

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

July 21, 2021

A Meeting of the Board of Directors (the "**Board**") of Eclipse Foundation AISBL was held as a regularly scheduled conference call scheduled to begin at 15:00 CET.

Present or validly represented at the meeting were the following Directors:

Present	Director	Organization
Y	Adam Gibson	Skymind
Y	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Kevin Sutter	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sébastien Gérard	CEA List
Y	Steffen Evers	Bosch
Y	Stephen Walli	Microsoft
Represented by Ed Merks	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL.

The following proxies were submitted to the Secretary by the following Board members:

1. Tom Ritter assigned his proxy to Ed Merks.

AGENDA

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Roll call and approval of agenda
 2. General Business
 3. Approval of Eclipse Foundation AISBL June 15-17, 2021 Board meeting minutes
 4. Approval of additional Board member and appointment of Stephen Walli as Board member
 5. Approval of date and agenda for Annual General Assembly meeting
 6. Approval of the 2021 Annual Community Report
 7. Approval of Eclipse Foundation Working Group Process
 8. Update on negotiations with OpenAtom
- Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members were present or properly represented, that the meeting had been validly convened, and the meeting could validly deliberate and decide on the matters listed on the agenda.

GENERAL BUSINESS

The meeting was called to order at 15:03 CET by Mike Milinkovich.

The Board agreed that for all decisions to be taken during the meeting, votes would be held by the Executive Director asking members to voice: a) those voting in favor, b) those voting against, and c) those abstaining.

1. Approval of Agenda

Mike Milinkovich reviewed the agenda with the Board. With all Board members present or validly represented at the meeting voting in favor, the agenda was approved unanimously by the Board.

2. Minutes

Mike Milinkovich introduced a discussion of the minutes of the June 15-17, 2021 Board Meeting, attached as Appendix 2. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft minutes of the June 15-17, 2021 Board Meeting as circulated.

3. Approval of additional Board member and appointment of Stephen Walli as Board member

Mike Milinkovich informed the Board that Microsoft Corporation recently upgraded their membership with the Eclipse Foundation as a Strategic Member, and that as a result, the number of thus has increased by one, and Microsoft is entitled to nominate a representative to the Board. Mike noted that Stephen Walli has been nominated by Microsoft to serve as director, and that the Board must formally co-opt Stephen Walli as a director. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

WHEREAS, Microsoft has joined the Eclipse Foundation as a Strategic Member, and in accordance with Article 23.2, a) of the Bylaws, the number of Directors of the Board of Directors immediately increases by one, which constitutes a vacancy within the meaning of Article 24.7, para. 1, (ii) of the Bylaws; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Stephen Walli is co-opted on behalf of Microsoft as Strategic Member Director, as that term is defined in the Bylaws, as from as the date of this meeting until the next general assembly that will decide on the new Board to be subsequently appointed. In accordance with article 27.1 of the Bylaws, his mandate will not be remunerated. and

RESOLVED FURTHER, the Board grants 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.

4. Approval of date and agenda for General Assembly meeting

Mike Milinkovich introduced a proposal for the Board to establish the date, time, and agenda for the Annual General Assembly meeting. Mike reminded the Board that the meeting originally scheduled for 22 June 2021 did not meet the quorum requirements for the meeting, and hence the Board is being asked to establish a new date and time for the meeting. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board convenes an Annual Meeting of Members of the Association to be held on September 8, 2021 beginning at 15:00 CEST, with the following preliminary agenda (subject to further modifications thereto that can be made in accordance with the Bylaws):

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Approval of the 2020/2021 budget as submitted by the Board
4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, and further approves the possibility for the Members and any other participants or guests to participate, and as far as the Voting Members are concerned to vote, remotely through the use of the electronic communication system Zoom made available by the Association, the practicalities of which will be specified in the convening notice. The Secretary and/or the Executive Director (or in their absence their respectively and duly appointed replacement) composing the bureau of the Annual Meeting will, however, attend the Annual Meeting physically at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada to ensure a smooth organization and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with the Bylaws, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting or voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, that, should the attendance quorum not be met at the Annual Meeting on September 8, 2021, in accordance with Article 20.7 of the Bylaws, that the Board will convene a second Annual Meeting of Members of the Association, with the same final agenda as the originally established for the first Annual Meeting to decide definitively and validly on said agenda, irrespective of the number Voting Members present, represented or participating remotely in the meeting, to then be held on September 29, 2021 beginning at 16:30 CEST, at the same location as originally established for the Annual Meeting, that voting at the second Annual Meeting can be validly done (i) by electronic voting in real time or (ii) by electronic voting or voting by correspondence prior to the general assembly meeting, and that the votes cast by

correspondence prior to the first Annual Meeting will remain valid for all items mentioned and covered by the agenda communicated in the notices sent for the Annual Meeting on September 8, 2021.

5. Approval of the 2021 Annual Community Report

Mike Milinkovich introduced a discussion of the draft 2021 Annual Community Report, attached as Appendix 5. Paul White noted a required correction as one Member's logo appeared twice in the list of new members. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2021 Annual Community Report as presented and amended.

6. Approval of Eclipse Foundation Working Group Process

Mike Milinkovich introduced a discussion of the draft Eclipse Foundation Working Group Process, the related materials for which are attached as Appendix 6. Mike explained the EMO presented the updated working group process at a meeting open to all Members, with positive feedback received. Mike reminded the Board they had discussed the draft process document at the June Board meeting, and that subsequently a set of changes had been introduced based on feedback from Board members and the presentation to the membership. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Foundation Working Group Process as presented.

7. Update on negotiations with OpenAtom

Mike Milinkovich reminded the Board that he had agreed to provide the Board with regular updates on the negotiations with OpenAtom collaboration opportunity. He stated there was no material change in the status of the negotiations since the June meeting.

Prior to adjournment, Mike Milinkovich suggested that there were no immediate topics requiring the Board's attention in August. The Board unanimously approved the cancellation of the August meeting.

Adjournment

The meeting was then adjourned at 17:30.

Action Items:

None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on July 21, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting