

Minutes of the Special Stockholders Meeting  
 Centro Escolar University  
 07 March 2025  
 CEU Mendiola Campus

(For Approval at the 2025 Annual Stockholders' Meeting)

Total Outstanding Shares	Shares Present	Abstentions
446,897,323 shares	377,018,807 shares	-

Tally of votes

Item	For	Against	Abstain	Decision
Ratification, in relation to the declaration of 20% stock dividends approved during the 25 October 2024 Annual Stockholders Meeting, of the treatment of fractional shares based on stockholder data as of record date 18 December 2024, i.e. the rounding of shares based on universal mathematical principles, and the 43 extra shares that resulted from the rounding of shares.	377,018,807	0	0	Approved

**Directors Present**

Mr. Basilio C. Yap, *Chairman*  
 Dr. Ma. Cristina D. Padolina, *Vice Chairman*  
 Dr. Emil Q. Javier, *Independent Director*  
 Mr. Lope M. Yuvienco, *Independent Director*  
 Dr. Alejandro C. Dizon, *Director*  
 Mr. Benjamin C. Yap, *Director*  
 Dr. Emil C. Yap III, *Director*  
 Dr. Johnny C. Yap, *Director*  
 Ms. Corazon M. Tiongco, *Director*

**Call to Order**

The meeting was called to order at 1:00pm by Dr. Padolina, Vice Chairman and President, who presided over the meeting. After reminding everyone that the meeting is being recorded as

required by the SEC, Dr. Padolina called on Ms. Corazon M. Tiongco, Director, to lead the prayer.

### **Proof of Notice of Meeting**

After the prayer, Dr. Padolina 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, February 11 and 12, 2025.

The last day of publication, February 12, 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](http://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 377,018,807 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.

**Ratification, in relation to the declaration of 20% stock dividends approved during the 25 October 2024 Annual Stockholders Meeting, of the treatment of fractional shares based on stockholder data as of record date 18 December 2024, i.e. the rounding of shares based on universal mathematical principles, and the 43 extra shares that resulted from the rounding of shares.**

Dr. Padolina presented the above-captioned matter for ratification. The Board of Directors of CEU during the Special BOD Meeting held last 03 October 2024 approved the

issuance of stock dividends. Under the law, such declaration requires the approval of the Stockholders constituting at least two-thirds (2/3) of the outstanding capital stock.

The stock dividend percentage and other relevant data were all set out in the Definitive Information Statement.

Dr. Padolina 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, out of the 377,018,807 total votes cast, 377,018,807 shares voted "for", 0 shares voted "against", and 0 shares abstained. Thus, 84.36% or more than the required two thirds (2/3) of the outstanding shares of the Company approved the declaration of stock dividends.

### **Resolution**

"Resolved, as it is hereby resolved, that in relation to the declaration of 20% stock dividends approved during the 25 October 2024 Annual Stockholders Meeting, the treatment of fractional shares based on stockholder data as of record date 18 December 2024 i.e. the rounding of shares based on universal mathematical principles, and the 43 extra shares that resulted from the rounding of shares are hereby approved.

### **Other Matters**

### **Adjournment**

There being no further matters to discuss, upon motion duly seconded, the Stockholders' Meeting was adjourned at 1:20pm.