

**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")**

**CONVENING NOTICE TO AN EXTRAORDINARY GENERAL ASSEMBLY MEETING  
TO BE HELD ON 15 DECEMBER 2021 BEGINNING AT 16:00 CET**

Dear Members of Eclipse Foundation AISBL,

As Secretary of the Association, I am pleased to invite you to an extraordinary general assembly of Eclipse Foundation AISBL that will be held at the Association's Operating Office located at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada on 15 December 2021 beginning at 16:00 CET / 10:00 EST (the " **Extraordinary Meeting**"), as well as via Zoom, with the preliminary agenda set out below. The meeting is scheduled to run for 30 minutes.

In accordance with Article 17.1 (e) of the Bylaws, **the purpose of this extraordinary meeting is to have the General Assembly approve the appointment of EY as statutory auditor of the Association.**

As identified in Article 19.3 of the Bylaws, all Members (as further defined in this convening notice) and any other participants or guests can participate, and as far as the Voting Members are concerned can vote. Voting may be in person during the meeting, remotely during the meeting through the use of the electronic communication system Zoom made available by the Association, or in advance of the meeting, as further explained in this convening notice.

For easy reference, the Zoom link for the Meeting is:

<https://eclipse.zoom.us/j/82248876735?pwd=ejq1MFJ2VWR0ekxEUHFfeHJDbDRrUT09>

## **1. Important announcements**

The Executive Director decided, in accordance with article 19.3 of the Bylaws of the Association (the "**Bylaws**"), to convene and hold an Extraordinary Meeting through the use of the electronic communication system Zoom made available by the Association and accessible to all Strategic Members, Contributing Members, Committer Members and Associate Members (together the "**Members**"), directors, the Executive Director, the Secretary, other officers or guests that attend the Extraordinary Meeting. The Secretary and/or the Executive Director (or in their absence their respective and duly appointed replacement) composing the bureau of the Extraordinary Meeting will, however, attend the Extraordinary Meeting physically to ensure a smooth organization and running of the Extraordinary Meeting as required by law.

In accordance with Article 20.7 of the Bylaws, the Extraordinary 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 Extraordinary Meeting of 15 December 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.

In accordance with Article 19.4 of the Bylaws, the convening notice is given to each Member. With regard to the Voting Members, said convening notice is given in writing to every Voting Member who, on the record date for notice of the meeting, is entitled to vote.

## **2. Preliminary 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

## **3. Description of matters that must be approved at the Extraordinary Meeting**

You will find below a description of the matters that shall be approved at the Extraordinary Meeting pursuant to the Bylaws or applicable law, in accordance with Article 19.4 of the Bylaws:

1. Executive Director's Welcome  
*Mike Milinkovich, Executive Director of the Eclipse Foundation AISBL, will provide welcome remarks. The Executive Director will provide further details regarding the logistics of the meeting.*
2. Appointment of EY as statutory auditor of the Association  
*The General Assembly will be asked to confirm the appointment of 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, as statutory auditor of the Association. 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 take care of publication and registration formalities  
*After the appointment of the statutory auditor under the second item of the agenda, the Association needs to comply with the legally prescribed publication requirements related to such appointments implying, as the case may be, a 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 Association's registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. For these purposes, a special proxy needs to be granted to the attorneys-at-law of Osborne Clarke.*

#### 4. Final agenda and availability of supporting documents

The relevant supporting documents for the Extraordinary Meeting and the proxy form mentioned in point 3 of the convening notice shall be circulated along with the final agenda at least fourteen (14) calendar days prior to the Extraordinary Meeting, in accordance with Article 19.5 of the Bylaws.

#### 5. Admission conditions

In accordance with Article 19.6 of the Bylaws, Strategic Members and Contributing Members, together forming the Voting Members, as well as Committer Members, Associate Members, directors, the Executive Director, the Secretary, other officers or guests shall be permitted to attend the Extraordinary Meeting in person or by electronic means. Any Member or any other person participating by such means shall be deemed present at the Extraordinary Meeting.

If you plan to attend the Extraordinary Meeting, we kindly invite you to **confirm your presence by e-mail to the [secretary@eclipse-foundation.org](mailto:secretary@eclipse-foundation.org) at the latest by 13 December 2021 at 11.59 pm CET.**

The Association has decided to allow Members and any other participants or guests, including Members of Eclipse.org Foundation, Inc. (i.e., Members that have not yet completed their migration to the Association) to participate by electronic means to the Extraordinary Meeting by connecting to the Zoom platform.

To join the Extraordinary Meeting, please follow the follow link below at least 10 minutes prior to the start of the Extraordinary Meeting:

<https://eclipse.zoom.us/j/82248876735?pwd=ejq1MFJ2VWR0ekxEUHFfeHJDhDRrUT09>

Specific guidance on how to vote, how to ask for the floor, or contribute through the chat functionality will be explained before the first agenda item.

#### 6. Proxy form

In accordance with Article 20.2 of the Bylaws, a Voting Member whose Member Representative is unable to attend the Extraordinary Meeting may be represented by an employee, officer, or consultant of their organization, or of an Affiliate, by written proxy to be presented or sent by e-mail to [secretary@eclipse-foundation.org](mailto:secretary@eclipse-foundation.org) before the meeting.

The proxy form, including all agenda items and proposed resolutions, in view to participate to the Extraordinary Meeting of 15 December 2021 by representation, will be communicated within the deadline for the communication of the other supporting documents as set out in point 4 of this convening notice, i.e. at least fourteen (14) calendar days prior to the Extraordinary Meeting. The then communicated proxy form shall be **completed** by the Member Representative or other legal representative of the concerned Voting Member and a signed copy thereof will need to be sent by e-mail to [secretary@eclipse-foundation.org](mailto:secretary@eclipse-foundation.org) **at the latest by 13 December 2021 at 11.59 pm CET.**

## **7. Voting procedure**

Voting at the Extraordinary Meeting shall be done in accordance with Article 20 of the Bylaws. The decisions on the agenda items mentioned above shall require a simple majority of the votes cast of the Voting Members present, represented or participating remotely in the meeting in compliance with article 20.1 of the Bylaws.

The voting will be done (i) by electronic voting in real time or (ii) by electronic voting or voting by correspondence prior to the Extraordinary Meeting in accordance with Articles 20.4 and 20.5 of the Bylaws.

### *Electronic voting in real time*

The electronic voting procedure will take place using the online voting function of Zoom platform. In particular, the Secretary or their designate will launch a poll when it is time to vote, and participants will be prompted to vote at that time either in favor, against, or to abstain. The Secretary or their designate will clearly indicate how much time is granted for voting. Note that voting is restricted to Voting Members or their proxies.

### *Electronic voting or voting by correspondence prior to the Extraordinary Meeting*

Votes at the Extraordinary Meeting can also be validly expressed remotely by correspondence to the Secretary prior the Extraordinary Meeting. In such case, every electronic vote or vote by correspondence validly cast a minimum of eighteen (18) hours before the starting time of the General Assembly (i.e. no later than 14 December 2021 at 21:00 CET) is taken in consideration for the calculation of the quorum of attendance.

The Voting Member voting by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without imposing any condition on its vote.

Votes by correspondence cast will remain valid for all items mentioned and covered by the preliminary and final agenda communicated according to article 19.4 and 19.5 of the Bylaws.

## **8. Miscellaneous**

In order to facilitate an expedient registration, the participants are requested to be connected to the Zoom platform 10 minutes prior to the start of the Extraordinary Meeting as indicated in the convening notice.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 of the Belgian Code on companies and associations. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Extraordinary Meeting or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Please contact the Secretary of Eclipse Foundation at [secretary@eclipse-foundation.org](mailto:secretary@eclipse-foundation.org) for more information or should you have questions.

Kind regards,

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Paul White, Secretary