

**MINUTES OF THE  
ANNUAL STOCKHOLDERS' MEETING  
OF  
STI EDUCATION SERVICES GROUP, INC.**

Held on 18 November 2020, 11:00 a.m.  
Conducted virtually via remote communication

<u>PRESENT:</u>	<u>NO. OF SHARES</u>
Total Number of Shares Present in Person	1,853,743
Total Number of Shares Present by Proxy	3,054,005,312
Total Number of Shares Represented In Person and By Proxy	3,055,859,055
Total Outstanding Shares:	3,081,877,170
Attendance Percentage to Total Outstanding Shares	99.15%

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**I. CALL TO ORDER**

The Vice-Chairman, Mr. Monico V. Jacob, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Arsenio C. Cabrera, Jr., recorded the minutes of the meeting.

**II. CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary certified that:

(a) In accordance with the requirements of the Securities Regulation Code, notices for the meeting were sent to all stockholders of record as of 09 October 2020 at least fifteen (15) business days prior to the date of this meeting. The Corporation's Atty. Carl Ganhinhin has issued a Certification to that effect.

(b) Accordingly, stockholders of record as of 09 October 2020 were notified of this meeting. The stockholders were also notified of the internal guidelines of the Corporation for participation in this meeting through remote communication in accordance with applicable rules; and

(c) Present in person and represented in proxy are 3,055,859,055 shares or 99.15% of the total issued and outstanding capital stock of Three 3,081,877,170 shares of the Corporation and that a quorum existed for the valid transaction of business.

The Certification issued by the Corporation's Atty. Carl Ganhinhin is attached hereto as Annex "A".

### III. RULES OF CONDUCT AND VOTING PROCEDURES

Since the Corporation is conducting the meeting for the first time through remote communication in a virtual format, the Chairman requested the Corporate Secretary to share the rules of conduct and voting procedure for this meeting.

Thereafter, the Corporate Secretary explained that "Guidelines for Participation via Remote Communication and Voting in Absentia and through Proxy" for this meeting were made available in the Corporation's website, the Definitive Information Statement and in the Explanation of Agenda items which forms part of the Notice of the Annual Stockholders' Meeting. He emphasized the following points:

1. Only stockholders whose Letter(s) of Intent or proxy forms have been validated or verified were allowed to cast their votes for this meeting through the voting portal.
2. Resolutions proposed to be approved by the stockholders under the Agenda will be shown on the screen as each resolution is being taken up.
3. Votes cast as of 13 November 2020 for each proposed resolution have been tabulated and results will be announced during the meeting.
4. A detailed result of the tabulation of the votes cast indicating the affirmative votes, negative votes and abstentions will be reflected in the Minutes of this meeting.
5. Relevant questions which have been submitted on or before 13 November 2020 will be addressed accordingly under the Other Matters item in the Agenda. Questions and comments not taken up during the meeting shall be addressed by the Corporation directly to the stockholder via email.

### IV. APPROVAL OF PREVIOUS MINUTES

The Corporate Secretary stated that electronic copies of the Minutes of the Annual Stockholders' Meeting held on 30 October 2019 were uploaded for inspection on the Corporation's website.

The Corporate Secretary presented the resolution proposed by Management and, based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

*"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 30 October 2019 as appearing in the Minutes Book of the Corporation be approved."*

As tabulated, the votes for the adoption of the foregoing resolution providing for the approval of the Minutes of the Annual Stockholders' Meeting held on 30 October 2019 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

**V. PRESENTATION OF MANAGEMENT REPORT**

The President, Mr. Monico V. Jacob, rendered the Management Report for Fiscal Year 2019-2020.

Thereafter, the Corporate Secretary presented the resolution proposed by Management and, based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

*“RESOLVED, that the Management Report for Fiscal Year 2019-2020 be noted and approved.”*

As tabulated, the votes for the adoption of the foregoing resolution providing for the approval of the Management Report for Fiscal Year 2019-2020 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

**VI. APPROVAL OF PARENT AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE FISCAL YEAR ENDING 31 MARCH 2020 AND FOR THE THREE (3) MONTH PERIOD ENDED 30 JUNE 2020**

The Corporate Secretary stated that copies of the Corporation's Parent and Consolidated Audited Financial Statements for the fiscal year ending 31 March 2020 and for three (3) month period ended 30 June 2020 were included in the Definitive Information Statement which were uploaded on the Corporation's website.

