

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
8 APRIL 2024

The general assembly of the Association (the "**General Assembly**") held its annual meeting at the Association's Office located at Rond Point Schuman 11 Brussels 1040 Belgium, and via Zoom on 08 April 2024. Note, as per Section 19.2 of the Bylaws, Mike Milinkovich, Executive Director of the Association, appointed Paul White, Secretary and Treasurer of the Association to preside over the above-mentioned Annual General Assembly of the Association meeting. Paul White started the meeting at 15:03 CEST.

Attendance

Voting Members present or validly represented:

- Michael Pöhl, Apex.AI, Inc
- Rob Moran, ARM Limited
- Vincent Mayers, Atlanta Java Users Group, Inc
- Julia Lebedev, ATOM Automotive Engineering and Technology (Nanjing) Co., Ltd
- Dr.-Ing. Michael Herz, CARIAD SE
- Sébastien Gérard, CEA List
- Chris Houghton, Cirrus Link Solutions , LLC
- Robert Hilbrich, co4e GmbH
- Michael Niklas-Hoeret, Continental Automotive Technologies GmbH
- Steve DeLaney, Cypherbridge Systems LLC
- Cornelius Schumacher, DB Systel GmbH
- Robert Hilbrich, DLR
- Jonas Helming, EclipseSource
- Naci Dai, Eteration A.S
- James Eggleston, European Space Agency
- Dominik Sieben, fev. io
- Tom Ritter, Fraunhofer-Gesellschaft
- Kenji Kazumura, Fujitsu Limited
- Alberto Berreteaga, FUNDACION TECNALIA RESEARCH & INNOVATION
- Alberto Curatolo, Gaia-x European Association for Data and Cloud.
- Bryan Che, Huawei Technologies Co., LTD.
- Jan Westerkamp, iJUG Interessenverbund der Java-User Groups e V
- Akos Horvath, IncQuery Labs Zrt
- Kevin Herron, Inductive Automation
- Karim Djaafar, JASMINE CONSEIL SARL
- Hans-Dirk Walter, Karakun AG
- Jonah Graham, Kichwa Coders Canada Inc.
- Nicola La Gloria, Kynetics
- Philip Wenig, Lablicate GmbH
- Wolfgang Zeller, logi.cals GmbH
- Damian Barnett, Luxoft GmbH
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
- Stephen Walli, Microsoft Corp.
- Etienne Juliot, OBEO
- Sarah White, OpenDevise Inc
- Xiang Liu, Primeton Information Technologies, Inc
- Bill Lamie, PX5

- Eliane Fourgeau, Quantyss
- Tim deBoer, Red Hat, Inc.
- Mark Goodchild, Renesas Electronics Corporation
- Pascal Rey, Reycom AG, a Swiss corporation
- Harald Mackamul, Robert Bosch GmbH
- Sven Klemm, Robotron Datenbank-Software GmbH
- Matthias Sohn, SAP SE
- Julian Coccia, SCANOSS
- Sebastian Kaebisch, Siemens AG
- Magdalena Retman-Rakoczy, Software Mansion SA
- Florian Holz, SOTEC GmbH+Co KG
- Christian Hort, T-Systems International GmbH
- Antonio Kung, Trialog
- Tuan Duong Quang, TÜV SÜD Auto Service GmbH
- Katharina Brinkhaus, TypeFox GmbH
- Johannes Matheis, Vector Informatik GmbH
- Michael Minella, VMware, Inc.
- Stefan Schoenawa, Volkswagen Aktiengesellschaft
- Samir Bounab, Witekio Holding
- Manuel Bork, Yatta Solutions GmbH
- Gunther Bauer, ZF Friedrichshafen AG

Other members in attendance:

- Matthew Khouzam, Ericsson
- Ansgar Lindwedel, ETAS GmbH

Non-members present or validly represented:

- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL
- Gaël Blondelle, Chief Membership Officer, Eclipse Foundation AISBL
- Gesine Freund, Corporate Executive Assistant, Eclipse Foundation
- Zahra Fazli, Membership Coordination Lead, Eclipse Foundation

Agenda

1. Executive Director's Welcome, presented by Paul White
2. Appointment of the directors of the Board
3. Acknowledgement of appointment of observer to the Board
4. Approval of the 2023 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

Preliminary Statement

Paul White informed the General Assembly that Mike Milinkovich, Executive Director, was unavailable to participate in the meeting. As per Section 19.2 of the Bylaws, Mike Milinkovich had appointed Paul White, Secretary and Treasurer of the Association to preside over the above-mentioned Annual General Assembly of the Association meeting. Paul White 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 15:03 CEST by Paul White.

RESOLUTIONS

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

1. Executive Director's Welcome, presented by Paul White

ACKNOWLEDGED that Paul White welcomed the Members. Paul 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 favour, b) vote against, and c) to abstain.

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

2. Appointment of the directors of the Board

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

STRATEGIC MEMBER REPRESENTATIVES (DIRECTORS)

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

ELECTED CONTRIBUTING MEMBER REPRESENTATIVES (DIRECTORS)

- Angelo Corsaro, Zetta Scale Technology
- Hendrik Ebbers, Open Elements GmbH
- Johannes Matheis, Vector Informatik GmbH

ELECTED COMMITTEE MEMBER REPRESENTATIVES (DIRECTORS)

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

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

FURTHER RESOLVED, to appoint the directors of the Board for a term of office of one (1) year until the annual general assembly meeting of 2025.

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

3. Acknowledgement of appointment of Observer to the Board

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 Ian Robinson 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 2025.

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

4. Approval of the 2024 budget as submitted by the Board

RESOLVED, to approve the 2024 Eclipse Foundation AISBL budget as presented.

Eclipse Foundation AISBL 2024 Budget

Eclipse Foundation AISBL	2024 Budget
Total Revenues	€12.99
Operating Expenses	€13.53
Net Income	(€0.54)

all figures are in Millions of Euro

5. Approval of special proxy enabling legal counsel to publish notices to appropriate Belgian publications

RESOLVED to grant power to Ruth Wirtz, Laurent De Pauw, 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.

There being no further items on the agenda, the meeting was closed at 15:32 CEST.

Executed in one (1) original counterpart,

/s/ Paul White

Secretary of Meeting

Annex 1 : Annual General Assembly of the Association 8 April 2024 Final Agenda and Resolutions
(2024.04.08 Final Agenda and Resolutions - Eclipse Foundation AISBL AGA.pdf)