

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PART II OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT 2006. If you are in any doubt as to the contents of this document or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Wise Class A Shares, please send this document and the accompanying documents (other than documents or forms personalised to you) at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents must not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. If you have sold or otherwise transferred only part of your holding of Wise Class A Shares, you should retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this document and/or the accompanying documents (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.



Wise plc

(a public limited company incorporated in England and Wales with company number 13211214)

Recommended Proposals to establish

Wise Group plc

as the holding company of the Wise Group by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006 in connection with the establishment of a new US primary listing with a UK secondary listing

and

Notices of Court Meetings and Extraordinary General Meeting

This document (the “Scheme Circular”) has been prepared to comply with English law and applicable regulations, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of any other jurisdiction. This document has not been approved by the FCA, the SEC or any other regulatory authority of any jurisdiction, nor have any of the foregoing passed upon or endorsed the accuracy or adequacy of this document.

This document (including any documents incorporated into it by reference) should be read as a whole and in conjunction with the accompanying Forms of Proxy.

Capitalised terms used in this document have the meanings ascribed to them in the section of this document headed Part VIII (*Definitions*). References to times are to London time unless otherwise stated.

Your attention is drawn to the letter from the Chair of Wise in Part I (*Letters from the Chair and CEO and Leaders of Wise*) of this document, which contains the unanimous recommendation of the Board that you vote in favour of the Scheme at the relevant Court Meeting and the Special Resolutions to be proposed at the Extraordinary General Meeting. Part II (*Explanatory Statement*) of this document contains a more detailed explanation of the Scheme.

Notices of the Court Meetings and the Extraordinary General Meeting, all of which will be held at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE, on 28 July 2025, are set out in Part IX (*Notice of Class A Share Court Meeting*), Part X (*Notice of Class B Share Court Meeting*) and Part XI (*Notice of Extraordinary General Meeting*) of this document respectively. The Class A Share Court Meeting will start at 4.00 p.m., the Class B Share Court Meeting will start at 4.15 p.m. (or as soon thereafter as the Class A Share Court Meeting shall have been concluded or adjourned) and the Extraordinary General Meeting will start at 4.30 p.m. (or as soon thereafter as the Class B Share Court Meeting shall have been concluded or adjourned).

The action to be taken by Wise Shareholders in relation to the Court Meetings and the Extraordinary General Meeting is set out in paragraph 5 of Part I (*Letters from the Chair and CEO and Leaders of Wise*) and paragraph 18 of Part II (*Explanatory Statement*) of this document. It is very important that as many Wise Shareholders as possible cast their votes so that the Court can be satisfied that there is a fair and reasonable representation of their views. Wise Class A Shareholders will receive a BLUE Form of Proxy for use in connection with the Class A Share Court Meeting and Wise Class B Shareholders will receive a GREEN Form of Proxy for use in connection with the Class B Share Court Meeting. All Wise Shareholders will receive a WHITE Form of Proxy for use in connection with the Extraordinary General Meeting. Whether or not you intend to be present at the relevant Court Meeting and the Extraordinary General Meeting in person, please complete and sign each applicable Form of Proxy (or appoint a proxy electronically, as referred to below) in accordance with the instructions printed on them and return them to Wise's Registrars, Equiniti Limited ("Equiniti"), as soon as possible and, in any event, so as to be received by Equiniti by 4.00 p.m. on 24 July 2025 in respect of the Class A Share Court Meeting, 4.15 p.m. on 24 July 2025 in respect of the Class B Share Court Meeting and 4.30 p.m. on 24 July 2025 in respect of the Extraordinary General Meeting. If either the BLUE Form of Proxy for the Class A Share Court Meeting or the GREEN Form of Proxy for the Class B Share Court Meeting are not returned by the specified time, they may be handed to representatives of Equiniti or the Chair of the relevant Court Meeting before the start of that meeting and will still be valid. In the case of the Extraordinary General Meeting, however, unless the WHITE Form of Proxy is returned by the time mentioned in the instructions printed on it, it will be invalid. The completion and return of a Form of Proxy will not prevent Wise Shareholders from attending, voting and speaking in person at either the relevant Court Meeting or the Extraordinary General Meeting, or any adjournment thereof, if they so wish.

A Form 20-F will be filed with the SEC, and a listing application for the Wise Holdco Class A Shares will be submitted to either the New York Stock Exchange or the Nasdaq Stock Market as determined by the Board in due course (the "Relevant US Exchange"). Applications will also be made to the FCA for Wise Holdco Class A Shares to be admitted to the equity shares (transition) category of the Official List and to the London Stock Exchange for the Wise Holdco Class A Shares to be admitted to trading on the London Stock Exchange's main market. If the Scheme proceeds as presently envisaged and all SEC, FCA and other approvals are obtained on the expected timeline, it is currently anticipated that dealings in Wise Class A Shares will continue until the close of business on the Scheme Effective Date, that trading of Wise Holdco Class A Shares on the Relevant US Exchange will commence at 9.30 a.m. New York time on the Listing Effective Date and that Admission of the Wise Holdco Class A Shares to the equity shares (transition) category of the Official List will become effective and dealings in Wise Holdco Class A Shares on the London Stock Exchange's main market for listed securities will commence, at 8.00 a.m. London time on the Listing Effective Date.

Wise Class A Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Class A Share Court Meeting and/or the Extraordinary General Meeting or any adjournment(s) may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further details are set out in Part II (*Explanatory Statement*) of this document.

If you have any practical questions about this document, the Court Meetings, the Extraordinary General Meeting or on the completion and return of the Forms of Proxy, please call the Shareholder 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 Shareholder Helpline cannot provide financial, legal or tax advice or advice on the merits of the Proposals.

Certain terms used in this document are defined in Part VIII (*Definitions*).

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The contents of this document are not to be construed as legal, financial or tax advice. Each prospective investor should consult his or her own independent legal, financial or tax adviser for legal, financial or tax advice.

Wise Holdco Shares have neither been marketed to, nor are available for purchase or exchange in the United States, the United Kingdom or elsewhere in connection with the Scheme. This document is not a prospectus and does not constitute an invitation or offer to sell or the solicitation of an invitation or offer to buy any security.

The Wise Holdco Shares to be issued to Wise Shareholders in connection with the Scheme will not be, and are not required to be, registered with the SEC under the US Securities Act, in reliance upon the exemption from the registration requirements provided by Section 3(a)(10) of the US Securities Act. Pursuant to Section 3(a)(10), Wise and Wise Holdco will advise the Court that they will rely on the Section 3(a)(10) exemption based on the Court's approval of the Scheme, and the Court will hold a hearing on the Scheme's fairness to Wise Shareholders. Wise will give timely notice of such fairness hearing to all Wise Shareholders, each of whom will be entitled to appear. Prior to the Scheme Effective Time and in connection with the approval of the Wise Holdco Class A Shares for listing on the Relevant US Exchange, a Form 20-F will be filed with the SEC to register the Wise Holdco Class A Shares under the US Exchange Act. Wise Shareholders who will be Affiliate Shareholders of Wise Holdco after the Scheme Effective Time will be subject to certain US transfer restrictions relating to the Wise Holdco Shares received pursuant to the Scheme.

