

REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City , 1209, Metro Manila



COMPANY REG. NO.: PW00001093

**CERTIFICATE OF FILING OF AMENDED BY-LAWS**

**KNOW ALL PERSONS BY THESE PRESENTS:**

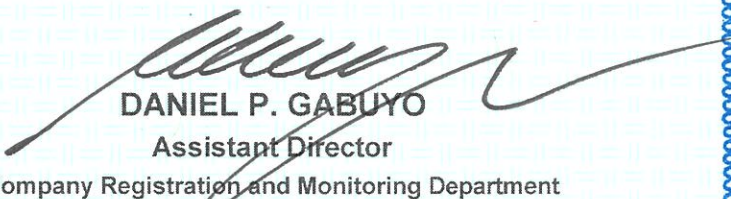
**THIS IS TO CERTIFY that the Amended By-Laws of the**

**CENTRO ESCOLAR UNIVERSITY**

copy annexed, adopted on August 30, 2024 and September 24, 2024 by majority vote of the Board of Directors and on October 25, 2024 by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, this 29<sup>th</sup> day of August, Two Thousand Twenty-Five.



  
**DANIEL P. GABUYO**  
Assistant Director  
Company Registration and Monitoring Department



**AMENDED BY-LAWS**  
**OF**  
**CENTRO ESCOLAR UNIVERSITY**

**ARTICLE I**  
**STOCKHOLDERS**

Section 1. Annual Meeting. – The annual meeting of the stockholders shall be held in such place in the City of Manila as may be designated by the Board of Directors on every fourth Friday of October, unless such day be a legal holiday, in which case the meeting shall be held on the next day which is not a holiday. (As amended on May 5, 1975, on March 22, 1982, July 22, 1986, and July 23, 2019).

Section 2. Special Meeting. – Special meetings of the stockholders may be called by the President, or by the Board of Directors, or by the stockholders owning at least one-fourth (1/4) of the subscribed capital stock of the University and entitled to vote.

Section 3. Voting. – Except as otherwise provided by the Corporation Law, at each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to one vote in person or by proxy for each share of stock of the University subscribed for by him and registered in his name on the books of the University, it being understood, however, that in case of election of directors, every stockholder entitled to vote shall have the right to cumulate his shares, and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares shall equal. In any meeting of the stockholders, stockholder entitled to vote can delegate the power to vote to another provided the latter has express written authority from the stockholder or his representative duly authorized in writing for the purpose. The document delegating the power to vote shall be presented to the Secretary and to the election inspectors, and shall be left in the custody of the Secretary. At any meeting of the stockholders, the holders of a majority of the subscribed capital stock entitled to vote and present in person or represented by proxy shall, unless otherwise required by law, constitute a quorum, if the holder of the amount necessary to constitute a quorum shall fail to attend in person or by proxy on the date and place of the meeting, the meeting may be adjourned and transferred to another date.

**A stockholder has the option to avail of attendance via remote communication (As amended by the majority of the Board of Directors on 24 September 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference) and/or voting in absentia via remote communication during Stockholders Meetings, subject to the procedures as may be issued by the Board of Directors. (As amended by the majority of the Board of Directors on 30 August 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference).**

Section 4. Notices. – Notice of the time and place of holding any annual or special meeting of stockholders other than those regulated by statutes, shall be given by personally delivering the same to each stockholder of record entitled to vote or by mailing the same to his last known post office address not less than twenty (20) days prior to any such meeting. The notice of special meeting shall state the business to be transacted thereat and no other business shall be undertaken except by consent of a majority of the stockholders entitled to vote. No notices of any meeting need be published in any newspaper. The stockholders of the University entitled to vote may, by consent of the majority thereof, waive notice of the time, place and purpose of any meeting of the stockholders and any action taken at the meeting held pursuant to such waiver shall be valid and binding.

Section 5. Election Inspectors. – The stockholders in any annual meeting may name two (2) persons (not necessarily stockholders) to act as election inspectors in all meetings of the stockholders.

Section 6. Order of Business. – The order of business of the regular annual meeting of the stockholders shall be:

1. Verification of the presence of the required quorum;
2. Proofs of notice of meeting;
3. Reading and disposal of any unapproved minutes;
4. Annual reports or information of the Board of Directors;
5. Appointment of election inspectors who are to serve until the termination of the annual meeting;
6. Election of directors for the current year;
7. Unfinished business;
8. New business.

