



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 2024 BEGINNING AT 15:00 CEST

Meeting is to be held at:
Eclipse Foundation
Rond Point Schuman 11 Brussels 1040 Belgium
and via Zoom at <https://eclipse.zoom.us/j/82579393548>

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 2024 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 2024, and results were announced in March 2024.

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)
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
Sarah Novotny, Microsoft Corp.
Tom Ritter, Fraunhofer-Gesellschaft
Matthias Sohn, SAP SE
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

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 2025.

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 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 2025.

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

4. Approval of the 2024 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 **2024 Eclipse Foundation AISBL budget** submitted by the Board to the General Assembly for the period of 1 January 1 2024 through 31 December 2024.

Eclipse Foundation AISBL 2024 Budget

Eclipse Foundation AISBL	2024 Budget
Total Revenues	€12.99
Operating Expenses	€13.53
Net Income	(€0.54)

all figures are in Millions of Euro

As background to the budget, the projected net loss for 2024 is in line with expectations as we continue to see significant growth in all aspects of the business. By comparison, and as shown below, the original estimated operating loss approved for 2023 was projected to be €0.8M. However, the actual 2023 operating loss is now estimated to be €0.3M. The final results for 2023 will be made available to the General Assembly in late Q2 or early Q3 once the audit process is completed by EY, our financial auditors.

As further background and in the interest of full disclosure to Members, Members are reminded that in addition to the revenues generated and expenses incurred by Eclipse Foundation AISBL, the Eclipse Foundation continues to operate the Eclipse.org Foundation, Inc. Collectively, these are the revenues and expenses of the Eclipse Group.

As a practical matter, our operations are based on the combined 2024 budget of the Eclipse Group, under the approval of the Eclipse Foundation AISBL Board. This budget is shown below. The relatively small revenues and expenses for the original US-based organization are proportional to the relatively

small number of members that have not yet migrated their membership from the original Eclipse.org Foundation, Inc.

**Eclipse Group 2024 Budget
Broken Down by Belgian-based and US-based Foundations**

Eclipse Group	EF AISBL (Belgian Org)	EF, Inc. (Original US Org)	EF Group Total
Revenues	€12.99	€0.48	€13.47
Operating Expenses	€13.53	€0.44	€13.97
Net Income	(€0.54)	€0.04	(€0.50)

all figures are in Millions of Euro

As a comparison, the following chart is included to show the Eclipse Group's relative changes in revenues and expenses as compared with 2023 actual (unaudited) results.

**Eclipse Group 2024 Budget
Year-over-Year Comparison**

Eclipse Group	2024 Budget	2023 Actuals (Unaudited)
Revenues		
Membership	€4.83	€4.14
Working Groups	€6.15	€4.64
Grant Revenue	€0.87	€0.73
Conference Revenue	€0.41	€0.22
Other	€1.21	€1.59
Total Revenues	€13.47	€11.32
Expenses		
People (Staff, Consulting, etc.)	€10.75	€8.86
Marketing & Conferences	€1.76	€1.29
IT & Infra	€0.57	€0.31
Other	€0.89	€1.19
Total Expenses	€13.97	€11.65
Net Income (Loss)	(€0.50)	(€0.33)

all figures are in Millions of Euro

4.2. Draft Resolution

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

Eclipse Foundation AISBL 2024 Budget

Eclipse Foundation AISBL	2024 Budget
Total Revenues	€12.99
Operating Expenses	€13.53
Net Income	(€0.54)

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.