Forward looking statements

This document (including information incorporated by reference in this document) may contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Wise about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward- looking statements. The forward-looking statements contained in this document include statements relating to approval of the Proposals, the expected effects of the Proposals on the Group, the expected timing and scope of the Proposals, the Court's approval of the Scheme, the registration of Wise Holdco Class A Shares under the US Exchange Act, the approval of Wise Holdco Class A Shares for listing on the Relevant US Exchange, the terms of the organisational documents of Wise Holdco, and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.

Although the Group believes that the expectations reflected in such forward-looking statements are reasonable, the Group can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction of the Conditions, risks related to obtaining requisite shareholder approval, risks that the registration of Wise Holdco Class A Shares under the US Exchange Act will not be approved by the SEC, as well as additional inherent business and economic risk factors described in Wise's public filings and that will be described in Wise Holdco's SEC filings. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Wise, Wise Holdco nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither Wise nor Wise Holdco is under any obligation, and Wise and Wise Holdco expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this document is intended as a profit forecast or a profit estimate and no statement in this document should be interpreted to mean that earnings per Wise Class A Share or Wise Holdco Class A Share (as the case may be) for the current or future financial years would necessarily match or exceed the historical published earnings per Wise Class A Share.

Rounding

Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. All dates and times are based on Wise's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Wise Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Wise's website at wise.com.

Event	Expected time/date
Latest time for lodging Forms of Proxy for Class A Share Court Meeting (BLUE form)	4.00 p.m. on 24 July 2025 ⁽¹⁾
Latest time for lodging Forms of Proxy for Class B Share Court Meeting (GREEN form)	4.15 p.m. on 24 July 2025 ⁽¹⁾
Latest time for lodging Forms of Proxy for Extraordinary General Meeting (WHITE form)	4.30 p.m. on 24 July 2025 ⁽¹⁾
Voting Record Time for the Court Meetings and Extraordinary General Meeting	6.30 p.m. on 24 July 2025 ⁽²⁾
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 ⁽³⁾
Extraordinary General Meeting	4.30 p.m. on 28 July 2025 ⁽⁴⁾
Publication of UK Prospectus	calendar Q2 2026 ⁽⁵⁾
Effectiveness of Form 20-F	calendar Q2 2026 ⁽⁵⁾
Court Hearing	calendar Q2 2026 ⁽⁵⁾⁽⁶⁾
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Wise Class A Shares	Scheme Effective Date ⁽⁷⁾
Scheme Record Time	6.30 p.m. on the Scheme Effective Date ⁽⁷⁾
Scheme Effective Time	10.00 p.m. on the Scheme Effective Date ⁽⁷⁾
Transfer of the entire existing share capital of Wise to Wise Holdco and issuance of Wise Holdco Shares to Wise Shareholders	After 10.00 p.m. on the Scheme Effective Date ⁽⁷⁾
De-listing of Wise Class A Shares	8.00 a.m. on the Listing Effective Date ⁽⁷⁾
London Listing Effective Time	8.00 a.m. on the Listing Effective Date ⁽⁷⁾
New York Listing Effective Time	9.30 a.m. New York time on the Listing Effective Date ⁽⁷⁾
Wise Holdco Shares registered through DRS (as applicable)	As soon as possible after New York Listing Effective Time
Creation of Wise Holdco DIs by DI Depositary and issuance of such Wise Holdco DIs to CREST participant accounts	As soon as possible after New York Listing Effective Time
Despatch of statements of entitlement and DRS Advice to Wise Holdco Shares registered through DRS	No later than 14 days after the New York Listing Effective Time
Despatch of cheques and/or crediting of CREST accounts of Scheme Shareholders with any cash due in relation to the sale of Overseas Shareholders entitlements (if applicable)	No later than 14 days after the New York Listing Effective Time

Notes:

- (1) The BLUE Form of Proxy for the Class A Share Court Meeting and the GREEN Form of Proxy for the Class B Share Court Meeting, if not received by the times stated above (or, if the Court Meetings, or either of them, are adjourned, 48 hours (excluding non-working days) before the relevant adjourned Court Meeting), may be handed to a representative of the Registrar, on behalf of the Chair of the relevant Court Meeting, or to the Chair of the relevant Court Meeting, before the start of that Meeting. However, in order to be valid, the WHITE Form of Proxy must be received no later than 4.30 p.m. on 24 July 2025 (or, if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).
- (2) If either of the Court Meetings or the Extraordinary General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6.30 p.m. on the date which is two days (excluding non-working days) before the date set for such adjourned Meeting.
- (3) To commence at the time fixed or, as soon thereafter as the Class A Share Court Meeting concludes or is adjourned, whichever is the later.

- (4) To commence at the time fixed or, as soon thereafter as the Class B Share Court Meeting concludes or is adjourned, whichever is the later.
- (5) Exact dates to be notified in due course.
- (6) All Wise Shareholders have the right to attend the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme. It is currently anticipated that the Court Hearing will be held on a day shortly before the Scheme Effective Date in calendar Q2 2026 at 7 Rolls Buildings, Fetter Lane, London EC4A 1NL.
- (7) These times and dates are indicative only and will depend on, among other things, the dates upon which: (i) the Conditions are satisfied or (where applicable) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If the expected dates of the Scheme Effective Date and the Listing Effective Date are changed, Wise will give adequate notice of the changes by issuing an announcement through a Regulatory Information Service.

SUMMARY

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document tells you about the proposals for:

- (a) a reorganisation of Wise plc (“Wise”) and its subsidiaries which will result in a new public limited company, Wise Group plc, incorporated in Jersey (“Wise Holdco”) becoming the new holding company of the Group;
- (b) the primary listing of Wise Holdco on the Relevant US Exchange and the secondary listing of Wise Holdco on the London Stock Exchange; and
- (c) new corporate arrangements that will apply for Wise Holdco and which will be reflected in the articles of association of Wise Holdco,

together, the “Proposals”.

Here is what you need to do now:

- read this summary;
- read the letter from the Chair of Wise set out at Part I on pages 8 to 17 of this document. The letter from the Chair explains what is happening and why the Board unanimously recommends that you should vote in favour of the Proposals;
- read the remainder of this document; and
- if you have any further queries, please call the Shareholder Helpline, the number of which is below.

Wise Shareholders should read the whole of this document and not just rely on this summary. This summary should not be regarded as a substitute for reading the whole document.

SHAREHOLDER HELPLINE TELEPHONE NUMBER:

+44 (0)371 384 2030

Monday to Friday, 8.30 a.m. to 5.30 p.m. (London time)

Charges may apply.

Note: For legal reasons, this helpline will only be able to provide practical information and will not provide advice on the merits of any of the Proposals or give any legal, financial or tax advice. For legal, financial or tax advice, you will need to consult an independent legal, financial or tax adviser.

