

3 July 2025

**Publication of Scheme Circular**  
**Update on Wise's proposed new US primary listing and UK secondary listing**

On 5 June 2025, Wise plc ("Wise") announced that the Board had concluded its review of our listing arrangements and, having assessed in detail the optimal structure to advance our mission and deliver value for our stakeholders, we proposed to transfer our primary listing from the equity shares (transition) category on the London Stock Exchange ("LSE") to a US stock exchange and maintain a secondary listing on the LSE. This would allow Wise's shares to trade on both a US stock exchange and the LSE.

**Publication of the Scheme Circular**

Wise announces the publication of our circular today (the "Scheme Circular"). The Scheme Circular details the proposal (the "Proposal") for a reorganisation which would result in Wise Group plc, a new Jersey incorporated and solely UK tax resident company, becoming the ultimate parent company of Wise and its subsidiaries, the corporate structure that would apply to Wise Group plc and the primary listing of Wise Group plc on a US stock exchange and secondary listing on the LSE.

The Proposal is intended to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme"). The Scheme is a formal procedure which is commonly used for corporate reorganisations, including the insertion of a new ultimate parent company such as Wise Group plc.

The Scheme Circular also contains the formal notices with details of the shareholder meetings to be held on 28 July 2025 to approve the Scheme, together with the related voting instructions. The Scheme also requires a separate sanction from the High Court of Justice of England and Wales.

"The Board believes this proposal will help us accelerate our journey to becoming 'the' network for the world's money and ensure our mission and the interests of our customers and Owners remain deeply aligned over the long term. We're confident this would give us better access to the world's deepest and most liquid capital market, increase trading liquidity, expand our ownership base to include the largest pool of global investors and boost our visibility in the US — the world's largest economy and our biggest market opportunity today. We remain committed to the UK, where we first started and scaled, and where today about one-fifth of the company is based and we continue to hire and invest. Our secondary listing on the LSE would also give Wise Owners continued access to Wise stock here."

*David Wells, Chair of Wise.*

**The Board unanimously recommends that Wise Owners vote in favour of the Scheme as each Director intends to do so in respect of their own holdings.**

## Expected timetable of principal events

Event	Time and Date
Latest time for lodging Forms of Proxy for Class A Share Court Meeting (BLUE form)	4.00 p.m. on 24 July 2025
Latest time for lodging Forms of Proxy for Class B Share Court Meeting (GREEN form)	4.15 p.m. on 24 July 2025
Latest time for lodging Forms of Proxy for Extraordinary General Meeting (WHITE form)	4.30 p.m. on 24 July 2025
Voting Record Time for the Court Meetings and Extraordinary General Meeting	6.30 p.m. on 24 July 2025
Class A Share Court Meeting	4.00 p.m. on 28 July 2025
Class B Share Court Meeting	4.15 p.m. on 28 July 2025
Extraordinary General Meeting	4.30 p.m. on 28 July 2025

For more information on the timetable, please consult the Scheme Circular. Subject to the satisfaction or (where applicable) waiver of the Conditions, the Scheme is expected to become effective in Q2 2026.

### Owner Helpline

If you have any practical questions about the Scheme Circular or on how to vote on the Proposal, please call the helpline between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on +44 (0)371 384 2030. Please note that calls may be monitored or recorded and the helpline cannot provide financial, legal or tax advice or advise on the merits of the Proposal.

The Scheme Circular is available to download on Wise's website at [wise.com/owners](https://wise.com/owners). Wise will communicate any changes to the arrangements for the Meetings or any of the key dates set out in the timetable through Wise's website and by announcement through a Regulatory Information Service.

**Capitalised terms used in this announcement, unless otherwise defined, have the same meanings as set out in the Scheme Circular. All references to times are London times unless otherwise stated.**

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## **About Wise**

Wise is a global technology company, building the best way to move and manage the world's money.

With Wise Account and Wise Business, people and businesses can hold 40 currencies, move money between countries and spend money abroad. Large companies and banks use Wise technology too; an entirely new network for the world's money. Launched in 2011, Wise is one of the world's fastest growing, profitable tech companies.

In fiscal year 2025, Wise supported around 15.6 million people and businesses, processing over \$185 billion in cross-border transactions and saving customers around \$2.6 billion.

## **IMPORTANT NOTICE**

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