

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

May 19, 2021

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 15:00 CET.

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

Present	Director	Organization
Y	Adam Gibson	Skymind
Y	Basem Vaseghi	Daimler TSS
Represented by Ed Merks	Bryan Che	Huawei
Y	Chris Aniszczuk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Kevin Sutter	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Represented by Ed Merks	Robert Hilbrich	DLR
Y	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL, and Jason Sho of Huawei and Tom Watson of IBM.

The following proxies were submitted to the Secretary by the following Board members:

1. Bryan Che assigned his proxy to Ed Merks.
2. Robert Hilbrich assigned his proxy to Ed Merks.

AGENDA

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Roll call and approval of agenda
2. General Business
 - a) Approval of Eclipse Foundation AISBL April 21, 2021 Board meeting minutes
3. Approval of date and agenda for General Assembly meeting
4. Approval of Internal Rules
5. Approval of advertising strategy
6. Discuss the sale of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL
7. Approval of Trademark Policy Revisions
8. Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members were 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 15:03 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 favor, 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 favor, the agenda was approved unanimously by

the Board.

2. Minutes

Mike Milinkovich introduced a discussion of the minutes of the April 21, 2021 Board Meeting, attached as Appendix 2. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft minutes of the April 21, 2021 Board Meeting as circulated.

3. Approval of date and agenda for General Assembly meeting

Mike Milinkovich introduced a proposal for the Board to establish the date, time, and agenda for the Annual General Assembly meeting. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board convenes an Annual Meeting of Members of the Association to be held on June 22, 2021 beginning at 15:00 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. Appointment of the directors of the Board
3. Approval of the 2020/2021 budget as submitted by the Board
4. Approval of the intra-group transfer of Eclipse.org Foundation, Inc's shares in Eclipse Foundation Europe GmbH to the Eclipse Foundation AISBL
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, 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 the electronic communication system 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 Annual Meeting will, however, attend the Annual Meeting physically at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada to ensure a smooth organization and running of the meeting as required by law.

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

4. Approval of the Internal Rules of the Association

Mike Milinkovich introduced a discussion of a proposed draft of the initial Internal Rules of the Foundation. Mike reminded the Board the Internal Rules are contemplated by the Bylaws, and form an integral part of the governance rules for the Association. Mike reminded the Board that approval of these Internal Rules requires a supermajority approval. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the Internal Rules as presented; and

RESOLVED FURTHER, the Board adapts Article 50.1, Paragraph 2 of the Bylaws to read as follows:

The most recent version of the Internal Rules dates from May 19, 2021.

RESOLVED FURTHER, the Board grants power to Ruth Wirtz and Laurent De Pauw, attorneys-at-law with the firm Osborne Clarke, to act on behalf of the Eclipse Foundation AISBL and to take such actions as necessary to enable the publication of an extract of the minutes from this meeting 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.

5. Approval of the Eclipse Foundation Advertising Strategy

Paul White introduced a discussion of the Association's current and proposed advertising strategy for accepting advertising on the Foundation's web properties, the related materials for which are attached as Appendix 5. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board adopts the proposed strategy for enabling advertising on eclipse.org properties as presented; and

RESOLVED FURTHER, that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with the implementation of the Advertising

Strategy presented, including without limitation hiring staff, making expenditures, and establishing new advertising guidelines related to advertising, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

6. Discuss the sale of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL

Mike Milinkovich introduced a discussion of the intention of transferring the ownership of Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. to the Association. Mike explained this has been contemplated since the beginning of the development of the International Strategy that led to the formation of the Association. Mike explained that the executive will return to the Board in June to seek approval to complete this sale.

7. Approval of Trademark Policy Revisions

Mike Milinkovich introduced a discussion of revisions to the Foundation's Trademark Usage Policy, the materials for which are attached as Appendix 7. Mike reminded the Board the revisions are in line with the other policies that have been updated to support the International Strategy and the creation of the Association. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Foundation Trademark Usage Policy as presented.

Adjournment

The meeting was then adjourned at 16:10.

Action Items:

Paul White agreed to distribute to the Board a list of the current Alternates to Board members.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on May 19, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting