



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 EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE ASSOCIATION TO BE
HELD ON 15 DECEMBER, 2021 BEGINNING AT 16:00 CET**

The undersigned Voting Member of the Association:

MEMBER COMPANY:

Company Name: _____
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 Extraordinary 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 Extraordinary General Assembly 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.

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 11 November, 2021.

Agenda:

There are two 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 "*Extraordinary Meeting 15 December 2021 - Final Agenda and Resolutions*" included as an attachment to the notice of materials/supporting documents sent on 29 November, 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 EY as statutory auditor of the Association

Proposed resolution:

The General Assembly decides to appoint as statutory auditor 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, auditor.

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.

○ +1 In favor	○ -1 Against	○ 0 - Abstention
---------------	--------------	------------------

3. Approval of special proxy enabling legal counsel to publish notices to take care of publication and registration formalities

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.

○ +1 - In favor	○ -1 - Against	○ 0 - Abstention
-----------------	----------------	------------------

Validity:

By signing this voting by correspondence form/electronic ballot, the Voting Member confirms they have cast their vote without reserves, without presenting an amendment to the proposal and without imposing any condition on their vote.



The votes cast by correspondence will remain valid for all items mentioned and covered by the agenda communicated in the notices sent on 11 November, 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: _____