

COVER SHEET

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(Company's Full Name)

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(Business Address : No. Street City / Town / Province)

ARSENIO C. CABRERA, JR.

Contact Person

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Company Telephone Number

06
Month Day

Fiscal Year

SEC FORM-ACGR (FOR PC/RI)

FORM TYPE

1st Thursday of November
Month Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stocholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

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Document I.D.

Cashier

Cashier

STAMPS



SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended **31 December 2023**
2. SEC Registration Number **0000113156**
3. BIR Tax Identification Number **000-143-457-000**
4. Exact Name of the Issuer as specified in its charter **STI Education Services Group, Inc.**
5. Province, Country or other jurisdiction of incorporation or organization **Philippines**
6. Address of Principal Office ...**Academic Center Ortigas Cainta, Ortigas Avenue Extension, Cainta, Rizal**
7. Postal Code **1900**
8. Issuer's telephone number, including area code **(632) 8812-1784**
9. Former name, former address, and former fiscal year, if changed since last report
.....
10. Industry Classification Code (For SEC's use only)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS			
RECOMMENDATION	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD'S GOVERNANCE RESPONSIBILITIES			
Principle 1. ESTABLISHING A COMPETENT BOARD			
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
Recommendation 1.1			
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The qualifications and disqualifications of the Board of Directors are provided for in STI ESG's 2020 Manual on Corporate Governance, pages 13-19 in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTA= Please see the Board of Directors' profile indicated in the 2023 Definitive Information Statement pages 10-20 in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3 Please see Board of Directors' profile in the 2023 Definitive Information Statement pages 10-20 in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3 The current members of the Board of Directors are: 1. Eusebio H. Tanco 2. Monico V. Jacob (Vice Chairman & Chief Executive Officer, Executive Director) 3. Peter K. Fernandez (President and Chief Operating Officer) 4. Ma. Vanessa Rose L. Tanco 5. Joseph Augustin L. Tanco 6. Raul B. De Mesa 7. Martin K. Tanco 8. Paolo Martin O. Bautista 9. Jesli A. Lapus (Chairman) 10. Robert G. Vergara (Independent Director) 11. Ma. Leonora Vasquez De-Jesus (Independent Director)
2	The Board has an appropriate mix of competence and expertise.	Compliant	<i>Provide information or link/reference to a document containing information on the following:</i> 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors. 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.

3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	
Recommendation 1.2			
1	The Board is headed by a competent and qualified Chairperson.	Compliant	Presently, Mr. Jesli A. Lapus is the Chairman of STI ESG. He is also a member of the Executive Committee. Please see Mr. Jesli A. Lapus' profile in the 2023 Definitive Information Statement page 11-12 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE3 STI ESG's Amended By-Laws Article III Section 3 states that the Chairman shall exercise general supervision over the business affairs of the corporation and over its general officers and employees. Please see Amended By-Laws Article III Section 3 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=NzA=
Recommendation 1.3			
1	The company provides a policy on training of directors.	Compliant	STI's 2020 Manual on Corporate Governance, duly approved by its Board of Directors and posted on the Company's website, states that the Board recognizes the importance of continuing education of its members. All directors of the Corporation should take at least four (4) hours of annual continuing education or training on the following matters: (a) developments in the business environment; (b) developments in rules and regulations of concerned regulatory agencies; and (c) corporate governance matters such as, but not limited to, audit, internal controls, risk management, sustainability, and strategy. Please see the 2020 Manual on Corporate Governance, pages 56-57 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=

2	The company has an orientation program for first-time directors.	Compliant	Provide information or link/reference to a document containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.	STI's 2020 Manual on Corporate Governance, duly approved by its Board of Directors and posted on the Company's website, provides for an orientation program for first-time directors. Please see the 2020 Manual on Corporate Governance, pages 55-56 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
3	The company has relevant annual continuing training for all directors.	Compliant		On 22 November 2023, STI ESG's Directors and Key Officers attended a 3-hour seminar on Corporate Governance. Please see Certificates of Attendance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE2
Recommendation 1.4				
1	The Board has a policy on board diversity.	Compliant	Provide information or link/reference to a document containing the company's board diversity policy. Indicate gender, age and competence composition of the board.	The Board adopted a policy on board diversity on 26 November 2021. Please refer to this link: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTI= Presently, the gender composition of the Board is as follows: Male: 9 Female: 2
Recommendation 1.5				
1	The Board is assisted by a Corporate Secretary.	Compliant	Provide information or link/reference to a document containing information of the Corporate Secretary, including his/her name, qualifications, duties and functions.	Atty. Arsenio C. Cabrera, Jr. is the Corporate Secretary, General Counsel, and Corporate Information Officer of STI ESG. He also serves as the Corporate Secretary and Corporate Information Officer of STI Holdings. Currently, Atty. Cabrera is the Managing Partner of Herrera Teehankee & Cabrera Law Offices. Please see the profile of Atty. Cabrera , STI ESG's Corporate Secretary in the 2023 Definitive Information Statement (SEC Form 20 IS), page 18 , in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE3

