



Company Number: 7180318

LINARO LIMITED
(the "Company")

MINUTES OF A MEETING OF THE DIRECTORS OF THE COMPANY HELD
AT 90 HIGH HOLBORN LONDON WC1V 6XX
ON 29 SEPTEMBER 2010 AT 2.30 P.M.

PRESENT: **Tom Lantzsch** (Chairman of the Meeting)
 Mike Muller (ARM)
 Ari Rauch (TI)
 Mark Ireland (IBM – Club Director) (by audio conference)
 Ben Cade

IN ATTENDANCE: **Patricia Alsop**
 Dave Rusling) by
 Anmar Oueja) audio conference
 Rob Coombs)
 Stephen Doel)

OPEN SESSION

1. **NOTICE AND QUORUM**

The Chairman reported that notice of the meeting had been given to all of the directors of the Company and that the meeting was quorate.

2. **PURPOSE OF THE MEETING AND DOCUMENTS**

2.1 It was noted that the business of the meeting includes:

2.1.1 the appointment of Ari Rauch as Texas Instruments Incorporated Core Director representative.

2.1.2 the appointment of Mark Ireland of IBM incorporated as Club Director representative.

2.1.3 considering and, if thought fit, approving the potential situational conflicts of interest notified to the Company by its directors.

2.2 The following documents were produced to the meeting:

2.2.1 Conflicts questionnaire completed by Ari Rauch ("**AR Conflicts Questionnaire**");

2.2.2 Conflicts questionnaire completed by Tom Lantzsch ("**TL Conflicts Questionnaire**");

2.2.3 Conflicts questionnaire completed by Mike Muller ("**MM Conflicts Questionnaire**")

2.2.4 Conflicts questionnaire completed by Mark Ireland ("**MI Conflicts Questionnaire**").

3. **DIRECTORS' DUTIES AND DECLARATIONS OF INTEREST**

3.1 The directors were reminded that they needed to comply with their duties to the Company, including the duties set out in sections 171 to 177 Companies Act 2006. These included a duty to declare interests in proposed transactions and arrangements with the Company and a separate and independent statutory obligation to declare interests in existing transactions and arrangements with the Company.

3.2 Each director was reminded that he also needed to comply with his duty to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, unless authorised either by directors independent of the conflict, as permitted by the Companies Act 2006 and the Articles or in one of the other ways permitted by the legislation.

3.3 It was noted that consideration of potential conflicts of interest was on the agenda for the meeting and that the directors had each completed questionnaires setting out any potential conflicts.

4. **ADMISSION OF CORE MEMBER**

4.1 It was noted that the Upgrade Notice had been received by the Company from TI and it was confirmed that TI was entitled to upgrade from being a Club Member to being a Core Member subject to TI entering into a core subscription agreement.

4.2 Each director was reminded that in considering whether the Company should enter into the Core Subscription Agreement, he needed to comply with his general duties to the Company. These included a duty to act in the way he considered, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to:

4.2.1 the likely consequences of any decision in the long term;

4.2.2 the interests of the Company's employees (if any);

4.2.3 the need to foster the Company's business relationships with suppliers, customers and others;

4.2.4 the impact of the Company's operations on the community and the environment;

4.2.5 the desirability of the Company maintaining a reputation for high standards of business conduct; and

4.2.6 the need to act fairly as between the members of the Company.

4.3 After due and careful consideration of the Core Subscription Agreement, **IT WAS RESOLVED BY SUPERMAJORITY CORE DIRECTOR RESOLUTION** that:

4.3.1 the terms of the Core Subscription Agreement were fair and reasonable;

4.3.2 the entry by the Company into the Core Subscription Agreement, on its terms was most likely to promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to the factors set out in section 172 Companies Act 2006;

4.3.3 the Core Subscription Agreement be approved;

4.3.4 any two directors be authorised on behalf of the Company to sign the Core Subscription Agreement as a deed for the Company and any director be authorised on behalf of the Company to sign the Core Subscription Agreement as a deed for the Company in the presence of a witness who attests the signature;

in each case with such amendment as any director signing or executing the Core subscription Agreement may approve.

