

THIRD AMENDED AND RESTATED BYLAWS OF PANORAMA GLOBAL

ARTICLE I: OFFICE

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II: BOARD OF DIRECTORS

2.1 Number and Powers. The management of all the affairs, property and interests of the corporation shall be vested in a Board of Directors consisting of not more than eleven (11) persons but not fewer than three (3) persons, with the exact number of directors to be established by resolution of the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things. The initial directors named in the corporation's Articles of Incorporation shall serve until the first annual meeting of the directors following the adoption of these Bylaws.

Each year, successor directors shall be elected at the annual meeting of the Board of Directors and shall begin their terms on the day following such meeting date. Directors shall be elected for a full term of two (2) years to succeed the directors whose terms expire at such annual meeting. Each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal.

2.2 Change of Number. The number of directors may at any time be increased or decreased by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

2.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Board of Directors, even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

2.4 Annual Meeting. The annual meeting of the Board of Directors of the corporation, for the purposes of electing directors and appointing officers and for the transaction of such other business as may properly come before the meeting, shall be held each year at a place, day, and time to be set by the Board of Directors.

2.5 Regular Meetings. Regular meetings of the Board of Directors or of any committee designated by the Board of Directors may be held at such place or places, either within or without the state of Washington, as the Board of Directors may from time to time

designate by resolution of the Board of Directors, without notice other than the delivery of a copy of such resolution to each director prior to the first regular meeting held pursuant to such resolution.

2.6 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called at any time by the President, Secretary, CEO, upon written request by any two directors or, in the case of a committee meeting, by the chairman of the committee. Such meetings shall be held at the registered office of the corporation or at such other place or places as the person or persons authorized to call the meeting may from time to time designate.

2.7 Notice. Notice of special meetings of the Board of Directors or of any committee designated by the Board of Directors shall be given to each director at least three (3) days' prior to the meeting either orally or in the form of a record. Oral notice may be communicated in person, by telephone, or remote communication equipment which does not transmit a facsimile of the notice and is effective when communicated in a comprehensible manner. Notice in the form of a record shall be provided in accordance with Article VI below. The notice need not specify the business to be transacted at, nor the purpose of, the meeting.

2.8 Quorum. A majority of the whole Board of Directors or a majority of members on any committee designated by the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

2.9 Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice executed by the director or directors, whether before or after the time stated for the meeting in the form of a record, shall be equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice of such meeting.

2.10 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the directors dissent or abstention is entered in the minutes of the meeting or unless the director shall deliver a dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.\

2.11 Board and Advisory Committees

2.11.2 Board Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint 1 or more standing or temporary committees, each of which shall consist of 2 or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board;

except that no committee shall have the authority to: (a) authorize distributions; (b) adopt, amend, alter, or repeal these Bylaws; (c) elect, appoint, or remove any member of any other committee or any Director or officer of the Corporation; (d) amend the Articles of Incorporation; (e) adopt a plan of merger or consolidation with another Corporation; (f) adopt a plan of domestication, for-profit conversion, or entity conversion; (g) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (h) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (i) adopt a plan for the distribution of the assets of the Corporation; or (j) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or any individual Director by law.

2.11.1 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chairperson and members.

2.12 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

2.13 Loans. No loans shall be made by the corporation to any director, nor shall any director make any loans to the corporation.

2.14 Resignation. A director may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if time is not specified, upon delivery thereof.

2.15 Removal. Any director may be removed from the Board of Directors or from any committee at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office.

2.16 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in the form of a record setting forth the action so to be taken, is executed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken by each Director entitled to vote with respect to the subject matter thereof, as defined below. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous consent in the form of a record. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity. For purposes of this Section only, “each Director entitled to vote” does not include an “interested Director” who abstains in writing from providing consent, where (a) the Board has determined that (i) the Corporation is entering into the transaction for its own benefit; and (ii) the transaction is fair and reasonable to the Corporation when it enters into the transaction or the non-interested Directors determine in good faith after reasonable investigation that the Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and (b) such determination is included in the written consent or in other records of the Corporation.

