**PROXY**

The undersigned stockholder of **STI EDUCATION SYSTEMS HOLDINGS, INC.** (the “Company”) hereby appoints \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or in his/her absence, the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the **Annual Stockholders’ Meeting** of the Company to be held via remote communication on **3 December 2021 at 2:30 p.m.,** and at any of the adjournments thereof for the purpose of acting on the following matters:

|  |  |  |
| --- | --- | --- |
|  |  | Votes Taken |
|  |  | For | Against | Abstain |
|  | Approval of Minutes of Annual Stockholders’ Meeting held on 20 November 2020 |  |  |  |
|  | Approval of the Management Report for FY 2020-2021 |  |  |  |
|  | Approval of Parent Company and Consolidated Audited Financial Statements of the Company as at and for the fiscal year ended 30 June 2021 |  |  |  |
|  | Ratification of all acts of Management and the Board of Directors from 20 November 2020 to 3 December 2021 |  |  |  |
|  | Amendment of Article II of the Articles of Incorporation to include as part of the secondary purposes the authority of the Company to act as a corporate surety and to guarantee the loan obligations of its subsidiaries and affiliates  |  |  |  |
|  | Delegation to the Board of Directors of the power to amend the By-Laws of the Company  |  |  |  |
|  | Election of Directors |  |  |  |
|  | Eusebio H. Tanco |  |  |  |
|  | Monico V. Jacob |  |  |  |
|  | Maria Vanessa Rose L. Tanco |  |  |  |
|  | Joseph Augustin L. Tanco |  |  |  |
|  | Martin K. Tanco |  |  |  |
|  | Rainerio M. Borja |  |  |  |
|  | Paolo Martin O. Bautista |  |  |  |
|  | Jesli A. Lapus (Independent Director) |  |  |  |
|  | Robert G. Vergara (Independent Director) |  |  |  |
|  | Ma. Leonora Vasquez-De Jesus (Independent Director) |  |  |  |
|  | Raymond N. Alimurung (Independent Director) |  |  |  |
|  |  |  |  |  |
|  | Appointment of SyCip Gorres Velayo & Co. as external auditor for FY 2021-2022 |  |  |  |

At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

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*Date Printed Name of Stockholder*

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *Signature of Stockholder/*

 *Authorized Signatory*

This proxy should be received by the Corporate Secretary **on or before 26 November 2021**, the deadline for submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted “for” the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A proxy submitted by a corporation should be accompanied by a Corporate Secretary’s Certificate quoting the board resolution designating a corporate officer to execute the proxy. Proxies executed by brokers must be accompanied by a certification under oath stating that the broker has obtained the written consent of the account holder.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.