The questions and answers set out in Part VI of this document address briefly some questions you may have regarding the Court Meetings and Extraordinary General Meeting and the Proposals, and have been prepared to help you understand what is involved in the Scheme and other matters referred to below. This information is not intended to be a full summary of the information you need in order to make a decision on how to vote (or provide your voting instructions), and therefore may not address all of the questions that may be important to you as a Wise Shareholder. Please refer to the more detailed information contained in this document which you should read carefully and in their entirety.

Part I
LETTERS FROM THE CHAIR AND CEO AND LEADERS OF WISE

Registered Office:
1st Floor, Worship Square
65 Clifton Street
London
EC2A 4JE
United Kingdom

3 July 2025

LETTER FROM THE CHAIR OF WISE

To the holders of Wise Shares, and for information only, to holders of awards granted under the Wise Share Plans.

Dear Wise Shareholders (our Owners),

**RECOMMENDED PROPOSALS IN RESPECT OF THE INTRODUCTION OF A NEW JERSEY
HOLDING COMPANY IN CONNECTION WITH THE ESTABLISHMENT OF A
NEW PRIMARY US LISTING WITH A UK SECONDARY LISTING AND RELATED MATTERS**

1. Introduction

On 5 June 2025, we announced that the Board had concluded its review of Wise's listing arrangements and that, having assessed in detail the optimal listing structure to advance Wise's mission and deliver value for stakeholders, we intended to transfer our primary listing from the equity shares (transition) category of the Official List and the London Stock Exchange's main market for listed securities to a US stock exchange, and to maintain a secondary listing on the London Stock Exchange (which would be in the same listing category of the Official List that Wise is currently listed in). This would allow Wise's shares to trade on both a US stock exchange and the London Stock Exchange.

Our new listing arrangements include a structure that aligns with US market practices including those of our US-listed tech peers, which we believe allows us to remain laser-focused on delivering our mission, thus creating greater long-term value for customers and Wise Shareholders.

In order to facilitate the listing proposals, we intend to insert a new public company, Wise Group plc, incorporated in Jersey, as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by means of a UK-court sanctioned scheme of arrangement (the "Scheme").

If the Scheme is approved and becomes effective, Wise Shareholders will receive Wise Holdco Shares immediately following implementation of the Scheme in place of their Wise Shares held at the Scheme Record Time on the following basis:

for every one Wise Class A Share, one Wise Holdco Class A Share*; and

for every one Wise Class B Share, one Wise Holdco Class B Share.

Wise will then become a wholly owned subsidiary of Wise Holdco.

Following the Scheme Effective Time:

1. the Wise Class A Shares will be de-listed from the equity shares (transition) category of the Official List and from the London Stock Exchange's main market for listed securities;
2. Wise Holdco Class A Shares will be issued in consideration for Wise Class A Shares on a one-for-one basis;
3. Wise Holdco Class B Shares will be issued in consideration for Wise Class B Shares on a one-for-one basis; and

* The holders of the Wise Holdco Subscriber Shares will each be issued one less Wise Holdco Class A Share as a result of their ownership of the Wise Holdco Subscriber Shares before the Scheme Effective Date.

4. Wise Holdco Class A Shares will: (1) have their primary listing on either the New York Stock Exchange or the Nasdaq Stock Market as determined by the Board in due course (the “Relevant US Exchange”); and (2) have their secondary listing on the equity shares (transition) category of the Official List and be admitted to trading on the London Stock Exchange’s main market for listed securities.

If the Scheme is not approved by Wise Shareholders then Wise would remain the ultimate parent company of the Group and would retain its existing listing structure.

The purpose of this document is to explain the Proposals and why the Board considers the Scheme to be in the best interests of Wise and its shareholders as a whole. The Board is unanimously recommending that you vote in favour of the Proposals. A summary of the recommended action to be taken is set out in paragraph 5 of this Part I.

Wise will host a webinar for Wise Shareholders on 17 July 2025 at 4.00 p.m. (London time), featuring Emmanuel Thomassin, our Chief Financial Officer. Wise Shareholders can register to join the webinar at wise.com/owners and submit questions in advance to owners@wise.com.

2. Background to and reasons for the Proposals

We believe that the Proposals, and the transfer of our primary listing, will bring a number of benefits to Wise and the Wise Shareholders, including:

- Expanding the pool of investors able to invest in Wise, in particular US domestic institutional and retail investors, the largest global constituent of investors, many of whom are currently unable to hold our shares. Wise is a global business with a vision for as many people and businesses to use our products as possible. We apply this same vision to our shareholder base, and want to enable as many people as possible to benefit from the value we create.
- Increasing trading liquidity in our shares to give current and prospective shareholders greater flexibility and opportunity to buy and hold our shares.
- Providing a potential pathway to inclusion in major US indices, further enhancing liquidity and demand for Wise shares. While Wise Holdco is not initially expected to be eligible for these indices, a US primary listing provides the opportunity to work towards this inclusion.
- Helping to accelerate our growth in the US, the biggest market opportunity in the world for our products today, and advance our mission. We believe a primary US listing would significantly enhance our profile among potential customers, including for Wise Platform—the US is home to over 4,000 banks, including several of the world’s largest.

By maintaining a listing on the London Stock Exchange, and as part of our ongoing commitment to the UK, we would enable existing and future shareholders continued access to Wise stock in the UK.

We agree with the UK Chancellor, Rachel Reeves, when she said recently that the UK “remains one of the best places in the world...to start up, scale up and to list”, as we have done at Wise. The UK is home to some of the best talent in the world in financial services and technology, and we remain confident in UK talent and the tech ecosystem. Nearly one-fifth of our employees are based in the UK and we plan to continue hiring and investing in our UK team to fuel our growth in the UK and abroad.

3. Impact of the Proposals

3.1 Business and operations

Wise Holdco would have the same business and operations after implementation of the Scheme as Wise has now. The Proposals will not result in any changes in the day-to-day operations of the business of the Group or its strategy.

3.2 Corporate features and the Board

(a) *Corporate features and applicable law*

Wise currently voluntarily complies with the UK Corporate Governance Code. Wise Holdco would instead expect to comply with many US corporate governance standards applicable to US domestic issuers and any applicable provisions of the UK Listing Rules, in line with other companies with a primary listing in the US and a secondary listing on the London Stock Exchange.

Wise Holdco would be subject to the US Exchange Act, which requires (amongst other things) filing with the SEC an annual report on Form 20-F and current reports on Form 6-K. It is anticipated that the Group will prepare its financial statements in accordance with US GAAP going forwards following the US listing of Wise Holdco. Wise already publishes quarterly trading updates, including key business KPIs, and will consider what, if any, additional information will be disclosed quarterly while Wise Holdco remains a foreign private issuer. Although it is expected that Wise Holdco will list initially in the US as a foreign private issuer, the Group may elect to transition to file as a domestic issuer in the future.

Wise Holdco would be subject to certain provisions of the US Sarbanes-Oxley Act, which requires the preparation of a management report on internal controls each year and an auditor attestation of management's internal control report each year commencing with its second annual report following its listing on the Relevant US Exchange, among other things.

