

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 8 SEPTEMBER 2021**

The general assembly of the Association (the "**General Assembly**") held its annual meeting at Eclipse Foundation offices at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, and via Telephone Conference / Video Conference on 8 September 2021, which was opened at 15:03 CEST by Mike Milinkovich, Executive Director. Paul White acted as secretary of the meeting.

Attendance

Voting Members present or validly represented:

- Matthias Sohn, SAP
- Kenji Kazamura, Fujitsu
- Jim Wright, Oracle
- Jonas Helming, EclipseSource
- Deborah Bryant, Red Hat
- Tom Ritter, Fraunhofer FOKUS
- Cornelius Schumacher, DB System
- Sebastien Gerard, CEA List
- Harald Mackamul, Robert Bosch
- Hendrik Eeckhaut, Sigasi
- Alain Bernard, AIRBUS
- Philip Wenig, Lablicate
- Jonah Graham, KitchaCoders
- Basem Vaseghi, Daimler TSS
- Wolfgang Zeller, Logi.cals
- Torkild Ulvøy Resheim, IteMA SA

- Stephen Walli, Microsoft
- Jesse McConnell, Webtide
- Robert Hilbrich, DLR
- Jonathan Gilmore, Tomitribe
- Tuan DuongQuang, Tuev Sued
- Adam Gibson, Skymind
- Bryan Che, Huawei
- Sayeed Choudhury, Johns Hopkins University
- Karim Elassal, TNO
- Luca Miotto, NOI A.G/S.p.A

Other members in attendance:

- Kevin Sutter, IBM
- Steffen Evers, Bosch
- Jason Shi, Huawei

Non-members present or validly represented:

- Mike Milinkovich, Executive Director, Eclipse Foundation AISBL
- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL
- Zahra Fazli, Membership Coordination Lead, Eclipse Foundation

Agenda

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Approval of the 2020/2021 budget as submitted by the Board
4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

Preliminary Statement

The Secretary established from the attendance list that the quorum of members were present or duly represented, 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 15:03 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 Harald Mackamul was unable to vote using Zoom's voting mechanism, and instead recorded his votes verbally to the body. No other 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**
 - o Adam Gibson (Skymind)
 - o Basem Vaseghi (Daimler TSS)
 - o Bryan Che (Huawei)
 - o Deborah Bryant (Red Hat)
 - o Etienne Juliot (Obeo)
 - o Jim Wright (Oracle)
 - o Kenji Kazamura (Fujitsu)
 - o Matthias Sohn (SAP)
 - o Navin Ramachandran (IOTA Foundation)
 - o Robert Hilbrich (DLR)
 - o Sebastien Gerard (CEA List)
 - o Steffen Evers (Bosch)
 - o Tom Ritter (Fraunhofer FOKUS)

- **ELECTED CONTRIBUTING MEMBER REPRESENTATIVES**
 - o Farah Papaioannou (Edgeworx, Inc.)
 - o Gunnar Wagenknecht (Salesforce)
 - o Torkild Ulvøy Resheim (Itema SA)

- **ELECTED COMMITTEE MEMBER REPRESENTATIVES**
 - o Chris Aniszczyk
 - o Ed Merks
 - o Kevin Sutter

RESOLVED, to appoint the directors of the Board of the Association among the candidates nominated by the Strategic Members, Contributing Members and Committer Members as presented and to acknowledge the end of mandate of Pradeep Balachandran and of Andrey Loskutov.

RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2022.

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

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.

3. Approval of the 2020/2021 budget as submitted by the Board

ACKNOWLEDGED the 2020/2021 Eclipse Foundation AISBL budget that was communicated in the circulated document titled "Annual Meeting 08 September 2021 Final Agenda and Resolutions" attached as Annex 1.

RESOLVED to approve the 2020/2021 Eclipse Foundation AISBL budget as communicated in the circulated document titled "Annual Meeting 08 September 2021 Final Agenda and Resolutions." attached as Annex 1.

4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL

ACKNOWLEDGED that as part of the overall strategy for migrating the Eclipse Foundation to be European-based, the Board is recommending the ownership of the German subsidiary be transferred from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL.

ACKNOWLEDGED that the object of EFE-GmbH is aligned with and hence serves the disinterest purpose of international utility of the Association as described in Article 4.1 of the Bylaws and in accordance with article 4.4 of the Bylaws;

FURTHER ACKNOWLEDGED that the contemplated acquisition of the EFE-GmbH share is in the interest of the Association. In this respect, the following was taken into account:

- a) the contemplated acquisition of the EFE-GmbH share is done in accordance with the Bylaws; and
- b) the contemplated acquisition of the EFE-GmbH share takes place in an intra-group context as part of the overall strategy for migrating the Eclipse Foundation to be European-based;

RESOLVED, to approve the intra-group transfer of ownership of share in Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. to the Association; and further

RESOLVED that the Executive Director of the Association, be, and hereby is, authorized and empowered, for and on behalf of the Association, to:

- a) retain such advisors, to execute and deliver such documents, papers or instruments, acknowledgement, letter, certificate, power of attorney, general assignment, including but not limited to a share purchase agreement and to do or cause to be done any and all such other acts and things, including monetary payment not-to-exceed 500.000€,

as he may deem necessary, appropriate or desirable in connection with transferring the ownership of share in Eclipse Foundation Europe GmbH to the Association, and the taking of any such action shall be conclusive evidence of the approval thereof by the General Assembly;

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

RESOLVED to grant power to Ruth Wirtz, Laurent De Pauw, 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 15:35 CEST.

Executed in one (1) original counterpart,

/s/ Paul White

Secretary of Meeting

Annex:

1. 2020/21 Eclipse Foundation AISBL Approved Budget

Annex 1 – 2020/21 Eclipse Foundation AISBL Approved Budget

2020-21 Eclipse Foundation AISBL BUDGET	
REVENUES	
Membership	1.6M
Working Groups	0.4M
Other	0.7M
Subtotal – Revenues	2.7M
Operating Expenses	2.8M
Net Income	(0.1M)