



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

CONVENING NOTICE

GENERAL ASSEMBLY OF THE ASSOCIATION MEETING

TO BE HELD ON 30 JULY 2024 BEGINNING AT 15:00 CEST

Dear Members of Eclipse Foundation AISBL,

As Secretary of the Association, I am pleased to invite you to a meeting of the General Assembly of Eclipse Foundation AISBL that will be held at **the Association's office** located at Rond Point Schuman 11 Brussels 1040 Belgium on **30 July 2024 beginning at 15:00 CEST / 9:00 EDT** (the "**Meeting**"), **as well as via Zoom**, with the preliminary agenda set out below. The meeting is scheduled to run for 60 minutes. For convenience, the Zoom meeting link is: <https://eclipse.zoom.us/j/83786051874>

In accordance with Article 17.1 (f) and (g) of the Bylaws, **the purpose of this Meeting is to have the General Assembly approve the annual accounts of the previous financial year, to vote on the discharge of the directors and of the statutory auditor(s), to reappoint the auditor for an additional 3 year period, and to approve a revised 2024 budget as presented by the Board of Directors.**

As identified in Article 19.3 of the Bylaws, all Members (as further defined in this convening notice) and any other participants or guests can participate, and as far as the Voting Members are concerned can vote. Voting may be in person during the meeting, remotely during the meeting through the use of the electronic communication system Zoom made available by the Association, or in advance of the meeting, as further explained in this convening notice.

1. Announcement of the Meeting

The Board decided, in accordance with article 19.3 of the Bylaws of the Association (the "**Bylaws**"), to convene and hold a Meeting through the use of the electronic communication system Zoom made available by the Association and accessible to all Strategic Members, Contributing Members, Committer Members and Associate Members (together the "**Members**"), directors, the Executive Director, the Secretary, the Association's auditor, other officers or guests that attend the Meeting. The Secretary and/or the Executive Director (or in their absence their respective and duly appointed replacement)

composing the bureau of the Meeting will, however, attend the meeting physically to ensure a smooth organisation and running of the Meeting as required by law.

In accordance with Article 20.7 of the Bylaws, the Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, represented via proxy, or participating remotely in the meeting. In the event that at the Meeting of 30 July 2024, the legally required quorum to validly discuss and resolve the final agenda items is not reached, a second meeting with the same agenda as the first meeting will be convened to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, represented or participating remotely in the meeting. This second meeting may not be held less than fifteen (15) calendar days after the first meeting.

In accordance with Article 19.4 of the Bylaws, the convening notice is given to each Member. With regard to the Voting Members, said convening notice is given in writing to every Voting Member who, on the record date for notice of the meeting, is entitled to vote.

2. Preliminary agenda

1. Executive Director's Welcome
2. Acknowledgement of auditor's report for the financial year ending on 31 December 2023 as submitted to the Board
3. Approval of waiver for Board and auditor
4. Appointment of EY as statutory auditor of the Association
5. Approval of revised 2024 budget as submitted by the Board
6. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

3. Description of matters that must be approved at the Meeting

You will find below a description of the matters that shall be approved at the Meeting according to the Bylaws or applicable law, in accordance with Article 19.4 of the Bylaws:

1. Executive Director's Welcome

Mike Milinkovich, Executive Director of the Eclipse Foundation AISBL, will provide welcome remarks. The Executive Director will provide further details regarding the logistics of the meeting.

2. Acknowledgement of the auditor's report for the financial year ending on 31 December 2023 as submitted by the Board

The Association's auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario or his representative, will present their findings, and the

General Assembly will be asked to acknowledge the Association's auditor's report for the financial year ending on 31 December 2023 as submitted ahead of the meeting.

3. Approval of waiver for Board and auditor

The General Assembly will be asked to grant a waiver to both the directors of the Board of the Association as well as the Association's auditor for the exercise of their respective mandates during the financial year.

4. Re-appointment of EY as statutory auditor of the Association for fiscal years 2024-2026

In accordance with Article 47 of the Association's Bylaws, the General Assembly may entrust the audit of the annual accounts to one or several statutory auditor(s). As described in Article 47.1 of the Bylaws, while it is not yet a formal legal requirement for the Association to appoint a statutory auditor, management and the Board recommend the appointment of EY Belgium as a statutory auditor. As Belgian law requires, this appointment is for three (3) years. In summary, Article 47.2 of the Bylaws calls for the statutory auditor(s) to be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the Bylaws and (iii) the operations which must be stated in the annual accounts.