2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Atty. Arsenio C. Cabrera, Jr. is the Corporate Secretary while Mr. Cyril S. Cunanan is the Compliance Officer. Please see STI ESG's 2023 General Information Sheet (GIS) page 6 , in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE4
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant	Atty. Arsenio C. Cabrera is not a member of the Board. Please see STI ESG's 2023 General Information Sheet (GIS) page 6 , in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE4
4	The Corporate Secretary attends annual training/s on corporate governance.	Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of training, number of hours and topics covered.	Atty. Arsenio C. Cabrera, Jr. attended a 3-hour Corporate Governance seminar last 22 November 2023. Please see Atty. Cabrera's Certificate of Attendance on page 21 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE2
Recommendation 1.6			
1	The Board is assisted by a Compliance Officer.	Compliant	Currently, Mr. Cyril S. Cunanan is the Compliance Officer of STI ESG. He also serves as the Compliance Officer of STI Holdings. Please see STI ESG's 2023 General Information Sheet (GIS) page 6 , in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE4 The duties and Responsibilities of the Compliance Officer are provided under Section 3.1 on pages 6-7 of the 2020 Manual on Corporate Governance of the Company. Please see STI ESG's 2020 Manual on Corporate Governance, pages 6-7 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= STI's 2020 Manual on Corporate Governance, duly approved by its Board of Directors and posted on the Company's website, states that the Compliance Officer shall hold, at minimum, the position of Senior Vice-President or its equivalent. Mr. Cunanan is concurrently Senior Vice-President. He has direct reporting responsibilities to the Chairman of the Board.
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Please see STI ESG's 2020 Manual on Corporate Governance, pages 6-7 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=

3	The Compliance Officer is not a member of the board.	Compliant		Mr. Cunanan is not a member of the Board. Please see STI ESG's 2023 General Information Sheet (GIS) page 6 , in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE4 Cyril S. Cunanan, STI ESG's Compliance Officer attended a 3-hour Corporate Governance seminar last 22 November 2023. Please see Mr. Cunanan's Certificate of Attendance on page 20 in the link below:
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	<i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of the training, number of hours and topics covered.</i>	
Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD				
The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.				
Recommendation 2.1				
1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	<i>Provide information or reference to a document containing information on how the directors performed their duties (this can include board resolutions and minutes of meetings).</i>	STI's 2020 Manual on Corporate Governance, duly approved by its Board of Directors and posted on the Company's website, states that compliance with the principles of good governance must start with the Board of Directors. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities. Furthermore, it shall be the Board's responsibility to foster the long-term success of the Company and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, competitiveness and profitability in a manner consistent with its corporate objectives which it shall exercise in the best interest of the Company, its shareholders and other stakeholders. Please see the 2020 Manual on Corporate Governance, pages 8-12 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA
Recommendation 2.2				
1	The Board oversees the development and approval of the	Compliant	<i>Provide information or link/reference to a document containing information on how the</i>	The Board oversees the development of and approves the company's business objectives and strategy and monitors their implementation, in order to sustain the company's long-term goals.

company's business objectives and strategy.		directors performed this function (this can include board resolutions and minutes of meetings).	The Duties and Responsibilities of Directors can be found on pages 12-13 of the 2020 Manual on Corporate Governance of the Company. Please see the 2020 Manual on Corporate Governance, pages 12-13 in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
2 The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Indicate frequency of development of business objectives and strategy.	The Board reviews the Corporation's business objectives and strategy on a regular basis to ensure that the corporate activities and key management decisions are still aligned with the Corporation's business objectives and strategy.
Recommendation 2.3			
1 The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing the company's succession planning policies and its implementation.	IX. RETIREMENT AND SUCCESSION POLICY 9.1 Any Director, Management and other Key Officers of the Corporation may be retired upon reaching the retirement age, set by the Board in consultation with Management. 9.2 The Board may, on justifiable grounds, retain a Director, Management and other Key Officers in the same position/remuneration even after attaining the retirement age, for the benefit of the Corporation. 9.3 The Board, through the Corporate Governance Committee, shall identify the key knowledge, skills and abilities pertaining to the Directors, Officers and Management Personnel covered by this Section. The key knowledge, skills and abilities identified by the Board shall serve as the benchmark for the succession by new Directors, Officers, and Management Personnel and shall serve as guide in formulating the programs for seminars and training of the Directors, Officers, and Management Personnel. 9.4 The Board should ensure that leadership in the Corporation shall be transferred to highly competent, qualified, professional, honest and highly motivated individuals who can add value to the Corporation. 9.5 The Corporation shall disclose its succession, termination and retirement policy pertaining to its Directors and Key Officers Please refer to page 66 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
2 The Board adopts a policy for the retirement of directors and key officers.			

Recommendation 2.4			
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	STI's 2020 Manual on Corporate Governance, duly approved by its Board of Directors and posted on the Company's website, states that the Corporate Governance Committee shall establish a formal and transparent procedure for developing a policy on executive remuneration for fixing the remuneration packages of corporate officers, and provide oversight over the remuneration of senior management and other key personnel to ensure that compensation is consistent with STI's culture, strategy and control environment. Please see (b) Corporate Governance Committee in the 2020 Manual on Corporate Governance, pages 30-34, in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?file=OTA=
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The 2020 Manual on Corporate Governance states that the Corporate Governance Committee shall be responsible for designing a performance-based remuneration to complement or reward good performance while at the same time keeping in mind the interests of shareholders. Please see (b) Corporate Governance Committee in the 2020 Manual on Corporate Governance, pages 30-34, in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?file=OTA=
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	The Board of Directors, as provided for by the STI 2020 Manual on Corporate Governance, does not participate in the determination of their own remuneration/compensation or per diem. The Remuneration of Directors and Officers can be found on page 20 of the 2020 Manual on Corporate Governance of the Company. Please refer to the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?file=OTA=
Recommendation 2.5			
1	The Board has a formal and transparent board	Compliant	To aid in complying with the principles of good corporate governance, the Board constituted a Corporate Governance Committee who shall pre-screen and shortlist all candidates nominated to become members of STI's Board of Directors in accordance

