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Bylaws

The internal governance rules of Prism Bank Inc. — adopted by the Board under the Certificate of Incorporation and the laws of Redmont.

EFFECTIVE DATE 15 July 2026	ADOPTED BY Board of Directors — DonTrillions
GOVERNING INSTRUMENT Certificate of Incorporation	JURISDICTION Redmont · DemocracyCraft

These Bylaws are adopted for Prism Bank Inc. (“the Corporation” or “Prism Bank”) and set out the rules governing its shareholders, Board of Directors, officers, and shares. They take effect on the effective date stated above and remain in force until amended or repealed in accordance with their terms and the Certificate of Incorporation.

1 Authority

1.1 These Bylaws are enacted by the Board of Directors under the authority delegated by Section 5 of the Certificate of Incorporation.

1.2 These Bylaws are subject to the Certificate of Incorporation and the laws of Redmont. Where any provision of these Bylaws conflicts with the Certificate or those laws, the Certificate and those laws prevail.

2 Shareholders

2.1 Only holders of Class A shares are entitled to vote, each Class A share carrying one (1) vote.

2.2 Except where the Certificate or the laws of Redmont require otherwise, every shareholders' resolution requires only majority approval of the votes cast by Class A shares.

2.3 Shareholders may act by written resolution signed by the holders of the required majority of voting shares, without the need for a meeting.

2.4 The Board may convene a meeting of shareholders at any time. Holders of a combined 20% of the voting power may require the Board to convene such a meeting, or may call an election of Directors under Section 4 of the Certificate.

2.5 The presence, in person or by proxy or written consent, of holders of a majority of the voting shares constitutes a quorum for shareholder action.

2.6 Information provided to shareholders is confidential unless the Board waives confidentiality.

3 Board of Directors

3.1 The Board of Directors holds and may exercise all powers of management of the Corporation, except those reserved to the shareholders by the Certificate or the laws of Redmont.

3.2 The Board consists of one or more Directors as fixed under Section 4 of the Certificate, appointed and removed by the holders of voting shares.

3.3 While the Board consists of a single Director, that Director may exercise all powers of the Board and take any action the Board may take, acting alone and without a meeting.

3.4 Where the Board consists of more than one Director, a majority of the Directors then in office constitutes a quorum, and the act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

3.5 The Board may act without a meeting by written resolution signed by all Directors then in office.

3.6 The Board may designate one of its members as Chairman of the Board to preside over its meetings and to represent the Corporation at the highest level.

3.7 Vacancies on the Board may be filled by the holders of voting shares or, pending such appointment, by the remaining Directors.

3.8 The compensation of Directors is set by the shareholders. A Director who sets their own compensation may do so only with the approval of a majority of the Class A shareholders.

4 Officers

4.1 The Board shall appoint officers to manage the day-to-day operations of the Corporation. Officers serve at the pleasure of the Board.

4.2 The Board shall appoint an individual to the office of:

(a) Chief Executive Officer — the top executive of the Corporation, with authority to make operational decisions, direct financial resources, and appoint or terminate employees, and with power to delegate this authority to other officers or employees.

4.3 The Board may appoint individuals to the following offices:

(a) Chief Operations Officer — the second-highest executive of the Corporation, automatically instated as Acting Chief Executive Officer if that office becomes vacant;

(b) Chief Financial Officer — the chief accountant of the Corporation, responsible for preparing financial statements and representing the Corporation in matters of compliance, in coordination with the Chief Executive Officer;

(c) Secretary — responsible for maintaining the minutes, resolutions, and share register of the Corporation.

4.4 The Board may appoint officers not listed in sections 4.2 or 4.3 and define their responsibilities. Such officers also serve at the pleasure of the Board.

4.5 One person may hold more than one office at the same time.

4.6 The initial officer of the Corporation is DonTrillions, who shall serve as Chairman & Chief Executive Officer.

5 Compensation

5.1 The compensation of officers is set by the Board.

5.2 The compensation of Directors is set as provided in section 3.8.

6 Shares and transfers

6.1 The Corporation's share classes, voting rights, and par values are set out in Section 6 of the Certificate of Incorporation.

6.2 Subject to the Certificate, the Board may issue authorized but unissued shares for such consideration and on such terms as the Board determines.

6.3 Class C shares are reserved for employees and are issued at one-fifth of the value of a Class A share. The Board may attach vesting, forfeiture, or buy-back conditions to Class C shares at the time of issuance.

6.4 The Corporation shall maintain a register of shareholders recording the class and number of shares held by each shareholder.

6.5 Shares are transferable only in accordance with the right of first refusal and valuation procedure in Section 7 of the Certificate of Incorporation, and subject to any further restrictions imposed by the Board or the laws of Redmont. The Board may decline to register a transfer that does not comply with such restrictions.

6.6 Shares are subject to the exit-event provisions — death or incapacity buy-backs, drag-along, and tag-along rights — set out in Section 8 of the Certificate of Incorporation, and to forfeiture for shareholder inactivity as set out in Section 9 of the Certificate.

7 Signature powers

7.1 The following individuals are authorised to sign documents on the Corporation's behalf:

(a) all officers of the Corporation;

(b) any Director of the Corporation.

7.2 The Board may authorise other individuals to sign specified documents on the Corporation's behalf.

8 Indemnification

8.1 To the fullest extent permitted by the laws of Redmont, the Corporation shall indemnify each Director and officer against liabilities and reasonable expenses incurred in connection with any claim arising from their service to the Corporation, provided the individual acted in good faith and in the reasonable belief that their conduct was in the best interests of the Corporation.

8.2 The Corporation may advance reasonable expenses to a Director or officer in defending such a claim, subject to any undertaking to repay that the Board may require.

8.3 The indemnification provided by this Section is not exclusive of any other rights to which a person may be entitled.

9 General provisions

9.1 The fiscal year of the Corporation is determined by the Board.

9.2 Financing arrangements are left to the discretion of the Board, as provided in the Certificate.

9.3 Corporate information is confidential unless the Board waives confidentiality.

9.4 Disputes arising between members of the Corporation shall be resolved in the courts of Redmont.

10 Amendments

10.1 These Bylaws may be adopted, amended, or repealed by the Board of Directors, subject to the Certificate of Incorporation and the laws of Redmont.

10.2 The shareholders may also amend or repeal these Bylaws by a resolution passed by a majority of the Class A shares.

Execution

Adopted by the Board of Directors as of the effective date.



DonTrillions
Chairman & Chief Executive Officer, Director

Date 15 July 2026

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