

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING  
OF  
STI WEST NEGROS UNIVERSITY, INC.

16 December 2022

*Conducted virtually via remote communication*

<u>PRESENT:</u>	<u>NO. OF SHARES</u>
Total Number of Shares Represented In Person and By Proxy	3,026,972
Total Outstanding Shares:	3,031,260
Attendance Percentage to Total Outstanding Shares	99.86%

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I. CALL TO ORDER

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

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that notices for the meeting were duly sent to all stockholders of record as of 30 November 2021 at least ten (10) prior to the date of the meeting.

Based on the proxies and powers of attorney on hand, present in person and proxy, are 3,026,972 shares or 99.86% of the total issued and outstanding common shares.

The Corporate Secretary therefore certified the existence of a quorum for the valid transaction of business.

III. RULES OF CONDUCT AND VOTING PROCEDURES

Since the Corporation is conducting the Annual Stockholders' Meeting through remote communication via Zoom, the Chairman requested the Corporate Secretary to share the rules of conduct and voting procedure for this meeting.

The Corporate Secretary shared the rules of conduct and voting procedure for the meeting and emphasized the following points:

1. Only stockholders whose proxy forms have been validated or verified were allowed to cast their votes for this meeting through the voting portal.

2. Votes cast as for each proposed resolution have been tabulated and results will be announced during the meeting.
3. 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.
4. Proceedings are being recorded in compliance with the Revised Corporation Code.

#### IV. APPROVAL OF PREVIOUS MINUTES

The Chairman informed the stockholders that Minutes of the Annual Meeting of the Stockholders held on 14 December 2021 were uploaded at the Corporation's website.

The Corporate Secretary presented the resolution proposed by Management and, based on the votes received, the stockholders approved the following resolution:

*"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 14 December 2021 as appearing in the Minutes Book of the Corporation be approved."*

As tabulated, the votes cast for the adoption of foregoing resolution approving the Minutes of the Annual Stockholders' Meeting held on 29 December 2020 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,026,972	-	-
% of Shares of Shareholders Present	100%	-	-

Based on the votes cast, the Corporate Secretary certified that the stockholders approved the Minutes of the Annual Meeting of the Stockholders held on 14 December 2021.

#### V. REPORT OF MANAGEMENT FOR FISCAL YEAR 2020-201

The Executive Vice President, Mr. Mark Ryan Molina, presented the report of Management for Fiscal Year 2021-2022. The highlights are as follows:

##### 5.1 Student Enrollment

For SY 2022 to 2023, the total number of ongoing students stood at 10,218 students, broken down as follows: (a) 645 students enrolled in basic education equivalent to 6% of the total student population; (b) 2,057 students enrolled in senior high school equivalent to 20% of the total student population; (c) 6,319 students enrolled in college equivalent to 62% of the total student population

; and (d) 1,197 students enrolled in graduate school equivalent to 12% of the total student population. Total student population increased by 35% from 2021.

## 5.2 Updates

Mr. Molina informed the stockholders that STI WNU has the highest number of accredited programs in Region VI - Western Visayas.

In October 2022, STI WNU obtained Level 4 accreditation for the following programs: (a) Master of Arts Education; and (b) Master in Public Administration. STI WNU also obtained Level 3 accreditation for PhD in Educational Management.

Mr. Molina also presented to the stockholders the list of activities for SY 2023 to 2024 and SY 2024 to 2025 in relation to the accreditation of various programs offered by STI WNU. The target is to apply for autonomous status by March 2025.

Mr. Molina informed the stockholders that the groundbreaking ceremonies for the new School of Basic Education were held on 25 November 2022.

The Corporate Secretary presented the resolution proposed by Management and, based on the votes received, the stockholders approved the following resolution:

*“RESOLVED, that the Management Report for Fiscal Year 2021-2022 be noted and approved.”*

As tabulated, the votes cast for the adoption of foregoing resolution noting and approving the Management Report for Fiscal Year 2021-2022 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,026,972	-	-
% of Shares of Shareholders Present	100%	-	-

Based on the votes cast, the Corporate Secretary certified that the stockholders noted and approved the Management Report for Fiscal Year 2021-2022.

## **VI. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31 MARCH 2021**

The Chairman informed the stockholders that copies of the Audited Financial Statements of the Corporation as at and for the fiscal year ending 30 June 2022 were uploaded at the Corporation’s website.

Mr. Joemar Bausing presented the highlights of the Corporation's Audited Financial Statements:

6.1 Audited Statement of Financial Position

Total assets amounted to Php639,620,880.00, broken down as follows: (a) total current assets of Php218,829,243.00; and (b) total non-current assets of Php420,791,637.00. The increase in total current assets in 2022 amounting to Php102.8 Million is due to improvements in cash collections. The increase in total non-current assets amounting to Php11.6 Million is due to increase in property and equipment and the repair of the Engineering Building.

Total liabilities amounted to Php110,150,311.00, broken down as follows: (a) total current liabilities of Php84,787,087.00; and (b) total non-current liabilities of Php25,363,224.00. The increase in total current liabilities amounting to Php29.3 Million is due to an increase in the accounts payable. The decrease in total non-current liabilities amounting to Php2.9 Million is due to a decrease in pension liabilities.