Thereafter, the Corporate Secretary presented the resolution proposed by the Audit Committee and Management and, based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

*“RESOLVED, that the parent and consolidated Audited Financial Statements of the Corporation as at*

*and for the fiscal year ending 31 March 2020 and for the three (3) month period ended 30 June 2020 be noted and approved."*

As tabulated, the votes for the adoption of the foregoing resolution providing for the approval of the parent and consolidated Audited Financial Statements of the Corporation for the fiscal year ending 31 March 2020 and for the three (3) month period ended 30 June 2020 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

**VII. RATIFICATION OF LEGAL ACTS, PROCEEDINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND OF MANAGEMENT**

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The Corporate Secretary stated that a summary of the acts, proceedings, and resolutions to be ratified by the stockholders since the 30 October 2019 Annual Stockholders' Meeting up to today's meeting has been included in the Definitive Information Statement which was uploaded on the Corporation's website.

Thereafter, the Corporate Secretary presented the resolution proposed by Management and, based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

*"RESOLVED, that all legal acts, proceedings and resolutions of the Board of Directors and of the Management of the Corporation since the Annual Stockholders' Meeting held on 30 October 2019 up to 18 November 2020, be, as they are hereby, approved, confirmed and ratified."*

As tabulated, the votes for the adoption of the foregoing resolution providing for the approval of the acts, proceedings and resolutions of the Board of Directors and of the Management of the Corporation since the Annual Stockholders' Meeting held on 30 October 2019 up to 18 November 2020 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

## VIII. AMENDMENT OF ARTICLES OF INCORPORATION

The Corporate Secretary stated that the following provisions of the Articles of Incorporation shall be amended to comply with the requirements of the Commission on Higher Education:

1. operation and management of branches of STI Schools doing business under the name and style of "STI" with its geographical location in the Philippines appended to its business name;
2. to establish and provide Technical Vocational Education and Training (TVET) programs, workshop, service, management and competency assessment center;
3. to provide entrepreneurship assistance to its students; and
4. inclusion of Department of Education as one of the regulatory agencies which has supervisory control over the Corporation.

The Corporate Secretary noted that the affirmative vote of stockholders owning at least 2/3 of the outstanding voting capital stock of the Corporation is necessary to approve the following proposed resolutions:

*"RESOLVED, That the primary purpose of the Corporation be amended to include provisions for: (i) inclusion of all of the branches doing business under the name and style of "STI" with its geographical location in the Philippines appended to its business name; (ii) to establish and provide Technical Vocational Education and Training (TVET) programs, workshop, service, management and competency assessment center; (iii) to provide entrepreneurship assistance to its students; and (iv) inclusion of Department of Education as one of the regulatory agencies which has supervisory control over the Company.*

*"RESOLVED FURTHER, That Article II of the Articles of Incorporation be, as it is hereby amended in part to read as follows:*

*"To establish, maintain and operate educational institutions providing pre-elementary, elementary, secondary, and tertiary as well as post graduate courses, post-secondary, lower tertiary non degree programs and other technical-vocational programs through a network of schools and branches in the Philippines; to establish and provide Technical Vocational Education and Training (TVET) programs, workshop, service, management and assessment center; to provide entrepreneurship assistance to its students, and in connection therewith develop, adopt and/or acquire, entirely or in part, such curricula or academic services as may be necessary in the pursuance thereof, relating but not limited to information technology services, information*

technology enabled services, nursing, education, care giving etc.;

To operate, own and manage schools doing business under the name and style of "STI" with its geographical location in the Philippines appended to its business name, including the existing schools enumerated below and such other schools which the Corporation may own, manage and operate in the future:

