

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 THE EXTRAORDINARY GENERAL ASSEMBLY OF
THE ASSOCIATION OF 26 July 2023**

The general assembly of the Association (the "**General Assembly**") held an extraordinary meeting at the Eclipse Foundation offices at 2934 Baseline Road, Suite 202, Ottawa, Ontario, Canada, and via Zoom on 26 July 2023, which was opened at 15:02 CEST by Paul White.

Paul White explained that Mike Milinkovich, Executive Director of the Association, was unable to attend, and that in his absence, and in accordance with Section 19.2 of the Bylaws, Mike had appointed Paul White, Secretary and Treasurer of the Association to preside over the above mentioned Extraordinary General Assembly of the Association meeting.

Attendance

Voting Members present or validly represented:

- Gabriel Seiberth, Accenture
- Andrey Loskutov, Advantest Europe GmbH
- Sylvain Cambon, Airbus
- Sanhong Li, Alibaba
- Jan Coppens, Aloxy
- Patrick Hebant, Amadeus
- Michael Poehnl, Apex AI
- Philippe Magne, ARCAD Software
- Carlo Piana, Array
- Vincent Mayers, Atlanta Java Users Group, Inc
- Matthias Kempf, Berylls Group GmbH & subsidiaries
- Andreas Nauerz, Bosch
- Michael (Dr.-Ing.) Herz, CARIAD
- Sébastien Gérard, CEA
- Chris Houghton, Cirrus Link
- Mark Hoffmann, Data in Motion
- Martin Jung, Develop Group Basis
- Robert Hilbrich, DLR
- Jonas Helming, EclipseSource
- Kilton Hopkins, EGX Acquisition Corp.
- Dirk Diekhoff, Elektrobit Automotive GmbH
- Naci Dai, Eteration
- James Eggleston, European Space Agency

- Tom Ritter, Fraunhofer AG
- Kenji Kazumura, Fujitsu
- John Sergakis, General Motors
- Marcus Munzert, Generative Software GmbH
- Ravishankar Subramanyan, HiveMQ
- Bryan Che, Huawei
- Ian Robinson, IBM
- Istvan Rath, IncQuery Labs
- Christian Mosch, Industrial Digital Twin Association
- Karim Djaafar, Jasmine Conseil SARL
- Bill Branan, Johns Hopkins University
- Hans-Dirk Walter, Karakun
- Jonah Graham, Kichwa Coders
- Philip Wenig, Lablicate
- Martijn Verburg, LJC
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
- Stephen Walli, Microsoft
- Luca Miotto, NOI A.G/S.p.A
- Cedric Brun, OBE0
- Hendrik Ebberts, Open Elements GmbH
- Sarah White, OpenDevise
- Jim Wright, Oracle
- Tracy Teal, Posit Software
- Xiang Liu, Primeton Technologies
- Eliane Fourceau, Quantyss
- Sven Franck, Rapid Space International SAS
- Mark Goodchild, Renesas Electronics Corporation
- Pascal Rey, Reycom AG, a Swiss corporation
- Sven Klemm, Robotron Datenbank- Software GmbH
- Matthias Sohn, SAP
- Julian Coccia, Scan Open Source Solutions SL
- Lieven Lemiengre, Sigasi
- Josh Schadel, SignalFire Telemetry
- Karolina Klug, Software Mansion
- Florian Holz, SOTEC GmbH+Co KG
- Alan Clark, SUSE
- Karim El Assal, TNO
- Tuan Duong Quang, TUEV SUED
- Miro Spönemann, TypeFox GmbH
- Johannes Matheis, Vector Informatik GmbH
- Manuel Bork, Yatta Solutions GmbH

Other members in attendance:

- Ameni Hachemi
- Matthew Khouzam
- Heiko Klare
- Shelley Lambert

Non-members present or validly represented:

- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL, and acting Chair of the meeting
- Gesine Freund, Corporate Executive Assistant, Eclipse Foundation
- Jennifer Martel, Director Worldwide Operations, Eclipse Foundation
- Zahra Fazli, Membership Process Lead, Eclipse Foundation
- Carlo-Sébastien D'Addario, EY Bedrijfsrevisoren BV
- Geoffroy Caudron, EY Bedrijfsrevisoren BV

Agenda

1. Executive Director's Welcome
2. Acknowledgment of the auditor's report for the financial year ending on 31 December 2022 as submitted to the Board
3. Approval of waiver for Board and auditor
4. Approval of the revised 2023 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to the 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 9:02 CEST by Paul White.

Resolutions

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

1. Executive Director's Welcome

ACKNOWLEDGED that Paul White welcomed the Members. Paul 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. Acknowledgment of the auditor’s report for the financial year ending on 31 December 2022 as submitted to the Board

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2022 that were submitted by the Board and communicated in the circulated document titled "2023.07.26 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA" attached as Annex 1 were presented to the General Assembly.

ACKNOWLEDGED the Eclipse Foundation AISBL audit report for the financial period ending 31 December 2022 by the auditor, EY Reviseurs d’Entreprises SRL and represented by Mr. Carlo-Sébastien D’Addario, that was communicated in the circulated document titled "2023.07.26 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA" attached as Annex 1 was presented to the General Assembly.

3. Approval of waiver for Board and auditor

ACKNOWLEDGED in accordance with Article 17.1, g) of the Bylaws, the General Assembly has the exclusive power to vote on the discharge of the directors and of the auditor.

RESOLVED, to grant discharge to the directors of the Board and the auditor for the exercise of their mandate during the financial year ending on 31 December 2022.

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

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

Table 4-A: Eclipse Foundation AISBL 2023 Budget

| 2023 Eclipse Foundation AISBL BUDGET | Approved April 2023 | Revised July 2023 |
|---|----------------------------|--------------------------|
| Total Revenues | 10.4M | 10.6M |
| Total Expenses | 11.0M | 11.3M |
| Net Income (Loss) | (0.6M) | (0.7M) |

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 15:28 CEST.

Executed in one (1) original counterpart,

/s/ Paul White
Secretary of Meeting

Annex 1 : 2023.07.26 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA