

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. August 29, 2025
Date of Report (Date of earliest event reported)
 2. SEC Identification Number 1093
 3. BIR Tax Identification No. 240-000-531-126
 4. CENTRO ESCOLAR UNIVERSITY
Exact name of issuer as specified in its charter
 5. PHILIPPINES
Province, city or other jurisdiction of incorporation
 6. (SEC Use Only)
Industry Classification Code:
 7. 9 Mendiola St., San Miguel, Manila
Address of principal office
 - 1005
Postal Code
 8. (02) 8735-6861 to 71
Issuer's telephone number, including area code
 9. N/A
Former name or former address, if changed since last report
 10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding |
|---------------------|--|
| Common Stock | 446,897,323 |
11. Indicate the item numbers reported herein: Item 9. Other Events
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Item 9. Other Events

During the recently concluded Regular Meeting of the Board of Directors of CEU held in the afternoon of 29 August 2025, the Board of Directors confirmed the holding of the Annual Stockholders' Meeting on 24 October 2025, the fourth Friday of October, as provided in the University's By-Laws.

In the same 29 August 2025 meeting, the BOD approved that specifically for the 24 October 2025 Annual Stockholders' Meeting, attendance and voting may be done *in absentia* via remote communication. Thus, the meeting will be done online via the link <https://us06web.zoom.us/j/87252897707?pwd=lqToipNkgZFK2c9JBA1kyVEuvpPLmL1>

Stockholders who will participate in the Annual Stockholders' meeting shall register and may vote electronically in absentia at www.ceu.edu.ph from 03 October 2025 to 14 October 2025. The Rules on Meeting by remote Communication and Voting in Absentia shall be made available to the stockholders through the University Website and the Information Statements. A copy of the rules is also attached to this form 17c.

Record date is close of business hours of 02 October 2025. Stock and transfer book will be closed from 03 October 2025 to 23 October 2025.

Last day of Proxy submission is 13 October 2025 and Proxy validation is 16 October 2025.

Agenda will be as follows:

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting held October 24, 2025
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 2024 - 2025
7. Report of the Nomination Committee
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

Justification for Agenda Items:

Item 3 – To ensure that the past meeting was properly recorded.

Item 7 – Ratification of Stockholders is needed since Dr. Javier has already served as Independent Director for more than 9 years.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRO ESCOLAR UNIVERSITY

Issuer

By:

Atty. SERGIO F. APOSTOL
Corporate Secretary

August 29, 2025

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, 24 October 2025, 1:00 pm, online via the link <https://us06web.zoom.us/j/87252897707?pwd=lqToipNkgZFK2c9JBA1kyVEuypPLmL.1>

AGENDA

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting on October 25, 2024
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 2024 – 2025
7. Report of the Nomination Committee
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

All stockholders of record as of the close of business on 02 October 2025 are entitled to notice and to vote at the meeting and at any adjournment thereof. Pursuant to the provisions of law, the stock and transfer book of the University will be closed for twenty (20) days from 03 October 2025 to 23 October 2025.

Attendance and Voting shall also be done electronically in absentia. Stockholders who will participate in the Annual Stockholders' meeting shall register and may vote electronically in absentia at www.ceu.edu.ph from 03 October 2025 to 14 October 2025. Instructions and Procedures for Online Registration and Online Voting in Absentia by Remote Communication is set forth in this notice as Annex A, as well as in the Definitive Information Statement to be made available via 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 13 October 2025. Proxies will be validated on 16 October 2025. 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 the meeting. For any registration concerns, you may send an email to corporate@ceu.edu.ph

Stockholders may send their queries about the Special 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.

29 August 2025, City of Manila



ATTY. SERGIO F. APOSTOL
Corporate Secretary

Annex A

Instructions and Procedures for Registration, Attendance and Online Voting in Absentia for the 2025 CEU Annual Stockholders Meeting

I. Online Attendance and Voting in Absentia

For the 2025 CEU Annual Stockholders' Meeting ("Meeting") attendance and voting is done electronically in absentia.

II. Online Registration

1. Stockholders who wish to participate in the Annual Stockholders' meeting shall register through the banner announcement found in the University's Website, www.ceu.edu.ph starting October 3, 2025.
2. The registration period shall start from October 3, 2025 to the close of business hours on October 14, 2025. 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 Professional 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 in the Meeting by remote communication.
 7. Only those Stockholders who have successfully registered to participate in the Meeting 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.

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**. Details of these items are discussed in the Definitive Information Statement. The vote is considered cast for all the registered Stockholder's shares:
 - Approval of the Minutes of the October 25, 2024 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 2024-2025;
 - Report of the Nomination Committee (Continuous engagement of Dr. Emil Q. Javier as independent director);
 - Appointment of SGV & Co. as External Auditor
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 Professional 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