As it is expected that, conditional upon satisfactory completion of the FCA's eligibility review and approval of the UK Prospectus by the FCA, Wise Holdco Class A Shares will be admitted to the equity shares (transition) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, certain elements of the UK Listing Rules and Disclosure Guidance and Transparency Rules will also continue to apply to Wise Holdco. Wise Holdco will be required to comply with Chapter 22 of the UK Listing Rules, regarding continuing obligations that apply to a company listed in the equity shares (transition) category, as Wise does currently.

The governing company law that applies to Wise Holdco is the Companies (Jersey) Law 1991. Part V contains a summary of the differences between Jersey law and UK law, which is the governing company law of Wise.

(b) *Corporate features of Wise Holdco*

Wise Holdco will retain the Group's strong commitment to high standards of governance and corporate responsibility.

As expected of an issuer listed on a Relevant US Exchange, Wise Holdco will be subject to the applicable listing rules and corporate governance standards, which would be largely consistent with those for our US-listed peers. In addition, Wise Holdco would adhere to applicable Jersey corporate law, which in certain instances may provide for different shareholder standards (such as a supermajority voting requirement of 66% of votes cast for certain matters to be approved by special resolution that may only require a standard simple majority of 50%+ under US rules). Accordingly, and as part of the Proposals, the Wise Holdco Articles, summarised in Part V, will reflect and be aligned with US market practice and the requirements of those applicable listing rules, corporate governance standards and Jersey corporate law.

Also for alignment with US market practice and many of our US-listed tech peers, the Wise Holdco Articles would provide for a dual-class share structure (the "Wise Holdco DCS") that is substantially similar to the current DCS. The Wise Holdco DCS will have a "sunset" period for when the voting rights attached to the Wise Holdco Class B Shares would cease to apply of ten years from the Scheme Effective Date. Otherwise, the terms of the Wise Holdco DCS will be consistent with those that apply to the dual-class share structure in Wise.

Wise listed on the standard listing segment of the Official List in 2021, which permitted Wise to have a share structure with weighted voting rights held through a second class of shares (the Wise Class B Shares) by all pre-listing shareholders who elected to hold them. This share structure was designed specifically to support Wise's focus on its long-term mission and the significant opportunities ahead.

The Wise Board believes that the benefits of Wise's share structure are as relevant today as they were when it was first introduced. It enables Wise to preserve stability and strategic direction and ensures that the vision and focus that have driven Wise's success to date continue to be upheld. This enhances the likelihood that exceptional shareholder value can be generated over time, including by:

- Advancing and executing the long-term mission that has made Wise what it is today, increasing our ambition in the scale and depth of products and services we bring to people and businesses;
- Focusing on Wise's long-term growth and thereby long-term shareholder value creation by investing in its customer proposition sustainably, rather than optimising solely for short-term targets at the cost of the long-term value creation Wise Shareholders expect and deserve; and
- Protecting Wise from events which may be distracting and contrary to our objectives and/or long-term shareholder value creation, including short-term activism.

Wise Holdco would adopt certain other corporate features that are aligned with US market practice. Part V contains a summary of the Wise Holdco Articles, including the terms of the Wise Holdco DCS.

(c) *The Code*

As a company incorporated in the United Kingdom with shares admitted to trading on the London Stock Exchange's main market for listed securities, the UK City Code on Takeovers and Mergers ("the Code") currently applies to any takeover offer for Wise.

The Code would continue to apply to any takeover offer for Wise Holdco following the Scheme Effective Time, as Wise Holdco is incorporated in Jersey and the Class A Shares in Wise Holdco will be admitted to trading on the London Stock Exchange's main market for listed securities.

(d) *The Wise Holdco Board*

Wise Holdco would have the same Board and management as Wise will have in place immediately prior to the Scheme Effective Time. Accordingly, each Director of Wise at the Scheme Record Time would become a director of Wise Holdco.

Following the Scheme Effective Time, there is currently no intention to make any immediate or short-term changes to the approach to the amount and structure of the compensation of senior management and Non-Executive Directors, but the Group may evaluate changes to compensation structures and remuneration policies to align with business priorities from time to time.

Further details on the specific effects of the Proposals on the Directors are set out in Part III of this document.

(e) *Listing arrangements and eligibility*

The Wise Class A Shares are currently listed on the London Stock Exchange's main market for listed securities under the symbol WISE. On completion of the Scheme, Wise Holdco will be listed on the Relevant US Exchange (which will be its primary listing) and on the London Stock Exchange (which will be its secondary listing).

The Board intends to seek a listing of the Wise Holdco Class A Shares either on the New York Stock Exchange or the Nasdaq Stock Market (each a "Relevant US Exchange"). The Board will determine which Relevant US Exchange the Wise Holdco Class A Shares will be listed on in due course and in any event prior to the Court Hearing and will update Wise Shareholders on this matter in due course through an announcement via a Regulatory Information Service.

Wise is proud of its heritage in the UK and it remains important to Wise's long-term growth as a global company. Wise therefore plans to maintain its listing on the London Stock Exchange, in line with its vision to allow as many investors as possible to hold Wise shares.

We have engaged constructively with the FCA in relation to our listing arrangements. The FCA has agreed that Wise Holdco can apply for admission of the Wise Holdco Class A Shares to the equity shares (transition) category of the Official List, which is the same listing category to which the Wise Class A Shares are currently admitted. Wise Holdco will need to undergo an eligibility and application process with the FCA in relation to its application for admission in due course. We believe that retaining a secondary listing in the same listing category to which the Wise Class A Shares are currently admitted maintains continuity for our current and future Wise Shareholders in the UK by ensuring consistency with what Wise Shareholders experience today.

3.3 Wise Share Plans

Following the Scheme becoming effective, the outstanding awards under the Wise Share Plans are expected to be assumed by Wise Holdco. Details of the effect of the Scheme on holders of existing awards granted under the Wise Share Plans as a result of the Scheme are set out in paragraph 9.1 of Part II of this document. In respect of future awards, the Directors expect to adopt the Wise Holdco Share Plans conditional on the Scheme becoming effective.

3.4 Regulatory approvals

The Scheme constitutes a change in control of Wise for regulatory purposes, albeit Wise Shareholders will retain the same proportionate ownership of Wise Holdco as they had of Wise immediately prior to the Scheme becoming effective, and, accordingly, the Scheme is subject to filing certain regulatory notices and, where required, obtaining the relevant regulatory approvals. Wise intends to seek the requisite approvals and/or make the necessary notifications of its regulators in the United Kingdom, United States, Belgium, Estonia, the United Arab Emirates, Brazil, Mexico, Israel, Chile, Australia, Singapore, Hong Kong, Japan, India, Indonesia, Malaysia, the Philippines, Canada and any other relevant regulators at the relevant time prior to the Scheme becoming effective.

3.5 Share buybacks and dividends

Wise has never paid a dividend or repurchased any of its own shares.

