



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 EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE
 ASSOCIATION TO BE HELD ON 16 FEBRUARY, 2022 BEGINNING AT 16:30 CET**

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

The undersigned Voting Member of the Association:

MEMBER COMPANY:

Company Name: _____
 Company Registered Address: _____

represented by their 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 extraordinary general assembly meeting of the Association to be held on 16 February 2022 at 16:30 CET / 10:30 EST at the Association's Operating Office located at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, as well as via Zoom (the "**Extraordinary 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, this is the second Extraordinary General Assembly Meeting with the same agenda as the meeting originally scheduled on 15 December, 2021.

All capitalised terms of this proxy form shall have the meaning set out in the convening notice sent by Paul White as Secretary on 17 January, 2022.

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 EY as statutory auditor of the Association

Proposed resolution:

The General Assembly decides 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 December 31, 2023. The annual fees of the statutory auditor have been fixed at 9.000€ annually.

○ +1 In favor	○ -1 Against	○ 0 - Abstention
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3. Approval of special proxy enabling legal counsel to publish notices to take care of publication and registration formalities

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 Extraordinary Meeting even in the absence of evidence that the Voting Members, the directors and the auditor have been duly convened to the Extraordinary Meeting, or in the absence of a waiver by these persons of (i) all notice periods and notice requirements in respect of such Extraordinary 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 Extraordinary Meeting of the Association on 16 February 2022 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 Extraordinary 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.

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

Signature: _____

Name: _____

Title/Function: _____

Date: _____

Signed at: _____