



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

THE ANNUAL GENERAL ASSEMBLY OF THE ASSOCIATION

TO BE HELD ON 4 APRIL 2023 BEGINNING AT 17:00 CEST / 11:00 EDT

Dear Members of Eclipse Foundation AISBL,

As Secretary of the Association, I am pleased to invite you to the annual general assembly of Eclipse Foundation AISBL that will be held at **the Association's Operating Office** located at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada on **4 April 2023 beginning at 17:00 CEST / 11:00 a.m. EDT** (the "**Annual Meeting**"), **as well as via Zoom**, with the preliminary agenda set out below. The meeting is scheduled to run for 60 minutes.

In accordance with the decision of the Board of 15 February 2023, the 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, remotely through the use of the electronic communication system Zoom made available by the Association, as further explained in this convening notice.

For easy reference, the **Zoom link** for the Meeting is: <https://eclipse.zoom.us/j/86844031677>

1. Important announcements

The Board decided, in accordance with article 10:7/1 of the Belgian Code on companies and associations, to convene and hold the Annual 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 Annual Meeting. The Secretary and/or the Executive Director (or in their absence their respectively and duly appointed replacement) composing the bureau of the Annual Meeting will, however, attend the Annual Meeting physically to ensure a smooth organization and running of the Annual Meeting as required by law.

In accordance with Article 20.7 of the bylaws of the Association (the "**Bylaws**"), the Annual Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, have voted electronically prior to the meeting, or are represented or participating remotely in the meeting. In the event that at the Annual Meeting of 4 April 2023 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened on 25 April 2023 at 17:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically prior to the meeting, or represented or participating remotely in the 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. Appointment of the directors of the Board
3. Appointment of the 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

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

You will find below a description of the matters that shall be approved at the Annual Meeting pursuant 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. Appointment of the directors of the Board

The General Assembly will be asked to confirm the appointment of the Board of Directors for the Association.

3. Appointment of the observer to the Board

The General Assembly will be asked to confirm the appointment of the observer to the Board of Directors for the Association.

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

The General Assembly will be asked to approve the Association's 2023 budget as approved by the Board.

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

After the appointment of the directors of the Board under the second item of the agenda, the Association needs to comply with the legally prescribed publication requirements related to such appointments implying, as the case may be, a 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 Association's 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-laws of Osborne Clarke.

4. Final agenda and availability of supporting documents

The relevant meeting materials for the Annual Meeting shall be circulated along with the final agenda at least fourteen (14) calendar days prior to the Annual Meeting, in accordance with Article 19.5 of the Bylaws. Also, the proxy form and electronic ballot mentioned in points 6 and 7 below 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 Annual Meeting in person or by electronic means. Any Member or any other person participating by such means shall be deemed present at the Annual Meeting.

If you plan to attend the Annual Meeting, we kindly invite you to **confirm your presence by e-mail to the secretary@eclipse-foundation.org at the latest by 3 April 2023 at 22:00 CEST / 4:00 p.m. EDT.**

The Association has decided to allow Members and any other participants or guests to participate by electronic means to the Annual Meeting by connecting to the Zoom platform.

To join the Annual Meeting, please follow the follow link below at least 10 minutes prior to the start of the Annual Meeting: <https://eclipse.zoom.us/j/86844031677>

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.

6. Proxy form



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

The proxy form, including all agenda items and proposed resolutions, in view to participate to the Annual Meeting of 4 April 2023 by representation, will be communicated within the deadline for the communication of the other supporting documents as set out in point 4 of this convening notice, i.e. at least fourteen (14) calendar days prior to the Annual Meeting. The then communicated proxy form shall be **completed** by the Member Representative or other legal representative of the concerned Voting Member and a signed copy thereof will need to be sent by e-mail to secretary@eclipse-foundation.org **at the latest by 3 April 2023 at 22:00 CEST / 4:00 p.m. EDT.**

7. Voting procedures, including electronic voting

Voting at the Annual 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 prior to the Annual 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 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 favor, against, or to abstain. The Secretary or their designate will clearly indicate how much time is granted for voting. Note that voting is restricted to Voting Members or their proxies.

Voting by correspondence or by electronic ballot prior to the Annual Meeting

Votes at the Annual Meeting can also be validly expressed remotely by correspondence or by electronic ballot to the Secretary prior the Annual Meeting. In such case, every vote by correspondence or by electronic ballot validly cast **no later than 3 April 2023 at 22:00 CEST / 4:00 p.m. EDT** is taken in 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 article 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 5-10 minutes prior to the start of the Annual Meeting as indicated in the convening notice.

Breakdowns, overloads, line failures, connection failures or any other event, incident, 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 Annual 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, and VP, Member Services