



**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")

## **VOTING BY ELECTRONIC BALLOT**

### **THE ANNUAL GENERAL ASSEMBLY OF THE ASSOCIATION**

**TO BE HELD ON 8 APRIL, 2025 BEGINNING AT 16:00 CEST**

The undersigned Voting Member of the Association:

**MEMBER COMPANY:**

Company Name:

Legal Form:

Company 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:

As Voting Member of the Association as indicated above, I hereby make use of the voting by electronic ballot in my capacity of Voting Member of **Eclipse Foundation AISBL**, represented as set out above, and I confirm my vote as set out below in accordance with Article 20.5 of the Bylaws.

**ELECTRONIC VOTING SUMMARY**

The detailed agenda and draft resolutions follow below.

For each resolution, please enter **+1** (in favour), **-1** (against), or **0** (abstention) and **sign here below**.

<b>Resolution</b>	<b>Your Vote</b>
2. Appointment of the directors of the Board	<input type="text"/>
3. Acknowledgement of appointment of Observer	<input type="text"/>
4. Approval of the 2025 budget as submitted by the Board	<input type="text"/>
5. Approval of special proxy enabling legal counsel to publish notices to appropriate Belgian publications	<input type="text"/>

**\* SIGNATURE PAGE FOLLOWS \***



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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:

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 8 April 2025 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda as the first meeting will be convened and held on 29 April 2025 at 16:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, represented or participating remotely in the meeting.

Unless specifically set out otherwise in this section, all capitalised terms of this form shall have the meaning set out in the convening notice on 5 March 2025 sent by Paul White as Secretary.

**Agenda:**

There are four resolutions for which a vote of the Voting Member is required. **The related material and supporting documents for each of these resolutions have been provided in the document titled "2025.04.08 Final Agenda and Resolutions - Eclipse Foundation AISBL AGA"** included as an attachment to the notice of materials/supporting documents sent. Eclipse Foundation therefore invites the Voting Member noted above to express its vote for each item on the agenda as set out below for which a vote is required by ticking one box for each of such items on the agenda.

**Draft Resolutions:**

**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.

### 3.2. 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.

### 4.2. 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*

### 5.2. 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.

#### **Validity:**

By signing this voting by correspondence form/electronic ballot, the Voting Member confirms they have cast their vote without reservation, without presenting an amendment to the proposal and without imposing any condition on their vote.

The votes cast by correspondence will remain valid for all items mentioned and covered by the agenda communicated in the notice sent in accordance with article 19.4 and 19.5 of the Bylaws at the

Annual Meeting of the Association on 8 April 2025 as well as at any other general assembly with the same agenda that may be convened subsequently.

If the proposal on which the votes by correspondence had been cast is subsequently validly changed by the general assembly during the meeting, the said vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

In addition, the undersigned expressly agrees that, by filling in and signing this voting by correspondence form/electronic ballot, he/she/them waives his/her/their right to vote at the Annual Meeting of the Association on 8 April 2025 as well as any other general assembly with the same agenda that may be convened subsequently.