The order of business to be followed at any meeting may be changed by a vote of a majority in interest of the stockholders entitled to vote at such meeting.

The order of business to be followed at any special meeting may be determined by the presiding officer or by vote of the majority in interest to the stockholders entitled to vote.

Section 7. Election of Independent Director/s. – **The University is required to have at least three (3) independent directors or at least 30% of its board size, whichever is lesser. (As amended by the majority of the Board of Directors on 30 August 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference).**

The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s.

In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill-up the vacancy. (As amended on July 22, 2003).

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. Functions. – The business and property of the University shall be managed and controlled by the Board of Directors who shall be elected by the stockholders of the University in the annual meeting and shall hold office for one year and until their successors are duly elected and qualified as provided for by these By-Laws.

Section 2. Directors to act only as a Board. – The directors shall exercise their powers only as a board, the individual directors not having such powers. A majority of the Board of Directors shall constitute a quorum for the transaction of business and a majority of those present shall be necessary to decide any matter, but if at any meeting of the Board there be less than a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is constituted.

Section 3. Time and Place of Meeting. – The meeting of the Board of Directors may be held at such time and place in the Philippines and upon such notice as the Board of Directors by resolution may prescribe.

Section 4. Election of Officers. – The Board of Directors shall convene immediately as soon as possible after the annual meeting of the stockholders, and elect the officers of the University for the current year.

The meeting of the Board of Directors may be held at such time and place as the Board of Directors may set. Special meetings may be called by the President or by any two (2) directors. Notice of the time and place of the regular and special meetings may be given personally or by mail to each director at his last known post office address or in his office at least two (2) days before such meeting. The directors present may, by unanimous written consent, waive notice of the time, place and purpose of any meeting of the Board and any actions taken at the meeting held pursuant to such waiver shall be valid and binding.

Section 5. Promulgation of Regulations. – The Board of Directors shall have the power to promulgate and approve all regulations regarding instruction and appointment of professors and also the personnel of the different colleges, subject to the previous recommendation of the President. The regulations regarding instruction shall be approved subject to the previous recommendation of the professors at the initiative of the President.

Section 6. Vacancies. – Except as otherwise provided by the Corporation Law, in case of vacancy in the Board of Directors through death, resignation or other causes, the remaining directors constituting a quorum, by an affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired term. (As amended on May 5, 1975 and on March 22, 1982)

### ARTICLE III

#### OFFICERS

Section 1. Officers. - The University shall have a President who must be a member of the Board of Directors, one or more Vice-Presidents at least one of whom must also be a member of the Board of Directors, a Treasurer and a Secretary all of whom shall be elected by the Board of Directors. (As amended on May 5, 1975).

Section 2. Assistant Secretary, Assistant Treasurer, Agents and Employees. - The Board of Directors may from time to time appoint such Assistant Secretary and Assistant Treasurer and other agents or employees of the Company as in its opinion the needs of the Company may require. Any of these agents and employees shall hold office at the discretion of the Board of Directors, except when otherwise expressly provided in a contract during the term of their employment.

Section 3. Powers, Duties and Compensation of Officers, Agents and Employees. - The Board of Directors shall prescribe the powers and duties of the officers, other than those mentioned in Section 1 of this Article, agents and employees of the University, and fix their compensation.

Section 4. Powers and Duties of the President. - The President shall be the Chief Executive Officer of the University. Aside from his duties in the Board of Directors, he shall preside at meetings of the stockholders and declare the session open. He shall exercise general supervision over the business, transactions and properties of the University and its various officers and employees. He shall see to it that the resolutions and policies of the Board of Directors are complied with. The President shall submit to the Board of Directors as soon as possible at the end of the fiscal year, and to the stockholders in each regular meeting, a report setting forth the operations of the business of the Company corresponding to the previous year and the status of such business, and shall inform from time to time the Board of Directors of all matters coming to his knowledge regarding the interests of the University.

