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

20 May 2026

A Meeting of the Board of Directors (the ***"Board"***) of Eclipse Foundation AISBL was held as a regular conference call scheduled to begin at 15h00 CEST.

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

Present	Director	Organisation
Y	Amanda Casari	Google
N	Antonio J. Jara	Elected Committer Representative
Y	Bryan Che	Huawei
Y	Chokri Mhraida	CEA List
Y	Ed Merks	Elected Committer Representative
Y	Emily Jiang	IBM
Y	Etienne Juliot	OBEO
N	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
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
N	Rao Lakkakula	Microsoft
Y	Robert Hilbrich	DLR
Y	Sebastian Schildt	Elected Contributing Representative
Y	Shelley Lambert	Elected Committer Representative
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, Secretary, Paul White, Treasurer, Thabang Mashologu, Chief Marketing Officer, Michael Plagge, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Florian Bankoley. Also present was Thomas Irawan, Board Alternate, Bosch.

John Ellis joined the meeting at 15:31.

AGENDA

The following agenda was proposed for the meeting, the materials for which were posted on the Association's Board portal.

1. **Welcome and Agenda**
   1.1. Roll Call and introductions
   1.2. Approval of Agenda
2. **General Business**
   2.1. Approval of the 20 April 2026 Board meeting full and abridged minutes
   2.2. Appointment of Osborne Clarke as Special Proxy
3. **For Approval**
   3.1. Approval of date and agenda for the Extraordinary General Assembly in July
   3.2. Approval of Annual Community Report
4. **For Information**
   4.1. Enabling EU-Led Working Groups
   - Updates to the Working Groups Process
5. **AoB**

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 15h03 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.

Mike Milinkovich welcomed Amanda Casari to the board. Following the roll call and introductions, Mike Milinkovich also thanked Etienne Juliot for his many years of service. Etienne had informed the board that the May meeting will be his last meeting.

1.1 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.

2.1 Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 20 April 2026 Board Meeting, attached as *Appendix 2.1*.

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 draft full and abridged minutes of the 20 April 2026 Board Meeting as circulated.

Mike noted that at the April board meeting, agenda item **2.4 - Resolution to co-opt a new board membe**r (Amanda Casari, Google LLC), it was missed to pass a resolution to appoint Osborne Clarke as a Special Proxy. Therefore, the following topic has been added:

2.2 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:

WHEREAS, the board approved at their April 20, 2025 meeting that Amanda Casari is co-opted on behalf of Google LLC as Strategic Member Director,

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.

3.1 Approval of date and agenda for the General Assembly in July

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

RESOLVED, the Board convenes an General Assembly (GA) meeting of Members of the Association to be held on Thursday, 16 July 2026 beginning at 16:00 CEST with the following preliminary agenda (subject to further modifications thereto that can be made in accordance with the Bylaws):

1. Executive Director's Welcome
2. Acknowledgement of auditor's report for the financial year ending on 31 December 2025 as submitted to the Board
3. Approval of waiver for the Board and auditor for financial year 2025
4. Approval of the revised 2026 budget as submitted by the Board
5. Approval of the Annual Community Report
6. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

RESOLVED FURTHER, the Board approves the General Assembly to be held at Regus, 8 Rue Rémusat 31000, Toulouse, 31000 and further approves the possibility for the Members and any other participants or guests to participate, and as far as the Voting Members are concerned to vote, remotely through the use of Zoom made available by the Association, the practicalities of which will be specified in the convening notice. The Secretary and/or the Executive Director composing the bureau of the general assembly meeting will, however, attend the meeting physically in Toulouse, France, to ensure a smooth organization and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with Article 20.4 of the bylaws of the Association, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, to approve, in accordance with Article 20.7 of the bylaws of the Association, the General Assembly is validly constituted to discuss and resolve when at least ten percent (10%) of the Voting Members are present, have voted electronically prior to the meeting, or are represented or participating remotely in the meeting. In the event that at the General Assembly of 16 July 2026 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened on 18 August 2026 at 16:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically prior to the meeting, or represented or participating remotely in the meeting.

3.2 Approval of Annual Community Report

Mike Milincovich introduced a discussion on the Annual Community Report, materials attached as *Appendix 3.2*. He pointed out that the materials as presented are the content and the team aims to have the web version live by the beginning of June.

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 content for the 2026 Annual Eclipse Foundation Community Report as presented.

4.1 Enabling EU-Led Working Groups

Gaël Blondelle introduced a discussion on enabling EU-led Working Groups. He reminded the board that this is in follow-up to the initial presentation at the April board meeting (4.1 - Update on Building Working Groups with governance by EU organisations)

The board had a lively discussion and provided extensive feedback on the topic and management will further review and respond/reconvene the discussion at the following meeting.

4.3 Eclipse Foundation Development Process Update

Mike introduced a discussion on EFDP updates, materials attached as *Appendix 4.2*. He reminded the board that this process is updated routinely. A resolution to approve the EFDP updates will be brought forward to the board at a future meeting.

5. AOB

Mike Milinkovich mentioned to the board that Stephen Walli plans on having the Report on Board WG on Committers experience at the project level ready for the June meeting.

The meeting was adjourned at 16:32 CEST.

Action Items: n/a

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 20 May 2026, is attested to and signed by me below.

/s/ Gaël Blondelle
Secretary of Meeting