As set out in Wise's listing prospectus in July 2021, Wise continues to re-invest its margins into its infrastructure and products, while focusing on its customers and their experience, which Wise believes in turn generates greater long-term shareholder value. The Board reviews its dividend policy on an ongoing basis, but does not expect to declare or pay any dividends for the foreseeable future. This will be unchanged by the Proposals.

3.6 Indexation

A US listing would provide a potential pathway for inclusion in major US indices, further enhancing liquidity and demand for Wise Holdco Class A Shares. While Wise Holdco is not initially expected to be eligible for these indices, a US primary listing would provide the opportunity to work towards inclusion.

4. Taxation

Your attention is drawn to paragraph 11 of Part III of this document for further information about certain UK, US and Jersey taxation consequences of the Scheme.

The summary information on taxation in this document is intended as a guide only and holders of Wise Shares who are in any doubt about their tax position, or who are resident for tax purposes in countries other than the UK or the US, are strongly advised to contact an appropriate professional, independent adviser immediately.

5. Action to be taken

The Scheme is conditional upon a number of matters, which are set out in full in the explanatory statement contained in Part II of this document, including approval of the Scheme by Wise Shareholders at the Court Meetings and of the Special Resolutions at the Extraordinary General Meeting. The Proposals are inter-conditional; the new listing structure will only become effective if the Scheme becomes effective (and vice versa) and the relevant corporate arrangements (including the Wise Holdco DCS) are incorporated into the Wise Holdco Articles which would be in effect immediately following the effective time of the Scheme and prior to the new listings taking effect. All of the Meetings have been convened for

the same day, Monday 28 July 2025, with the Class A Share Court Meeting at 4.00 p.m., the Class B Share Court Meeting at 4.15 p.m. (or as soon thereafter as the Class A Share Court Meeting has been concluded) and the Extraordinary General Meeting at 4.30 p.m. (or as soon thereafter as the Class B Share Court Meeting has been concluded). Full particulars of the Court Meetings and the Extraordinary General Meeting are also contained in Parts IX, X and XI of this document respectively, including the action to be taken by Wise Shareholders.

In order for the Court to be satisfied that the votes cast fairly represent the views of Wise Shareholders, it is important that as many votes as possible are cast at the Court Meetings. Wise Shareholders are therefore urged to attend the relevant Court Meeting(s) in person or by proxy.

Separate Forms of Proxy for use at the Class A Share Court Meeting (BLUE), the Class B Share Court Meeting (GREEN) and the Extraordinary General Meeting (WHITE) are enclosed. Whether or not you intend to attend in person at the meeting in question, you are encouraged to complete, sign and return the appropriate Forms of Proxy, as explained in paragraph 18 of the explanatory statement contained in Part II of this document.

If you have any practical questions about this document, the Court Meetings, the Extraordinary General Meeting or the Proposals or are in any doubt as to how to complete the Forms of Proxy, please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except on UK public holidays) on +44 (0)371 384 2030. Calls to the shareholder helpline from outside the United Kingdom will be charged at international rates. Other telephone provider costs may apply. Please note that calls may be monitored or recorded and the helpline cannot provide legal, financial or tax advice or advice on the merits of the Proposals.

6. Overseas Shareholders

If you are a citizen, resident or national of a jurisdiction outside of the United Kingdom or the United States, your attention is drawn to paragraph 10 of Part II of this document for further details concerning the Scheme.

7. Recommendation

In the Board's opinion, the Proposals are in the best interests of the Company and Wise Shareholders as a whole.

Accordingly, the Board unanimously recommends that Wise Shareholders vote in favour of the Scheme and the associated Special Resolutions, as the Directors intend to do in respect of their own beneficial holdings of Wise Shares.

The Directors strongly encourage you to complete, sign and return the enclosed Forms of Proxy as soon as possible and, in any event, by no later than 4.00 p.m. (London time) on 24 July 2025 in the case of the BLUE Form of Proxy, 4.15 p.m. (London time) on 24 July 2025 in the case of the GREEN Form of Proxy and 4.30 p.m. (London time) on 24 July 2025 in the case of the WHITE Form of Proxy.

Yours faithfully

David Wells
Chair

LETTER FROM THE CEO AND LEADERS OF WISE

Dear Wise Shareholders (our Owners),

Fourteen years ago, we set out with a simple but visionary goal that became the mission for Wise: money without borders. It should not be more expensive or less convenient for you to use your money in another country, or cost you more to use your card abroad. And, you should always know what each transaction actually costs.

Guided by this singular mission, we started with fixing overseas transfers and went on to build the international Wise account for a truly borderless experience for people and businesses using their money. Now, increasing numbers of banks and other online platforms offer our products to their customers via Wise Platform.

To power this borderless experience, we have built an entirely new infrastructure for the world's money—one that makes payments instant, convenient, low-cost and transparent. Today this infrastructure powers payments across more than 40 currencies, moving \$185 billion across borders for over 15 million people and businesses in the past year alone, and saving them around \$2.6 billion along the way.¹ Our customers' holdings today equal \$28 billion in their Wise Accounts, which might be the strongest reflection of the trust we've built with them.² This includes \$6 billion held in Wise Assets, a current account feature that helps our customers earn a return on their money while ensuring it's still conveniently accessible.³

We're still just getting started.

The market for our products adds up to \$43 trillion worth of cross-border payments every year, and continues to grow.⁴ People work, spend and invest internationally. The smallest businesses now have the tools to hire, sell and grow anywhere in the world from day one. As our lives become more digital, our financial relationships are on an inevitable path to become even more global. By 2029, cross border payments are predicted to reach \$55 trillion per year.⁵ In other words, the \$185 billion we move across borders today is literally a fraction of our total addressable market.

Unique and powerful new infrastructure

In theory, the tools for “modern” global money movement have existed for decades. A lack of competition, however, led to underinvestment in technology and infrastructure, resulting in an inefficient legacy system that costs people and businesses billions of dollars in inflated fees for cross-border transactions. These inflated fees are usually hidden in marked-up exchange rates. In many cases, it would take days for these payments to travel from one country to another through a complicated series of intermediaries.

All of this is why we at Wise decided to build a new global payments network. A network that directly connects local banks and payment systems at both ends of every transaction, bypassing the traditional correspondent networks used by banks. A network that eliminates costly intermediaries and outdated processes.

Why is no other company building this kind of infrastructure? Building this infrastructure has not been easy. It takes both a fundamental rethinking of the “how” and a dedicated focus on building the key elements that enable it:

1. **Direct connections:** We have been steadily integrating Wise with domestic payments systems, which are increasingly instant, cheap and reliable. Direct connections, which can help us further speed up payments and lower prices, sit at the core of our payments network, which is further amplified by a network of connections to 90+ local gateway banks and providers. As we build these connections, we keep refining and accelerating our integration processes. Over the past year alone, we went live with InstaPay and PESONet in the Philippines (our sixth direct connection to date) and were granted access to Zengin, Japan's payments system, and to PIX, Brazil's instant payments system. These achievements are the result of years, not months, of investment.