Section 5. Powers and Duties of the Vice-President. - Each Vice-President shall have such powers and perform such duties as may be assigned to him by the Board of Directors, together with

such powers and duties as may be prescribed in these By-Laws. In case of the absence or incapacity of the President to discharge his functions, the Vice-President, or if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall exercise the powers and duties of the President, provided, he is qualified to act as such.

Section 6. Powers and Duties of the Secretary. - The Secretary shall keep the minutes of all the meetings of the stockholders, the Board of Directors and all the committees and shall have charge of such book or books, and furnish copies of all minutes to the President of the University. He shall perform other duties as may be assigned to him by the Board of Directors; he shall have custody of the corporate seal and, when so authorized by the Board, shall affix the seal to any instrument in the course of the business of the University; the corporate seal shall be attested by the Secretary or Assistant Secretary; he shall have charge of the stock book or such other books or documents as the Board may direct; he shall in general have the powers and perform all duties incident to the office of the Secretary, or those which the Board of Directors may determine at anytime. In the absence of the Secretary or, in case of his incapacity to discharge his function, the Assistant Secretary, or if there be more than one, such Assistant Secretary as the Board of Directors may designate shall exercise the power and discharge the duties of the Secretary.

Section 7. Powers and Duties of the Treasurer. - The Treasurer shall have charge of all properties and assets of the University. He shall deposit all moneys and other valuable effects in the name and to the credit of the University in such depositaries as may be designated by the Board of Directors. He shall render to the President or to the Board of Directors, whenever he may be required by them report of the financial condition of the University and of his suggestions as Treasurer. He shall keep full and accurate accounting of the receipts and disbursements belonging to the University. In the absence or incapacity of the Treasurer, the Assistant Treasurer, or if there be more than one, such Assistant as the Board of Directors shall so designate shall exercise the powers and discharge the duties of the Treasurer.

#### ARTICLE IV

##### INVESTMENTS, FUNDS, DEPOSITARIES, CHECKS AND DRAFTS

Section 1. Investments. - No investments of any character shall be made without the approval of the Board of Directors and the stockholders in accordance with law.

Section 2. Funds. - All checks and drafts, and all funds of the University, shall be deposited from time to time to the credit of the University, in such bank or trust companies or with such bankers or other depositaries as the Board of Directors may from time to time designate. The funds of the University shall be disbursed by checks or drafts upon the authorized depositaries of the University signed by the officer or officers as the Board of Directors may from time to time direct.

#### ARTICLE V

##### STOCK

Section 1. Issue and Transfer. - The Board of Directors shall, in accordance with law, provide for the issue and transfer of the shares of stock of the University and shall prescribe the form of the certificate of stock of the University. It shall be signed by the President or Vice-President and countersigned by the Secretary or Assistant Secretary of the University and sealed with its corporate seal. Certificate of stock shall be issued in numerical order from the stock-certificate book of the University and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the number of shares in respect of which the certificate is issued, the date of issue and in the case of cancellation, the date thereof.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the stock book and no new certificate shall be issued in exchange for cancelled certificate until the old certificate has been so cancelled or returned to its place in the stock book except in the case provided for in Section 3 of this Article.

Section 2. Stock and Transfer Book. - There shall be kept by the Secretary of the University a book to be known as the "Stock and Transfer Book" containing names, and alphabetically arranged, of the stockholders of the University, showing the places of residences, the number of shares held by them; respectively and the time when they respectively became the owners thereof, as well as all other entries required by law. Transfer of stock shall be made only on the transfer books of the University by the holder in person or by his duly authorized attorney on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing, duly executed and filed with the University. The Board of Directors may appoint some suitable entity or individual to facilitate transfer by stockholders under such regulations as the Board of Directors may from time to time prescribe.

Section 3. Loss or Destruction of Certificates. - The Board of Directors may direct a new certificate or certificates to be issued in the place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed. The Board of Directors when authorizing such issuance of a new certificate or certificates may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock alleged to be lost or destroyed and the facts which tend to prove its loss or destruction. The Board of Directors may also require him to give notice of such loss or destruction by publication or otherwise as it may direct and cause the delivery to the University of a bond with or without sureties in such sum as it may direct indemnifying the University from any claim that may be made against it by reason of the issuance of such new certificate and against all other liability in the premises. The Board of Directors, however, may in its discretion refuse to issue any such new certificate except pursuant to legal proceedings in such case made and provided by law.

