



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

20 JULY 2022 BEGINNING AT 16:00 CEST

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/87643189259>

FINAL AGENDA

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Appointment of the observer to the Board
4. Approval of the Association's 2022 budget as submitted by the Board
5. Approval of the 2021 annual accounts and acknowledgment of the auditor's report for the financial year ending on 31 December 2021 as submitted to the Board
6. Approval of waiver for Board and auditor
7. Approval of special proxy enabling legal counsel to publish notices to the 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 2022, and results were announced in March, 2022.

The slate of candidates for appointment by the General Assembly as Board member is as follows:

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

Bryan Che, Huawei Technologies Co., LTD.
Etienne Juliot, OBEO
Gorkem Ercan, Red Hat, Inc.
James Eggleston, European Space Agency (ESA)
Jim (James) Wright, Oracle
Kenji Kazumura, Fujitsu Limited
Matthias Sohn, SAP SE
Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
Sébastien Gérard, CEA List
Steffen Evers, Bosch.IO
Stephen Walli, Microsoft Corp.
Tom Ritter, Fraunhofer-Gesellschaft
Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

Farah Papaioannou, Edgeworx, Inc.
Gunnar Wagenknecht, Salesforce
Torkild Ulvøy Resheim, Itema SA

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

Ed (Eduardus) Merks
Matthew Khouzam
Shelley Lambert

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 Committee Members as follows:

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

Bryan Che, Huawei Technologies Co., LTD.
Etienne Juliot, OBEO
Gorkem Ercan, Red Hat, Inc.
James Eggleston, European Space Agency (ESA)
Jim (James) Wright, Oracle
Kenji Kazumura, Fujitsu Limited
Matthias Sohn, SAP SE
Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
Sébastien Gérard, CEA List
Steffen Evers, Bosch.IO
Stephen Walli, Microsoft Corp.
Tom Ritter, Fraunhofer-Gesellschaft
Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

Farah Papaioannou, Edgeworx, Inc.
Gunnar Wagenknecht, Salesforce
Torkild Ulvøy Resheim, Itema SA

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

Ed (Eduardus) Merks
Matthew Khouzam
Shelley Lambert

RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2023.

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

3. Acknowledgement of appointment of observers

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 Pradeep Balachandran 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 Pradeep Balachandran 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 2023.

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

4. Approval of the 2022 budget as submitted by the Board

4.1 Background / Rationale

The following is the proposed budget submitted by the Board for the period of January 1, 2022 until December 31, 2022.

| 2022 Eclipse Foundation AISBL BUDGET | |
|---|---------|
| Total Revenues | 8.2M€ |
| Total Expenses | 8.5M€ |
| Net Income (Loss) | (0.3M)€ |

Members are reminded that in addition to the revenues and expenses incurred by Eclipse Foundation AISBL, that the Eclipse Foundation continues to operate the Eclipse.org Foundation, Inc., and that a significant proportion of the revenues have been received by Eclipse.org Foundation, Inc., along with the associated expenses. For the information of all Members of both organizations, the aggregate revenues and expenses of the combined organizations is shown below.

| | |
|---|---------|
| 2022 Eclipse Foundation Group TOTAL BUDGET | |
| Total Revenues | 9.2M€ |
| Total Expenses | 9.5M€ |
| Net Income (Loss) | (0.3M)€ |

4.2. Draft Resolution

RESOLVED, to approve the 2022 Eclipse Foundation AISBL budget as follows:

| | |
|---|---------|
| 2022 Eclipse Foundation AISBL BUDGET | |
| Total Revenues | 8.2M€ |
| Total Expenses | 8.5M€ |
| Net Income (Loss) | (0.3M)€ |

5. Approval of the 2021 annual accounts and acknowledgment of the auditor's report for the financial year ending on 31 December 2021 as submitted to the Board

5.1 Background / Rationale

The annual accounts of the Association as submitted by the Board for the financial period ending 31 December 2021 are attached to this agenda and resolutions.

5.2 Draft Resolution

RESOLVED to approve the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2021 as presented.

5.3 Background / Rationale

The audit report as prepared by Mr. Carlo-Sébastien D'addario of EY Reviseurs d'Entreprises SRL, auditor of Eclipse Foundation AISBL, and as approved by the Board, with respect to the annual accounts of the Association for the financial year ending 31 December 2021, is attached to this agenda and resolutions.

5.4 Draft Resolution

ACKNOWLEDGED the auditor's report of Eclipse Foundation AISBL for the financial year ending on 31 December 2021 as presented.

6. Approval of waiver for Board and auditor

6.1 Background / Rationale

In accordance with Article 17.1, g) of the Bylaws, the General Assembly has the exclusive power to vote on the discharge of the directors and of the auditor. Therefore, at this meeting, members are asked to vote to grant discharge to the directors of the Board and to the auditor for the exercise of their mandate during the financial year ending on 31 December 2021.

6.2 Draft Resolution

RESOLVED, to grant discharge to the directors of the Board and to the auditor for the exercise of their mandate during the financial year ending on 31 December 2021.

7. Approval of special proxy enabling legal counsel to publish notices to appropriate Belgian publications

7.1. 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.

7.2. Draft Resolution

RESOLVED 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.