	nomination and election policy.		on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.	with the procedures, qualifications, disqualifications and guidelines specified in the Manual on Corporate Governance. Please see (b) Corporate Governance Committee in the 2020 Manual on Corporate Governance, page 30 , in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTA=
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board. Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	The Board nomination and election policy is disclosed in the 2020 Manual on Corporate Governance. Please see (b) Corporate Governance Committee in the Manual on Corporate Governance, pages 31 to 33 , in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTA=
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant		The members of the Board shall be elected from a list of nominees who have been identified, screened and recommended for election by the Corporate Governance Committee. Any shareholder of record may nominate a candidate for directorship in the annual shareholders' meeting of the Corporation. Nominees shall be selected on the basis of the set of criteria and other relevant factors as laid down in this Manual. Please see (g) Membership Criteria on page 17 in the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTA=
4	The Board nomination and election policy includes how the board reviews the	Compliant		The 2020 Manual on Corporate Governance provides that the Corporate Governance Committee shall review and evaluate all candidates nominated to become a member of the Corporation's Board of Directors in accordance with the procedures, qualifications, disqualifications and guidelines specified in the Manual and other relevant laws, rules, and regulations; The decision of the Corporate Governance Committee as to nominees to

qualifications of nominated candidates.		the Board, once confirmed by the Board, shall be final and binding upon the Shareholders. Please refer to page 31 of the 2020 Manual of Corporate Governance. https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant The Corporate Governance Committee shall assess the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director. Please refer to page 31 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant The Corporate Governance Committee is responsible for reviewing with the Board, on a periodic basis, the appropriate skills and characteristics required of the directors in the context of the current needs of the Corporation. In determining whether a director should stand for re-election, appropriate consideration shall be given to the director's attendance at board meetings and his or her performance as a director. Please refer to letter (g) on page 19 in the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
Recommendation 2.6		
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant The Corporation's policy on related party transactions can be found on pages 54 to 62 of the 2020 Manual on Corporate Governance . Please see link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and	Compliant Please see Item 12 page 86-87 with further disclosures on pages 86-90 of STI ESG's 2023 SEC Form 17-A for a list of transactions entered into by STI ESG with related parties in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=MTA5

	transparency of the transactions.			
	Recommendation 2.7			
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<i>Provide information or reference to a document containing the Board's policy on approving the selection of management.</i> <i>Identify the Management team appointed.</i>	The Board is responsible for setting the standards in the selection and hiring of the Corporation's officers, giving due consideration to the integrity, technical expertise and experience. Please refer to item (c)(ix) Specific Duties and Functions of the Board on page 9 of the 2020 Manual on Corporate Governance. https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= Please refer to the 2023 Definitive Information Statement for the management team of the Corporation: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE3
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<i>Provide information or reference to a document containing the Board's policy on assessing the performance of management.</i> <i>Provide information on the assessment process and indicate frequency of assessment of performance.</i>	The Board controls the functions of management through its respective heads and assesses the performance of management, led by the President/Chief Executive Officer or his/her equivalent, and control functions led by their respective heads (i.e. Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive). Please refer to items (c)(vi) and (vii) Specific Duties and Functions of the Board on page 9 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= Moreover, the Corporate Governance Committee is responsible for overseeing the periodic performance evaluation of the Board and its Committees as well as executive management and conducting an annual self-evaluation of its performance. Please see item (b)(ii) Corporate Governance Committee on page 30 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=

Recommendation 2.8					
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	Provide information or link/reference to a document containing the Board's performance evaluation framework for management and personnel.	The Board is responsible for establishing a performance management framework that will measure the performance of Management and ensure that the same is at par with the standards set by the Board and Senior Management. Please see item (b)(viii) Specific Duties and Functions of the Board on page 9 of the 2020 Manual of Corporate Governance in the link: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant		The Board is responsible for establishing a performance management framework that will measure the performance of the Corporation's personnel and ensure that the same is at par with the standards set by the Board and Senior Management. Please see item (b)(viii) Specific Duties and Functions of the Board on page 9 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=	
Recommendation 2.9					
1	The Board ensures that an appropriate internal control system is in place.	Compliant	Provide information or link/reference to a document showing the Board's responsibility in ensuring that an appropriate internal control system is in place,	The Board develops and oversees an appropriate internal control system to ensure that the efficiency and proficiency of the Corporation's business activities, the reliability of financial reporting and compliance with applicable laws, regulations and internal policies of the Corporation. Please see Section 3.2.14 Internal Control on pages 47 to 48 of the 2020 Manual of Corporate Governance in the link below:	

			and what comprises the internal control system.	https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, and management and shareholders/members.	Compliant		Section 13 of the 2020 Manual of Corporate Governance provides for the Corporation's policy on conflict of interest for directors, officers and employees. Please see pages 68 to 69 of the 2020 Manual of Corporate Governance. https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
3	The Board adopts an Internal Audit Charter.	Compliant	Provide reference or link to the company's Internal Audit Charter.	On 26 November 2021, the Board adopted an Internal Audit Charter. Please see link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTY=
Recommendation 2.10				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Provide information or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	The Board is responsible for the development and implementation of a sound enterprise risk management framework to identify, monitor, assess and manage key business risks; and to help the Board identify units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. Please see Section 3.2.1 (c)(xiv) Specific Duties and Functions of the Board on page 10 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk	Compliant	Provide proof of effectiveness of risk management strategies, if any.	As provided for in the Company's 2020 Manual of Corporate Governance, the Board shall operationalize an Enterprise Risk Management Framework, which shall be guided by the following:

exposures, as well as the effectiveness of risk management strategies.			(a) Establish Risk Profile and determine external and internal factors which can influence the Corporation's Risk Profile; (b) Identify and characterize specific threats/risks; (c) Assess the vulnerability of critical assets to specific threats/risks; (d) Determine the risks (i.e. expected likelihood and consequences of specific threats/risks on specific assets); (e) Identify ways on how to minimize said threats/risks; (f) Prioritize risk reduction measures based on strategy; (g) Implement and monitor; and (h) Assess effectiveness, conduct reviews and evaluation and make necessary adjustments. Please see Section 8.5 on page 64 of the 2020 Manual of Corporate Governance. https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
Recommendation 2.11			
1 The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant		
2 The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant	Provide link to the company's website where the Board Charter is disclosed and/or other proof that it is publicly available.	On 26 November 2021, the Board adopted a Board Charter which is publicly available and posted on the website of the Corporation. Please see link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
3 The Board Charter is publicly available.	Compliant		

