

Eclipse Foundation AISBL
International not-for-profit association
Rond-Point Robert Schuman, 11
1040, Brussels
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(the “Association”)

MINUTES OF THE MEETING OF THE ANNUAL GENERAL ASSEMBLY
OF 20 JULY 2022

The general assembly of the Association (the "**General Assembly**") held its annual meeting at the Eclipse Foundation offices at 2934 Baseline Road, Suite 202, Ottawa, Ontario, Canada, and via Telephone Conference / Video Conference on 20 July 2022, which was opened at 16:04 CEST by Mike Milinkovich, Executive Director. Paul White acted as secretary of the meeting.

Attendance

Voting Members present or validly represented:

- Alex Gfeller, Adcubum AG
- Andrey Loskutov, Advantest Europe GmbH
- James J Hunt, AICAS GmbH
- Sylvain Cambon, Airbus
- Sanbong Li, Alibaba Cloud
- Jan Coppens, Aloxy
- Patrick Hebant, Amadeus S.A.S.
- Michael Pöhnl, Apex.AI, Inc.
- Carlo Piana, Array
- Petrus Petrus, ARRK Engineering GmbH
- Philippe Vappereau, Calypso Networks Association
- Marcus Hoffmann, CARIAD SE
- Sébastien Gerard, CEA List
- Chris Houghton, Cirrus Link Solutions, LLC
- Michael Niklas-Höret, Continental Automotive Technologies GmbH
- Mark Hoffmann, Data in Motion Consulting GmbH
- Cornelius Schumacher, DB Systel GmbH
- Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
- Martin Jung, develop group Basys GmbH
- Steven Marney, Digital Mobile Innovations, LLC
- Jonas Helmig, EclipseSource
- Orazio Viele, Engineering Group
- Naci Dai, Eteration A.S.
- James Eggleston, European Space Agency
- Graeme Welton, Flow Software, Inc.
- Tom Ritter, Fraunhofer-Gesellschaft
- Kenji Kazumura, Fujitsu Limited

- Marcus Munzert, Generative Software GmbH
- Dominik Obermaier, HiveMQ GmbH
- Bryan Che, Huawei Technologies Co., LTD.
- Wang Feng, Hunan AsialInfo Anhui Technology Limited
- Jan Westercamp, iJUG Interessenverbund der Java-User-Groups e.V.
- Istvan Rath, IncQuery Labs Zrt
- Torkild Ulvøy Resheim, IteMA AS
- Bill Branan, Johns Hopkins University
- Jonah Graham, KitchwaCoders
- Nicola Lagloria, Kynetics
- Philip Wenig, Lablicate
- Martijn Verburg, London Jamocha Community
- Wolfgang Zeller, Logi.cals
- Wolfgang Gehring, Mercedes, Benz Tech Innovation GmbH
- Stephen Walli, Microsoft Corp.
- Luca Miotto, NOI Techpark
- Cédric Brun, Obeo
- Olivier Provoust, OPCoach
- Jim Wright, Oracle
- Stephen Millidge, Payara Services Limited
- Gorkem Ercan, Red Hat, Inc.
- Mark Godchild, Renesas Electronics Corp.
- Pascal Rey, Reycom AG, a Swiss corporation
- Harald Mackamul, Robert Bosch GmbH
- Sven Klemm, Robotron Datenbank-Software GmbH
- Matthias Sohn, SAP SE
- Marquart Franz, Siemens AG
- Lieven Lemiengre, Sigasi
- Alan Clark, SUSE LLC
- Francesco Ronchi, Synesthesia Srl
- Antonio Kung, Trialog
- Johannes Matheis, Vector Informatik GmbH
- Jesse Clinton McConnell, Webtide LLC
- Manuel Bork, Yatta Solutions GmbH
- Angelo Corsaro, ZettaScale Technology SARL

Other members in attendance:

- Steffen Evers, Bosch.IO
- BJ Hargrave, IBM
- Matthew Khouzam, Ericsson
- Shelley Lambert, Red Hat, Inc.

Non-members present or validly represented:

- Mike Milinkovich, Executive Director, Eclipse Foundation AISBL
- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL
- Maria Teresa Delgado, Open Source Community Manager, Eclipse Foundation
- Gesine Freund, Corporate Executive Assistant, Eclipse Foundation
- Zahra Fazli, Membership Coordination Lead, Eclipse Foundation

Agenda

1. Executive Director's Welcome
2. Appointment of the directors of the Board

3. Appointment of the observer to the Board
4. Approval of the Association's 2022 budget as submitted by the Board
5. Approval of the 2021 annual accounts and acknowledgment of the auditor's report for the financial year ending on 31 December 2021 as submitted to the Board
6. Approval of waiver for Board and auditor
7. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

Preliminary Statement

The Secretary established from the attendance list of members present or duly represented that quorum was reached, so that the General Assembly could validly decide on all the items of the agenda, of which the members of the Association expressly and unanimously declared having been duly informed beforehand.

