

Exhibit B

The Yocto Project Fund Charter

The Linux Foundation

1) Mission and Scope of the Yocto Project Fund.

- a) The primary mission of the Yocto Project Fund (the “Directed Fund”) is to raise, budget and spend funds in support of the Yocto Project a Series of LF Projects, LLC (the “Technical Project”), in accordance with the provisions of this Charter.
- b) The Directed Fund supports the Technical Project. The Directed Fund operates under the guidance of the Governing Board of the Directed Fund (the “Governing Board”) and The Linux Foundation (the “LF”) as may be consistent with The Linux Foundation’s tax- exempt status.
- c) The Governing Board manages the Directed Fund. The Directed Fund will also have an Advocacy Committee and other working groups, councils, committees and similar bodies (collectively, “Committees”) that may be established by the Governing Board. These committees report to the Governing Board.

2) Membership.

- a) The Directed Fund will be composed of Platinum, Gold, Silver and Associate Members (each, a “Member” and, collectively, the “Members”) in Good Standing. All Members must be current corporate members of the LF (at any level) to participate in the Directed Fund as a member. All participants in the Directed Fund, enjoy the privileges and undertake the obligations described in this Charter, as from time to time amended by the Governing Board with the approval of the LF. During the term of their membership, all members will comply with all such policies as the LF Board of Directors and/or the Directed Fund may adopt with notice to members.
- b) Platinum Members will be entitled, but not required, to appoint a representative to the Governing Board and any Committee (with respect to the Governing Board, each a “Platinum Representative”).
- c) Gold Members will be entitled to appoint a representative to the Governing Board (each a “Gold Representative”).
- d) Silver Members, acting as a class, will be entitled to annually elect one representative to the Governing Board (the “Silver Representative”). The Governing Board determines the election process.

- e) The Associate Member category of membership is limited to Associate Members of The Linux Foundation and acceptance as an Associate Member requires approval by the Governing Board, or, if the Governing Board sets additional criteria for joining the Directed Fund as an Associate Member, the meeting of such criteria. If an Associate Member is a membership organization, Associate Membership in the Directed Fund does not confer any benefits or rights to the members of the Associate Member.
- f) Members will be entitled to:
 - i) participate in Directed Fund general meetings, initiatives, events and any other activities; and
 - ii) identify themselves as members of the Yocto Project Fund supporting the Yocto Project community.

3) Governing Board

- a) The Governing Board voting members will consist of:
 - i) the Platinum Representatives;
 - ii) the Gold Representatives;
 - iii) the Silver Representative;
 - iv) the chair of the technical steering committee of the Technical Project (the “TSC”), or, in the absence of a chair and with the approval of the Governing Board, any active contributor to the Technical Project so designated by the TSC (such chair or designee the “TSC Representative”); and
 - v) the Technical Partner Representative (as defined below).
- b) The Technical Partner Representative will be an individual appointed to such position by the governing body of the Open Embedded Project. The Technical Partner Representative will have a single vote on any item to be voted upon by the Governing Board.
- c) Only one Member that is part of a group of Related Companies (as defined in Section 6) may appoint, or nominate for a membership class election, a representative on the Governing Board. No single Member, company or set of Related Companies will be entitled to: (i) appoint or nominate for Membership class election more than one representative for the Governing Board, or (ii) have more than two representatives on the Governing Board.
 - i) Please note that it will be acceptable for one Member to appoint or nominate a representative to the Governing Board and have another of its employees, or an employee of one of its direct or indirect subsidiaries, serve as the TSC Representative on the Governing Board.

d) Conduct of Meetings

- i) Governing Board meetings will be limited to the Governing Board representatives, the Advocacy Committee Chair, invited guests and LF staff.
- ii) Governing Board meetings follow the requirements for voting outlined in this Charter. Any Governing Board representative may name one alternate to attend in their place who will have full voting rights as the representative.
- iii) The Governing Board meetings will be private unless decided otherwise by the Governing Board. The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such guest may not participate in any vote on any matter before the Governing Board).

e) Officers

- i. The officers (“Officers”) of the Directed Fund as of the first meeting of the Governing Board will be a Chairperson (“Chair”) and a Treasurer. Additional Officer positions may be created by the Governing Board.
- ii. The Chair will be elected annually by the members of the Governing Board and will preside over meetings of the Governing Board, manage any day-to-day operational decisions, and will submit minutes for Governing Board approval. The Chair is not required to be a member of the Governing Board and will not have a vote on the Governing Board simply as a result of their position as Chair.
- iii. The Treasurer will assist in the preparation of budgets for Governing Board approval, monitor expenses against the budget and authorize expenditures approved in the budget.

f) The Governing Board will be responsible for overall management of the Directed Fund for the Yocto Project, including:

- i) approve a budget directing the use of funds raised by the Directed Fund from all sources of revenue;
- ii) nominate and elect Officers of the Directed Fund;
- iii) oversee all Directed Fund business and community outreach matters and work with the LF on any legal matters that arise;
- iv) adopt and maintain policies or rules and procedures for the Directed Fund (subject to LF approval);
- v) establish ad-hoc committees to resolve a particular matter or establish additional committees, in support of the mission of the Directed Fund;

- vi) establish an advisory committee made up of Governing Board representatives, individuals selected by the Governing Board as emeritus members and other individuals as may be decided by the Governing Board;
- vii) establish any conformance programs and solicit input (including testing tools) from the TSC for defining and administering any programs related to conformance with the Technical Project (a “Compliance Program”);
- viii) publish use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
- ix) approve procedures for the nomination and election of the Silver Representative and any Officer or other positions created by the Governing Board; and
- x) vote on all decisions or matters coming before the Governing Board.

4) Advocacy Committee

- a) Participation on the Advocacy Committee is open to all Members and members of the Project community. The Advocacy Committee is expected to operate by rough consensus, and if the committee is not able to reach rough consensus, the issue will be referred to the Governing Board for a decision.
- b) The Advocacy Committee will be responsible for the design, development and execution of community outreach efforts on behalf of the Governing Board. The Advocacy Committee is expected to coordinate closely with the Governing Board and technical communities to maximize the outreach and visibility of the Technical Project throughout the industry.
- c) The Governing Board may appoint a Chair of the Advocacy Committee or delegate responsibility for selecting a Chair to the Advocacy Committee. The Advocacy Committee Chair will be responsible for reporting progress back to the Governing Board. The Advocacy Committee Chair may attend meetings of the Governing Board, but will not attend as a voting member of the Governing Board.

5) Voting

- a) All voting will be done electronically, whether by email, online voting system or other electronic means. Platinum Representatives have two votes each while other members of the Governing Board have one vote each. Appointees to any Committee by Platinum Members have two votes each while any other voting members of a Committee have one vote each. Votes will be held open for two weeks, and require the affirmative vote of 51% of participating votes. For the avoidance of doubt, any voting member of the Governing Board or any Committee who fails to vote during the two-week voting period will be deemed to be not participating for purposes of that vote.
- b) In the event of a tied vote with respect to an action that cannot be resolved by the Governing Board, the Chair may refer the matter to the LF for assistance in reaching a

decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Governing Board.

6) Subsidiaries and Related Companies

a) Definitions:

- i) “Subsidiaries” means any entity in which a Member owns, directly or indirectly, more than fifty percent of the voting securities or membership interests of the entity in question;
- ii) “Related Company” means any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question; and
- iii) “Related Companies” are entities that are each a Related Company of a Member.

