



**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  
30 JULY 2024 BEGINNING AT 15:00 CEST**

**The meeting is to be held at:**  
**Eclipse Foundation**  
Rond Point Schuman 11 Brussels 1040 Belgium

**and via Zoom at <https://eclipse.zoom.us/j/83786051874>**

**FINAL 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 the Board and auditor for financial year 2023
4. Appointment of EY as statutory auditor of the Association for financial years 2024-2026
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

**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 2023 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 2023 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 2023, is attached to this agenda and resolutions.

### **Draft Resolution**

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2023 that were submitted by the Board and communicated in the circulated document titled "2024.07.30 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA" attached as Annex 1 were presented to the General Assembly; and

FURTHER ACKNOWLEDGED the report of the Eclipse Foundation AISBL auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario, that was communicated in the circulated document titled "2024.07.30 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**

### **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 2023.

### **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 2023.

## **4. Appointment of EY as statutory auditor of the Association for fiscal years 2024-2026**

### **Background / Rationale**

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 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.

**Draft resolution:**

RESOLVED to appoint as statutory auditor EY Réviseurs d'Entreprises SRL, whose registered office is located at 1831 Diegem, De Kleetlaan 2, registered with the Crossroads Bank for Enterprises under number 0446.334.711, represented by Mr Carlo-Sébastien D'Addario, auditor. The statutory auditor's mandate will expire at the end of the ordinary meeting of the General Assembly called to approve the accounts for the financial year ending on 31 December 2026. The annual fees of the statutory auditor have been fixed at 13.000€ annually.

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

**Background / Rationale**

At the Annual General Assembly meeting in April 2024, the General Assembly approved the 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 total budget for the Association and is submitting the revised budget to the General Assembly for approval.

The revisions see an increased projected operating loss for 2024 of approximately 400.000€, bringing the projected operating loss for the year to 900.000€. This increase in the projected loss is expected as a one-time occurrence and is associated with both a projected decrease in the growth of our new initiatives in 2024 as well as with significant one-time investments being made in initiatives strategic to the Association. In particular, one-time investments are being taken in relation to the Open Regulatory Compliance working group in response to the EU's CRA, further investment in activities associated with the Open Community Experience (OCX'24) conference, and the development of safety and security processes in support of Eclipse Foundation projects which, similar to the development of our open specifications process previously, should lead to a significant value-add for our community. As noted, the Board has reviewed and approved this change and noted the Association has significant enough cash reserves to implement this revised budget.

**Table 4-A: Eclipse Foundation AISBL 2024 Budget**

| <b>2024 Eclipse Foundation AISBL<br/>BUDGET</b> | <b>Approved<br/>April 2024</b> | <b>Revised<br/>July 2024</b> |
|---|--------------------------------|------------------------------|
| Total Revenues                                  | 12.99                          | <b>12.36</b>                 |
| Total Expenses                                  | 13.53                          | <b>13.30</b>                 |
| Net Income (Loss)                               | (0.54)                         | <b>(0.94)</b>                |

*All figures are in Millions of Euro*

**Draft Resolution**

RESOLVED, to approve the revised 2024 Eclipse Foundation AISBL budget as presented.

As a reminder for all Members, in addition to the revenues and expenses incurred by Eclipse Foundation AISBL as shown in the budget above, the Eclipse Foundation continues to operate the Eclipse.org Foundation, Inc. based in the US. While the number of members participating in EF US is significantly smaller than in the Belgian organisation, management continues to support both organisations. The combined budget for both organisations is shown below for informational purposes only.

**Table 4-B: Combined Budget of  
Eclipse Foundation AISBL (EF AISBL) with Eclipse.org Foundation, Inc. (EF US)**

| <b>2024 Eclipse Foundation Group<br/>TOTAL BUDGET</b> | <b>EF AISBL</b> | <b>EF US</b> | <b>TOTAL</b>  |
|---|-----------------|--------------|---------------|
| Total Revenues  | <b>12.36</b>    | <b>0.46</b>  | <b>12.8</b>   |
| Total Expenses  | <b>13.30</b>    | <b>0.44</b>  | <b>13.7</b>   |
| Net Income (Loss)                                     | <b>(0.94)</b>   | <b>0.02</b>  | <b>(0.92)</b> |

*All figures are in Millions of Euro*

## **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 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 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.