5. Approval of the revised 2024 budget as submitted by the Board

As a matter of regular business practice, the Board reviews and updates the annual budget each June for the current fiscal year. The General Assembly will be asked to approve the revised 2024 fiscal budget as recently approved by the Board of Directors.

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

For resolutions 2., 3., and 4. on the agenda, the Eclipse Foundation AISBL needs to comply with the legally prescribed publication requirements implying, as the case may be, the filing of the relevant documents at the clerk's office of Brussels Enterprise Court, the publication in the Annexes to the Belgian State Gazette and the update of the Eclipse Foundation AISBLs registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. For these purposes, a special proxy needs to be granted to the attorneys-at-law of Osborne Clarke.

4. Final agenda and availability of supporting documents

The relevant meeting materials for the Meeting shall be circulated along with the final agenda at least fourteen (14) calendar days before the Meeting, in accordance with Article 19.5 of the Bylaws; the electronic ballot form will be distributed at that time.

5. Admission conditions

In accordance with Article 19.6 of the Bylaws, Strategic Members and Contributing Members, together forming the Voting Members, as well as Committer Members, Associate Members, directors, the



Executive Director, the Secretary, other officers, the Association's auditor, or guests shall be permitted to attend the Meeting in person or by electronic means (via [Zoom link](#)). Any Member or any other person participating by such means shall be deemed present at the Meeting.

Kindly **confirm your presence by e-mail to the secretary@eclipse-foundation.org by 29 July 2024 at 22:00 CEST / 4:00 p.m. EDT** indicating if you plan on attending **in person or via Zoom**.

Please join the Zoom call at least 5 minutes before the start of the meeting:

<https://eclipse.zoom.us/j/83786051874>

Specific guidance on how to vote, how to ask for the floor, or contribute through the chat functionality will be explained before the first agenda item.

In accordance with Article 20.2 of the Bylaws, a Voting Member whose Member Representative is unable to attend the Meeting may be represented by an employee, officer, or consultant of their organisation, or an Affiliate, by written proxy to be presented or sent by e-mail to secretary@eclipse-foundation.org in advance of the meeting.

7. Voting procedures, including electronic voting

Note that voting is restricted to **Voting Members** (i.e. member representatives of Strategic and Contributing member organisations or their proxies). Voting at the Meeting shall be done in accordance with Article 20 of the Bylaws. The decisions on the agenda items mentioned above shall require a simple majority of the votes cast of the Voting Members present, represented or participating remotely in the meeting in compliance with article 20.1 of the Bylaws.

The voting will be done (i) by electronic voting in real time or (ii) by electronic voting or voting by correspondence before the Meeting in accordance with Articles 20.4 and 20.5 of the Bylaws.

Electronic voting in real-time

The electronic voting procedure will take place using the online voting function of the Zoom platform. In particular, the Secretary or their designate will launch a poll when it is time to vote, and participants will be prompted to vote at that time either in favour, against, or to abstain. The Secretary or their designate will indicate how much time is granted for voting.

Voting before the Meeting

Voting can also be done before the Meeting by sending your electronic ballot by email to the Secretary at: secretary@eclipse-foundation.org. Every vote submitted by email **by 29 July 2024 at 22:00 CEST / 4:00 p.m. EDT** will be taken into consideration for the calculation of the quorum of attendance.



The Voting Member voting by correspondence or electronic ballot has to cast their vote without reserves, without presenting an amendment to the proposal and without imposing any condition on its vote.

Votes by correspondence or electronic ballot cast will remain valid for all items mentioned and covered by the preliminary and final agenda communicated according to articles 19.4 and 19.5 of the Bylaws.

8. Miscellaneous

In order to facilitate expedient registration, the participants are requested to be connected to the Zoom platform 5 minutes prior to the start of the Meeting as indicated in the convening notice.

Breakdowns, overloads, line failures, connection failures or any other event, incident, or technical problem of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 of the Belgian Code on companies and associations. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Meeting or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Please contact the Secretary of Eclipse Foundation at secretary@eclipse-foundation.org for more information or should you have questions.

On behalf of the Board,

Paul White

Secretary/Treasurer, Eclipse Foundation AISBL