

**Company Number: 7180318**

**LINARO LIMITED  
(the "Company")  
MINUTES OF A MEETING OF THE  
DIRECTORS OF THE COMPANY  
BY TELECONFERENCE ON 5<sup>th</sup> FEBRUARY 2013**

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**PRESENT:** George Grey (Chairman)  
Ian Drew (ARM)  
Eric Thomas (TI)  
Björn Ekelund (ST-E – Club Director)  
Peixin Hou (HiSilicon)

**IN ATTENDANCE:** Robert Booth

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**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 purpose of the meeting was to:

- 2.1.1 appoint Dr Peixin Hou as the Core Director for HiSilicon/Huawei with immediate effect;
- 2.1.2 appoint Eric Thomas as the Core Director for TI with immediate effect;
- 2.1.3 approve the appointment of Kevin Hilman as Senior Kernel Maintainer.
- 2.1.4 review the current business status of Linaro;
- 2.1.5 review the Company's financial forecast, for the period ending 31<sup>st</sup> May 2013, against its budget and also review the extended forecast for the 2013/2014 financial year;
- 2.1.6 review progress in the recruitment of a VP of Engineering

2.2 The following documents were produced to the meeting:

2.2.1 Minutes of the Company from the previous Board meeting held on 5<sup>th</sup> December 2012;

2.2.2 a presentation on, amongst other things, current Member status, progress on the recruitment of new Members and the Company's latest financial forecasts (the "**Presentation**").

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

3.1 The directors were reminded of their need 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.

### **4. APPROVAL OF PREVIOUS BOARD MINUTES**

Board minutes from the previous board meeting held on 5<sup>th</sup> December 2012 were produced to the meeting and approved.

### **5. APPOINTMENT OF DR PEIXIN HOU AS CORE DIRECTOR FOR HISILICON/HUAWEI**

**IT WAS NOTED** that HiSilicon Technologies Co. Ltd ("HiSilicon"), being a Core Member of the Company, had delivered to the Company a notice pursuant to Article 21.4 of the Company's Articles of Association appointing Dr. Peixin Houin as their Core Director. **IT WAS NOTED** that this appointment had become effective on 5 February 2013 (being a date upon which HiSilicon had notified the Company that the appointment was to have effect). **IT WAS RESOLVED** that this appointment be confirmed and that the Secretary be instructed to file the appropriate documents with respect to the appointment at Companies House.

## 6. APPOINTMENT OF ERIC THOMAS AS CORE DIRECTOR TI

**IT WAS NOTED** that Texas Instruments ("TI"), being a Core Member of the Company, had delivered to the Company a notice pursuant to Article 21.4 of the Company's Articles of Association removing Matt Locke as the Core Director appointed by it and appointing Eric Thomas in his place as a Core Director. **IT WAS NOTED** that this removal and appointment had become effective on 5 February 2013 (being the date upon which TI had notified the Company that the appointment was to have effect). **IT WAS RESOLVED** that this appointment be confirmed and that the Secretary be instructed to file the appropriate documents with respect to such removal and appointment at Companies House.

## 7. APPOINTMENT OF KEVIN HILMAN AS SENIOR KERNEL MAINTAINER

7.1 It was noted that, pursuant to Article 24.2.4.5 of the Articles, Board approval was required for the hiring of employees earning an annual salary of in excess of one hundred thousand pounds (£100,000).

7.2 George Grey briefed the meeting on the role and hiring of Kevin Hilman as Senior Kernel Maintainer. **IT WAS RESOLVED** that the appointment of Kevin Hilman be approved upon the terms outlined by Mr. Grey.

## 8. BUSINESS UPDATE

George Grey made the Presentation to the meeting. The Board reviewed, inter alia, the status of discussions with prospective new Members and the formation of the Linaro Networking Group.

## 9. FINANCIAL UPDATE

Rob Booth presented the financial report. The Board noted the continued improvement, as compared to Budget for the full 12-month period to 31<sup>st</sup> May 2013, but also noted that the timing of new Members joining Linaro and the successful launch of the Linaro Networking Group continued to be key elements in the forecast.

## 10. VP of ENGINEERING

George Grey presented a status report on the recruitment of the VP of Engineering, which included a short list of candidates.

## 11. DATE OF NEXT MEETING

The next meeting of the Board was confirmed to be 9.00am to 12.00pm, 9<sup>th</sup> April, in person in Cambridge, UK.

**11. CLOSE OF MEETING**

There being no further business, the Chairman declared the meeting closed.

  
..... Chairman