



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

THE ANNUAL GENERAL ASSEMBLY OF THE ASSOCIATION

TO BE HELD ON 8 APRIL 2024 BEGINNING AT 15:00 CEST

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

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:

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/they gives power of attorney to represent it at the annual general assembly meeting of the Association to be held on 8 April 2024 at 15:00 CEST / 9:00 a.m. EDT at Rond Point Schuman 11 Brussels 1040 Belgium, as well as and via Zoom (the "**Annual Meeting**").

The Proxyholder may only cast a vote on behalf of the undersigned if he/she/they 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 on such item.

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 2024 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 on April 30 at 15:00 CEST / 9:00 a.m. EDT 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 proxy form shall have the meaning set out in the convening notice sent by Paul White as Secretary.

VOTING

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**.

Resolution	Your Vote
2. Appointment of the directors of the Board	<input type="text"/>
3. Acknowledgement of appointment of Observer to the Board	<input type="text"/>
4. Approval of the 2024 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"/>

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

Signature:

Name:

Title/Function:

Date:

Signed at:

Agenda and Draft Resolutions follow on the next page.

Agenda :

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

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 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 Ebbers, Open Elements GmbH
Johannes Matheis, Vector Informatik GmbH

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

Matthew Khouzam
Shelley Lambert
Ed (Eduardus) Merks

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.

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3. Acknowledgement of appointment of observer to the Board

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 2023 budget as submitted by the Board

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

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 authorised 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.

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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 or should the necessary quorum not be reached 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 Annual Meeting even in the absence of evidence that the Voting Members, the directors and the auditor have been duly convened to the Annual Meeting, or in the absence of a waiver by these persons of (i) all notice periods and notice requirements in respect of such Annual Meeting and (ii) the right to receive certain documents.

The votes cast by proxy form will remain valid for all items mentioned and covered by the agenda communicated in the notices sent on 23 February 2024 in accordance to article 19.4 and 19.5 of the Bylaws at the Annual Meeting of the Association on 8 April 2024 as well as at any other general assembly with the same agenda that may be convened subsequently (including if the quorum would not be met at the first meeting).

In addition, the undersigned expressly agrees that, by filling in and signing this proxy form, he/she/they waives his/her/their right to vote at the Annual Meeting of the Association on 8 April



2024 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 Annual 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. --