1 Converted to USD using the average exchange rate for each month of the year ended 31 March 2025.

2 Converted to USD using the exchange rate as of 31 March 2025.

3 Converted to USD using the exchange rate as of 31 March 2025.

4 Source: Research by Edgar, Dunn & Company, January to December 2025.

5 Source: Research by Edgar, Dunn & Company.

2. **Licences:** In parallel, we have expanded our global licensing footprint, and now have over 70 regulatory licences around the world. For example, most recently in India, a country where we already process 10% of all foreign currency flows to people, we operationalised a new licence to remove a previous \$5,000 transaction cap, and have already received approval for another licence which will help us make it even easier for businesses in India to receive international payments. In Australia, a country where around 3% of adults use Wise monthly, we were granted a licence for investment services, allowing Australians to earn a return on their Wise account balances held in government-guaranteed assets through our innovative Assets feature.
3. **Technology:** With over 850 engineers, Wise has the world's largest engineering team dedicated to cross-border payments, building a secure infrastructure that today processes over 2,000 transactions per minute, every day, including weekends, with over 99.9% uptime. It has taken years to refine our real-time treasury infrastructure and machine learning algorithms, which are now running 99% of compliance checks in less than one second. We are pulling ahead at an impressive pace, with on average around 200 code deployments per day.
4. **Operations:** Our infrastructure is supported by a 24/7 global operations team handling customer support, KYC and onboarding, financial crime checks and payment operations. We want the service for our customers to be instant; today 65% receive live support in under 60 seconds and all other operations queues are handled in under 60 minutes, including onboarding customers, and over 90% of all customer cases are resolved in under 24 hours, creating delightful customer experiences.

These elements combine to give us peerless control over payments at the infrastructure level, so we can scale faster, reduce costs and create amazing customer experiences for both our direct customers and the customers of our Wise Platform clients. This infrastructure is increasingly harder to replicate.

With our powerful infrastructure we are delivering 70% of payments instantly (in less than 20 seconds) and sustainably lowering our fees. Our global average price per transaction is now 0.53%, well below the 3-5% charged by most major banks.

Customer-driven value creation

Our growth has been fast and sustained, and as our products bring more value to our customers, we keep growing the value of Wise. We've grown even more since we listed:

- We have more than doubled our active customers
- We have more than doubled our cross-border volume
- Customer holdings in Wise Accounts have grown over 5.8x
- We launched Wise Assets, now available in 30 countries, with \$6 billion assets under custody
- Underlying income has more than tripled
- Underlying profit before tax has grown over 7x
- Increase in 324% of revenue from non-conversion activities
- We now serve over 100 Wise Platform clients across four continents, including large, well-known companies such as Morgan Stanley, Standard Chartered and Google Pay

We are already starting to see increased network effects, with 25% of Wise Business customers now being paid by other Wise customers. And as we grow, we expect these network effects to accelerate our progress and growth, making it still harder for others to match the size and scale of our infrastructure.

Looking forward: becoming “the” network for the world’s money

The relentless expansion of our products and geographic reach, improvements in cost and speed through infrastructure build-out, increasing adoption, benefits of scale and more over the past 14 years is a testament to the Wise team's laser focus on our long-term mission.

We are not in this position by accident. It is the result of over a decade of taking the hard options over easy ones, building infrastructure over gimmicks, avoiding distractions, embracing local laws and regulators, financial prudence and the prioritisation of customer outcomes.

These principles now live within our team of 6,500 Wisers. We achieve the most velocity on our mission when every team at Wise independently executes against it along the same shared principles. Wisers consistently score Wise in the top 25% of tech companies when it comes to feeling inspired by the mission and recommending Wise as a place to work (in our bi-annual employee surveys).

The next step in our journey

Wise's growth has only been possible through the deep alignment between our mission, our customers' needs and our Owners' outcomes. To further accelerate our mission of money without borders and maximise value for our Owners as we progress to moving trillions, we are asking shareholders to vote on a proposed listing and corporate structure for Wise that we believe will further strengthen this alignment as we enter the next phase of our growth.

This structure would insert Wise Group plc, a newly incorporated Jersey public limited company that has corporate features aligned with those of many of our US-listed peers and the requirements of Jersey law, as the parent entity for the Wise Group. This facilitates the primary listing of Wise Group plc on a US exchange, and a secondary listing on the London Stock Exchange.

We believe a primary US listing would bring substantial strategic and capital markets benefits to Wise and our Owners. These include enabling better access to the world's deepest and most liquid capital market and helping us drive greater awareness of Wise in the US, the biggest market opportunity in the world for our products today.

More liquidity and a bigger Owner base

One of the big benefits of a US listing is the access to structurally deeper capital markets, making it easier for current and prospective Owners to both trade our shares and do so in larger amounts. During our consultations and discussions with investors over the years, we've consistently heard that some would love to purchase more Wise shares, but our liquidity is too low for them to build meaningful positions. Increased trading liquidity means greater flexibility and opportunity for prospective Wise Owners to buy and hold our shares, which, in turn, can help to unlock even greater investor demand.

A US primary listing would also allow us to expand our Owner base. Wise is a global company with a vision for as many people and businesses to use our products as possible. We hold this same ambition for our Owner base, and want to enable as many investors as possible to share in the ownership of Wise. This is something we have always believed and why, for example, we put in place the OwnWise scheme at our UK listing to give our customers the opportunity to become Owners. A US listing further opens Wise to the largest pool of global investors, including US institutional and retail investors.

Growth opportunities

The US, as the world's largest economy, presents the biggest market opportunity for Wise products today. With 10 times the consumer spending, six times the number of small businesses, and 14 times the number of banks compared to the UK, it is a major growth market for our products across both people and businesses. A US listing would more closely align Wise with these substantial opportunities.

We believe that the initial listing event in the US, together with the ongoing profile awareness from quarterly reporting updates, could boost our visibility among potential US customers.

A new structure

We see Wise's greatest opportunities and greatest value created when we rebuild how money works across borders in the decades to come. To achieve this, the focus and discipline that have guided our success in the first 14 years of Wise will be no less critical as we work to accelerate on our path towards becoming "the" network for the world's money.

Our proposed corporate and listing structure helps us to maintain this focus, letting us make the key long-term investments, including in our infrastructure—our direct connections, licenses, technology and operations—that will power our growth in capturing the \$43 trillion and growing market opportunity for cross-border payments.

In particular, our dual-class share structure allows us to invest for the long term, thus creating long-term shareholder value, and gives stability across the business, protecting it from short-term distractions. Our new parent company, Wise Group plc, would continue to have a dual-class share structure, which is common in the US market, with weighted voting shares having been held by multiple Wise Owners since we originally listed in the UK.

Delivering our long-term mission

Over the past two decades, we have seen major companies with dual-class share structures flourish in the US. These structures support management's ability to focus and execute on their long-term and often founder-led vision. In a multitude of instances, we have seen that focus translate into shareholder value: studies suggest that US-listed companies with dual or multi-class share structures often outperform those with a single share class in both the short and medium term.

These companies are able to invest in delivering ambitious goals for the scale and depth of their products and services, while attracting shareholders who believe in their ability to achieve sustained and long-term success. We believe this is particularly beneficial in industries where innovation is crucial, such as technology.

