

Eclipse Foundation AISBL

International not-for-profit association
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

22 January 2025

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 16h30 CET.

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

Present	Director	Organisation
N	Andreas Nauerz	Bosch
N	Angelo Corsaro	Elected Contributing Representative
N	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBE0
N	Hendrik Ebbers	Elected Contributing Representative
N	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	John Ellis	Codethink
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat
N	Tom Ritter	Fraunhofer FOKUS
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

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

Executive Assistant of Eclipse Foundation AISBL. Björn Reistel represented Bosch as the Alternate to Andreas Nauerz.

Regrets were received from Andreas Nauerz, Ian Robinson.

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 18 December 2024 Board meeting full and abridged minutes
 - b. Welcome Codethink Ltd as new Strategic member
 - c. Resolution to co-opt new Board member
 - d. Appointment of Osborne Clarke as Special Proxy
3. Approval of the annual Executive Director, Treasurer reviews
4. Discussion to begin the process of winding up Eclipse.org Foundation, Inc.

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

The meeting was called to order at 16h35 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 favour, 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 favour, the agenda was approved unanimously by the Board.

2. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 18 December 2024 Board Meeting, attached as *Appendix 2*. With all other Board members present or validly represented at

the meeting voting in favour, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 18 December 2024 Board Meeting as circulated.

2.b Welcome Codethink Ltd as new Strategic member

Mike Milinkovich introduced John Ellis, President and Head of Product of Codethink. John briefly introduced himself and provided an overview of Codethink. The board members welcomed him to the board.

2.c Resolution to co-opt new Board member

WHEREAS, Codethink Ltd. has joined the Eclipse Foundation AISBL as a Strategic member, resulting in an increase of the eligible number of Strategic Member directors; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that John Ellis is co-opted on behalf of Codethink Ltd. 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.

2.d Appointment of Osborne Clarke as Special Proxy

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.

3. Approval of the Annual Executive Director and Treasurer reviews

Stephe Walli introduced a discussion of the annual reviews of the Executive Director and Treasurer. Stephe reminded the board the reviews reflected the discussion held by the board at their October 2024 meeting. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

4. Discussion to begin the process of winding up Eclipse.org Foundation, Inc.

Mike Milinkovich introduced a discussion of the winding up of the Eclipse.org Foundation, Inc. (Eclipse Foundation-US). In particular, Mike explained that the wind up of Eclipse.org Foundation, Inc., was the last step to be completed in the strategy taken to redomicile Eclipse Foundation as a European-based global organisation. Mike summarized for the Board that the membership in Eclipse Foundation-US has dwindled to the point where there is insufficient membership to have it remain worthwhile to operate as a separate entity. Mike stated that the few remaining Contributing members would be asked to complete their migration to the Association over the coming few months, consistent with what all of the previous members had done. He noted that Eclipse Foundation-US also counts over 100 other entities as Associate members, but that unfortunately over the years many of them are no longer active. He stated that staff would make an effort to migrate as many of them as possible as well, but that undoubtedly the Foundation's overall membership numbers would decrease as a result of the wind up. Mike stated it is expected the process will be completed in the June/July timeframe.

Other Business

Paul White informed the Board that the merger of OpenHW Group and Eclipse Foundation Canada was completed effective 1 January 2025, and that the process of having OpenHW Group members migrate their membership to the newly formed OpenHW Foundation, which is operating as an Eclipse Foundation working group, was well underway.

Adjournment

The meeting was adjourned at 17:18 CET.

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 22 January 2025, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting