

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(OCTOBER 21, 2024)

A Meeting of the Board of Directors (the **“Board”**) of Eclipse.org Foundation, Inc., a Delaware corporation (the **“Corporation”**), was held as a regularly scheduled meeting at Boiler House Meeting room - HALLE 45, Hauptstraße 17-19, 55120 Mainz, Germany.

Present at the meeting were the following Directors:

Present	Director	Organization
N	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Stephen Walli	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc. and Gesine Freund, Corporate Executive Assistant, Eclipse Foundation. Regrets were received from Ian Robinson.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Reminder of Eclipse Antitrust Compliance Policy*
 - Approval of July 17, 2024 Board meeting full and abridged minutes*
3. Approval of 2025 Board meeting schedule*/**
4. September 2024 Operations Update*
 - a. Approval of the October forecast as the 2024 revised budget for the Eclipse Group**
5. Review Management reports (*Topics and Issues Report*)*
6. Review of 2025 Program Plan*

Adjournment

Paul White reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

2. General Business

- a. Antitrust Policy

Mike Milinkovich reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix A*.

b. Minutes

Mike Milinkovich introduced a discussion of the minutes of the July 17, 2024 Board Meeting, attached as *Appendix B*. With all Board members present at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the minutes of the July 17, 2024 Board Meeting as circulated.

3. Approval of updated 2025 Board meeting schedule

Mike Milinkovich introduced a discussion regarding the updated 2025 Board meeting schedule, attached as *Appendix C*.

With all Board members present at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the schedule of meetings for 2025 as presented.

4. September 2024 Operations Update and Approval of the October forecast as the 2024 revised budget for the Eclipse Group

Paul White provided an update on the Eclipse Group 2024 forecast. Paul indicated that the Foundation is well positioned for continued growth in 2025 and beyond. He also reminded the board that revenue has doubled since the pivot to being an European organization in 2021.

Paul pointed out that Eclipse management has decided to switch to OKRs which will also change the process of planning work.

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

RESOLVED, the Board adopts the 2024 Eclipse Group budget forecast as presented as the revised 2024 budget for the Eclipse Group.

5. Review Management reports (Topics and Issues Report)

Paul White introduced a discussion of the EMO's management reports as presented in the recent Q3 Topics & Issues report distributed to the Board.

6. Review of 2025 Program Plan

Paul White introduced a discussion of the 2025 Program Plan.

There being no further questions, the meeting was adjourned.

Action Item: None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on October 21 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting