

## 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](http://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](http://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](http://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](http://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](http://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](mailto: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](mailto: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