

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 25, 2024, 1:00 pm, online via Zoom.

AGENDA

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting on October 27, 2023
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 fiscal year 2023 – 2024
7. Ratification/approval of the continuous engagement of Dr. Emil Q. Javier as independent director.
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
 - Declaration of Stock Dividends
 - Amendment of Articles of Incorporation to increase number of Directors from 9 to 10
 - Amendment of By Laws to increase number of Independent Directors from 2 to 3
 - Amendment of By Laws to permanently allow attendance and voting in absentia via remote communication during Stockholder Meetings.
11. Adjournment

The minutes of the 2023 Annual Stockholders' Meeting is available at the University's website at www.ceu.edu.ph under the Corporate Information Tab.

All stockholders of record as of the close of business on October 3, 2024 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 4, 2024 to October 24, 2024.

Attendance and Voting shall be done electronically in absentia. Stockholders who will participate and vote electronically in absentia in the Annual Stockholders meeting are required to pre-register at www.ceu.edu.ph from October 04, 2024 to October 15, 2024. Instructions and Procedures for Online Registration and Online Voting in Absentia 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 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 on or before October 14, 2024. Proxies will be validated on October 17, 2024. For your convenience, a downloadable copy of the Proxy Instrument is available at 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

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

Pursuant to relevant SEC Issuances 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). The University’s Internal Auditor, SGV, shall also be present to observe.

September 24, 2024 City of Manila

ATTY. SERGIO F. APOSTOL
Corporate Secretary

Annex A

Instructions and Procedures for Attendance and Online Voting in Absentia via remote communication for the 2024 CEU Annual Stockholders' Meeting

I. Online Attendance and Voting in Absentia

For the 2024 CEU Annual Stockholders' Meeting ("Meeting") attendance and voting may be done electronically in absentia.

II. Online Registration

1. Stockholders who wish to participate and vote in the Annual Stockholders' meeting shall pre-register through the banner announcement found in the University's Website, www.ceu.edu.ph starting October 4, 2024.
2. The registration period shall start from October 4, 2024 to the close of business hours on October 20, 2024. For any registration concerns, Stockholders may send an email to corporate@ceu.edu.ph
3. Upon access to the registration page, a Privacy Notice will appear. Once consent is given, registration will commence.
4. 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
5. The collected information and documents will be validated and verified by Philippine Stock Transfer Inc., the Stock and Transfer Agent of CEU.
 6. 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 and vote in the Meeting by remote communication.
 7. Only those Stockholders who have successfully pre-registered and voted by remote communication, or participates through proxy, will be included in determining the existence of a quorum.
 8. Once verification is successful, a confirmation email shall be sent to the registered email address containing the necessary codes and passwords in order to access the meeting.

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 October 27, 2023 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 fiscal year 2023-2024;
 - Continuous engagement of Dr. Emil Q. Javier as independent director;
 - Appointment of SGV & Co. as External Auditor
 - Approval of the amendment to the Articles of Incorporation to increase the number of Directors from 9 to 10
 - Approval of the amendment to the By-Laws to increase the number of Independent Directors from 2 to 3
 - Approval of the amendment to the By-Laws to permanently allow voting in absentia via remote communication during Stockholders Meetings
 - Approval of the amendment to the By-Laws to permanently allow attendance via remote communication during Stockholder Meetings

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.
5. 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. 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

For any clarifications, please contact the Office of the Corporate Secretary through corporate@ceu.edu.ph