

Eclipse Foundation AISBL
International not-for-profit association
Rond-Point Robert Schuman 11, 1040 Brussels
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(the "Association")

MINUTES OF THE EXTRAORDINARY MEETING OF THE GENERAL ASSEMBLY OF 13 JANUARY 2021

The general assembly of the Association (the "**General Assembly**") held an extraordinary meeting at Eclipse Foundation offices at 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, and via Telephone Conference / Video Conference on 13 January 2021, which was opened at 17:00 CET by Mike Milinkovich, Executive Director. Paul White acted as secretary of the meeting.

ATTENDANCE

Voting Members present or validly represented:

Basem Vaseghi, Daimler TSS
Matthias Sohn, SAP
Pradeep Balachandran, IBM (via proxy)
Sayeed Choudhury, Johns Hopkins University
Steffen Ferber, Bosch

Non-members present or validly represented:

Mike Milinkovich, Executive Director, Eclipse Foundation AISBL
Paul White, Secretary/Treasurer, Eclipse Foundation AISBL

AGENDA

1. Verification of the regularity of the meeting - Waiver
2. Approval of the agenda
3. Approval of the amendment of the Eclipse Foundation Membership Agreement

Preliminary Statement

The Secretary established from the attendance list that the quorum of members were present or duly represented, so that the General Assembly could validly decide on all the items of the agenda, of which the members of the Association expressly and unanimously declared having been duly informed beforehand.

GENERAL BUSINESS

The meeting was called to order at 16:03 CET by Mike Milinkovich.

RESOLUTIONS

Executive Director's Welcome

ACKNOWLEDGED that Mike Milinkovich welcomed the Members. Mike informed the Members, and all agreed, that Zoom's voting mechanism would be used for voting purposes on the matters before the Assembly. For each vote, the Members would be given the option to: a) vote in favor, b) vote against, and c) to abstain.

After having discussed the items on the agenda as set out above, the General Assembly unanimously:

1. Verification of the regularity of the meeting - Waiver

RESOLVED, that each Member Representative, and hence the General Assembly unanimously waive (i) the convening formalities and notice periods provided for in the Bylaws in respect of this General Assembly meeting called to decide on the above mentioned agenda items falling within the powers of the General Assembly as well as (i) the right to claim the cancellation of the resolutions passed during this General Assembly meeting for an irregularity in form.

2. Approval of the agenda

RESOLVED to approve the agenda of the meeting as presented.

3. Approval of the amendment of the Eclipse Foundation Membership Agreement

The Membership Agreement has been modified to:

- a) Indicate that working group fees are to be treated as "other dues" as that term is defined in the Bylaws. The rationale for this is to more clearly indicate that working groups, and thus the fees associated with participation, are in support of the Purposes of the Foundation and the fees are to be treated as other membership dues related to annual membership fees.
- b) Align the Membership Agreement with the agreed-to plan of offering a 10% discount to all existing members of the Eclipse.org Foundation, Inc. of their membership fees for the period October 1, 2020 through September 30, 2021. The original text in the Membership Agreement had assumed Eclipse Foundation AISBL would be operating by October 1, 2020; due to delays, that assumption was invalidated.

RESOLVED, the General Assembly approves the amendment of the Eclipse Foundation Membership Agreement in the form as originally provided to the Member Representatives on January 5, 2021, and as presented.

There being no further items on the agenda, the meeting was closed at 17:15 CET.

Executed in one (1) original counterpart,

/s/ Paul White
Secretary of Meeting

Annex:
Updated Eclipse Foundation Membership Agreement