<u>STI Schools/Branches</u>	<u>Location</u>
<u>STI College Baguio</u>	<u>1 Private Road, New Lucban Street, Baguio City</u>
<u>STI College Cagayan De Oro</u>	<u>Mortola Street corner JR Borja Street, Cagayan De Oro City</u>
<u>STI College Calamba</u>	<u>Brgy. Uno, National Highway, Calamba City, Laguna</u>
<u>STI Calbayog</u>	<u>Magsaysay Extension, Barangay Rawis, Calbayog City, 6710 Samar</u>
<u>STI College Carmona (STI College Southwoods)</u>	<u>Lot 2A, Maduya, Carmona, Cavite</u>
<u>STI College Cebu</u>	<u>40 Salinas Drive, Lahug, Cebu City</u>
<u>STI College Cubao</u>	<u>STI Academic Center Cubao, P. Tuason Blvd., corner 5<sup>th</sup> Avenue, Cubao, Quezon City</u>
<u>STI College Dagupan</u>	<u>20 Burgos Street, Dagupan City</u>
<u>STI College Davao</u>	<u>506 J.P. Laurel Ave., cor. Acacia, Davao City</u>
<u>STI Dumaguete</u>	<u>Libertad Street, Dumaguete City, 6200 Negros Oriental</u>
<u>STI College Fairview</u>	<u>STI Academic Center, 70 Regalado Avenue, North Fairview, Quezon City</u>
<u>STI College Global City</u>	<u>STI Academic Center, University Parkway Drive, Bonifacio Global City, Taguig</u>
<u>STI College Iligan</u>	<u>Quezon Avenue cor. Mabini Street, Iligan City</u>
<u>STI College Kalibo</u>	<u>Capitol Site, Kalibo, Aklan</u>
<u>STI College Laoag</u>	<u>JP Rizal cor. Don E. Ruiz Street, Laoag City</u>
<u>STI College Las Piñas</u>	<u>STI Academic Center Las Piñas, Alabang-Zapote Road, cor. V. Guinto St., Las Piñas City</u>
<u>STI College Legazpi</u>	<u>692 Rizal Street, Old Albay, Legazpi City</u>
<u>STI College Lucena</u>	<u>Quezon Avenue cor. Perez Street, Lucena City</u>
<u>STI College Malaybalay</u>	<u>Fortich Street, Malaybalay City</u>
<u>STI College Meycauayan</u>	<u>MacArthur Highway, Banga, Meycauayan, Bulacan</u>
<u>STI College Naga</u>	<u>STI Academic Center, Central Business District (CBD) II, Brgy. Triangulo, Naga City 4400</u>
<u>STI College Ortigas-Cainta</u>	<u>STI Academic Center, Ortigas - Cainta, Ortigas Avenue Extension, Cainta, Rizal</u>
<u>STI College Pasay-Edsa (Formerly STI College Taft)</u>	<u>STI Academic Center, #2818 EDSA Extension corner P. Celle Street, Barangay 75, San Rafael, Pasay City</u>
<u>STI College Puerto Princesa</u>	<u>Lacao Street, Puerto Princesa City, Palawan</u>
<u>STI College San Jose Del Monte</u>	<u>STI Academic Center San Jose Del Monte, Altaraza Town Center, San Jose Del Monte, Bulacan</u>
<u>STI College San Pablo</u>	<u>Lopez Jaena Street, San Pablo City</u>
<u>STI College Sta. Cruz</u>	<u>1522 P. Guevarra Ave., Sta. Cruz, Laguna</u>
<u>STI College Sta. Mesa (STI College Shaw)</u>	<u>STI Academic Center Sta. Mesa P. Sanchez Street corner Pat Antonio, Sta. Mesa, Manila</u>
<u>STI College Tanay</u>	<u>Manila East Road, Barangay Tandang Kutyo, Tanay, 1980 Rizal</u>
<u>STI College Valencia</u>	<u>Purok 11 Sayre Highway, Valencia City, Bukidon</u>

*“This shall not be construed as a grant of authority to operate the schools; the establishment, operation, administration and management of said schools shall be subject to existing laws, rules and regulations and policies and standards of the **Department of Education (DepEd)**, Technical Education and Skill Development Authority (TESDA) and Commission on Higher Education (CHED) pursuant to Batas Pambansa Blg. 232 otherwise known as “Education Act of 1992”; **Republic Act 9155 or the Governance of Basic Education Act**; Republic Act 7796 or the “TESDA Act of 1994”; and Republic Act No. 7722 or the “Higher Education Act of 1994”;*

*“xxx.....xxx”;*

*“xxx.....xxx”;*

*“xxx.....xxx”;*

*“RESOLVED FINALLY, That the President, the Corporate Secretary and other officers of the Corporation be, as they are hereby authorized to perform all acts including but not limited to the filing of the necessary documents with the Securities and Exchange Commission and to sign, execute and deliver, for and on behalf of the Corporation, any and all documents as may be necessary and/or appropriate to implement the foregoing resolution.”*

As tabulated, the votes for the adoption of the foregoing resolutions providing for the approval of the amendment of the Articles of Incorporation are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

**IX. ELECTION OF DIRECTORS**

The Corporate Secretary stated that the Articles of Incorporation of the Corporation provides for eleven (11) directors, three (3) of which are required to be independent directors.

Under the Corporation’s By-Laws and 2017 Manual on Corporate Governance, the nomination of the Corporation’s directors shall be conducted by the Corporate Governance Committee prior to the annual stockholders’ meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity of the would-be nominees and shall be submitted to the Corporate Governance Committee and the Corporate Secretary at least forty-five (45) days before the date of the actual meeting.

The Corporate Governance Committee shall pre-screen the qualifications and prepare a Final List of all Candidates for directors. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors.

