

Eclipse Foundation AISBL
International not-for-profit association
Rond-Point Robert Schuman, 11
1040, Brussels
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(the “Association”)

MINUTES OF THE MEETING OF
THE ANNUAL GENERAL ASSEMBLY OF
4 APRIL 2023

The general assembly of the Association (the "**General Assembly**") held its annual meeting at the Eclipse Foundation offices at 2934 Baseline Road, Suite 202, Ottawa, Ontario, Canada, and via Telephone Conference / Video Conference on 04 April 2023, which was opened at 17:03 CEST by Mike Milinkovich, Executive Director. Paul White acted as secretary of the meeting.

Attendance

Voting Members present or validly represented:

- Andrey Loskutov, Advantest Europe GmbH
- Sylvain Cambon, Airbus
- Sanhong Ish, Alibaba
- Jan Coppens, Aloxy
- Patrick Hebant, Amadeus
- Michael Poehnl, Apex.AI, Inc
- Carlo Piana, Array
- Alyssa Wright, Bloomberg
- Haral Mackamul, Bosch
- Karol Sarosiek, CARIAD SE
- Sebastien Gerard, CEA List
- Chris Houghton, Cirrus Link
- Mark Hoffmann, Data in Motion
- Cornelius Schumacher, DB Systel
- Martin Jung, Develop Group Basis
- Robert Hilbrich, DLR
- Jonas Helmig, EclipseSource
- Dirk Diekhoff, Elektrobit Automotive GmbH
- James Eggleston, European Space Agency
- Graeme Welton, FlowSoftware
- Tom Ritter, Fraunhofer AG
- Kenji Kazumura, Fujitsu
- Francesco Bonfiglio, Gaia-X Association for Data and Cloud (AISBL)
- Marcus Munzert, Generative Software GmbH
- Bryan Che, Huawei
- Wang Feng, HuNan Asiainfo AnHui Technology
- Ian Robinson, IBM
- Jan Westerkamp, iJUG
- Istvan Rath, IncQuery Labs

- Kevin Herron, Inductive Automation
- Torkild Resheim , Iteama
- Claudia Geiger, Jadeva
- Hans-Dirk Walter, Karakun
- Jonah Graham, Kichwa Coders Canada
- Markus Schmutz, Kuehn & Weyh Software GmbH
- Nicola Lagloria, Kynetics
- Philip Wenig, Lablicate
- Andrea Gallo , Linaro Limited
- Martjin Verburg, LJC
- Wolfgang Zeller, Logi.cals
- Damian Barnett, Luxoft GmbH
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
- Stephen Walli, Microsoft
- Fran Alija, N3uron Connectivity Systems
- Cedric Brun, Obeo
- Ondro Mihalyi, Omnifish
- Hendrik Ebberts, Open Elements GmbH
- Sarah White, OpenDevise
- Jim Wright, Oracle
- Thomas Zhang, PATEO
- Hans-Jörg Kremer, Peak Solutions
- Xiang Liu, Primeton Technologies
- Sven Franck, Rapid Space International SAS
- Gorkem Ercan, Red Hat
- Mark Goodchild, Renesas Electronics GmbH
- Pascal Rey, Reycom AG, a Swiss corporation
- Sven Klemm, Robotron Datenbank- Software GmbH
- Matthias Sohn, SAP SE
- Julian Coccia, Scan Open Source Solutions
- Sebastian Kaebisch, Siemens AG
- Lieven Lemiengre, Sigasi
- Florian Holz, SOTEC GmbH+Co KG
- Markus Duft, SSI Schaefer IT Solutions GmbH
- Karim Elassel, TNO
- Antonio Kung, Trialog
- Tuan DuongQuang, TUEV SUED
- Miro Spönemann, TypeFox GmbH
- Dirk Groneman, Valeo
- Johannes Matheis, Vector Informatik
- Jesse McConnell, Webtide
- Manuel Bork, Yatta Solutions GmbH

Other members in attendance:

- Gunnar Wagenknecht, Salesforce
- Matthew Khouzam, Ericsson
- Shelley Lambert, Red Hat, Inc.