Principle 3. ESTABLISHING BOARD COMMITTEES

The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<i>Provide information or link/reference to a document containing information of all board committees established by the company.</i> To aid in complying with the principles of good corporate governance, the Board constituted the following committees: a. Corporate Governance Committee b. Audit and Risk Committee Please see Board Committees in Manual on Corporate Governance, pages 23-34, in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
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Recommendation 3.2

1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<i>Provide information or link/reference to a document containing information of the Audit Committee, including its functions.</i> <i>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</i> The functions of the Audit and Risk Committee are enumerated in Section 3.2.3(a)(iv), (v) and (vi) on pages 24 to 30 of the 2020 Manual of Corporate Governance. The Board shall recommend to the Board the appointment, reappointment, removal and fees of the Corporation's external auditor duly accredited by the SEC, who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the shareholders. Please refer to pages 24 to 30 of the 2020 Manual of Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom,	Compliant	The members of the Audit and Risk Committee are: Chairman: Robert G. Vergara (Independent Director and Non-Executive Director) Members:

including the Chairperson, are independent directors.		their qualifications and type of directorship.	Ma. Leonora Vasquez-De Jesus (Independent Director and Non-Executive Director) Raul B. De Mesa (Non-Executive Director) Please see their respective profiles in STI's 2023 Definitive Information Statement. https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3
3 All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.	The members of the Audit and Risk Committee have relevant background, knowledge, skills and experience in the areas of auditing, accounting and finance. Please see their respective profiles in STI's 2023 Definitive Information Statement in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3
4 The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information of the Chairperson of the Audit Committee.	Mr. Robert G. Vergara is the Chairman of the Audit and Risk Committee. He is not the Chairman of the Board or the Chairman of any other committee. Please see his profile in STI's 2023 Definitive Information Statement in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3
Recommendation 3.3			
1 The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and	Compliant	Provide information or reference to a document containing information of the Corporate Governance Committee, including its functions. Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	The Board has established a Corporate Governance Committee. The duties and functions of the Corporate Governance Committee are enumerated in the 2020 Manual on Corporate Governance. Please refer to pages 30 to 34 of the 2020 Manual on Corporate Governance in https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTA= The Corporate Governance Committee is responsible for reviewing with the Board, on a periodic basis, the appropriate skills and characteristics required of the directors in the context of the current needs of the Corporation. In determining whether a director

Remuneration Committee.			should stand for re-election, appropriate consideration shall be given to the director's attendance at board meetings and his or her performance as a director. Please refer to letter (g) on page 19 in the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Compliant	The members of the Corporate Governance Committee are: Chairman: Ma. Leonora Vasquez- De Jesus (Independent Director and Non-Executive Director) Members: Robert G. Vergara (Independent Director and Non-Executive Director) Monico V. Jacob (Executive Director) Please refer to STI's 2023 Definitive Information Statement in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTE3
Recommendation 3.4			
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Audit and Risk Committee also serves as the Corporation's Board Risk Oversight Committee (BROC). The Company has no separate BROC. Its duties and responsibilities are being performed by the Audit and Risk Committee. Please refer to item (iii) on page 24 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA=
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors,	Compliant	The Corporation has an Audit and Risk Committee which is composed of three members, two of whom are independent directors, including the Chairman. The members of the Audit and Risk Committee are:

including the Chairperson.			Chairman: Robert G. Vergara (Independent Director and Non-Executive Director) Members: Ma. Leonora Vasquez-De Jesus (Independent Director and Non-Executive Director) Raul B. De Mesa (Non-Executive Director)	
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.		All members of the Audit and Risk Committee have relevant and thorough knowledge and experience on risk and risk management. The business experiences and directorships of the members of the Audit and Risk Committee are described in the 2023 Definitive Information Statement, item 5 pages 8-13. Please refer to the profiles of the members of the Audit and Risk Committee in STI's 2023 Definitive Information Sheet in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTE3	
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<i>Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i>	The Corporation adopted the Audit Committee Charter and the Board Charter on 26 November 2021. The Corporate Governance Committee Charter was adopted in November 2020. Please see links below: Audit Committee Charter https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTY=

2	The Committee Charters provide standards for evaluating the performance of a committee and its members.		• Board Charter https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTU= • Corporate Governance Committee Charter https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTM=
Principle 4. FOSTERING COMMITMENT			
To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<i>Provide information or link/reference to a document containing the process and procedure for tele-/videoconferencing board and/or committee meetings.</i> The Corporate Secretary certifies to the existence of a valid quorum for the valid transaction of business for each meeting of the Board, the Committees and the shareholders. Majority of the Board and Committee meetings were conducted remotely using Microsoft Office 365 Teams Videoconferencing application. Most of the directors participate actively in discussions.
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant	<i>Provide information or link/reference to a document containing the attendance and participation of directors to Board, Committee and shareholders' meetings.</i> The 2020 Manual on Corporate Governance provides as follows: Agenda items are designated by the Chairperson in consultation with the CEO, Management, or others as determined by the Chairperson. Any Director may suggest agenda items and may raise at meetings other matters they consider worthy of discussion.