The Final List of Candidates for directors as determined by the Corporation's Corporate Governance Committee, and as disclosed in the Corporation's Definitive Information Statement, are:

1. Eusebio H. Tanco
2. Monico V. Jacob
3. Peter K. Fernandez
4. Ma. Vanessa Rose L. Tanco
5. Joseph Augustin L. Tanco
6. Raul B. De Mesa
7. Martin K. Tanco
8. Rainerio M. Borja
9. Paolo Martin O. Bautista

For Independent Directors:

10. Jesli A. Lapus
11. Robert G. Vergara

Thereafter, the Corporate Secretary reported that, after tabulating the votes cast, the percentage of votes garnered by the nominees mentioned in the Final List of Candidates are as follows:

<i>Nominee</i>	<i>% Votes</i>
<i>Eusebio H. Tanco</i>	<i>99.99%</i>
<i>Monico V. Jacob</i>	<i>99.99%</i>
<i>Peter K. Fernandez</i>	<i>99.99%</i>
<i>Maria Vanessa Rose L. Tanco</i>	<i>99.99%</i>
<i>Joseph Augustin L. Tanco</i>	<i>99.99%</i>
<i>Raul B. De Mesa</i>	<i>99.99%</i>
<i>Martin K. Tanco</i>	<i>99.99%</i>
<i>Rainerio M. Borja</i>	<i>99.99%</i>
<i>Paolo Martin O. Bautista</i>	<i>99.99%</i>
<i>Jesli A. Lapus (Independent Director)</i>	<i>99.99%</i>
<i>Robert G. Vergara (Independent Director)</i>	<i>99.99%</i>

The Corporate Secretary certified that the eleven (11) nominees mentioned in the Final List of Candidates for directors prepared by the Corporation's Corporate Governance Committee have received sufficient votes for election to the Board of Directors and they shall serve as such for the ensuing year until the election and qualification of their successors.



**X. APPOINTMENT OF EXTERNAL AUDITOR**

The Corporate Secretary stated that the present external auditor of the Corporation is the auditing firm of SyCip Gorres Velayo and Co. ("SGV"). The handling partner of SGV is rotated at least once every 5 years, in compliance with the 5-year limit under the Securities Regulation Code. The Corporate Secretary acknowledged the presence of the following partners of SGV at the Annual Stockholders' Meeting:

SGV Partner	Position
Benjamin N. Villacorte	Assurance Partner
Wilson P. Tan	Managing Partner
Maria Vivian C. Ruiz	Vice Chair and Deputy Managing Partner
Sonia D. Segovia	Tax Partner

Thereafter, the Corporate Secretary presented the resolution proposed by the Audit Committee and Management and, based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

*"RESOLVED, that the auditing firm of SyCip Gorres Velayo and Co. be, as it is hereby, appointed as external auditor of the Corporation for the fiscal year ending 30 June 2021."*

As tabulated, the votes for the adoption of the foregoing resolution providing for the approval of the appointment of SyCip Gorres Velayo & Co. as the Corporation's external auditor for the fiscal year ending 30 June 2021 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,055,657,154	-	201,901
% of Shares of Shareholders Present	99.99%	-	.01%

**XI. OTHER MATTERS**

The Chairman announced to the stockholders that, at the Meeting of the Board of Directors held earlier that morning, the Board approved the declaration of cash dividends in the amount of Php0.013 per share or an aggregate amount of Php40,000,000.00 (the "Cash Dividends") from the unrestricted retained earnings of the Corporation as of 31 March 2020 based on the Parent Company Audited Financial Statements as of 31 March 2020. The Cash Dividends are payable to all stockholders of record as of 4 December 2020 and shall be payable on or before 7 January 2021, upon compliance with all necessary regulations.

Thereafter, the Corporate Secretary stated that, as of the 13 November 2020, the cut-off date for submission of questions and/or queries on the Management report for Fiscal Year 2019-2020, no questions and/or queries were submitted to the Corporation.

**XII. ADJOURNMENT**

There being no other business to transact, the meeting was adjourned upon motion duly made and seconded.



**ARSENIO C. CABRERA, JR.**  
*Corporate Secretary*

**ATTEST:**



**MONICO V. JACOB**  
*Vice-Chairman*



## CERTIFICATION

This is to certify that **STI EDUCATION SERVICES GROUP, INC.** (the "Corporation"), has caused the distribution of its Definitive Information Statement ("SEC Form 20-IS") to stockholders of record as of 30 September 2020 in connection with the Corporation's Annual Stockholders' Meeting ("ASM") to be held on 18 November 2020.

The designated courier started sending out the Notices on 27 October 2020 and completed the same before 29 October 2020. The ASM Materials with Metro Manila addresses were sent thru messengerial services, while those with provincial addresses were sent via ordinary mail.

This Certification was issued based on the request of the Corporation's Corporate Secretary.

A handwritten signature in black ink, appearing to read "CMAG", written over a faint circular stamp.

**CARL MARK A. GANHINHIN**  
*School Legal Manager*