

**CAYMAN ISLANDS MARKETING PROFESSIONALS ASSOCIATION LTD.**  
(company number 272846)  
(the "Company")

---

**Written Resolutions of the Directors of the Company dated 22 Jan 2026  
in Accordance with the Articles of Association of the Company**

---

The undersigned being all of the Directors of the Company for the time being, hereby take the following actions and adopt the following resolutions.

**DIRECTORS' INTERESTS**

**IT IS RESOLVED THAT** in accordance with the memorandum and articles of association of the Company currently in force (the "Articles") and the provisions of the Companies Act (as amended) of the Cayman Islands, the directors of the Company have disclosed their interests, if any, in the matters outlined below, and such disclosures shall be treated as general notice of such interests.

**IT IS NOTED THAT** in accordance with the Articles, the Directors are, notwithstanding their interests as declared, entitled to form part of the quorum of and vote at a meeting insofar as the matters mentioned below are concerned.

**ANNUAL GENERAL MEETING**

**IT IS NOTED THAT** the Company proposes to convene a shareholder's annual general meeting to discuss and consider:

- (1) updates on the 2025 activities of the Company;
- (2) results of the financial audit of the Company and the current financial position of the Company;
- (3) transition of management of 'non-profit registration' and registered office services,
- (4) thanking partners of the Company and reintroducing the 'CIMPA Scholarship';
- (5) if thought fit, passing an ordinary resolution of the shareholders' to appoint, retire and/or replace certain board members of the Company pursuant to Article 24 of the Articles;
- (6) if thought fit, passing a special resolution of the shareholders' to amend and restate the Articles in their entirety, pursuant to Article 94 of the Articles and replace the Memorandum of Association and Articles with the amended and restated memorandum and articles of association in the form circulated to the directors (the "Amended and Restated Articles"); and
- (7) review and reveal of the new Company branding.

**IT IS NOTED THAT** the Directors of the Company had received drafts of the following documents (the "Meeting Documents"):

1. notice of annual general meeting of shareholders;
2. form of proxy,
- 3 nomination form for board positions; and
4. the Amended and Restated Articles

**IT IS RESOLVED THAT** that the replacement of the existing Memorandum and Articles of Association of the Company with the Amended and Restated Articles are in the best interests of the Company and that the changes be put to the shareholders of the Company for their consideration and approval ("Shareholder Approval").

**IT IS RESOLVED THAT** the Meeting Documents be and are hereby approved and that the meetings be convened and held at the offices of the Company's Cayman Islands counsel, being the Lloyd Meeting Room, Cricket Square, 171 Elgin Avenue, PO Box 2581, KY1-1103, Grand Cayman, Cayman Islands that Ben Leftwich or, whom failing him, Kathy Miller acts as Chairman of the meeting and that any director is authorised to send out the Meeting Documents to all of the shareholders in order to convene the shareholders' meeting.

**IT IS RESOLVED THAT** subject to Shareholder Approval, the Company Secretary or other registered office provider be and is hereby instructed to make all necessary filings with the Registrar of Companies in relation to the replacement of the existing Amended and Restated Memorandum and Articles of Association with the Amended and Restated Articles.

#### **OMNIBUS RESOLUTION**

**IT IS RESOLVED THAT** each of the directors and officers of the Company is hereby authorized individually (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses, and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer, in his or her discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, and the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto

**IT IS RESOLVED THAT** all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

IT IS RESOLVED THAT any Director or Officer of the Company be and hereby is authorised to take such further actions as he may consider necessary or convenient to effect the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed these resolutions in writing as of the date indicated hereof.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed these resolutions in writing as of the date indicated hereof.



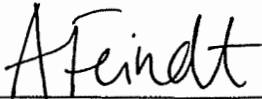
BEN LEFTWICH



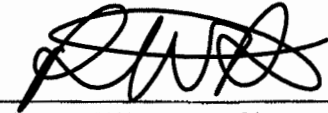
KATHY MILLER



JACI PATRICK



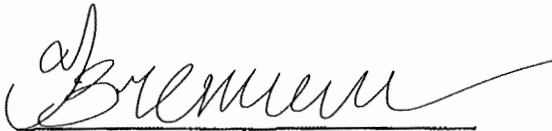
AMY FEINDT



REBECCA WALCOTT-ROMANY



ERIN BODDEN




TOBI BRENNAN

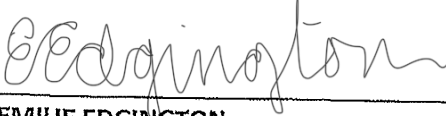


MEEGAN EBANKS



BRITA GILL

  
FELICIA WIGHT

  
EMILIE EDGINGTON