			The Corporate Secretary shall be responsible for the timely and proper distribution of notices, agenda and other relevant meeting materials for discussion during the pertinent board meeting through the recognized modes of transmission i.e., personal delivery, fax, email notice, mail of courier. Receipt should be ensured to allow for ample review by the members of the Board to enable them to fully comprehend the matters to be discussed during the relevant meeting. To prepare for meetings, directors shall review all materials sent in advance. The Board believes that maintaining confidentiality of information and Board deliberations is critical. The proceedings and deliberations of the Board and all Board Committees shall, accordingly, be confidential. Each director shall continue to maintain the confidentiality of information received in connection with his or her service as a director. Information learned during the course of service on the Board is to be used solely in furtherance of the Corporation's business. Please see pages 19-20 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?file=OTA=
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</i> The directors have the opportunity to ask questions and seek clarifications or explanations during the Board and Committee meetings. The minutes of the meetings of the Board and Committees reflect the questions and comments of the directors.
Recommendation 4.2			
1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	<i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i> Non-executive directors do not concurrently serve as directors in more than ten public companies and/or registered issuers. <i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i>
Recommendation 4.3			

1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	Provide off/reference to the written notification to the board or minutes of board meeting wherein the matter was discussed.	The 2020 Manual on Corporate Governance provides that directors should notify the Board before accepting directorship in another company. Please see item (d)(ii) on page 13 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTA
Principle 5. REINFORCING BOARD INDEPENDENCE				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	Identify or provide link/reference to a document identifying the directors, the type of their directorships and their qualifications.	The Board is composed of four executive directors and seven non-executive directors. Please refer to the profiles of the directors in Item 5 of the 2023 Definitive Information Statement of the Corporation in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=MTE3
Recommendation 5.2				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	Provide information or link/reference to a document containing the number of independent directors in the board.	The Corporation's Board is composed of eleven members. Two of the members namely, Ms. Ma. Leonora Vasquez-De Jesus and Mr. Robert G. Vergara are independent directors.
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	Provide information or link/reference to a document containing the qualifications of independent directors.	Please refer to pages 35 to 37 of the 2020 Manual on Corporate Governance for the qualifications of the independent directors. The two independent directors of the Corporation possess all of the qualifications and none of the disqualifications to hold said positions.
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such		Provide information or link/reference to a document containing the company's policy on term limits for its independent director.	The 2020 Manual on Corporate Governance provides as follows: An Independent Director shall serve a maximum cumulative term of nine (9) years. After which, the Independent Director shall be perpetually barred from re-election as such in

capacity after the term limit of nine (9) years.	Compliant		the Corporation. An Independent Director barred from re-election as such may continue to qualify for nomination and election as a non-independent Director.
2 In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	Provide reference to the meritorious justification and proof of shareholders'/members' approval during the annual regular meeting.	In the event the Corporation wants to retain the Independent Director after serving nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual stockholders' meeting. The nine (9)-year term shall be reckoned from 2012, pursuant to SEC Memorandum Circular No. 9 Series of 2011. Please see Section 3.2.4(b) on pages 34 to 35 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures/details.pdf?file=OTA=&dval=OTA=
Recommendation 5.5			
1 The positions of the Board Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	Identify the company's Chairperson of the Board and Chief Executive Officer (or its equivalent).	The Chairman of the Board is Mr. Jesli A. Lapus. The Vice Chairman and Chief Executive Officer is Mr. Monico V. Jacob. Please refer to page 5 of STI's 2023 General Information Statement in the link below: https://www.sti.edu/stiedu-disclosures/details.pdf?file=MTE4
2 The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	Provide information or link/reference to a document containing the roles and responsibilities of the Chairperson of the Board and Chief Executive Officer (or its equivalent). Identify the relationship of the Chairperson and CEO.	Section 3.2.2 of the 2020 Manual on Corporate Governance provides for the responsibilities of the Chairperson of the Board. Please refer to pages 21 to 23 of the 2020 Manual on Corporate Governance. Section 3.2.7 of the 2020 Manual of Corporate Governance provides for the responsibilities of the President as the Chief Executive Officer of the Corporation. Please refer to pages 38 to 41 of the 2020 Manual on Corporate Governance. There is no blood relationship between the Chairman of the Board and the Vice-Chairman and Chief Executive Officer of the Corporation.
Recommendation 5.6			
1 The Board designates a lead director among the independent directors if the Chairperson of the	Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and	The Board has designated Mr. Robert G. Vergara as the Lead Independent Director.

Board is not an independent director.		responsibilities, if any. Indicate if Chairperson is an independent director.
Recommendation 5.7		
1 The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	Provide proof of full disclosure and abstention, if any, of the interested director/trustee.
One of the specific duties and responsibilities of a director is to abstain from participating in deliberations of any transaction affecting the Corporation in which he/she has a material interest. Please see Section 3.2.1(d)(iii) on page 13 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?file.asp?dval=OTA=		
There was no meeting during the year in which a director had to abstain due to a material interest in a transaction being deliberated upon by the Board.		
Recommendation 5.8		
1 The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.
2 The meetings are chaired by the lead independent director, if applicable.	Not applicable	
Principle 6. ASSESSING BOARD PERFORMANCE		
The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.		
Recommendation 6.1		

1	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	<i>Provide proof of self-assessments conducted by the whole board, the individual members, the Chairperson and the Committees.</i>	Annual self-assessments are conducted. The results of the annual self-assessments are disclosed to the Board and discussed at the Board level.
2	The Chairperson conducts an annual self-assessment of his performance.			
3	The individual members conduct a self-assessment of their performance.			
4	Each committee conducts a self-assessment of its performance.			
Recommendation 6.2				
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Compliant	<i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders/members.</i>	The Board has implemented a system that provides for the minimum criteria and process to determine the performance of the Board, the directors and committees as well as a feedback mechanism from shareholders.
2	The system allows for a feedback mechanism from the shareholders/members.			
Principle 7. STRENGTHENING BOARD ETHICS				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				

