

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

15 May 2024

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 15h00 CEST.

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

Present	Director	Organisation
N	Andreas Nauerz	Bosch
Y	Angelo Corsaro	Elected Contributing Representative
N	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
N	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
N	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
Y	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
N	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat
Y	Tom Ritter	Fraunhofer FOKUS
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Paul White, Secretary/Treasurer, Gaël Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Mike Milinkovich, Executive Director of Eclipse Foundation AISBL, and Bryan Che. A proxy was submitted to the Secretary by Bryan Che.

AGENDA

The following agenda was proposed for the meeting, the materials for which were posted on the Association's Board portal.

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of 10 April 2024 Board meeting full and abridged minutes
3. Board resolution co-opting Stephen Walli as a Director for Microsoft Corp.
4. Appointment of Osborne Clarke as Special Proxy
5. Appoint member to Eclipse.org Foundation, Inc. Board
6. Approval of date and agenda for the Extraordinary General Assembly in July
7. Approval of the appointment of EY as auditors for 2024-2026
8. Approval of updated Eclipse Foundation Specification Process (EFSP)
9. Approval of updated Eclipse Foundation Specification License (EFSL)
10. Approval of the Annual Community Report
11. Acknowledgement of Mike Milinkovich's 20th anniversary as Executive Director

Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members was 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

Paul White informed the Board members that Mike Milinkovich extended his regrets and had delegated Paul White to act on his behalf in the meeting.

The meeting was called to order at 15h05 CEST by Paul White.

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 favour, b) those voting against, and c) those abstaining.

1. Approval of Agenda

Paul White reviewed the agenda with the Board.

With all Board members present or validly represented at the meeting voting in favour, the agenda was approved unanimously by the Board.

2. General Business

a. Minutes

Paul White introduced a discussion of the full and abridged minutes of the 10 April 2024 Board Meeting, attached as *Appendix 2*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 10 April 2024 Board Meeting as circulated.

3. Board resolution co-opting Stephen Walli as a Director for Microsoft Corp.

Paul White noted that Stephen Walli informed the Executive Director on 30 April 2024 that Sarah Novotny is no longer with Microsoft and therefore resigned from the Eclipse Foundation AISBL Board of Directors. In accordance with Article 24.7 of the Bylaws, the Board must formally co-opt a replacement Strategic Member Director; Microsoft has proposed that Stephen Walli be such a replacement. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

WHEREAS, Sarah Novotny has resigned as Director from the Board; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Stephen Walli is co-opted on behalf of Microsoft Corporation as Strategic Member Director, as that term is defined in the Bylaws, as from 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.

4. Appointment of Osborne Clarke as Special Proxy

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, to grant power to Ruth Wirtz, David Haex, 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 authorised 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.

5. Appoint member to Eclipse.org Foundation, Inc. Board

Paul White informed the Board that Stephen Walli has agreed to replace Sarah Novotny as a director of Eclipse.org Foundation, Inc.'s board on behalf of the Association.

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the board appoints Kenji Kazumura, Ian Robinson, Matthias Sohn, Stephen Walli, and Jim Wright to be designated to represent the Association on the Eclipse.org Foundation, Inc. ("EF-US") board of directors, and

FURTHER RESOLVED that, if requested by any of these directors during their tenure, any of Mike Milinkovich, Paul White, or Gaël Blondelle be permitted to act as their delegate at an Eclipse.org Foundation, Inc. board meeting.

6. Approval of date and agenda for the Extraordinary General Assembly in July

Paul White explained that further to the annual general assembly meeting (the "AGA") which was held in April, we will have to hold a second, shorter General Assembly meeting in the third quarter once the 2023 audited financial statements are finalised and approved by the Board. Paul explained this is consistent with previous years. The proposed date for the Extraordinary General Assembly is 30 July 2024.

