

ECLIPSE.ORG FOUNDATION, INC.

**MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS**

(APRIL 18, 2023)

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 the offices of Osborne Clarke, 6th floor - Bastion Tower, Place du Champ de Mars 5 1050 Ixelles (Brussels), Belgium.

Present at the meeting were the following Directors:

Present	Director	Organization
Yes	Ian Robinson	Eclipse Foundation AISBL Representative
Yes	Jim Wright	Eclipse Foundation AISBL Representative
No	Kenji Kazumura	Eclipse Foundation AISBL Representative
Yes	Matthias Sohn	Eclipse Foundation AISBL Representative
No	Stephen Walli	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Reminder of Eclipse Antitrust Compliance Policy
 - Approval of February 15, 2023 Board meeting full and abridged minutes
 - Approval of update to the 2023 Board meeting schedule
3. Update on the transfer of trademarks from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL
4. April 2023 Operations Update
 - Approval of the April forecast as the 2023 revised budget for the Eclipse Group
5. Review management reports
6. Present Employee survey results

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 full and abridged minutes of the 15 February 2023 Board Meeting, attached as *Appendix B*. With all Board members present at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the 15 February 2023 Board Meeting as circulated.

c. Updated 2023 Board meeting schedule

Mike Milinkovich introduced a revised 2023 Board meeting schedule, attached as *Appendix C*. Mike noted that the only change was to move the venue for the June meeting from Ottawa to Montreal, and that the meeting would be hosted at Microsoft's facilities in Montreal. Mike thanked Microsoft for the kind offer.

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 following schedule of meetings for 2023, and acknowledges these meetings will immediately follow the Board meetings of Eclipse Foundation AISBL.

3. Update on the transfer of trademarks from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

Mike Milinkovich reminded the Board of the discussion in February regarding the plan to transfer ownership of the trademarks owned by or licensed to Eclipse.org Foundation, Inc. to the Association. These include both the Eclipse and Eclipse Foundation trademarks as well as the many working group and project trademarks. Mike explained management continues to work with counsel on this topic, and that he expects to return to the Board with a proposed way forward sometime over the coming few months.

4. April 2023 Operations Update

Paul White presented the April 2023 Operations Update of the Eclipse Foundation. As part of the Operations Update, Paul presented management's financial updates in relation to the 2023 budget for the Eclipse Group.

Based on the April 2023 forecast, Paul proposed an updated budget for fiscal 2023 for the Eclipse Group. 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 April 2023 Eclipse Group forecast as presented as the revised 2023 budget for the Eclipse Group.

The meeting was adjourned at 12:00, and was reconvened following the Eclipse Foundation AISBL Board meeting at 16:40 CEST.

5. Review management reports

Mike Milinkovich introduced a discussion of the EMO's management reports. In particular, Mike reviewed the latest KPIs associated with the Foundation's membership.

6. Present Employee survey results

Mike Milinkovich presented the findings of the recent Eclipse Foundation employee survey. Mike reminded the Board management carried out a similar in depth survey with employees 12 months earlier. Mike explained that, similar to last year, the results of this year's survey once again were extremely positive, and that the outcomes exceeded management's expectations.

There being no further questions, the meeting was adjourned at 16:55 CEST

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 April 18, 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting