

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

25-26 June 2025

A Meeting of the Board of Directors (the "**Board**") of Eclipse Foundation AISBL was held as a regularly scheduled meeting at the Calgary Airport Marriott In-Terminal Hotel, 2008 Airport Rd NE, Calgary, AB T2E 3B9, Canada.

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

25 June	26 June	Director	Organisation
N	N	Angelo Corsaro	Elected Contributing Representative
N	N	Bryan Che	Huawei
Y	Y	Ed Merks	Elected Committer Representative
N	N	Etienne Juliot	OBE0
N	N	Florian Bankoley	Bosch
N	N	Hendrik Ebbers	Elected Contributing Representative
Y	Y	Ian Robinson	IBM
N	N	James Eggleston	European Space Agency
Y	Y	Johannes Matheis	Elected Contributing Representative
Y	Y	John Ellis	CodeThink
Y	Y	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
N	N	Matthew Khouzam	Elected Committer Representative
N	N	Matthias Sohn	SAP SE
N	N	Robert Hilbrich	DLR
N	N	Sébastien Gerard	CEA List
Y	Y	Shelley Lambert	Elected Committer Representative
N	N	Stephen Walli	Microsoft
N	N	Tim deBoer	Red Hat
Y	Y	Tom Ritter	Fraunhofer FOKUS
Y	Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Gaël Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL. Also present was Rao Lakkakula, Board Alternate, Microsoft Corp.

Regrets were received from Florian Bankoley, Bryan Che, Angelo Corsaro, Tim deBoer, Hendrik Ebbes, James Eggleston, Sébastien Gerard, Robert Hilbrich, Etienne Juliot, Matthew Khouzam, Stephen Walli.

The following proxies were submitted to the Secretary by the following Board members, and thus were deemed validly represented at the meeting: Florian Bankoley, Tim deBoer, Robert Hilbrich, James Eggleston, Matthias Sohn, and Stephen Walli.

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. Reminder of Eclipse Antitrust Policy
 - b. Approval of 21 May 2025 Abridged and Full Board meeting minutes
3. Appointment of Florian Bankoley as representative of Robert Bosch GmbH
4. Approval of date and agenda for the Extraordinary General Assembly in October
5. Appointment of Osborne Clarke as Special Proxy
6. June 2025 Operations Update
 - o Approval of revised 2025 combined budget for the Eclipse Group
 - o Approval of AISBL Financial Operations Report
7. Eclipse Foundation AISBL 2024 financials
 - o Approval of 2024 audited financial statements
 - o Approval of 2024 auditors' report
8. Update on Open Regulatory Compliance (ORC) WG
9. John Garret presenting "Geopolitics and AI - At the Crossroads of Uncertainty"
10. Update on S-CORE project
11. 2026 Strategy and Objective Setting
 - o Review 2026 Strategy Setting Process
 - o Review of 2025 Program Plan
 - o Establish draft 2026 Goals and Objectives

Adjournment

Day 2 - June 26, 2025

12. Roll Call
13. Approval of resolution re. Eclipse Temurin project (as proposed by IBM)
14. Update on IT/infra services
15. Update on the Safety Process
16. 2026 Strategy and Objective Setting (continued)
 - Establish draft 2026 Goals and Objectives

Adjournment

Day 1

1. Roll Call and Approval of Agenda

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

The meeting was called to order at 9:00 Mountain Daylight Time (MDT) 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.

2. General Business

a. Introductions

Mike Milinkovich welcomed Rao Lakkukula, Alternate for Stephen Walli representing Microsoft Corp to his first face-to-face board meeting.

Mike 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.

b. Reminder of Eclipse Antitrust Compliance Policy

Mike reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix 2b*.

d. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 21 May 2025 Board

Meeting, attached as *Appendix 2d*. 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 21 May 2025 Board Meeting as circulated.

3. Appointment of Florian Bankoley as representative of Robert Bosch GmbH

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

WHEREAS, Andreas Nauerz has resigned as Director; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Florian Bankoley is co-opted on behalf of Robert Bosch GmbH 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.

4. Approval of date and agenda for the Extraordinary General Assembly in October

Paul White reminded the Board they had approved a new version of the Bylaws at the May meeting, and that the next step is for the General Assembly to also approve the new version. Moreover, as the vote taken by the General Assembly requires that a notary be present for the meeting to certify the vote, that management, on the advice of counsel, is recommending that: a) the Extraordinary General Assembly meeting to ratify the vote be held as a physical meeting, rather than a virtual meeting which is the format usually used for our general assembly meetings, and b) that we seek to have members each be represented by proxy at that meeting to streamline the process. Paul explained that this additional ceremony, while somewhat more formal than our usual process for general assembly meetings, is more appropriate and more easily managed.

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 and organizes an Extraordinary Meeting of the General Assembly of the Association to be held on Monday, 20 October 2025 at 16:00 CEST with the following agenda :

1. Amendment of the purpose and object as set out in Article 4 of the Bylaws
 2. Adoption of a new text of the Bylaws of the Eclipse Foundation, with the amended clause containing the purpose and object of the Eclipse Foundation
 3. Power of attorney for the coordination of the Bylaws
 4. Power of attorney to the Board for the implementation of decisions taken
 5. Power of attorney for formalities
- Adjournment

RESOLVED FURTHER, the Board approves the Extraordinary Meeting of the General Assembly to be held in Brussels, Belgium at Berquin Notaries offices (Avenue Lloyd George 11, 1000 Brussels, Belgium).

