

Eclipse Foundation AISBL
International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

**Minutes of the Meeting
of
Board of Directors**

17 September 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 CEST.

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

Present	Director	Organisation
Y	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Emily Jiang, Ian Robinson	IBM
N	Etienne Juliot	OBE0
Y	Florian Bankoley	Robert Bosch GmbH
Y	Hendrik Ebbers	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
N	John Ellis	Codethink
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat
Y	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, and

Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Etienne Juliot, John Ellis, Robert Hilbrich, and Sébastien Gerard. Regrets were also received from Paul White, Secretary/Treasurer, and Gaël Blondelle, Chief Membership Officer, Eclipse Foundation.

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 16 July 2025 Board meeting minutes
3. Update on board voting rights from Red Hat to IBM
4. Appointments of Board representatives
 - a. Approval of co-opting Emily Jiang as IBM's board member
 - b. Approval of appointment of Tim DeBoer as the Board Observer for Red Hat
5. Update on October Extraordinary General Assembly Meeting
 - a. Approval of clarification of Extraordinary General Assembly agenda
6. Approval to revoke the board resolution on Using Proprietary Tools
7. Approval of Eclipse Foundation AI Strategy

Adjournment

VALIDITY

Mike Milinkovich confirmed that in the absence of Paul White, Treasurer/Secretary he will act as the Secretary of the Meeting. Mike 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 CEST 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.a - Minutes

Mike Milinkovich introduced a discussion of the minutes of the 16 July 2025 Board Meeting, attached as *Appendix 2*. 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 draft full and abridged minutes of the 25 and 26 June 2025 Board Meeting as circulated.

3. Update on voting rights from Red Hat to IBM

Mike Milinkovich reminded the Board that IBM and Red Hat are both Strategic members of Eclipse Foundation. As they are Affiliate organisations as defined in the Bylaws, they are collectively entitled to appoint one representative to the Board from one of the two organisations, and to appoint an Observer to the Board from the other organisation. To date, Tim deBoer has been the Board representative on behalf of Red Hat, and Ian Robinson has been the Observer to the Board appointed by IBM.

IBM and Red Hat have taken the decision to change their collective representation on the Eclipse board going forward, and have indicated their intention to have IBM hold the Board seat and Red Hat to have the Observer.

4. Appointments of Board representatives

- a. Approval of co-opting Emily Jiang as IBM's board member
- b. Approval of appointment of Tim DeBoer as the Board Observer for Red Hat

Mike further reminded the Board that Ian Robinson has informed the Board that he is resigning from participating on the Eclipse board due to his upcoming retirement, effective 17 September. IBM has informed management that Emily Jiang will become IBM's representative to the Board as Ian's replacement.

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

WHEREAS, IBM and Red Hat are both Strategic members of the Association, and are Affiliated organisations as defined in the Bylaws; and

WHEREAS, they collectively have decided to have IBM hold the right to appoint a representative to the Board and to have Red Hat hold the right to appoint an Observer to the Board, which is a change from the current status where Red Hat holds the Board;

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Emily Jiang is co-opted on behalf of IBM 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, her mandate will not be remunerated; and

FURTHER RESOLVED, the Board approves, in accordance with Article 23.2 e) (ii) of the Bylaws, that Tim deBoer is appointed on behalf of Red Hat as Observer, 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; His mandate will not be remunerated.

FURTHER 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.

Mike thanked Ian for his service on the Board and extended best wishes on behalf of the Association.

Ian thanked Mike and the Eclipse Foundation staff and Board, and introduced Emily Jiang.

Matthew raised a question regarding two Board directors being represented on the Code of Conduct Committee. Mike mentioned that this should not be a concern as Matthew is the elected Board representative and Emily is the Committer Member representative on that Committee. We noted an action item to cross-check and confirm the same by the next board meeting.

5. Approval of clarification of Extraordinary General Assembly agenda

Mike reminded the Board that in the original modifications to the Bylaws there was a change made to drop the reference to the US Eclipse Foundation organisation. This reference was included in the Purposes section of the Bylaws, and as discussed in June, we decided not to proceed with that change to avoid modifying the Purposes in any way. However, the June resolution that formally established the agenda for the General Assembly meeting made explicit reference to the change in the Purposes. And while we formally approved the Bylaws, we missed dropping the agenda item associated with it.

The notary has requested that we confirm via resolution the intention to not include the topic of approving changes to the Purposes in the EGA meeting agenda. I have included the text below.

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

WHEREAS, the Board approved at the June 2025 meeting the following formal agenda for the Extraordinary General Assembly (EGA) scheduled for 20 October:

"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 :

Amendment of the purpose and object as set out in Article 4 of the Bylaws

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
Power of attorney for the coordination of the Bylaws
Power of attorney to the Board for the implementation of decisions taken
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."

WHEREAS, the Board had contemplated at that same meeting, and subsequently in July formally approved the removal of the amendment of the purpose and object as set out in Article 4 of the Bylaws and had intended to remove that item and any reference to it from the agenda, and

WHEREAS, the Secretary proceeded with the Extraordinary General Assembly meeting without that agenda item included, therefore the Board wishes to clarify its intent with the following resolutions:

RESOLVED, the Board confirms that the intended agenda for the meeting was and is as follows, noting that the agenda item "*Amendment of the purpose and object as set out in Article 4 of the Bylaws*" and any reference to it in the agenda are removed:

"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 :

Adoption of a new text of the Bylaws of the Eclipse Foundation
Power of attorney for the coordination of the Bylaws
Power of attorney to the Board for the implementation of decisions taken
Power of attorney for formalities
Adjournment

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RESOLVED FURTHER, the Board acknowledges that the Convening Notice for the EGA sent on 5 September in fact did not include the agenda item "Amendment of the purpose and object as set out in Article 4 of the Bylaws" and any reference to it, that not including that agenda item and any reference to it was appropriate and was consistent with their intent and actions, and therefore no further actions are required to enact the Board's intent.

RESOLVED FURTHER. Insofar as necessary, to approve the Convening Notice sent on 5 September.

6. Approval to revoke the board resolution on Using Proprietary Tools

Mike introduced a discussion regarding the revocation of a 2007 board resolution on using proprietary tools.

With Jim Wright abstaining, and all other Board members present or validly represented at the meeting voting in favour, the Board passed the following resolutions.

RESOLVED, the Board revokes the Eclipse Foundation's original resolution regarding the Use of Proprietary Tools by Eclipse Projects and no longer has a policy on this topic.

7. Approval of Eclipse Foundation AI Strategy

Mike reminded the board that management presented its AI Strategy at the April Board meeting, and provided further updates during the June Board meeting. However, it was an oversight that the Board never formally adopted the strategy at either of those meetings. Management is seeking approval of the strategy.

With Matthew Khouzam abstaining, and all Board members present or validly represented at the meeting voting in favour, the Board passed the following resolutions.

RESOLVED, the Board approves of management's proposed 2025 AI Strategy as presented.

There being no other business, the meeting was adjourned at 17:24 CEST.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 17 September 2025, is attested to and signed by me below.

/s/ Mike Milinkovich
Executive Director,
Secretary of Meeting