



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")

**A MEETING OF
THE GENERAL ASSEMBLY
OF THE ASSOCIATION
29 JULY 2025 BEGINNING AT 16:00 CEST**

The meeting is to be held at:
at the Regus office
8 Rue Rémusat 31000, Toulouse, 31000

and via Zoom at <https://eclipse.zoom.us/j/81616923953?jst=3>

FINAL AGENDA

1. Executive Director's Welcome
2. Acknowledgement of auditor's report for the financial year ending on 31 December 2024 as submitted to the Board
3. Approval of waiver for the Board and auditor for financial year 2024
4. Approval of the revised 2025 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

BACKGROUND AND DRAFT RESOLUTIONS

1. Executive Director's Welcome

Mike Milinkovich, Executive Director of the Association, will provide welcome remarks to the Members, and provide further details regarding the logistics of the meeting, how to vote, how to ask for the floor, or how to contribute through the chat functionality during the meeting.

2. Acknowledgement of the auditor's report for the financial year ending on 31 December 2024 as submitted to the Board

Background / Rationale

The annual accounts of the Association as submitted by the Board for the financial period ending 31 December 2024 are attached to this agenda and resolutions.

The audit report as prepared by Mr. Carlo-Sébastien D'Addario of EY Reviseurs d'Entreprises SRL, auditor of Eclipse Foundation AISBL, and as approved by the Board, concerning the annual accounts of the Association for the financial year ending 31 December 2024, is attached to this agenda and resolutions.

Draft Resolution

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2024 that were submitted by the Board and communicated in the circulated document titled "2025.07.29 Final Agenda and Resolutions - Eclipse Foundation AISBL GA" attached as Annex 1 were presented to the General Assembly; and

FURTHER ACKNOWLEDGED the Eclipse Foundation AISBL audit report prepared by EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario, that was communicated in the circulated document titled "2025.07.29 Final Agenda and Resolutions - Eclipse Foundation AISBL GA" attached as Annex 1 was presented to the General Assembly.

3. Approval of waiver for Board and auditor

Background / Rationale

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 the auditor. Therefore, at this meeting, Members are asked to vote to grant discharge to the Board directors and to the auditor for the exercise of their mandate during the financial year ending on 31 December 2024.

Draft resolution

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 2024.

4. Approval of the revised 2025 budget as submitted by the Board

Background / Rationale

At the Annual General Assembly meeting in April 2025, the General Assembly approved the 2025 budget as put forward by the Board. Since then, and in keeping with our normal governance practice, the Board has reviewed and approved a revised budget for the Association and is submitting the revised budget to the General Assembly for approval.

The revisions now show a break even operating budget, which is an improvement from April when we had projected an operating loss of 300.000€. The Board has reviewed and approved

this revised budget, and further reviewed and acknowledged the Association has significant enough cash reserves to implement this revised budget.

Table 4-A: Eclipse Foundation AISBL 2025 Budget

2025 Eclipse Foundation AISBL BUDGET	Approved April 2025	Revised July 2025
Total Revenues	14.7	15.4
Total Expenses	15.0	15.4
Net Income (Loss)	(0.3)	0

All figures are in Millions of Euro

Draft Resolution

RESOLVED, to approve the revised 2025 Eclipse Foundation AISBL budget as presented.

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

Background / Rationale

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 is to be granted to the attorneys-at-laws of Osborne Clarke.

Draft Resolution

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 to comply with the legal requirements resulting from these minutes, and in particular both the publication of an extract of these minutes in the Annexes to the Belgian State Gazette, the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises, and the approval of the amended Bylaws by the competent authority according to article 2:5 §4, Par. 2, 1° and Par. 3 BCCA and after publication in the Annexes to the "Moniteur belge" according to article 2:10 §1, 2° BCCA. The proxies are

authorised 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 necessary action following these minutes.