## ARTICLE VI

### DIVIDENDS

Section 1. Dividends shall be declared only from the surplus. Proceeds arising from operations of the University, as the Board of Directors shall fix. Stock dividends shall be declared in accordance with law.

## ARTICLE VII

### CORPORATE SEAL

Section 1. The Corporate seal of the University, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

"CENTRO ESCOLAR UNIVERSITY"

## ARTICLE VIII

### FISCAL YEAR

Section 1. The fiscal year of the University shall begin June 1, and ending May 31 following. (As amended July 23, 2019).

## ARTICLE IX

### AMENDMENT OF BY-LAWS

Section 1. These by-laws, or any of them, may be amended or repealed by the owners of the Majority of the subscribed capital stock, at any regular or special meeting duly called for that purpose.

ADOPTED in the City of Manila, Philippines, this 29<sup>th</sup> day of September, 1960 by the affirmative vote of the undersigned stockholders representing a majority of all the subscribed capital stock of the University.

(SGD) CARMEN DE LUNA

(SGD) PILAR H. LIM

(SGD) GENEROSA DE LEON

(SGD) FELIX BAUTISTA ANGELO

(SGD) TEODORA R. VDA DE JOSE

(SGD) PORFIRIO DE GUIA

(SGD) MINERVA G. LAUDICO

We, the undersigned directors of the Centro Escolar University, constituting a majority of the Board of Directors thereof, do hereby certify that the foregoing is a true copy of the new By-Laws of said University adopted by the stockholders owning the majority of the subscribed capital stock at the meeting held in the City of Manila on the 29<sup>th</sup> day of September, 1960.

(SGD) CARMEN DE LUNA

(SGD) PILAR H. LIM

(SGD) GENEROSA DE LEON

(SGD) FELIX BAUTISTA ANGELO

(SGD) TEODORA R. VDA DE JOSE

(SGD) PORFIRIO DE GUIA

(SGD) MINERVA G. LAUDICO

COUNTERSIGNED:

(SGD) PILAR H. LIM  
Secretary

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S.



### DIRECTOR'S CERTIFICATE

We, the undersigned members of the Board of Directors, Chairman and Corporate Secretary of **CENTRO ESCOLAR UNIVERSITY** (the "University"), a corporation duly organized and existing by virtue of the laws of the Republic of the Philippines, with business address #09 Mendiola Street., San Miguel, Manila, do hereby certify that amendment of the By-Laws of the University was approved by a majority vote of the directors in regular meetings held on August 30, 2024 and September 24, 2024 at the principal office of the University and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 25 October 2024 via teleconference.

The current provisions of the By-Laws provide:

#### Article I

Section 3. Voting- Except at otherwise provided by the Corporation Law, at each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to one vote in person or by proxy for each share of stock of the University subscribed for by him and registered in his name on the books of the University, it being understood, however, that in case of election of directors, every stockholder entitled to vote shall have the right to cumulate his shares, and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares shall equal. In any meeting of the stockholders, stockholder entitled to vote can delegate the power to vote to another provided the latter has express written authority from the stockholder or his representative duly authorized in writing for the purpose. The document delegating the power to vote shall be presented to the Secretary and to the election inspectors, and shall be left in the custody of the Secretary. At any meeting of the stockholders, the holders of a majority of the subscribed capital stock entitled to vote and present in person or represented by proxy shall unless otherwise required by law, constitute a quorum. If the holder of the amount necessary to constitute a quorum shall fail to attend in person or by proxy on the date and place of the meeting, the meeting may be adjourned and transferred to another date.

xxx

Section 7. Election of Independent Director/s.- Pursuant to Section 38 of the Securities Regulation Code, the University is required to have at least two independent directors or at least 20% of its board size, whichever is lesser.

The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s.



In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill-up the vacancy. (As amended on July 22, 2003).