1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Compliant	Provide information or link/reference to the company's Code of Business Conduct and Ethics.	The Board adopted a Code of Business Conduct and Ethics on 26 November 2021. It has been disseminated to the members of the Board and disclosed on the Corporation's website. Please see STI's Code of Business Conduct and Ethics in the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTQ=
2	The Code is properly disseminated to the members of Board.		Provide information or discuss how the company disseminated the Code to the members of the Board.	
3	The Code is disclosed and made available to the public through the company website.		Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	
Recommendation 7.2				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics. Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	The Code of Business Conduct and Ethics was developed by the Corporation in order to promote rational, honest and ethical business conduct among its directors, officers, employees and all stakeholders. The Board ensures that internal controls are in place for the proper implementation and monitoring of compliance with the Code of Business Conduct and Ethics and company internal policies. For the year 2022, there was no reports on acts of manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices. To further ensure compliance, STI ESG has also implemented policies on Conflict of Interest and Policy on Gifts, both of which are available and posted in the STI Employee's website.

	company any dealings in the company's shares within five (5) business days.		officers to disclose their dealings in the company's shares.	Please see Section 3.2.1(d)(iv) on page 13 of the 2020 Manual on Corporate Governance in this link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.	The Corporation complies with SRC policy requiring officers to disclose dealings in its shares within five (5) business days.
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant		STI ESG's corporate governance policies, programs and procedures are well laid down in its Manual on Corporate Governance.
2	The company's MCG is submitted to the SEC.		Provide link to the company's website where the Manual on Corporate Governance is posted.	
3	The company's MCG is posted on the company website.	Compliant		STI ESG's 2020 Manual on Corporate Governance , duly approved by its Board of Directors is posted on the Company's website. Please see link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA=
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual	Compliant	Provide link to the company's website where the Annual Corporate Governance Report is posted.	STI ESG submitted its 2022 Annual Corporate Governance Report (ACGR) to SEC on 30 June 2023. The ACGR of the Corporation contains its corporate governance policies, practices and all relevant information. The ACGR is available and posted in the Corporation's website.

Corporate Governance Report (ACGR).			Please see STI ESG's 2022 Annual Corporate Governance Report (ACGR) in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=MTA4												
2	The company's ACGR is submitted to the SEC.														
3	The company's ACGR is posted on the company website.														
Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY															
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.															
Recommendation 9.1															
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	<i>Provide information or link/reference to a document containing the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</i> The Audit Committee is responsible for approving and recommending the appointment, removal and fees of external auditors. Please refer to page 26 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdffile.asp?dval=OTA												
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	STI ESG's external auditor is subject to the approval and endorsement of the Audit Committee, for approval of the Board and the stockholders. As provided for in the Minutes of STI ESG's 2023 Annual Stockholder's Meeting, 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 2023-2024 are as follows: <table border="1" data-bbox="1264 141 1410 1236"> <thead> <tr> <th></th><th>For</th><th>Against</th><th>Abstain</th></tr> </thead> <tbody> <tr> <td>Number of Voted Shares</td><td>3,055,740,330</td><td>-</td><td>-</td></tr> <tr> <td>% of Shares of Shareholders Present</td><td>100%</td><td>-</td><td>-</td></tr> </tbody> </table>		For	Against	Abstain	Number of Voted Shares	3,055,740,330	-	-	% of Shares of Shareholders Present	100%	-	-
	For	Against	Abstain												
Number of Voted Shares	3,055,740,330	-	-												
% of Shares of Shareholders Present	100%	-	-												

				Please refer to page 6 of the Minutes of the 2023 Annual Stockholders' Meeting in the link below: https://www.sti.edu/ASM2023/8 STI ESG Minutes 2023 ASM.pdf
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	<i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i>	For 2023, the Corporation did not change its external auditors. Hence, there was no disclosure made by the Corporation on such matter.
Recommendation 9.2				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Audit Committee Charter also contains the Audit Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	<i>Provide link/reference to the company's Audit Committee Charter.</i>	The Board has adopted an Audit Committee Charter which includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Audit Committee Charter also contains the Audit Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.

oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.		Please see STI ESG's Audit Committee Charter in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTY=
2	The Audit Committee Charter contains the Committee's responsibility on reviewing the external monitoring the external auditor's suitability and effectiveness on an annual basis.	The Audit Committee ensures the suitability and effectiveness of the external auditor. Sec. 4.5 of the Audit Committee Charter provides the Duties and Responsibilities of the Audit Committee. Please refer to pages 5 to 6 of the Audit Committee Charter in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=OTY=
Recommendation 9.3		
1	Compliant The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	As disclosed in STI's 2023 Annual Report, the external auditor performed non-audit services. STI ESG has engaged SGV to assist the company in evaluating and documenting the arm's length nature of the pricing policies of STI ESG regarding its intercompany transactions with affiliates for the FY 2023. Please see page 74 of STI ESG's 2023 Annual Report (SEC FORM 17-A) in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?dval=MTA5

