



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 CORRESPONDENCE FORM / ELECTRONIC BALLOT
 FOR THE ANNUAL GENERAL ASSEMBLY MEETING OF THE ASSOCIATION TO BE HELD ON
 08 SEPTEMBER, 2021 BEGINNING AT 15:00 CEST**

The undersigned Voting Member of the Association:

MEMBER COMPANY:

Company Statutory Name: _____
 Legal Form: _____
 Member Company Registered 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 makes use of the voting by correspondence form/electronic ballot in his/her capacity of Voting Member of **Eclipse Foundation** (details of which are set out above) and confirms his/her vote as set out below in accordance with Article 20.5 of the Bylaws:

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 08 September 2021 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, represented or participating remotely in the meeting. This second meeting may not be held less than fifteen (15) calendar days after the first 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 sent by Paul White as Secretary on 27 July 2021.

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 *"Annual Meeting 08 September 2021 - Final Agenda and Resolutions"* annexed to the notice of materials/supporting documents sent on 24 August 2021. Eclipse Foundation therefore invites the

undersigned Voting Member 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.

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 the directors of the Board

Proposed resolution:

The General Assembly appoints 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

- Adam Gibson (Skymind)
- Basem Vaseghi (Daimler DSS)
- Bryan Che (Huawei)
- Deborah Bryant (Red Hat)
- Etienne Juliot (Obeo)
- Jim Wright (Oracle)
- Kenji Karamura (Fujitsu)
- Matthias Sohn (SAP)
- Navin Ramachandran (IOTA Foundation)
- Robert Hilbrich (DLR)
- Sebastien Girard (CEA List)
- Stephen Walli (Microsoft)
- Steffen Evers (Bosch)
- Tom Ritter (Fraunhofer FOKUS)

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES

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

ELECTED COMMITTEE MEMBER REPRESENTATIVES

- Chris Aniszczyk
- Ed Merks
- Kevin Sutter
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The General Assembly appoints the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2022.

The General Assembly resolves that their mandate will not be remunerated

○ +1 - In favor	○ -1 - Against	○ 0 - Abstention
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3. Approval of the 2020/2021 budget as submitted by the Board

Proposed resolution:

The General Assembly approves the 2020/2021 Eclipse Foundation AISBL budget as presented in the circulated document titled "Annual Meeting 08 September 2021 - Final Agenda and Resolutions".

<input type="radio"/> +1 - In favor	<input type="radio"/> -1 - Against	<input type="radio"/> 0 - Abstention
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4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc.'s shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL

Proposed resolution:

The General Assembly approves the intra-group transfer of ownership of shares in Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. to the Association, and that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments, including but not limited to a shares purchase agreement and to do or cause to be done any and all such other acts and things, including monetary payment not-to-exceed 500.000€, as he may deem necessary, appropriate or desirable in connection with transferring the ownership of shares in Eclipse Foundation Europe GmbH to the Association, and the taking of any such action shall be conclusive evidence of the approval thereof by the General Assembly.

<input type="radio"/> +1 - In favor	<input type="radio"/> -1 - Against	<input type="radio"/> 0 - Abstention
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5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

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.

<input type="radio"/> +1 - In favor	<input type="radio"/> -1 - Against	<input type="radio"/> 0 - Abstention
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Validity:

By signing the present voting by correspondence form/electronic ballot, the Voting Member confirms he has cast its vote without reserves, without presenting an amendment to the proposal and without imposing any condition on its vote.

The votes casted by correspondence will remain valid for all items mentioned and covered by the agenda communicated in the notices sent on 27 July and 24 August 2021 in accordance to article 19.4 and 19.5 of the Bylaws.

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.

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

Signature: _____

Name: _____

Title/Function: _____

Date: _____

Signed at: _____