The amended provisions of the University's By-Laws refer to the Sections 1 and 7 of Article I thereof, to wit:

#### Article I

Section 3. Voting- Except at otherwise provided by the Corporation Law, at each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to one vote in person or by proxy for each share of stock of the University subscribed for by him and registered in his name on the books of the University, it being understood, however, that in case of election of directors, every stockholder entitled to vote shall have the right to cumulate his shares, and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares shall equal. In any meeting of the stockholders, stockholder entitled to vote can delegate the power to vote to another provided the latter has express written authority from the stockholder or his representative duly authorized in writing for the purpose. The document delegating the power to vote shall be presented to the Secretary and to the election inspectors, and shall be left in the custody of the Secretary. At any meeting of the stockholders, the holders of a majority of the subscribed capital stock entitled to vote and present in person or represented by proxy shall unless otherwise required by law, constitute a quorum. If the holder of the amount necessary to constitute a quorum shall fail to attend in person or by proxy on the date and place of the meeting, the meeting may be adjourned and transferred to another date.

A stockholder has the option to avail of attendance via remote communication (As amended by the majority of the Board of Directors on 24 September 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference) and/or voting in absentia via remote communication during Stockholders Meetings, subject to the procedures as may be issued by the Board of Directors. (As amended by the majority of the Board of Directors on 30 August 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference).

xxx

Section 7. Election of Independent Director/s.-, The University is required to have at least three (3) independent directors or at least 30% of its board

size, whichever is lesser. (As amended by the majority of the Board of Directors on 30 August 2024 in a regular board meeting held at the principal office of the University and the stockholders owning at least 2/3 of the outstanding capital stock of the University in the Annual Stockholders' Meeting held on 25 October 2024 via teleconference).

The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s.


In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill-up the vacancy. (As amended on July 22, 2003).

We further certify that the attached Amended By-Laws is true and current copy thereof.


WITNESS OUR HAND this \_\_\_\_ day of JUL 09 2025 at MAKATI CITY City.

  
**BASILIO C. YAP**  
*Chairman and Director*  
TIN: 132-309-833

  
**DANILO L. CONCEPCION**  
*President and Director*  
TIN: 107-439-095


  
**LOPE M. YUVIENCO**  
*Independent Director*  
TIN: 106-906-834

  
**SERGIO ANTONIO F. APOSTOL**  
*Corporate Secretary*  
TIN: 104-085-655

  
**EMIL Q. JAVIER**  
*Independent Director*  
TIN: 113-928-760

  
**BENJAMIN C. YAP**  
*Director*  
TIN: 101-360-781

  
**ALEJANDRO C. DIZON**  
*Director*  
TIN: 133-702-918

  
**EMILIO C. YAP III**  
*Director*  
TIN: 151-261-897

  
**MARIA CORAZON M. TIONGCO**  
*Director*  
TIN: 201-365-671

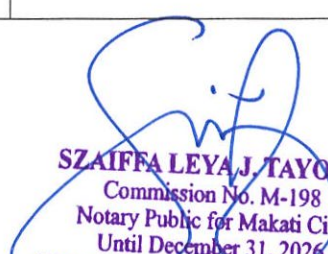
  
**JOHNNY C. YAP**  
*Director*  
TIN: 151-261-901

SUBSCRIBED AND SWORN to before me this JUL 09 2025 day of MAKATI CITY, affiants who are personally known to me to be the same persons who executed the foregoing instrument exhibited to me competent evidence of their identities as follows:

Name	Valid Government I.D.	Valid Until/Place Issued
Basilio C. Yap	132-309-833	
Danilo L. Concepcion	107-439-095	
Lope M. Yuvienco	106-906-834	
Sergio Antonio F. Apostol	104-085-655	
Emil Q. Javier	113-928-760	
Benjamin C. Yap	101-360-781	
Alejandro C. Dizon	133-702-918	
Emilio C. Yap III	151-261-897	
Maria Corazon M. Tiongco	201-365-671	
Johnny C. Yap	151-261-901	

Doc. No. 29;  
Page No. 7;  
Book No. II;  
Series of 2025.



  
**SZAIFFA LEYA J. TAYONG**  
Commission No. M-198  
Notary Public for Makati City  
Until December 31, 2026  
6/F Don Pablo Bldg., 114 Amorsolo St.,  
Legaspi Village, Makati City 1229  
PTR No. 10473089 / 01-06-2025 / Makati City  
IBP No. 510818 / 12-16-2024 / Quezon City  
MCLE No. VIII-0019651 / 01-14-2025 / Pasig City  
Roll No. 88307