Non-members present or validly represented:

- Mike Milinkovich, Executive Director, Eclipse Foundation AISBL
- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL
- Gaël Blondelle, Chief Membership Officer, Eclipse Foundation AISBL
- Gesine Freund, Corporate Executive Assistant, Eclipse Foundation
- Zahra Fazli, Membership Coordination Lead, Eclipse Foundation

Agenda

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Acknowledgement of appointment of observer to the Board
4. Approval of the 2023 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

Preliminary Statement

The Secretary established from the attendance list of members present or duly represented that quorum was reached, so that the General Assembly could validly decide on all the items of the agenda, of which the members of the Association expressly and unanimously declared having been duly informed beforehand.

GENERAL BUSINESS

The meeting was called to order at 17:03 CEST by Mike Milinkovich.

Resolutions

After having discussed the items on the agenda as set out above, the General Assembly unanimously:

1. Executive Director's Welcome

ACKNOWLEDGED that Mike Milinkovich welcomed the Members. Mike informed the Members, and all agreed, that Zoom's voting mechanism would be used for voting purposes on the matters before the Assembly. For each vote, the Members would be given the option to: a) vote in favor, b) vote against, and c) to abstain.

ACKNOWLEDGED that no technical problems and incidents that could have prevented or disrupted electronic participation to the meeting or voting have been reported.

2. Appointment of the directors of the Board

ACKNOWLEDGED that the slate of candidates for appointment by the General Assembly as Board member is as follows:

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

- Bryan Che, Huawei Technologies Co., LTD.
- James Eggleston, European Space Agency (ESA)
- Gorkem Ercan, Red Hat, Inc.
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
- Sébastien Gérard, CEA List
- Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
- Etienne Juliot, OBEO
- Kenji Kazumura, Fujitsu Limited
- Andreas Nauerz, Robert Bosch GmbH
- Tom Ritter, Fraunhofer-Gesellschaft
- Matthias Sohn, SAP SE
- Stephen Walli, Microsoft Corp.
- Jim (James) Wright, Oracle

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

- Hendrik Ebberts, Open Elements GmbH
- Johannes Matheis, Vector Informatik GmbH
- Gunnar Wagenknecht, Salesforce

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

- Ed (Eduardus) Merks
- Matthew Khouzam
- Shelley Lambert

RESOLVED, to appoint the directors of the Board of the Association among the candidates nominated by the Strategic Members, Contributing Members and Committee Members as presented.

FURTHER RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2024.

FURTHER RESOLVED, that the mandate of the directors will not be remunerated.

3. Acknowledgement of appointment of observer

ACKNOWLEDGED, that in accordance with Article 23.2, e), (ii) of the Bylaws, to the extent an Affiliate Group consisting of Strategic Members is represented by a Strategic Director that is an employee, officer, director, or consultant of one of those Members, each other Strategic Member in that Affiliate Group shall be entitled to appoint an observer to the Board. Further provisions regarding the observer status to the Board are detailed in clause 4.1 of the Internal Rules.

ACKNOWLEDGED, that Ian Robinson was appointed by IBM as observer of the Board and will act in such quality in accordance with Article 23.2, e), (ii) of the Bylaws and clause 4.1 of the Internal Rules until the annual general assembly meeting of 2024.

RESOLVED, that the mandate of the observer will not be remunerated.

4. Approval of the 2023 budget as submitted by the Board

RESOLVED, to approve the 2023 Eclipse Foundation AISBL budget as follows:

2023 Eclipse Foundation AISBL BUDGET	
Total Revenues	10.4M€
Total Expenses	11.0M€
Net Income (Loss)	(0.6M)€

5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED to grant power to Ruth Wirtz, Laurent De Pauw, and Karen Calvo Vleugels, attorneys-at-law with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law from the firm Osborne Clarke, with office at the same address, each acting alone and with power to substitute, to act on behalf of the Eclipse Foundation AISBL in order to comply with the legal requirements resulting from these minutes, and in particular the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. The proxies are authorized to sign every document, form, register, notification or letter and to take every necessary step towards

the Enterprise Court, the one-stop business shops and the Belgian Crossroads Bank of Enterprises and more generally, to undertake any action necessary following these minutes.

There being no further items on the agenda, the meeting was closed at 17:27 CEST.

Executed in one (1) original counterpart,

/s/ Paul White
Secretary of Meeting

Annex 1 : Annual General Assembly of the Association 4 April 2023 Final Agenda and Resolutions (2023.04.04 Final Agenda and Resolutions - Eclipse Foundation AISBL AGA.pdf)