



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")

THE ANNUAL GENERAL ASSEMBLY OF THE ASSOCIATION

APRIL 8 2025 BEGINNING AT 16:00 CEST

Meeting is to be held at:
Spaces Omniturm,
1st floor, Grosse Gallusstrasse 16-18,
60312, Frankfurt am Main, Germany
and via Zoom at <https://eclipse.zoom.us/j/88264792593>

FINAL AGENDA

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Acknowledgement of appointment of observer to the Board
4. Approval of the 2025 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to 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, as well as provide further details regarding the logistics of the meeting, how to vote, how to ask for the floor, or contribute through the chat functionality during the meeting.

2. Appointment of the directors of the Board

2.1 Background / Rationale

In accordance with Article 23 of the [Association's Bylaws](#), the General Assembly is to appoint the Board on an annual basis. In brief, Article 23 stipulates the composition of the Board is to be comprised of the candidates (natural persons) nominated by each Strategic Member, as well as candidates who were nominated through an annual at-large election process by each of the Contributing Members and

Committer Members. Members will recall these elections were held in the first quarter 2025, and results were announced in March 2025.

The slate of candidates for appointment by the General Assembly as Board member is as follows:

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

Tim deBoer, Red Hat, Inc.
Bryan Che, Huawei Technologies Co., LTD.
James Eggleston, European Space Agency (ESA)
John Ellis, Codethink Ltd
Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
Sébastien Gérard, CEA List
Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
Etienne Juliot, OBEO
Kenji Kazumura, Fujitsu Limited
Andreas Nauerz, Robert Bosch GmbH
Tom Ritter, Fraunhofer-Gesellschaft
Matthias Sohn, SAP SE
Stephen Walli, Microsoft Corp.
Jim (James) Wright, Oracle

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

Angelo Corsaro, Zetta Scale Technology
Hendrik Ebberts, Open Elements GmbH
Johannes Matheis, Vector Informatik GmbH

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

Matthew Khouzam
Shelley Lambert
Ed (Eduardus) Merks

2.2. Draft Resolution

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;

FURTHER RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2026; and

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

3. Acknowledgement of appointment of Observer to the Board

3.1. Background / Rationale

Further, Article 23.2(e)(ii) stipulates that should two Strategic Members be a part of an Affiliate Group, that in addition to the one Strategic Member Representative nominated, the other Strategic Member of the Affiliate Group may nominate an Observer to serve on the Board of Directors. Further provisions regarding the observer status to the Board are detailed in clause 4.1 of the [Internal Rules](#).

IBM has decided to appoint Ian Robinson as Observer to the Board in accordance with Article 23.2, e), (ii) of the Bylaws and clause 4.1 of the Internal Rules.

3.2. Draft Resolution

ACKNOWLEDGED, that 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.

ACKNOWLEDGED, that Ian Robinson was appointed by IBM as Observer of the Board and will act in such quality in accordance with Article 23.2, e), (ii) of the Bylaws and clause 4.1 of the Internal Rules until the annual general assembly meeting of 2026.

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

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

4.1 Background / Rationale

Article 17.1(f) of the Eclipse Foundation AISBL bylaws stipulates that the General Assembly is to approve the Eclipse Foundation AISBL budget as put forward by the Board.

The following is the **2025 Eclipse Foundation AISBL budget** submitted by the Board to the General Assembly for the period of 1 January 1 2025 through 31 December 2025.

Eclipse Foundation AISBL 2025 Budget

Eclipse Foundation AISBL	2024 Actual	2025 Budget
Total Revenues	€ 12.8M	€ 14.7M
Operating Expenses	€ 13.1M	€ 15.0M
Net Income	€(0.3M)	€(0.3M)

all figures are in Millions of Euro

As background to the budget, the projected net loss for 2025 reflects the Board's strategy for managing our significant growth in all aspects of the business and executing on identified prudent investments, including leading work associated with the Cyber Resilience Act. Also, note the actual net loss shown for 2024 is lower than the original projected estimate of 0.7M€, with the discrepancy being largely due to spending coming in under budget. The final audited results for 2024 will be made available to the General Assembly in late Q2 or early Q3 once the audit process is completed by EY, our financial auditor.

**Eclipse Foundation 2025 Budget
Year-over-Year Comparison**

Eclipse Foundation	2024 Actual (Unaudited)	2025 Budget
Revenues		
Membership	€4.8	€5.0
Working Groups	€5.4	€6.7
Grant Revenue	€1.0	€1.1
Conference Revenue	€0.3	€0.0
Other	€1.3	€1.9
Total Revenues	€12.8	€14.7
Expenses		
People (Staff, Consulting, etc.)	€9.1	€10.7
Marketing & Conferences	€1.9	€1.8
IT & Infra	€0.4	€0.5
Other	€1.7	€2.0
Total Expenses	€13.1	€15.0
Net Income (Loss)	(€0.3)	(€0.3)

all figures are in Millions of Euro

4.2. Draft Resolution

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

Eclipse Foundation AISBL 2025 Budget

Eclipse Foundation AISBL	2025 Budget
Total Revenues	€ 14.7M
Operating Expenses	€ 15.0M
Net Income	€(0.3M)

all figures are in Millions of Euro

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

5.1. Background / Rationale

For the resolution “Appointment of the directors of the Board” above, 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-laws of Osborne Clarke.

5.2. 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 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.