



**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 "Eclipse Foundation" or the "Association")

**PROXY FORM TO THE ANNUAL GENERAL ASSEMBLY MEETING OF THE ASSOCIATION TO  
 BE HELD ON JUNE 22, 2021 BEGINNING AT 15:00 CEST**

*(to be used by Voting Member whose Member Representative is prevented from attending the Annual  
 General Assembly Meeting)*

The undersigned Voting Member of the Association:

**MEMBER COMPANY:**

Company Statutory Name: \_\_\_\_\_  
 Legal Form: \_\_\_\_\_  
 Company Registered Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

represented by his/her Member Representative in accordance with Article 6.4 of the Bylaws or by another legal representative

**MEMBER REPRESENTATIVE/OTHER LEGAL REPRESENTATIVE:**

Representative Name: \_\_\_\_\_

hereby grants a written proxy in his/her capacity of Voting Member of **Eclipse Foundation** (details of which are set out above) and appoints as his/her proxy in accordance with Article 20.2 of the Bylaws:

**PROXY:**

Proxy Name: \_\_\_\_\_  
 Title/Function: \_\_\_\_\_

Hereinafter the "**Proxyholder**"

To whom he/she gives power of attorney to represent it at the annual general assembly meeting of the Association to be held on June 22 2021 at 9:00 EDT / 15:00 CEST at the Association's Operating Office located at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, as well as via Zoom (the "**Annual Meeting**").

The Proxyholder may only cast a vote on behalf of the undersigned if he/she has received specific voting instructions for each item on the agenda. Eclipse Foundation therefore invites the undersigned to express a specific voting instruction for each item on the agenda by ticking one box for each item on the agenda as set out below. If the Voting Member fails to give a specific voting instruction for an

item on the agenda contained in this proxy form, the Voting Member will be deemed to have granted to the Proxyholder the specific instruction to abstain of such item.

In accordance with Article 20.7 of the Bylaws, the Annual General Assembly Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, represented or participating remotely in the meeting. In the event that at the Annual General Assembly Meeting of 22 June 2021 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 to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, represented or participating remotely in the meeting. This second meeting may not be held less than fifteen (15) calendar days after the first meeting.

Unless specifically set out otherwise in this section, all capitalised terms of this proxy form shall have the meaning set out in the convening notice sent by Paul White as Secretary on May 21 2021.

**Agenda :**

**1. Executive Director's Welcome**

*Mike Milinkovich, Executive Director of the Eclipse Foundation AISBL, 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 the floor or contribute through the chat functionality during the meeting.*

**2. Appointment of the directors of the Board**

Proposed resolution:

*The General Assembly appoints the directors of the Board of the Association among the candidates nominated by the Strategic Members, Contributing Members and Committer Members as follows:*

**STRATEGIC MEMBER REPRESENTATIVES**

- *Adam Gibson (Skymind)*
- *Basem Vaseghi (Daimler DSS)*
- *Bryan Che (Huawei)*
- *Deborah Bryant (Red Hat)*
- *Etienne Juliot (Obeo)*
- *Jim Wright (Oracle)*
- *Kenji Karamura (Fujitsu)*
- *Matthias Sohn (SAP)*
- *Navin Ramachandran (IOTA Foundation)*
- *Robert Hilbrich (DLR)*
- *Sebastien Girard (CEA List)*
- *Steffen Evers (Bosch)*
- *Tom Ritter (Fraunhofer FOKUS)*

**ELECTED CONTRIBUTING MEMBER REPRESENTATIVES**

- *Farah Papaioannou (Edgeworx, Inc.)*
- *Gunnar Wagenknecht (Salesforce)*
- *Torkild Ulvøy Resheim (Itema SA)*

**ELECTED COMMITTEE MEMBER REPRESENTATIVES**

- *Chris Aniszczyk*
- *Ed Merks*
- *Kevin Sutter*

*The General Assembly appoints the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2022.  
The General Assembly resolves that their mandate will not be remunerated.*

<input type="radio"/> +1 In favor	<input type="radio"/> -1 Against	<input type="radio"/> 0 - Abstention
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**3. Approval of the 2020/2021 budget as submitted by the Board**

Proposed resolution:

*The General Assembly approves the 2020/2021 Eclipse Foundation AISBL budget as presented in the circulated document titled "Annual Meeting 22 June 2021 - Final Agenda and Resolutions".*

<input type="radio"/> +1 In favor	<input type="radio"/> -1 Against	<input type="radio"/> 0 - Abstention
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**4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL**

Proposed resolution:

*The General Assembly approves the intra-group transfer of ownership of shares in Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. to the Association, and that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments, including but not limited to a shares 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 shares 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.*

<input type="radio"/> +1 In favor	<input type="radio"/> -1 Against	<input type="radio"/> 0 - Abstention
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**5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette**

Proposed resolution:

*The General Assembly approves to grant power to Ruth Wirtz and 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.*

○ +1 - In favor	○ -1 - Against	○ 0 - Abstention
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**Authority of the Proxyholder**

The Proxyholder is hereby granted the authority to take the following actions on behalf of the undersigned:

- (a) to attend this meeting and, as the case may be, participate remotely by electronic means of communication made available by the Association in such meeting and, if need be, vote to postpone it;
- (b) to attend any other meeting having the same agenda, should the first meeting be adjourned or postponed and, as the case may be, participate remotely by electronic means of communication made available by the Association in such meeting;
- (c) to amend or remove any item on the agenda or add any item thereto, provided that all Voting Members are present or represented at the meeting and agree thereto, and provided that the instructions for such amendment, removal or addition are given to the Proxyholder, by whatever means, prior to the meeting;
- (d) to make any proposal regarding the items on the agenda and suggest any change to any proposal made by other Voting Members provided that the instructions for such proposal or change to any other proposal are given to the Proxyholder, by whatever means, prior to the meeting;
- (e) to vote or abstain from voting on any proposal regarding the items on the agenda pursuant to the instructions given to the Proxyholder, by whatever means, prior to the meeting;
- (f) to sign any minutes, attendance list, register, deed or document concerning the above and, in general, to do all that is necessary or useful to implement this proxy.

**Instructions to the Proxyholder**

The undersigned hereby expressly instructs the Proxyholder to participate in the Annual Meeting even in the absence of evidence that the Voting Members, the directors and the auditor have been duly convened to the Annual Meeting, or in the absence of a waiver by these persons of (i) all notice periods and notice requirements in respect of such Annual Meeting and (ii) the right to receive certain documents.

In addition, the undersigned expressly agrees that, by filling in and signing this proxy form, he/she waives his/her right to vote at the Annual Meeting of the Association on 22 June 2021 as well as any other general assembly with the same agenda that may be convened subsequently as a result of the delay or adjournment thereof. For the avoidance of doubt, the undersigned further expressly agrees that besides the Proxyholder, and in view of the preparation of the Annual Meeting through the use of the electronic communication system Zoom, Mike Milinkovich, Executive Director of the Association



and Paul White, Secretary of the Association, will have access to the proxy form it being understood that they shall keep the voting instructions confidential.

*[signature page follows]*

TO BE COMPLETED BY MEMBER REPRESENTATIVE OR OTHER LEGAL REPRESENTATIVE OF MEMBER ON BEHALF OF VOTING MEMBER:

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title/Function: \_\_\_\_\_

Date: \_\_\_\_\_

Signed at: \_\_\_\_\_