- b) Only the legal entity which has executed a Participation Agreement and its Subsidiaries will be entitled to enjoy the rights and privileges of such Membership; provided, however, that such Member and its Subsidiaries will be treated together as a single Member.
- c) If a Member is itself a foundation, association, consortium, open source project, membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member will extend only to the employee-representatives of such Member, and not to its members or sponsors, unless otherwise approved by the Governing Board in a specific case.
- d) Directed Fund Membership is non-transferable, non-salable and non-assignable, except a Member may transfer its current Membership benefits and obligations to a successor of substantially all of its business or assets, whether by merger, sale or otherwise that is, or upon such transfer becomes, a member of The Linux Foundation.

7) Good Standing

- a) The Linux Foundation’s Good Standing Policy is available at <https://www.linuxfoundation.org/good-standing-policy> and will apply to Members of this Directed Fund.

8) Trademarks

- a) Any trademarks relating to the Directed Fund or Technical Project, including without limitation any mark relating to any Conformance Program, not otherwise held by The Linux Foundation, must be transferred to and held by LF Projects, LLC and available for use pursuant to LF Projects, LLC’s trademark usage policy, available at www.lfprojects.org/trademarks/.

9) Antitrust Guidelines

- a) All Members must abide by The Linux Foundation's Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>.
- b) All Members must encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests. Put another way, the Governing Board will not seek to exclude any member based on any criteria, requirements or reasons other than those that are reasonable and applied on a non-discriminatory basis to all members.

10) Budget

- a) The Governing Board will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with both (a) the non-profit and tax-exempt mission of The Linux Foundation and (b) the goals of Technical Project.
- b) The Linux Foundation will provide the Governing Board with regular reports of spend levels against the budget. Under no circumstances will The Linux Foundation have any expectation or obligation to undertake an action on behalf of the Directed Fund or otherwise related to the Directed Fund that is not covered in full by funds raised by the Directed Fund.
- c) In the event an unbudgeted or otherwise unfunded obligation arises related to the Directed Fund, The Linux Foundation will coordinate with the Governing Board to address gap funding requirements.

11) General & Administrative Expenses

- a) The Linux Foundation will have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by the Linux Foundation to funds raised to cover Finance, Accounting, and operations. The G&A fee will be 9% of the Directed Fund's first \$1,000,000 of gross receipts each year and 6% of the Directed Fund's gross receipts each year over \$1,000,000.

12) General Rules and Operations. The Directed Fund activities must:

- a) engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source community;
- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with The Linux Foundation on all outreach, website and marketing activities regarding the Directed Fund or on behalf of the Technical Project that invoke or

associate the name of the Technical Project or The Linux Foundation; and

- d) operate under such rules and procedures as (i) the Linux Foundation may from time to time adopt or (ii) may be approved by the Governing Board and confirmed by The Linux Foundation.

13) Amendments

- a) This Charter may be amended by a two-thirds vote of the entire Governing Board (for the avoidance of doubt, with Platinum Representatives having two votes each), subject to approval by The Linux Foundation.

Exhibit C

Membership Levels

The membership levels and associated fees are listed below.

Membership Class	Annual Membership Fees
Platinum Member	\$100,000
Gold Member	\$45,000
Silver Member	(See sliding scale)
Associate Member (pre-approved non-profits, open source projects, and government entities)	\$0

The annual fee for Silver membership is determined according to the following table, based on your current consolidated employee headcount:

Consolidated Employees	Annual General Membership Fees
5,000 and above	\$20,000
100 to 4,999	\$10,000
1 to 99	\$5,000

Linux Foundation (LF) Membership Information. Your organization will need to be a current member of the LF. If your organization is already a member of the LF, there is no need to do anything. If you are not a member of the LF, there are three tiers of LF membership available. The fees associated with each level of LF membership are included below for non-members to easily reference. Please visit the Corporate Membership page at the LF web site for full details:

- LF Platinum: \$500,000
- LF Gold: \$100,000
- LF Silver: Under 100 employees: \$5,000; 100-499 employees: \$10,000; 500-4,999 employees: \$15,000; 5,000 or more employees: \$20,000.
- LF Associate membership is available for non-profit, open source, and government entities at no cost.