

**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 THE EXTRAORDINARY GENERAL ASSEMBLY OF THE  
ASSOCIATION OF 30 July 2024**

The general assembly of the Association (the "**General Assembly**") held an extraordinary meeting at the Eclipse Foundation offices at Rond Point Schuman 11 Brussels 1040 Belgium, and via Zoom on 30 July 2024, which was opened at 15:03 CEST by Mike Milinkovich.

**Attendance**

Voting Members present or validly represented:

- Andrey Loskutov, Advantest Europe GmbH
- Patrick Hebant, Amadeus S.A.S.
- Jan Becker, Apex.AI, Inc
- Carlo Piana, Array
- Vincent Mayers, Atlanta Java Users Group, Inc
- Bernhard Wlach, AVL List GmbH
- Felix Gerbig, BMW Group
- Samir Kamerkar, Canonical Group Limited
- Dr.-Ing. Michael Herz, CARIAD SE
- Chris Houghton, Cirrus Link Solutions , LLC
- Quentin Adam, Clever Cloud SAS
- Robert Hilbrich, co4e GmbH
- Mark Hoffmann, Data In Motion Consulting GmbH
- Cornelius Schumacher, DB Systel GmbH
- Robert Hilbrich, Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
- Jonas Helming, EclipseSource
- Dirk Diekhoff, Elektrobit Automotive GmbH
- Matthew Khouzam, Ericsson AB
- Naci Dai, Eteration A.S
- James Eggleston, European Space Agency
- Florian Gilcher, Ferrous Systems GmbH
- Dirk Macke, FEV.io GmbH
- Tom Ritter, Fraunhofer-Gesellschaft
- Kenji Kazumura, Fujitsu Limited
- Alberto Curatolo, Gaia-X European Association for Data and Cloud
- John Sergakis, General Motors GTO LLC
- Bryan Che, Huawei Technologies Co., LTD.
- Avi Tankaria, IAST Software Solutions Pvt. Ltd.
- Ian Robinson, IBM
- Jan Westerkamp, iJUG Interessenverband der Java-User Groups e. V.
- Akos Horvath, IncQuery Labs Zrt
- Claudia Geiger, jadeva GmbH
- Hans-Dirk Walter, Karakun AG

- Jonah Graham, Kichwa Coders Canada Inc.
- Nicola La Gloria, Kynetics
- Philip Wenig, Lablicate GmbH
- Andrea Gallo, Linaro Limited
- Wolfgang Zeller, logi.cals GmbH
- Martijn Verburg, London Jamocha Community
- Wolfgang Gehring, Mercedes-Benz Tech Innovation GmbH
- Thierry Fraudet, Michelin
- Stephen Walli, Microsoft Corp.
- Fran Alija, N3uron Connectivity Systems
- Luca Miotto, NOI Techpark
- Ville Sirvio, Nordic Institute for Interoperability Solution
- Etienne Juliot, OBEO
- Ondro Mihalyi, Omnifish OU
- Hendrik Ebberts, Open Elements GmbH
- Sarah White, OpenDevise Inc
- Benson Hougland, Opto 22
- Jim Wright, Oracle
- Xiang Liu, Primeton Information Technologies, Inc.
- Bill Lamie, PX5
- Tim deBoer, Red Hat, Inc.
- Mark Goodchild, Renesas Electronics Corporation
- Pascal Rey, Reycom AG, a Swiss corporation
- Ludovic Henry, Rivos Inc
- Harald Mackamul, Robert Bosch GmbH
- Matthias Sohn, SAP SE
- Sebastian Kaebisch, Siemens AG
- Lieven Lemiengre, Sigasi
- Katharina Dengler, Stadt Jena
- Bill Branan, The Johns Hopkins University
- Katharina Brinkhaus, TypeFox GmbH
- Johannes Matheis, Vector Informatik GmbH
- Stefan Schoenawa, Volkswagen AG
- Manuel Bork, Yatta Solutions GmbH

Other members in attendance:

- Andreas Nauerz, Robert Bosch GmbH
- Daniel Saez, Instituto Tecnológico de Informatica

Non-members present or validly represented:

- Mike Milinkovich, Executive Director, Eclipse Foundation AISBL
- Paul White, Secretary/Treasurer, Eclipse Foundation AISBL
- Gaël Blondelle, Chief Membership Officer, Eclipse Foundation AISBL
- Jennifer Martel, Director Worldwide Operations, Eclipse Foundation
- Gesine Freund, Corporate Executive Assistant, Eclipse Foundation
- Carlo-Sébastien D'Addario, EY Bedrijfsrevisoren BV

## Agenda

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
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

### **Preliminary Statement**

The Secretary established from the attendance list of members present or duly represented that quorum was reached so that the Extraordinary 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 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 and informed them, 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) abstain.

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

#### **2. Acknowledgment of the auditor's report for the financial year ending on 31 December 2022 as submitted to the Board**

ACKNOWLEDGED the Eclipse Foundation AISBL annual accounts for the financial period ending 31 December 2023 that were submitted by the Board and communicated in the circulated document titled "2024.07.30 Final Agenda and Resolutions - Eclipse Foundation AISBL GA" attached as Annex 1 were presented to the General Assembly.

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 "2024.07.30 Final Agenda and Resolutions - Eclipse Foundation AISBL GA" attached as Annex 1 was presented to the General Assembly.

### 3. 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 the auditor for the exercise of their mandate during the financial year ending on 31 December 2023.

### 4. Appointment of EY as statutory auditor of the Association for fiscal years 2024-2026

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

### 5. Approval of the revised 2024 budget as submitted by the Board

RESOLVED, to approve the revised 2024 Eclipse Foundation AISBL budget as follows:

**Table 4-A: Eclipse Foundation AISBL 2024 Budget**

<b>2024 Eclipse Foundation AISBL BUDGET</b>	<b>Approved April 2024</b>	<b>Revised July 2024</b>
Total Revenues	12.99	<b>12.36</b>
Total Expenses	13.53	<b>13.30</b>
Net Income (Loss)	(0.54)	<b>(0.94)</b>

*All figures are in Millions of Euro*

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

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 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 15:33 CEST.

Executed in one (1) original counterpart,

/s/ Paul White

Secretary of Meeting

**Annex 1** : 2024.07.30 Final Agenda and Resolutions - Eclipse Foundation AISBL GA