2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services.	The Audit Committee should evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation's overall consultancy expenses. The Audit Committee should disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence (As defined by the Code of Ethics for Professional Accountants). The non-audit work, if allowed, should be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report Please see page 25 of the 2020 Manual on Corporate Governance on the link below: https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=OTA=
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING				
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.				
Recommendation 10.1				
1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues.	STI ESG clearly discloses non-financial information and initiatives. Please see links below: • SEC Form 17-A (2022 Annual Report) https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=MTA5 • SEC Form 17-Q (March 2023 Quarterly Report) https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=MTA2 • SEC Form 20-IS (2023 Definitive Information Statement) https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=MTE3
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the	Compliant	Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.	Further, the Company has been consistently sustaining projects/programs for economic, environmental, social and governance (EESG) issues of its business. Please see links below: • STI ESG Management Report, page 1-23 of SEC Form 20-IS (2023 Definitive Information Statement) https://www.sti.edu/stiedu-disclosures/details_pdffile.asp?dval=MTE3

management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.			• STI, DOLE Ink Student Employment Partnership https://bit.ly/3VysW54 • STI, Globe Build Ties for Internship Opportunities https://bit.ly/3VjPwgu
Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION			
The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1 The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	Provide link to the company's website.	Please see STI ESG's website by accessing this link: https://www.sti.edu
INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS			
Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS			
To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.			
Recommendation 12.1			
1 The company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system.	The Company's Audit and Risk Committee reviews and approves the scope of audit work of the external auditor and the amount of audit fees for a given year. With respect to services rendered by the external auditor other than the audit of financial statements, the scope of and payment for the same are subject to review and approval by the management. Mr. Robert G. Vergara is currently the Chairman of the Audit and Risk Committee while Mr. Raul B. De Mesa and Ms. Leonora Vasquez-De Jesus are its members.

2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes. 2. Key risks the company is currently facing. 3. How the company manages the key risks. Indicate frequency of review of the enterprise risk management framework.	The Board has adopted an Enterprise Risk Management Framework to better manage risks of the Corporation, with the formation of a control framework to assist in identifying, assessing, monitoring and managing risks, so as to safeguard the assets and interests of the Corporation while ensuring the integrity of reporting. For the Corporation's Risk Management Procedures and Processes, please see pages 64 to 66 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= For the Key Risks the Corporation is currently facing and how the Corporation manages the key risks, please refer to the links below: • SEC Form 17-A as June 30, 2023, pages 84 to 85: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTA5 • Item 35 of the Notes to the Audited Financial Statements for the Fiscal Year ended June 30, 2023: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTA5 Ms. Kristine Arang was appointed as internal audit head of the company in 2023.
Recommendation 12.2			
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS			
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS			
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1	The Board ensures that basic shareholder/member	Provide link or reference to the company's Manual on Corporate Governance where	STI ESG recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. The Company ensures that shareholders know their rights and are regularly updated regarding the businesses of STI.

rights are disclosed in the Manual on Corporate Governance.	Compliant	shareholders'/members' rights are disclosed.	Please see link to STI ESG's Manual on Corporate Governance, Article XV pages 71-74 in the link below: https://www.sti.edu/stiedu-disclosures/details.pdf?dval=OTA=
Recommendation 13.2			
1 The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	Indicate the number of days before the annual or special stockholders'/members' meeting when the notice and agenda were sent out.	The notices and agenda for the Corporation's Annual Stockholders' Meeting held on 21 December 2023 were sent out to stockholders through designated courier and via e-mail at least 21 days before the date of the Annual Stockholders' Meeting. Please see Annex A, Certification issued by the School Legal Manager, Atty. Carl Mark A. Ganhinhin, page 8 in the Annual Stockholders' Minutes, in the link below: https://www.sti.edu/ASM2023/8 STI ESG Minutes 2023 ASM.pdf
Recommendation 13.3			
1 The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Compliant	Provide information or reference to a document containing all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.	Section 15.9 of the 2020 Manual on Corporate Governance provides that: 1. The Minutes of the annual or special shareholders' meeting should be made available in the Corporation's website within five (5) business days from the end of the meeting. 2. The voting results of any matter submitted to the approval or ratification of the shareholders of the Corporation during the annual or special shareholders' meeting shall be made available publicly within five (5) business days from the end of the meeting. Please see Stockholder's Voting Results of the Annual Stockholders' Meeting held on 21 December 2023 in the link below: https://www.sti.edu/ASM2023/8 STI ESG Minutes 2023 ASM.pdf
2 The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days	Compliant	Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving,	The minutes of the 21 December 2023 Annual Stockholders' Meeting were posted on the STI website on 22 December 2023 which was within five (5) business days from the end of the meeting. Please see 2023 Minutes of the Annual Stockholders' Meeting in the link below: https://www.sti.edu/ASM2023/8 STI ESG Minutes 2023 ASM.pdf

from the date of the meeting.		dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.	
Recommendation 13.4			
1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes. Provide link/reference to where it is found in the Manual on Corporate Governance. Section 10 of the 2020 Manual on Corporate Governance provides that the Board should establish an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. Please refer to page 66 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures/details_pdf?file.asp?dval=OTA=
Recommendation 13.5			
1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address Section 3.2.12 of the 2020 Manual on Corporate Governance provides that the Corporation shall appoint an Investor Relations Officer to ensure constant engagement with shareholders. Mr. Joseph Augustin Eusebio L. Tanco, the Investor Relations Officer of STI Education Systems Holdings, Inc. ("STI ESH"), also serves as the Investment Relations Officer of the Corporation. The Corporation is a 99.99% owned subsidiary of STI ESH.
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	The Investment Relations Officer is present at shareholders' meetings.
DUTIES TO STAKEHOLDERS			
Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS			

The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's stakeholders and provide information or reference to a document containing the company's policies and programs for its stakeholders.	The Board is responsible for identifying the Corporation's major and other stakeholders and formulating a clear policy on communicating or relating with them important developments in the Corporation through an effective investor relations program, over which the Corporation's Chief Executive Officer or Chief Financial Officer shall exercise oversight responsibility, if feasible. Please see Section 3.2.1(c)(xix) of the 2020 Manual on Corporate Governance .
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Recommendation 14.2

1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	Identify policies and programs for the fair protection, treatment and enforcement of the rights of the company's stakeholders.	The Board shall establish clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of the stakeholders. Please see Section 3.2.1(c)(xxx) of the 2020 Manual on Corporate Governance .
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Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.