Total equity amounted to Php529,470,569.00, or an increase of Php88 Million versus 2021. The increase in total equity is attributable to the increase in retained earnings. Retained earnings for 2022 amounted to Php217.14 Million versus Php132.16 Million in 2021.

Total liabilities and equity amounted to Php639.6 Million or an increase of Php114.4 Million versus 2021.

6.2 Audited Statement of Comprehensive Income

Gross revenues amounted to Php288.3 Million or an increase of 44% versus the same period last year. Net revenues amounted to Php276.9 Million or an increase of 45% versus the same period last year.

Direct expenses amounted to Php110.2 Million or an increase of 30% versus the same period last year. Operating expenses increased due to an increase in salaries and depreciation expenses.

Income from operations amounted to Php108.8 Million. Net income after tax amounted to Php109.9 Million while EBITDA amounted to Php1301. Million.

The Corporate Secretary presented the resolution proposed by the Audit Committee and Management and, based on the votes received, the stockholders approved the following resolution:

*“RESOLVED, that the parent and consolidated Audited Financial Statements of the Corporation as at and for the fiscal year ending 30 June 2022 be noted and approved.”*

As tabulated, the votes cast for the adoption of foregoing resolution noting and approving the parent and consolidated Audited Financial Statements of the Corporation as at and for the fiscal year ending 30 June 2022 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,026,972	-	-
% of Shares of Shareholders Present	100%	-	-

Based on the votes cast, the Corporate Secretary certified that the stockholders noted and approved the Audited Financial Statements of the Corporation as at and for the fiscal year ending 30 June 2022.

**VII. APPROVAL, CONFIRMATION AND RATIFICATION OF ALL ACTS, PROCEEDINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT**

The Corporate Secretary summarized the acts, proceedings, and resolutions of the Board of Directors and of the Management to be ratified by the stockholders.

The Corporate Secretary presented the resolution proposed by Management and, based on the votes received, the stockholders approved the following resolution:

*“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 14 December 2021 up to 16 December 2022, be, as they are hereby, approved, confirmed and ratified.”*

As tabulated, the votes cast for the adoption of foregoing resolution approving, confirming and ratifying 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 14 December 2021 to 16 December 2022 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,026,972	-	-
% of Shares of Shareholders Present	100%	-	-

Based on the votes cast, the Corporate Secretary certified that the stockholders confirmed, approved and ratified 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 14 December 2021 up to 16 December 2022.

### VIII. ELECTION OF DIRECTORS

The Corporate Secretary stated Section 1, Article IV of our By-Laws provides that the Board of Directors shall be elected by the stockholders at the annual meeting and shall hold office until the next annual meeting and until their successors are elected and qualified. The Articles of Incorporation of the Corporation, in turn, provide that there shall be seven (7) directors. In this regard, the Company received nominations in favor of the following individuals to act as Directors of the Corporation for the ensuing year:

1. Eusebio H. Tanco
2. Monico V. Jacob
3. Maria Vanessa Rose L. Tanco
4. Joseph Augustin Eusebio L. Tanco
5. Peter K. Fernandez
6. Yolanda M. Bautista
7. Jesli A. Lapus

Thereafter, the Corporate Secretary, reported that, after tabulating the votes cast, the number of votes garnered by the nominees mentioned are as follows:

<i>Nominee</i>	<i>No. of Votes</i>
<i>Eusebio H. Tanco</i>	<i>3,026,972</i>
<i>Monico V. Jacob</i>	<i>3,026,972</i>
<i>Maria Vanessa Rose L. Tanco</i>	<i>3,026,972</i>
<i>Joseph Augustin Eusebio L. Tanco</i>	<i>3,026,972</i>
<i>Peter K. Fernandez</i>	<i>3,026,972</i>
<i>Yolanda M. Bautista</i>	<i>3,026,972</i>
<i>Jesli A. Lapus</i>	<i>3,026,972</i>

The Corporate Secretary certified that the foregoing seven (7) nominees 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.

### IX. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman stated that the present external auditor of the Corporation is auditing firm of Sycip Gorres Velayo & Co. The handling partner of Sycip Gorres Velayo & Co. is rotated at least once every 7 years, in compliance with the 7-year limit under the Securities Regulation Code.

The Corporate Secretary presented the resolution proposed by Management and, based on the votes received, the stockholders approved the following resolution:

*“RESOLVED, that the auditing firm of Sycip Gorres Velayo & Co. be, as it is hereby, appointed as external auditor of the Corporation for the Fiscal Year 2022-2023.”*

As tabulated, the votes cast for the adoption of foregoing resolution appointing Sycip Gorres Velayo and Co. as external auditor of the Corporation for the Fiscal Year 2022-2023 are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Number of Voted Shares	3,026,972	-	-
% of Shares of Shareholders Present	100%	-	-

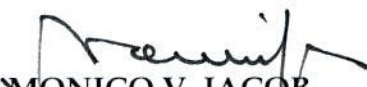
Based on the votes cast, the Corporate Secretary certified that the stockholders appointed the auditing firm of Sycip Gorres Velayo & Co. as external auditor of the Corporation for the Fiscal Year 2022-2023.

**X. 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**  
*Chairman of the Meeting*