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board convenes the Extraordinary General Assembly meeting of Members of the Association to be held on Tuesday, 30 July 2024 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. Acknowledgement of auditor's report for the financial year ending on 31 December 2023 as submitted to the Board
3. Approval of waiver for Board and auditor
4. Appointment of EY as statutory auditor of the Association for the fiscal years 2024-2026
5. Approval of revised 2024 budget as submitted by the Board
6. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

RESOLVED FURTHER, the Board approves the Extraordinary Meeting to be held at Eclipse Foundation, Rond Point Schuman 11 Brussels 1040, Belgium 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 composing the bureau of the Annual Meeting will, however, attend the Extraordinary Meeting physically at Rond Point Schuman 11 Brussels 1040, Belgium, to ensure a smooth organisation and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with Article 20.4 of the bylaws of the Association, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, to approve, in accordance with Article 20.7 of the bylaws of the Association, the Extraordinary Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, have voted electronically before the meeting, or are represented or participating remotely in the meeting. If at the Extraordinary Meeting of 30 July 2024, the legally required quorum to validly discuss and resolve the final agenda items is not reached, a second meeting with the same agenda as the first meeting will be convened on 21 August 2024 at 15:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically before the meeting, or represented or participating remotely in the meeting.

7. Approval of the appointment of EY as auditors for 2024-2026

Paul White explained that it is required that the auditor is to be appointed by the General Assembly and that such appointment be made for at least three (3) years. To facilitate this, management is asking the Board to recommend to the General Assembly that EY be appointed as the auditor for the next 3 years. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, that the Board recommends that the General Assembly 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, the auditor. The auditor's mandate will expire at the end of the ordinary general meeting called to approve the accounts for the financial year ending on December 31, 2026. The annual fees have been fixed at 13.000€ excluding VAT.

8. Approval of updated Eclipse Foundation Specification Process (EFSP)

Paul White introduced a discussion on the Eclipse Foundation Specification Process 1.4, materials attached as *Appendix 8*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the updated Eclipse Foundation Specification Process (EFSP) as presented.

9. Approval of updated Eclipse Foundation Specification License (EFSL)

Paul White introduced a discussion on the revisions to the Eclipse Foundation Specification Licence, materials attached as *Appendix 9*.

These revisions coincide with the updates being made to the EFSP. Specifically, the licence has been modified to make it applicable to the scenario where the output specification is a process document rather

than a technical specification accompanied by a TCK. Paul reminded the Board the revised licence has been reviewed by the IP Advisory Committee.

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the updated Eclipse Foundation Specification Licence (EFSL) as presented.

10. Approval of the Annual Community Report

The Foundation produces an annual community report as an update to our broad community on our activities and accomplishments over the past year. The PDF distributed as *Appendix 10* contains the content that will be included in the community report. The Foundation's marketing team will generate a production-quality version of the report once the content is approved by the Board. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the content for the 2024 Annual Eclipse Foundation Community Report as presented.

11. Acknowledgement of Mike Milinkovich's 20th anniversary as Executive Director

Paul mentioned that as per his email from 30 April 2024, Mike's 20th anniversary as the Executive Director of Eclipse Foundation is in May; Mike was hired by the Foundation in 2004 as its first Executive Director and has held this position ever since.

The members of the board expressed by email and further at this meeting their complete support of this recognition of Mike's contributions and their appreciation for Mike's leadership and achievements. They noted that throughout the years, Mike's outstanding leadership, strong values, and commitment to success have served the Eclipse Board, the staff, the Eclipse community, and the open source software industry extremely well. They recognised that Mike has led through multiple incarnations of the Foundation, from the explosive growth in the early years, through economic downturns, through the expansion from an organisation focused solely on the Eclipse IDE to the 20+ industry initiatives today, and of course, through the most recent pivot to Europe done at the height of Covid-19. At each stage, they noted Mike has challenged himself and the organisation to adapt, grow, and accommodate and that he has done so in a manner that has constantly and consistently enhanced the Foundation's reputation as a trusted leader in the open source software industry.

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, on the 20th anniversary of his joining the Eclipse Foundation as its first and only Executive Director, the Board acknowledges Mike Milinkovich's outstanding contributions, both through his management of the Foundation as an institution and in his exceptional representation to industry on behalf of the Foundation. In particular, the Board commends Mike for his outstanding leadership, his strong value set, and his relentless commitment to achieving

our objectives. The Board recognises the immeasurable positive impact Mike has had over these 20 years. The Board thanks Mike for his unwavering commitment to excellence and looks forward to many more years of his valuable leadership.

Adjournment

The meeting was adjourned at 15:30 CEST.

Action Items: n/a

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 15 May 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting