



Eclipse Foundation AISBL

International not-for-profit association
Rond-Point Robert Schuman 11
1040 Brussels
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(the "Association")

Extraordinary General Assembly Meeting

15 December, 2021 16:00 CET

Meeting is to be held at:

Eclipse Foundation

2934 Baseline Road, Suite 202, Ottawa, ON, Canada

and via Zoom at

<https://eclipse.zoom.us/j/82248876735?pwd=ejg1MFJ2VWR0ekxEUHFfeHJDdDRrUT09>

FINAL AGENDA

1. Executive Director's Welcome
2. Appointment of EY as statutory auditor of the Association
3. Approval of special proxy enabling legal counsel to take care of publication and registration formalities

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 EY as statutory auditor of the Association

2.1. Background / Rationale

In accordance with Article 47 of the Association's Bylaws, the General Assembly may entrust the audit of the annual accounts to one or several statutory auditor(s). As described in Article 47.1 of the Bylaws, while it is not yet a formal legal requirement for the Association to appoint a statutory auditor, both management and the Board are recommending the appointment of EY Belgium be as a statutory auditor. As is required by Belgian law, this appointment is for a 3 year period. In summary, Article 47.2 of the Bylaws calls for the statutory auditor(s) to be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the Bylaws and (iii) the operations which must be stated in the annual accounts.

2.2. Draft 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.

3. Approval of special proxy enabling legal counsel to publish notices to take care of publication and registration formalities

3.1. Background / Rationale

For resolution 2 on the agenda, 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 need to be granted to the attorneys-at-laws of Osborne Clarke.

3.2. Draft 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.