

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
CENTRO ESCOLAR UNIVERSITY**

**HELD AT
THE CEU INFORMATION SCIENCE CENTER, MEZZANINE FLOOR
9 MENDIOLA STREET, SAN MIGUEL, MANILA
ON JULY 24, 2018, 2:00 P.M.**

DIRECTORS PRESENT:

Mr. Basilio C. Yap, Chairman
Dr. Ma. Cristina D. Padolina, Vice-Chairman
Dr. Angel C. Alcala, Director
Dr. Emil Q. Javier, Director
Mr. Benjamin C. Yap, Director
Dr. Emilio C. Yap III, Director
Ms. Corazon M. Tiongco, Director
Dr. Alejandro C. Dizon, Director

ALSO PRESENT:

Mr. Cesar F. Tan
Atty. Nilo B. Peña
Atty. Jennifer C. Lee

ABSENT:

Dr. Johnny C. Yap, Director

No. of Shares Present in Person or Represented by Proxy	285,500,968 shares
No. of Outstanding Shares	372,414,400 shares
	76.6621%

I. OPENING PRAYER

Ms. Corazon M. Tiongco led the opening prayer.

II. CALL TO ORDER / NOTICE AND QUORUM

After ascertaining from Mr. Cesar Tan, the Secretary of the meeting, that notices were properly sent to all stockholders and that a quorum was present, Dr. Ma. Cristina D. Padolina, CEU President and Vice Chairman, called the meeting to order.

For records purposes, the body was notified that the proceedings of the stockholders' meeting were tape-recorded.

III. APPROVAL OF THE MINUTES OF ASM ON JULY 25, 2017

On motion duly seconded, the stockholders unanimously approved the Minutes of the Annual Stockholders' Meeting on July 25, 2017.

IV. APPROVAL OF THE ANNUAL REPORT OF THE BOARD OF DIRECTORS

Dr. Padolina presented the highlights of the Annual Report to the stockholders including the four (4) strategic goals of the University. Since the Annual Report for 2017-2018 had been distributed to the stockholders, they were requested to go over the same.

The President also announced that on June 20, 2018, the Board of Directors declared a Php0.20 Cash Dividend per share to stockholders of record as of record date of July 12, 2018 with payment date on August 6, 2018.

On motion duly seconded, the stockholders unanimously approved the Annual Report of the Board of Directors. A copy of the annual report is made an integral part of the minutes.

V. ELECTION OF DIRECTORS

The President reported that the nomination of at least two (2) independent directors is a mandatory requirement for the University under the Securities Regulation Code ("SRC") and Rule 38 of the 2015 Implementing Rules and Regulations of the SRC. In compliance therewith, the Board of Directors created a Nomination Committee to nominate the independent directors. The Nomination Committee nominated Dr. Emil Q. Javier and Dr. Angel C. Alcala as independent directors. Therefore, only seven (7) board seats were open for nomination from the floor.

On motion duly seconded, the stockholders unanimously elected the following as directors for fiscal year 2018-2019, in addition to Dr. Emil Q. Javier and Dr. Angel C. Alcala as independent directors:

Mr. Basilio C. Yap
Dr. Ma. Cristina D. Padolina
Mr. Benjamin C. Yap
Dr. Alejandro C. Dizon
Dr. Emilio C. Yap III
Ms. Corazon M. Tiongco
Dr. Johnny C. Yap

VI. APPOINTMENT OF EXTERNAL AUDITOR

On motion duly seconded, the stockholders unanimously appointed Sycip Gorres Velayo & Co. (SGV) as external auditor.

VII. OTHER MATTERS

a. Ratification of Acts, Transactions and Resolutions of the Board of Directors and Management for Fiscal Year 2017-2018

After a few clarifications, on motion duly seconded, all acts, transactions and resolutions of the University's Board of Directors and of Management for fiscal year 2017-2018 were approved and ratified by the stockholders.

b. Stockholders' Questions

Dr. Padolina opened the floor for questions of stockholders, and requested the stockholder who wished to ask any question to state for the record his full name.

Mr. Stephen Soliven asked why there was a decrease in the University's cash and cash equivalent for the current year and why there was an increase in tuition and other receivables. Dr. Padolina explained that the decrease in the University's cash and cash equivalent was an effect of the implementation of the K-12 program.

VP Servitillo also explained that the decrease in the University's cash and cash equivalent was due to decrease in enrollment. The increase in tuition and other receivables was due to the receivable from DepEd for Senior High School Vouchers and the timing difference wherein said receivable was collected during fiscal year 2018-2019.

VIII. ADJOURNMENT

There being no further business to discuss, the meeting was adjourned. The stockholders were invited to join the Board for some refreshments.

(Sgd.) **CESAR F. TAN**
Secretary of the meeting

Attested by:

(Sgd.) **MA. CRISTINA D. PADOLINA**
Vice Chairman