2.17 Attendance by Communications Equipment. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or a committee by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A director or committee member who participates in a meeting by such means is deemed to be present at the meeting.

ARTICLE III: OFFICERS

3.1 Designations. The officers of the corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one year by the Board of Directors by the affirmative vote of a majority of directors then in office. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2 The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. The President may sign deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution thereof has been expressly delegated by the Board or these Bylaws to some other officer or in some other manner.

3.3 Vice Presidents. During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

3.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

3.5 The Treasurer. The Treasurer shall (a) have charge and custody of all moneys

and securities of the corporation, (b) keep regular books of account, (c) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws, (d) shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation, and (e) shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

3.6 CEO. The Board may select a CEO who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. If appointed, the CEO shall have full authority for direction of the employees of the corporation. The CEO may sign deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution thereof has been expressly delegated by the Board or these Bylaws to some other officer or in some other manner. The CEO, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

3.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

3.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

3.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3.10 Loans. No loans shall be made by the corporation to any officer, nor shall any officer make any loans to the corporation.

3.11 Term; Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.12 Resignation. An officer may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of the corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof.

3.13 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board,

conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IV: ADVISORY BOARD

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules that shall govern the Advisory Board. The Board may remove Advisory Board members at any time, with or without cause.

ARTICLE V: DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VI: NOTICES

Except as may otherwise be required by law, any notice to any director may be provided in the form of a record, either in a tangible medium or by electronic transmission.

Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt.

Notice by electronic transmission is received when it enters an electronic system that the recipient has designated or currently uses for the purpose of receiving electronic transmissions of the type sent and is in a form capable of being processed by that system. An electronic transmission sent in this manner is received even if no individual is aware of its receipt.

ARTICLE VII: SEAL

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The

corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX: BOOKS AND RECORDS

The corporation shall keep at its registered office, its principal office if in Washington, or at its Secretary's office if in Washington, the following documents in the form of a record: (1) current articles and bylaws; (2) correct and adequate statements of account and finances; (3) list of officers' and directors' names and addresses; and (4) minutes of the proceedings of the members, if any, the board, and any minutes maintained by committees of the board.

ARTICLE X: ACCOUNTING YEAR

The accounting year of the corporation shall be the twelve months ending December 31.

ARTICLE XI: AMENDMENTS

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation.

The foregoing Amended Bylaws were adopted by a majority of the Directors in office at a meeting of the Board held on May 29, 2025, at which a quorum was present.

DocuSigned by:
Linley Kirkwood
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Secretary

ADDENDUM A

Board Appointment Process and Committee Overview

Board Member Election and Appointment Process

The Board of Directors of Panorama Global follows a structured process for identifying, cultivating, and appointing new members. This process is informed by an annual Board self-assessment to identify priority skills, expertise, and perspectives needed for effective governance.

The Governance Committee, in collaboration with the CEO and Executive Team, oversees outreach to potential candidates and facilitates engagement and interviews with key organizational leaders. Final candidates are presented to the full Board for approval, typically during the October meeting. Upon a majority vote, nominees are formally elected, and they receive an official invitation to join the Board.

Board Committees

The Board maintains standing committees to support oversight and governance responsibilities. Each committee operates under a charter approved by the Board and reports regularly on its activities.

- **Governance Committee:** This committee supports Board development and governance best practices. Key responsibilities include overseeing the Board nomination and evaluation processes, maintaining governance policies, reviewing the bylaws, planning for Board leadership succession, and leading the annual CEO evaluation.
- **Audit & Finance Committee:** This committee oversees the organization's independent audit process, financial practices, and risk management. Responsibilities include reviewing the annual budget, monitoring cash flow and reserves, approving loans or lines of credit, and presenting audit results and Form 990 for Board approval.

Committee membership is appointed by a majority vote of the Board and consists of independent Directors. Committee charters are reviewed periodically and may be amended by the Board.

The Board may establish additional standing or temporary committees as needed. Committees may be delegated certain responsibilities but operate under the authority of the Board and remain subject to the limitations established in the Bylaws and applicable law.