4.4 **IT WAS RESOLVED BY SUPERMAJORITY BOARD RESOLUTION** that TI be upgraded from being a Club Member to being a Core Member with effect from the date of the Core Subscription Agreement.

4.5 **IT WAS RESOLVED BY SUPERMAJORITY BOARD RESOLUTION** that TI be entered into the Company's register of Core Members.

5. **APPOINTMENT OF CORE DIRECTOR**

5.1 It was noted that the Company had received the Appointment Notice signed on behalf of TI.

5.2 It was further noted that pursuant to Article 21.4 of the Company's articles of association (the "**Articles**"), the appointment of Ari Rauch would be effective from 29 September 2010.

6. **APPOINTMENT OF CLUB DIRECTOR**

6.1 It was noted that, following an election process held in accordance with Article 21.9 of the Articles and Rule 7 of the Membership Rules of the Company (the "**Membership Rules**"), Mark Ireland had been nominated as the Club Director.

6.2 **IT WAS RESOLVED** that Mark Ireland be appointed as the Club Director in accordance with Rule 7.2.4 of the Membership Rules with effect from 29 September 2010 for a period of one calendar year.

6.3 It was noted that, in accordance with Rule 7.3 of the Membership Rules, unless reappointed, Mark Ireland would automatically cease to hold office after a period of 12 months from the date of his appointment.

7. **AUTHORISATION OF CONFLICTS**

7.1 The AR Conflicts Questionnaire, TL Conflicts Questionnaire, MM Conflicts Questionnaire and MI Conflicts Questionnaire (the "**Conflict Questionnaires**") were considered.

7.2 It was noted that, pursuant to Article 28 of the Company's articles of association, the directors had the authority to authorise conflicts of interest.

7.3 It was noted that the Conflicts Questionnaires contained disclosures for the board to consider and, if thought appropriate, authorise for the purposes of section 175 Companies Act 2006. The directors were reminded that in considering whether to authorise the relevant matters (and the terms on which any such authorisation should be given) they would need to comply with their general duties to the Company. These included a duty to act in the way each director considered, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the matters set out in 4.3 above:

7.4 The matters set out in each of the Conflicts Questionnaires were then considered with each matter being disclosed a "**Relevant Matter**".

7.5 It was noted that no conflicts were disclosed in the AR Conflicts Questionnaire,

7.6 It was noted that, under section 175 Companies Act 2006, any resolution to authorise Tom Lantzsch Relevant Matters would only be effective if the quorum requirement for the meeting was met without counting Tom Lantzsch (being the director in question) and any other interested directors. No directors apart from Tom Lantzsch were interested in Tom Lantzsch Relevant Matters and there were therefore sufficient directors eligible to count in the quorum to comply with the statutory requirements.

After careful consideration, **IT WAS RESOLVED** (without Tom Lantzsch voting on the resolutions) that:

7.6.1 notwithstanding the interests disclosed by Tom Lantzsch, his role as director of the Company was likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) Companies Act 2006; and

7.6.2 each of Tom Lantzsch Relevant Matters (and all actual and potential conflicts of interest which may reasonably be expected to arise out of such Relevant Matters) be authorised for the purposes of section 175 Companies Act 2006 and Article 28 of the Company's articles of association.

7.7 It was noted that, under section 175 Companies Act 2006, any resolution to authorise Mike Muller's Relevant Matters would only be effective if the quorum requirement for the meeting was met without counting Mike Muller (being the director in question) and any other interested directors. No directors apart from Mike Muller were interested in Mike Muller's Relevant Matters and there were therefore sufficient directors eligible to count in the quorum to comply with the statutory requirements.

After careful consideration, **IT WAS RESOLVED** (without Mike Muller voting on the resolutions) that:

7.7.1 notwithstanding the interests disclosed by Mike Muller, his role as director of the Company was likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) Companies Act 2006; and

7.7.2 each of Mike Muller's Relevant Matters (and all actual and potential conflicts of interest which may reasonably be expected to arise out of such Relevant Matters) be authorised for the purposes of section 175 Companies Act 2006 and Article 28 of the Company's articles of association.

7.8 It was noted that, under section 175 Companies Act 2006, any resolution to authorise Mark Ireland's Relevant Matters would only be effective if the quorum requirement for the meeting was met without counting Mark Ireland (being the director in question) and any other interested directors. No directors apart from Mark Ireland were interested in Mark Ireland's Relevant Matters and there were therefore sufficient directors eligible to count in the quorum to comply with the statutory requirements.

After careful consideration, **IT WAS RESOLVED** (without Mark Ireland voting on the resolutions) that:

7.8.1 notwithstanding the interests disclosed by Mark Ireland, his role as director of the Company was likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) Companies Act 2006; and

7.8.2 each of Mark Ireland's Relevant Matters (and all actual and potential conflicts of interest which may reasonably be expected to arise out of such Relevant Matters) be authorised for the purposes of section 175 Companies Act 2006 and Article 28 of the Company's articles of association.

8. **RETURNS**

IT WAS RESOLVED that any director or the Company secretary be authorised and instructed to complete and sign (or to arrange for the completion and signature of) all appropriate forms and other documents in respect of the matters referred to above and to arrange for delivery of such forms and documents to the Registrar of Companies and to such other persons as may be required.

9. **BUSINESS UPDATE**

9.1 **Openness of Information**

TL took the Board through the Board Mandate, Board Responsibilities and Board Meeting procedures. It was agreed that:

- There would be 3 levels of meeting notes – open, available to Core and Club members only, Board access only (subject to the right of the CEO to share meeting notes with the executive team, as he in his absolute discretion thinks fit).
- As much information as possible would fall into the open category and be posted on www.linaro.org. This will be the default modus-operandi.

- Information regarding potential membership would be restricted to the Board until membership is approved, unless otherwise agreed.

9.2 Club Director Role – Mark Ireland

MI explained the Club Director Role and responsibilities. He confirmed that, following his appointment, he had communicated with the Club members and would co-ordinate regular conference calls with them at appropriate times.

9.3 Organization, Operating Policies and Status – Stephen Doel

It was agreed that the target would be two face-to-face meetings per year with all members of Linaro, Core and Club, at the same time as Board meetings if possible.

Continued emphasis of ways to optimise Linaro's relevance and credibility to individual members is being aggressively pursued. Further evidence will be apparent during the next cycle and presented to the board.

The operation of the Technical Steering Council was explained and had involved successful participation to date for which TL thanked all members.

9.4 Development Cycle 11.05 – Dave Rusling

DR described the key features of the next cycle. It was confirmed that advanced tool developments supporting unreleased products, such as the Cortex-A15 will continue within the member (in this instance ARM) and will transition into Linaro at the appropriate time. There is early evidence of Linaro changing the work flows of the member organizations, which was one of its stated goals to improve efficiency and effectiveness. There is a strong focus on having contributions available from Linaro to the timely release of member product launches. The Linaro Developers Forum on 25 October will consolidate and approve the May 2011 (11.5) release.

9.5 Development Cycle 10.11 – Anmar Oueja

AO gave an update on the May-November 2010 cycle, including challenges and successes. All agreed it is important to ensure that members actively use open source tools via Linaro. TL explained the challenges of ramping the Landing Teams for Club Members in the 10.11 release. Benchmark information will be available at future meetings showing status vs. competitive architectures.

9.6 Organizational Ramp and Assignees – Stephen Doel

SD explained the expected increase in the number of engineers from 20 in June to 80 at the beginning of December. As at the end of September the headcount and assigned resources is 50.

9.7 Partner, Community and Marketing Status – Rob Coombs

RC explained the marketing plans for the next 2 years. It was agreed that it will be necessary to be even-handed as development boards become widely available. MI will explain the process to the Club members and that they will have the opportunity to propose use of their boards when

available. . The possible involvement of “Advisor” members in the TSC was explained and would be announced once there is critical mass.

10. **DATE OF FUTURE MEETINGS**

10 January 2011 – in San Diego with Club Members attending

BC would circulate proposed dates and locations for future meetings.

There being no further business, the meeting closed.

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Tom Lantzsch – Chairman