GENERAL BUSINESS

The meeting was called to order at 16:04 CEST by Mike Milinkovich.

Resolutions

After having discussed the items on the agenda as set out above, the General Assembly unanimously:

1. Executive Director's Welcome

ACKNOWLEDGED that Mike Milinkovich welcomed the Members. Mike informed the Members, and all agreed, that Zoom's voting mechanism would be used for voting purposes on the matters before the Assembly. For each vote, the Members would be given the option to: a) vote in favor, b) vote against, and c) to abstain.

ACKNOWLEDGED that no technical problems and incidents that could have prevented or disrupted electronic participation to the meeting or voting have been reported.

2. Appointment of the directors of the Board

ACKNOWLEDGED that the slate of candidates for appointment by the General Assembly as Board member is as follows:

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

- Bryan Che, Huawei Technologies Co., LTD.
- Etienne Juliot, OBEO
- Gorkem Ercan, Red Hat, Inc.
- James Eggleston, European Space Agency
- Jim (James) Wright, Oracle
- Kenji Kazumura, Fujitsu Limited
- Matthias Sohn, SAP SE
- Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
- Sébastien Gérard, CEA List
- Steffen Evers, Bosch.IO
- Stephen Walli, Microsoft Corp.
- Tom Ritter, Fraunhofer-Gesellschaft
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

- Farah Papaioannou, Edgeworx, Inc.
- Gunnar Wagenknecht, Salesforce
- Torkild Ulvøy Resheim, IteMA AS

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

- Ed (Eduardus) Merks
- Matthew Khouzam
- Shelley Lambert

RESOLVED, to appoint the directors of the Board of the Association among the candidates nominated by the Strategic Members, Contributing Members and Committee Members as presented.

RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2023.

RESOLVED, that the mandate of the directors will not be remunerated.

3. Acknowledgement of appointment of observer

ACKNOWLEDGED, that in accordance with Article 23.2, e), (ii) of the Bylaws, to the extent an Affiliate Group consisting of Strategic Members is represented by a Strategic Director that is an employee, officer, director, or consultant of one of those Members, each other Strategic Member in that Affiliate Group shall be entitled to appoint an observer to the Board. Further provisions regarding the observer status to the Board are detailed in clause 4.1 of the Internal Rules.

ACKNOWLEDGED, that Pradeep Balachandran was appointed by IBM as observer of the Board and will act in such quality in accordance with Article 23.2, e), (ii) of the Bylaws and clause 4.1 of the Internal Rules until the annual general assembly meeting of 2023.

RESOLVED, that the mandate of the observer will not be remunerated.

4. Approval of the 2022 budget as submitted by the Board

ACKNOWLEDGED the 2022 Eclipse Foundation AISBL budget that was communicated in the circulated document titled "2022.07.20 Final Agenda and Resolutions - Eclipse Foundation AISBL AGA" attached as *Annex 1*.

RESOLVED to approve the 2022 Eclipse Foundation AISBL budget as communicated in the circulated document titled "Annual Meeting 20 July 2022 Final Agenda and Resolutions" attached as *Annex 1*.

5. Approval of the 2021 annual accounts and acknowledgment of the auditor's report for the financial year ending on 31 December 2021 as submitted to the Board

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2021 that were submitted by the Board and communicated in the circulated document titled "Annual Meeting 20 July 2022 Final Agenda and Resolutions" attached as *Annex 1* were presented to the General Assembly.

RESOLVED to approve the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2021 as communicated in the circulated document titled "Annual Meeting 20 July 2022 Final Agenda and Resolutions" attached as *Annex 1*.

ACKNOWLEDGED the report of the Eclipse Foundation AISBL auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario, that was communicated in the circulated document titled "Annual Meeting 20 July 2022 Final Agenda and Resolutions" attached as *Annex 1* was presented to the General Assembly.

ACKNOWLEDGED the auditor's report of Eclipse Foundation AISBL for the financial year ending on 31 December 2021 as presented.

6. Approval of waiver for Board and auditor

ACKNOWLEDGED in accordance with Article 17.1, g) of the Bylaws, the General Assembly has the exclusive power to vote on the discharge of the directors and of the auditor.

RESOLVED, to grant discharge to the directors of the Board and to the auditor for the exercise of their mandate during the financial year ending on 31 December 2021.

7. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED 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.

There being no further items on the agenda, the meeting was closed at 16:31 CEST.

Executed in one (1) original counterpart,

/s/ Paul White
Secretary of Meeting

Annex 1 : Annual Meeting 20 July 2022 Final Agenda and Resolutions