ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS

(APRIL 15, 2020)

A Meeting of the Board of Directors (the *"Board"*) of Eclipse.org Foundation, Inc., a Delaware corporation (the *"Corporation"*), was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Adam Gibson	Konduit
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Sustaining Representative
Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the March 24-25, 2020 Board Meeting, attached as Appendix A. The Board unanimously passed the following resolution:

> RESOLVED, the Board approves the draft full and abridged minutes of the March 24-25, 2020 Board Meeting as circulated.

Open Hardware Group Top Level Project and PMC Lead

Mike Milinkovich introduced a discussion regarding the creation of the OpenHW Top Level Project. Mike reminded the Board that Open Hardware Group is leveraging the Eclipse project infrastructure to implement its projects. He noted that to enable better management of these projects, which deal with hardware related implementations, that we create a new top level project. The Board unanimously passed the following resolutions:

> RESOLVED, the Board unanimously approves the OpenHW top-level project charter.

> RESOLVED, the Board approves Mike Thompson as the PMC Lead for the OpenHW Group top-level project.

Approval of Services Agreement Considerations for the Eclipse IDE and Related Packages

> Mike Milinkovich introduced a discussion of the Foundation entering into a services agreement arrangement with Ed Merks that would have Ed integrate a "call for donations" mechanism into the Eclipse IDE and/or the Packages as a potential revenue source to support such long-term improvements. As Ed is a member of the Board, it was recommended by counsel the Board be made fully aware in the interest of transparency of the nature of the intended agreement. Mike explained that Ed is highly qualified, is well respected within the community, and that the arrangement with Ed is fiscally favorable to the Foundation. With Ed Merks recusing himself from the discussion and the subsequent vote, the Board unanimously passed the following resolution:

>> WHEREAS, it is known to the Board that Ed Merks is a director and a member of the Board of the Foundation;
>> WHEREAS, the EMO has disclosed to the Board all of the material facts and proposed terms of the transaction with Ed (the "Transaction");
>> WHEREAS, the Board recognizes that Ed has particular expertise and experience relevant to the Foundation's objectives associated with the Transaction, including Ed's particular expertise in the subject matter thereof, his having the necessary commit rights to the relevant projects, and his past and

ongoing leadership and contributions to the Eclipse IDE and the Packages related to the IDE;

NOW, THEREFORE, BE IT RESOLVED, (i) that after careful consideration of the proposed terms of the Transaction, the Board has determined that the proposed terms of the Transaction are just and equitable and fair as to the Foundation and that it is therefore advisable and in the best interests of the Foundation and its Members that the Foundation enter into the Transaction; and (ii) that the Board authorizes the EMO to negotiate and enter into a definitive agreement for the Transaction with Ed based on the proposed terms as presented to the Board.

The Board also revisited the broader discussion related to the topic of driving funding and governance support for the Eclipse IDE and the packages, and agreed to keep this as a topic for future Board meetings.

International Strategy Update

Mike Milinkovich provided an update on management's progress towards implementation of the International Strategy approved by the Board at the March 24-25, 2020 meeting.

Action Items:

None

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There being no further business to discuss, the meeting was adjourned.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on April 15, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting