



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 EXTRAORDINARY GENERAL ASSEMBLY OF THE ASSOCIATION

26 JULY 2023 BEGINNING AT 15:00 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/81450602249>

FINAL AGENDA

1. Executive Director's Welcome
2. Acknowledgment of the auditor's report for the financial year ending on 31 December 2022 as submitted to the Board
3. Approval of waiver for Board and auditor
4. Approval of the revised 2023 budget as submitted by the Board
5. 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. Acknowledgment of the auditor's report for the financial year ending on 31 December 2022 as submitted to the Board

Background / Rationale

The annual accounts of the Association as submitted by the Board for the financial period ending 31 December 2022 are attached to this agenda and resolutions.

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 2022, is attached to this agenda and resolutions.

Draft Resolution

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2022 that were submitted by the Board and communicated in the circulated document titled "2023.07.26 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA" attached as Annex 1 were presented to the General Assembly.

ACKNOWLEDGED the report of the Eclipse Foundation AISBL auditor, EY Reviseurs d’Entreprises SRL represented by Mr. Carlo-Sébastien D’Addario, that was communicated in the circulated document titled "2023.07.26 Final Agenda and Resolutions - Eclipse Foundation AISBL EGA" attached as Annex 1 was presented to the General Assembly.

3. Approval of waiver for Board and auditor

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 2022.

Draft Resolution

RESOLVED, to grant discharge to the directors of the Board and the auditor for the exercise of their mandate during the financial year ending on 31 December 2022.

4. Approval of the revised 2023 budget as submitted by the Board

Background / Rationale

At the Annual General Assembly meeting in April 2023, the General Assembly had approved the budget as put forward by the Board. Since that time, the Board has reviewed and approved a revised total budget for the Association, and is submitting the revised budget to the General Assembly for approval. The revisions see a relatively small change in the operating income/loss for 2023, with an increase in both the revenues and expenses being driven by increased participation in the working groups.

Table 4-A: Eclipse Foundation AISBL 2023 Budget

2023 Eclipse Foundation AISBL BUDGET	Approved April 2023	Revised July 2023
Total Revenues	10.4M	10.6M
Total Expenses	11.0M	11.3M
Net Income (Loss)	(0.6M)	(0.7M)

Draft Resolution

RESOLVED, to approve the revised 2023 Eclipse Foundation AISBL budget as presented.

As a reminder for all Members, in addition to the revenues and expenses incurred by Eclipse Foundation AISBL as shown in the budget above, the Eclipse Foundation continues to operate the Eclipse.org Foundation, Inc based in the US. While the number of members participating in EF US is significantly smaller than in the Belgian organization, management continues to support both organizations. The combined budget for both organizations is shown below for informational purposes only.

Table 4-B: Combined Budget of Eclipse Foundation AISBL (EF AISBL) with Ecilipse.org Foundation, Inc. (EF US)

2023 Eclipse Foundation Group TOTAL BUDGET	EF AISBL	EF US	TOTAL
Total Revenues	10.6M	0.7M	11.3M
Total Expenses	11.3M	0.7M	12.0M
Net Income (Loss)	(0.7M)	0.0M	(0.7M)

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

Background / Rationale

For resolutions 2 and 3 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 needs to be granted to the attorneys-at-laws of Osborne Clarke.

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 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.