Recommendation 15.1

1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information or link/reference to company policies, programs and procedures that encourage employee participation.	The Board establishes policies, programs and procedures that encourage STI employees to actively participate in the realization of the company's goals and in its governance. These policies and programs cover among others, the following: (1) health, safety and welfare; (2) training and development; (3) reward/compensation for employees, encourage employees to perform better and motivates them to take a more dynamic role in the Corporation. Active participation is further fostered when the Corporation recognizes the firm-specific skills of its employees and their potential contribution in corporate governance. The employees' viewpoint in certain key decisions may also be considered in governance processes through work councils or employee representation in the Board.
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				Please see Section 16.1 on page 74 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= The Corporation also conducts regular employee training and offers scholarships. These are included in the STI Employee's manual.
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	<i>Identify or provide link/reference to the company's policies, programs and practices against corruption.</i>	The Code of Business Conduct and Ethics should contain an Anti-Corruption Policy, which should encourage employees to report corrupt practices, and should outline procedures on how to combat these corrupt practices. Please see Section 12.2 on page 67 of the 2020 Manual on Corporate Governance in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=OTA= All directors, officers and employees shall comply in all material respects with all laws, rules and regulations applicable in the country and local jurisdictions where the Company's business is conducted. Please see Section 4.1 on page 4 of the Code of Business Conduct and Ethics in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?id=94	The Corporation also conducts regular employee training and offers scholarships. These are included in the STI Employee's manual.
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<i>Identify how the board disseminated the policy and program to the employees across the organization.</i>	Policies and programs that have been duly approved by the Board are disseminated to the employees in coordination with the Human Resources and Organizational Development Department. Further, HROD organizes training programs and policy orientation to different employee groups, to keep them updated and promote engagement. Last April 27-28, 2023, all School Administrators from STI ESG owned campuses attended a series of new Learning Sessions on school operations, process and concerns in relation with STI's operations calendar.
Recommendation 15.3				

1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.		Section 7.8 of the 2020 Manual on Corporate Governance provides the Corporation's whistle-blowing policy as set out below: The Board shall adopt a whistle-blowing mechanism, outlining the procedure to allow employees to freely communicate their concerns about illegal and/or unethical practices without fear of retaliation. The mechanism shall also provide safeguards to secure the confidentiality of the informer. The Board may designate an Independent Director, who will handle whistle-blowing concerns. The Corporation does not condone nor will it not tolerate any retaliation against an individual who lawfully and in good faith reports any misconduct or violation of this Manual and other Policies of the Corporation. Further, an employee who gives information regarding any conduct the employee reasonably believes constitutes a violation of the securities laws or financial fraud statutes (a) to any government authority, (b) by testimony or otherwise in any proceeding pending or about to be commenced concerning such violation, or (c) to any person with supervisory authority over the employee or authorized by the Corporation to investigate such conduct, may not be discharged, demoted, discriminated or otherwise retaliated against based upon the information they have provided. Directors, officers, and employees if asked, are expected to fully cooperate in internal and external investigations of any reported or alleged misconduct or violation of this Manual
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	<i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i> <i>Indicate if the framework includes procedures to protect the employees from retaliation.</i> <i>Provide contact details to report any illegal or unethical behavior.</i>	
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	<i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i>	

Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	<i>Provide information or reference to a document containing the company's community involvement and environment-related programs.</i>	A discussion on the environmental initiatives as well as the community relations and strategic partnerships of the STI Group are set out in the 2022 Sustainability Report of STI Education Systems Holdings, Inc. Please see STI Holdings' 2023 Sustainability Report in the link below: https://www.sti.edu/stiedu-disclosures_details_pdf?dval=MTIw
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SIGNATURES

Pursuant to the requirements of SEC Memorandum Circular No. 13, Series of 2021 of the Securities and Exchange Commission, this report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the City of Makati on JUN 28 2024.

STI EDUCATION SERVICES GROUP, INC.

By:


JESLI A. LAPUS
Chairman of the Board


ROBERT G. VERGARA
Independent Director


ARSENIO C. CABRERA, JR.
Corporate Secretary


MA. LEONORA VASQUEZ-DE JESUS
Independent Director/Chairperson of Corporate Governance Committee


MONICO V. JACOB
Vice-Chairman and Chief Executive Officer


PETER K. FERNANDEZ
President and Chief Operating Officer


CYRIL S. CUNANAN
Compliance Officer

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)S.S.

JUN 28 2024

SUBSCRIBED AND SWORN to before me this ___ day of June 2024, affiants exhibiting to me their respective Passport or Driver's License Numbers, as follows:

<u>Names</u>	<u>Passport/Other ID Numbers</u>	<u>Date and Place of Issuance</u>
Jesli A. Lapus	Passport No. P6589685A	28 March 2018/ DFA Manila
Monico V. Jacob	Passport No. P6179864B	26 January 2021/DFA NCR East
Peter K. Fernandez	Passport No. P7165860B	15 July 2021/DFA NCR West
Robert G. Vergara	Passport No. P5668049B	12 October 2020/DFA Manila
Arsenio C. Cabrera, Jr.	Passport No. P6534927B	23 March 2021/DFA NCR South
Cyril S. Cunanan	Driver's License No. N26-02-006617	23 April 2022, LTO, Bacoor, Philippines
Ma. Leonora Vasquez-De Jesus	Passport No. P61450770	22 February 2018/DFA Manila

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Page No. 86;
Book No. I;
Series of 2024.



MIGUEL ANTONIO U. TENSUAN

Notary Public for Makati City
Appointment No. M-213
Until 31 December 2025
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6758 Ayala Avenue, Makati City
Roll of Attorneys No. 87628
PTR No. 10074462 / Makati / 02 January 2024
IBP No. 295715 / Makati / 12 October 2023