Over the four years since Wise's listing, we have honored the trust of our Owners by delivering products that our customers love, whose evangelical advocacy of Wise has then helped us generate strong financial results and shareholder value. We believe that our dual-class share structure has helped support this track record and will continue to do so as we work towards joining the ranks of the world's most successful listed technology companies in the US.

The next 10 years will not be any easier than the past 14. They will demand no less discipline in adhering to our principles. Looking at the massive opportunities ahead of us, we are confident that the Board's unanimous recommendation today—and your continued support—will not only bring us closer to our mission but accelerate us on our path towards achieving it.

You own a company like no other in recent history, one that has already set the foundation to eventually fix how money works across borders for people and businesses. Your continued support enables us to focus on this journey of moving trillions and becoming “the” network for the world's money.

Wise CEO and Leaders,

Kristo Käärmann
Co-founder and CEO

Cian Weeresinghe
Chief Marketing Officer

Diana Avila
Chief Banking & Expansion Officer

Emmanuel Thomassin
Chief Financial Officer

Harsh Sinha
Chief Technology Officer

Isabel Naidoo
Chief People Officer

Jessica Winter
General Counsel

Nilan Peiris
Chief Product Officer

Rohan Basu
Global Head of Operations

SerJin Lee
*Chief Compliance Officer
(Interim)*

Part II
EXPLANATORY STATEMENT

(in compliance with Section 897 of the Companies Act 2006)

3 July 2025

To the holders of Wise Shares, and, for information only, to the holders of awards granted under the Wise Share Plans

Dear Wise Shareholders (our Owners),

**RECOMMENDED PROPOSALS IN RESPECT OF THE INTRODUCTION OF A NEW JERSEY
HOLDING COMPANY, A NEW PRIMARY US LISTING WITH A SECONDARY UK LISTING AND
RELATED MATTERS**

1. Introduction

On 5 June 2025, we announced that the Board had concluded its review of Wise's listing arrangements, and that, having assessed in detail the optimal listing structure to accelerate Wise's mission and maximise value for stakeholders, we intended to transfer our primary listing from the equity shares (transition) category of the Official List and the London Stock Exchange's main market for listed securities to a US stock exchange, and to maintain a secondary listing on the London Stock Exchange (which would be in the same listing category of the Official List that Wise is currently listed in). This would allow Wise's shares to trade on both a US stock exchange and the London Stock Exchange.

Our new listing arrangements include a structure that aligns with US market practices including those of our US-listed tech peers, which we believe allows us to remain laser-focused on delivering our mission, thus creating long-term value for shareholders.

We intend to proceed with the Proposals, including the insertion of a new public company, Wise Group plc, incorporated in Jersey, as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by means of the Scheme.

Your attention is drawn to the letter from the Chair set out in Part I of this document. That letter contains, amongst other matters, the unanimous recommendation by the Directors to Wise Shareholders to vote in favour of the Scheme at the Court Meetings and to vote in favour of all of the Special Resolutions proposed at the Extraordinary General Meeting.

That letter also states that the Directors consider the Proposals and their terms to be in the best interests of Wise and Wise Shareholders as a whole.

A description of the action to be taken by Wise Shareholders in relation to the Court Meetings and the Extraordinary General Meeting (to be held on the same date) is set out in paragraph 18 of this Part II. The full text of the Scheme is set out in Part VII of this document. The full text of each of the Special Resolutions to be proposed at the Extraordinary General Meeting, which are related to the Scheme, is set out in Part XI of this document.

It is currently anticipated that, subject to the necessary approvals (including regulatory approvals in all relevant jurisdictions and approvals from the SEC and the FCA), the Scheme will become effective, and trading in Wise Holdco Class A Shares will commence on the Relevant US Exchange and the London Stock Exchange, in calendar Q2 2026.

2. Summary of the Scheme

The Scheme

The principal steps involved in the Scheme are as follows:

(a) *Transfer of the Scheme Shares*

Under the Scheme, all of the Scheme Shares will be transferred from the Scheme Shareholders to Wise Holdco at the Scheme Effective Time (which is currently anticipated to be at approximately 10.00 p.m. on the Scheme Effective Date).

In consideration for the transfer of their Scheme Shares, the Scheme Shareholders will receive, in respect of any Scheme Shares held as at the Scheme Record Time:

for every one Wise Class A Share, one Wise Holdco Class A Share*; and

for every one Wise Class B Share, one Wise Holdco Class B Share

*The holders of the Wise Holdco Subscriber Shares will each be issued one less Wise Holdco Class A Share as a result of their ownership of the Wise Holdco Subscriber Shares before the Scheme Effective Date.

The rights attaching to the Wise Holdco Class A Shares and Wise Holdco Class B Shares, respectively, will be substantially the same as those attaching to the Wise Class A Shares and Wise Class B Shares, respectively, other than in respect of the differences as between Jersey law and the laws of England and Wales and to align certain aspects of the Group's corporate features with those followed by US-listed companies, including the Wise Holdco DCS summarised in paragraph 3.2(b) of the letter from the Chair in Part I. A summary of the rights attaching to the Wise Holdco Shares is set out in Part V of this document.

As set out in paragraph 13 below, Wise Holdco will adopt the Wise Holdco Articles immediately following the Scheme Effective Time and conditional upon the issue of the new Wise Holdco Class A Shares and Wise Holdco Class B Shares to the Scheme Shareholders.

(b) *Establishing Wise Holdco as the new holding company of the Wise Group*

Following the transfer of the Scheme Shares, Wise Holdco will, as a result, become the holding company of Wise and the Wise Group. In consideration for the transfer of the Scheme Shares to it by holders of Wise Shares, Wise Holdco will issue Wise Holdco Shares to the holders of Wise Shares at the Scheme Record Time. The holders of the Wise Holdco Subscriber Shares will each be issued one less Wise Holdco Class A Share as a result of their ownership of the Wise Holdco Subscriber Shares before the Scheme Effective Date. Immediately following implementation of the Scheme, the holders of Wise Shares will hold Wise Holdco Shares in the same number and class(es) and the same proportions in which they held Wise Shares at the Scheme Record Time.

(c) *Amendments to Wise's Articles of Association*

It is proposed that the Wise Articles be amended in such a way as to ensure that any Wise Shares which are issued after the date of this document (including under the Wise Share Plans) but before the Scheme Record Time are allotted subject to the terms of the Scheme and the holders of such shares will be bound by the Scheme accordingly.

This will avoid any person other than Wise Holdco being left with Wise Shares after dealings in such shares have ceased on the London Stock Exchange and will further ensure that Wise will remain a wholly owned subsidiary of Wise Holdco despite any issues of Wise Shares.

