Dr. Javier as Independent Director.

Atty. Concepcion presented the Nomination Committee Report which was thoroughly discussed in the Definitive Information Statement.

Atty. Concepcion then asked if there were questions submitted regarding the matter. There being none, the tally of votes on the matter was presented.

Based on the total votes received, more than the required majority of the outstanding shares of the Company equivalent to 377,024,312 shares voted in favour of the continuous engagement of Dr. Javier as Independent Director.

Resolution

“Resolved, as it is hereby resolved, that the continuous engagement of Dr. Javier as Independent Director is hereby approved.”

Election of Directors for the fiscal year 2025-2026.

Atty. Concepcion called on a member of the Nomination Committee, Ms. Corazon M. Tiongco, to name the individuals who are the nominees for the ten (10) in the Board. Ms. Tiongco then reported that in a meeting held on 29 August 2025, the Nomination Committee approved the nomination of the following individuals as Independent Directors of the Company for the year 2025-2026:

Dr. Emil Q. Javier

Mr. Lope M. Yuvienco

Dr. Carmencita D. Padilla

Ms. Tiongco further stated that in the same meeting, the following, after evaluation, were identified as nominees for Directors:

Mr. Basilio C. Yap

Atty. Danilo L. Concepcion

Mr. Benjamin C. Yap

Dr. Alejandro C. Dizon

Dr. Emilio C. Yap III

Ms. Corazon M. Tiongco

Dr. Johnny C. Yap

Atty. Apostol stated that after tallying the ballots and the votes of proxies received, and considering further that there are only ten (10) nominees for the ten (10) seats in the Board, all the nominees are effectively elected as Directors of the Corporation for the year 2025 to 2026, getting the following votes:

Name	Votes Received
Dr. Emil Q. Javier (independent)	377,024,312
Mr. Lope M. Yuvienco (independent)	377,024,312
Dr. Carmencita D. Padilla (independent)	377,024,312
Mr. Basilio C. Yap	377,024,312
Atty. Danilo L. Concepcion	377,024,312
Mr. Benjamin C. Yap	377,024,312
Dr. Alejandro C. Dizon	377,024,312
Dr. Emilio C. Yap III	377,024,312
Ms. Corazon M. Tiongco	377,024,312
Dr. Johnny C. Yap	377,024,312

Resolution

“Resolved that the following are the duly elected directors of CEU for the ensuing fiscal year and until the election and qualification of their successors:

Dr. Emil Q. Javier,

Mr. Lope M. Yuvienco and

Dr. Carmencita D. Padilla as the Independent Directors

Mr. Basilio C. Yap

Atty. Danilo L. Concepcion

Mr. Benjamin C. Yap

Dr. Alejandro C. Dizon

Dr. Emilio C. Yap III

Ms. Corazon M. Tiongco and

Dr. Johnny C. Yap.

Appointment of External Auditor for the Fiscal Year 2025-2026

Atty. Concepcion called on Dr. Emil Q. Javier, the Chairperson of the Audit Committee, to name the firm nominated to be the External Auditor for the Fiscal Year 2025-2026. Dr. Javier reported that after careful deliberation, and after considering the quality of its audit work with the Company for the past fiscal years, the reasonableness of its fees and its reputation, that the Audit Committee is endorsing the reappointment of the auditing firm of **Sycip, Gorres, Velayo & Co. (SGV)** as External Auditor of the Company for the fiscal year 2025-2026.

Based on the total votes received, more than the required majority of the outstanding shares of the Company equivalent to Dr. Emil Q. Javier (independent) shares voted in favor of the appointment of **Sycip, Gorres, Velayo & Co. (SGV)** as External Auditor of the Company for the year 2025-2026.

With the shareholders owning at least a majority of the outstanding shares voting in favor of the matter, the appointment of **Sycip, Gorres, Velayo & Co. (SGV)** as External Auditor of the Company for the year 2025-2026 is hereby approved.

Resolution

“Resolved, as it is hereby resolved, that the University hereby appoints **Sycip, Gorres, Velayo & Co. (SGV)** as External Auditor of the Company for the year 2025-2026”

Other Matters

Atty. Apostol informed Atty. Apostol that there were no further questions raised.

Adjournment

There being no further matters to discuss, upon motion duly seconded, the Stockholders' Meeting was adjourned at 2:00pm. The attendees were then invited to avail of refreshments.