RESOLVED FURTHER, to approve, in accordance with Articles 48.3 and 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 or represented by virtue of a written proxy at the meeting. In the event that at the Extraordinary Meeting of 20 October 2025 the legally required quorum to validly discuss and resolve on the 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 or represented in the meeting.

5. 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 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.

6. June 2025 Operations Update

Paul White introduced a discussion of the proposed Eclipse Foundation operations update, including the forecast and revised 2025 Eclipse Group budget.

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

RESOLVED, the Board adopts the 2025 Eclipse Group budget forecast as presented as the revised 2025 budget for the Eclipse Group.

Paul also reminded the Board of the Association's financial processes, operations, and risks.

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

RESOLVED, the Board acknowledges the update provided by management regarding the ongoing financial health of the Association and concludes there are no concerns with the continuity of the financial operation of the Association.

7. Eclipse Foundation AISBL 2024 financials

a) Approval of 2024 audited financial statements

Paul White introduced a discussion of the Association's 2024 annual accounts for the financial year ending 31 December 2024, the related materials for which are attached as *Appendix 7*. Paul explained that the annual accounts were prepared by EY and had been reviewed and unanimously approved by the Board's Finance Committee at their 23 June 2025 meeting, and recommended the Board do the same. 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 2024 Eclipse Foundation AISBL financial statements for the financial year ending 31 December 2024 as presented and recommends that the General Assembly approve them as the Association's financial statements for the financial year ending 31 December 2024.

b) Approval of 2024 auditors' report

Paul White introduced a discussion of the auditor's report for the Association's annual accounts for the financial year ending 31 December 2024, the related materials for which are attached as *Appendix 7*. Paul explained that the Association's statutory auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario, presented the report of their audit to the Board's Finance Committee at the committee's 23 June 2025 meeting and that the committee unanimously acknowledged the auditor's report, and recommended the Board do the same. Mike Milinkovich highlighted that receiving an unqualified audit opinion is a positive sign to indicate that the Association's financial operations and reporting are transparent and reliable.

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

RESOLVED, the Board acknowledges the 2024 Eclipse Foundation AISBL auditors report as presented, and recommends that the General Assembly accept the 2024 Eclipse Foundation AISBL auditors report.

8. Update on Open Regulatory Compliance (ORC) WG

Gaël Blondelle presented an update on the ORC WG.

9. "Geopolitics and AI - At the Crossroads of Uncertainty" - presentation by John Garrett

On the invitation of Mike Milinkovich, John Garret from Panterra Global shared his insights on the interplay of Geopolitics and AI, including the dual role of tech and AI. The board thanked John for his insights.

10. Update on the S-CORE project

Mike Milinkovich presented an update on the S-CORE project.

11. 2026 Strategy and Objective Setting

The Board adjourned for the day at 16:36 MDT.

Day 2

The meeting was called to order by Mike Milinkovich at 9:00 MDT.

12. Roll Call

See attendance listed above.

13. Approval of resolution re. Eclipse Temurin project (as proposed by IBM)

Ian Robinson of IBM reminded the Board regarding the current status of IBM's 3-way Adoptium TCK Participation Agreement with Oracle and Eclipse Foundation. Ian reminded the Board of the requirement that to participate in the Eclipse Temurin Compliance project, an organization must first enter into a three-way agreement with the Eclipse Foundation and Oracle. Ian explained IBM and the Association had provided such 3-way agreement to Oracle for execution in June 2022 and Oracle has not as yet signed it. Ian noted that Oracle had signed the 3-way agreement with all other members of Adoptium that had requested it, and thus IBM believed it was being singled out in this regard. Ian also explained he was bringing this matter back to the Board as

Jim Wright of Oracle explained that as the Agreement dealt with license terms that were outside the scope of the Association's open source projects, it has no obligation to enter into such an agreement. Further, Jim noted that he felt the board considering this matter inappropriate for the same reason.

Both Jim and Ian acknowledged that discussions have been held recently to resolve the matter, but that those discussions are outside the scope of the Board's remit.

Mike Milinkovich noted that the situation is unfortunate but beyond the scope of the Association or the board. Mike acknowledged the work done by Shelley Lambert and the Red Hat team, and the success of the project as measured by downloads and industry impact. Mike thanked both Oracle and IBM for their good-faith discussion. In particular, Mike called out that Jim invested significant time and personal capital to make the current agreement possible, and thanked him on behalf of the Association.

With John Ellis, Tom Ritter, Stephen Walli, and Jim Wright abstaining, the Board passed the following resolution:

RESOLVED, to ensure the ongoing ability of the Eclipse Adoptium project to certify and release Eclipse Temurin, the Executive Director will directly request Oracle sign the 3-way Adoptium TCK Participant Agreement for IBM before the end of June 2025.

14. Update on IT/infra services

Mike Milinkovich presented an update on IT and infrastructure services. As part of this update, he also provided a summary of the results of the recent IT Services Satisfaction survey.

15. Update on the Safety Process

Mike Milinkovich presented an update on the Association's functional safety process, the related materials for which are attached as *Appendix 15*.

16. 2026 Strategy and Objective Setting (cont'd)

There being no other business, the meeting was adjourned at 12:00 MDT.

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This being a true and accurate record of the minutes of this Meeting of the Board of Directors held on 25-26 June 2025, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting