

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

17 December 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 CET.

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

Present	Director	Organisation
N	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Chokri Mhraidia	CEA List
N	Ed Merks	Elected Committer Representative
Y	Emily Jiang	IBM
N	Etienne Juliot	OBEO
Y	Florian Bankoley	Robert Bosch GmbH
N	Hendrik Ebbers	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	John Ellis	Codethink
N	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Rao Lakkakula	Microsoft
N	Robert Hilbrich	DLR
Y	Shelley Lambert	Elected Committer Representative
N	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat (Observer)
Y	Tom Ritter	Fraunhofer FOKUS
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Gaël Blondelle, Chief Membership Officer, Paul White, Secretary and Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Jim Wright, Ed Merks, Etienne Juliot, 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. Approval of 21 October 2025 full and abridged Board meeting minutes
 - b. Approval of the annual Executive Director, Treasurer reviews
3. Organisational matters
 - a. Appointment of Rao Lakkakula as representative of Microsoft Corp.
 - b. Approval of changes to the Internal Rules
 - c. Approval of update to the Bylaws to include the new date of the Internal Rules
 - d. Appointment of officers
 - e. Appointment of additional banking privileges for VP, Finance and Operations
 - f. Appointment of Osborne Clarke as Special Proxy
4. Approval of Functional Safety Process
5. Approval of 2026 Budget
6. Discussion of 2026 Program Plan
7. Discussion on June 2026 Board meeting date

Adjournment

VALIDITY

The Secretary 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 16h34 CET 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 full and abridged minutes of the 20 October 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 20 October 2025 Board Meeting as circulated.

2.b - Approval of the annual Executive Director, Treasurer reviews

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 Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

Mike thanked the board for their feedback, and mentioned that he and the team appreciate the collegiality of the board. He added that he would get back to the board in response to input from the board in their report.

3.a - Appointment of Rao Lakkakula as representative of Microsoft Corp.

Mike reminded the board that Stephen Walli had informed the Executive Director of his intention to resign from the Eclipse Foundation AISBL Board of Directors as a Director effective 17 December 2025.

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

WHEREAS, Stephen Walli has resigned as Director; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Rao Lakkakula is co-opted on behalf of Microsoft Corp 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. Rao Lakkakula is electing domicile at the registered office of the Association.

Paul White added that the note on electing domicile at the registered office of the association is new to our process, noting this was recommended by counsel. By doing so, it permits board members to list the corporate office as their address rather than listing their residential address for the purpose of the UBO registration. Paul noted counsel is recommending we use the corporate address for all board members beginning in April 2026 when the board is re-appointed at the AGA.

3.b - Approval of changes to the Internal Rules

Mike Milinkovich introduced a proposal to create the new office of Chief Marketing Officer. Mike reminded the Board they had similarly created the office of Chief Membership Officer in May 2022. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, as permitted in Article 22.2 and Article 34.1 of the Bylaws, the Board creates the office of Chief Marketing Officer; the Chief Marketing Officer shall be assigned the following specific duties and responsibilities:

- to execute documents on behalf of the Association relating to operational-level agreements such as 3rd party services agreements, employment agreements, etc.;
- to act as a second signatory for larger banking transactions requiring a second signature; and
- to carry out any additional duties assigned to him or her by the Executive Director in accordance with 36.3 of the Bylaws.

FURTHER RESOLVED, the Board approves the updated Internal Rules as presented.

3.c - Approval of update to the Bylaws that included the new date of the Internal Rules

Mike reminded the Board the Bylaws contain an explicit reference to the date when the Internal Rules were last updated. By modifying the Internal Rules, Mike explained the Bylaws need to be updated to reflect the new date. Mike explained the Bylaws allow for the Board to make such a change as no other changes were included to the Bylaws.

RESOLVED, the Board approves the updated Bylaws as presented.

3.d - Appointment of officers

Mike reminded the board that in accordance with the Bylaws, the Board is to appoint the officers of the Foundation on an annual basis, further the following resolution represents the changes as the updated Internal Rules.

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

RESOLVED, Mike Milinkovich is re-appointed as Executive Director of the Eclipse Foundation AISBL.

RESOLVED, Paul White is re-appointed as Treasurer of the Eclipse Foundation AISBL.

RESOLVED, Gaël Blondelle is appointed as Secretary of the Eclipse Foundation AISBL.

RESOLVED, Michael Plagge is appointed as Chief Membership Officer of the Eclipse Foundation AISBL.

RESOLVED, Thabang Mashologu is appointed as Chief Marketing Officer of the Eclipse Foundation AISBL.

3.e - Appointment of additional banking privileges for VP, Finance and Operations

Mike explained that since the inception of Eclipse Foundation AISBL, as a practical matter, the banking responsibilities have been with himself and Paul White. Mike explained that with Paul stepping away from full-time employment with the Foundation, it is necessary and appropriate to enable an additional member of our staff to have signing authority for our banking operations. Management is proposing that Jenn Martel assume this responsibility. Mike explained that Jenn has been managing the day-to-day financial operations for the foundation for more than 10 years and has worked closely with management and the board Finance Committee over that period. Mike further noted that as part of the re-organisation done this quarter, Jenn has been promoted to VP, Finance & Operations effective 1 December, and is now assuming responsibility for management of these business activities; she continues to report to Paul White.

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

RESOLVED, that the VP, Finance and Operations of the Eclipse Foundation AISBL is authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Eclipse Foundation AISBL against any of the Eclipse Foundation AISBL accounts.

3.f - 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, Laurent De Pauw and Karen Calvo Vleugels, attorneys-at-law, and to Sofía Ballesteros García, paralegal, all with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law or paralegal 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.

4. Approval of Functional Safety Process

Mike Milinkovich introduced a discussion of the foundation introducing a functional safety process. Mike reminded the board this topic has been discussed at multiple board meetings, and that two board working group calls had recently been held to review the final content and that no further changes emerged from those discussions.

It was noted that the date listed in the draft resolution should read “effective January 1 2026” instead of “effective January 1 2025”.

With John Ellis abstaining, and all other Board members present or validly represented at the meeting and, voting in favour, the Board passed the following resolution:

RESOLVED, that the Board approves the Eclipse Foundation Functional Safety Process 1.0 as presented, effective January 1 2026.

5. Approval of 2026 Budget

Paul White provided an overview of the 2026 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their 16 December 2025 meeting. He also reminded the Board that this budget will be periodically updated throughout the year.

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 2026 Annual Eclipse Group Budget as presented.

6. Discussion of 2026 Program Plan

Mike Milinkovich noted the Finance Committee had approved the 2026 Program Plan. Mike explained the Program Plan was essentially unchanged from the version presented to the Board on 20 October 2025, except for minor amendments for clarity or amendments due to budget constraints.

7. Discussion on June 2026 Board meeting date

Mike introduced a discussion regarding the June 2026 Board meeting dates. He reminded the board that the 2026 board meeting schedule had been approved at the 20 October meeting with 24-25 June 2026 being set as the June in-person meeting dates. Since then, the dates of the UN Open Source Week have been confirmed for 22-26 June 2026, to be held in New York City. To accommodate the board members planning on attending the event in NYC, Mike proposed to move the 1.5 day in-person board meeting to 17-18 June 2026, to be held in a Canadian city, Eastern timezone. After discussion, Mike stated that management will bring forward suggestions for meeting venues, and seek approval of the updated 2026 Board meeting schedule early in 2026.

AOB

Mike Milinkovich informed the board the Eclipse.org Foundation, Inc. wind-up has officially been completed. He particularly thanked Paul White and Jenn Martel for their work in this matter.

Mike Milinkovich reminded the board that Paul White was retiring from full time employment with the Foundation, and would instead work on a part-time basis through 2026 fulfilling his role as Treasurer. Both Mike and the board members thanked Paul for his years of service at the Association, and extended best wishes. Paul thanked Mike and the board and seconded Mike's comment to the board earlier at the meeting regarding the board's trust and collegiality.

There being no other business, the meeting was adjourned at 17:26 CET.

Action Items: n/a

* * * * *

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

/s/ Paul White
Secretary of Meeting