3. Conditions to implementation of the Scheme

The implementation of the Scheme is conditional upon:

- (a) the (separate) approvals of the Scheme by majorities in number, representing not less than 75 per cent. in value of:
 - (i) the holders of Wise Class A Shares present and voting, either in person or by proxy, at the Class A Share Court Meeting (or at any adjournment of such meeting); and
 - (ii) the holders of Wise Class B Shares present and voting, either in person or by proxy, at the Class B Share Court Meeting (or at any adjournment of such meeting);
- (b) the passing of the Special Resolutions set out in the notice of the Extraordinary General Meeting to approve the Scheme and various matters in connection with the Scheme at the Extraordinary General Meeting (or any adjournment of such meeting);

- (c) the Relevant Regulators each having been notified of, and, to the extent required by applicable law or regulation, having approved or having been deemed to have approved in accordance with the relevant applicable law or regulation (and such approval has not been withdrawn or deemed withdrawn):
 - (i) any acquisition or increase of control or ownership (howsoever described in the relevant applicable law or regulation) by Wise Holdco of any relevant entities within the Group or otherwise;
 - (ii) any change in the nature of control or ownership (howsoever described in the relevant applicable law or regulation) by any other person in any relevant entity within the Group or otherwise,
 that in each case would occur (or be deemed to occur) upon the Scheme becoming Effective;
- (d) the sanction of the Scheme by the Court at the Court Hearing; and
- (e) a copy of *the* Court Order having been delivered to the Registrar of Companies for registration.

Special Resolutions are proposed in order to approve:

- (i) the Scheme;
- (ii) required amendments to the Wise Articles to ensure that the holders of any Wise Shares allotted before the Scheme Record Time are bound by the Scheme;
- (iii) the re-registration of Wise as a private company limited by shares; and
- (iv) conditional upon and subject to the re-registration of Wise as a private company limited by shares, the adoption of the Post-Scheme Articles of Association.

The Court Hearing is currently anticipated to be held in calendar Q2 2026 at 7 Rolls Building, Fetter Lane, London EC4A 1NL. Wise Shareholders who wish to support or oppose the Scheme are entitled to appear in person or by proxy at the Court Hearing.

In addition, the Directors will not take the necessary steps to enable the Scheme to become effective unless, at the relevant time, the following conditions have been satisfied:

- (a) the formal processes having been put in place to delist the Wise Class A Shares;
- (b) the SEC having declared effective the Form 20-F, which registers the Wise Holdco Class A Shares under the US Exchange Act;
- (c) the Relevant US Exchange having agreed to admit the Wise Holdco Class A Shares for listing and its agreement not having been withdrawn prior to the Scheme Effective Time; and
- (d) the FCA and the London Stock Exchange having agreed to admit the Wise Holdco Class A Shares to the equity shares (transition) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, and their agreement not having been withdrawn prior to the Scheme Effective Time.

Assuming the Scheme is sanctioned by the Court and the other conditions to the Scheme are satisfied or waived as expected, it is currently anticipated that the Scheme will become effective, and dealings in Wise Holdco Class A Shares will commence in calendar Q2 2026.

If the Scheme has not become effective by 31 March 2027 (or such later date as Wise and Wise Holdco may agree and the Court may allow), it will lapse, in which event the Scheme will not proceed, Wise Shareholders will remain shareholders of Wise, Wise Holdco will withdraw its Form 20-F from the SEC and its listing application from the Relevant US Exchange and the Wise Class A Shares will continue to be listed on the equity shares (transition) category of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities.

The Scheme contains a provision for Wise and Wise Holdco jointly to consent, on behalf of all persons concerned, to any modification of or addition to the Scheme, or to any condition that the Court may think fit to approve or impose. Wise has been advised by its legal advisers that the Court would be unlikely to

approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of Wise Shareholders unless Wise Shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not further meetings of Wise Shareholders should be held. If the Court does approve or impose a modification of, or addition or condition to, the Scheme which, in the opinion of the Directors, is such as to require the further consent of the Wise Shareholders, the Directors will not take the necessary steps to enable the Scheme to become effective unless and until such consent is obtained.

The full text of the Scheme and of the Special Resolutions to be proposed at the Court Meetings and the Extraordinary General Meeting are set out in Parts VII and XI respectively of this document.

4. Effect of the Scheme

The effect of implementation of the Scheme will be as follows:

- (a) instead of having its ordinary share capital owned by the current Wise Shareholders, Wise will become a wholly owned subsidiary of Wise Holdco with effect from the Scheme Effective Time;
- (b) instead of owning Wise Class A Shares, each current Wise Class A Shareholder will own the same number of Wise Holdco Class A Shares;
- (c) instead of owning Wise Class B Shares, each current Wise Class B Shareholder will own the same number of Wise Holdco Class B Shares; and
- (d) Wise Holdco, a Jersey company, will be the holding company of the Group with a primary listing on the Relevant US Exchange and a secondary listing on the London Stock Exchange.

Immediately following the Scheme Effective Time, Wise Holdco will own all of the ordinary share capital of Wise (and indirectly the whole of the Wise Group).

5. The UK Takeover Code

The Code applies to all offers for companies that have their registered office in the United Kingdom, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, on a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man.

As Wise is a company incorporated in the United Kingdom with shares admitted to trading on the London Stock Exchange's main market for listed securities, the Code currently applies to any takeover offer for Wise.

The Code will continue to apply to any takeover offer for Wise Holdco following the Scheme Effective Time, as Wise Holdco is incorporated in Jersey and the Wise Holdco Class A Shares will be admitted to trading on the London Stock Exchange's main market for listed securities.

6. Costs

Wise Holdco will incur certain costs and expenses relating to the implementation of the Scheme and the new listing structure.

7. Taxation

Your attention is drawn to paragraph 11 of Part III of this document for further information about certain UK, US and Jersey taxation consequences of the Scheme.

The summary information on taxation in this document is intended as a guide only and holders of Wise Shares who are in any doubt about their tax position, or who are resident for tax purposes in countries other than the UK or the US, are strongly advised to contact an appropriate professional, independent adviser immediately.

8. Directors' and other interests

As at the Latest Practicable Date, the Board of Wise was composed of Kristo Käärman, David Wells, Emmanuel Thomassin, Clare Gilmartin, Alastair Rampell, Hooi Ling Tan, Ingo Uytdehaage, Terri Duhon and Elizabeth Chambers.

Upon its incorporation on 17 June 2025, Kristo Käärman and Daniel Rados were appointed as the initial directors of Wise Holdco. At the Scheme Effective Time, the Directors of Wise at that time will be appointed as directors of Wise Holdco and Daniel Rados will resign as a director such that the board of Wise Holdco will replicate the Board of Wise as it is composed immediately prior to the Scheme becoming effective. On and conditional upon the Scheme becoming effective, the Non-Executive Directors' appointments as directors of Wise will terminate.

Kristo Käärman is expected to remain as Chief Executive Officer of the Group and Emmanuel Thomassin is expected to remain as Chief Financial Officer of the Group after the Scheme Effective Time. Although Wise Holdco will not be subject to the same statutory UK remuneration policy framework that Wise is currently subject to, it is anticipated that the overall level of Kristo Käärman's and Emmanuel Thomassin's remuneration immediately before and immediately after the Scheme Effective Time will not change solely as a result of the Scheme.

Following the Scheme Effective Time, there is currently no intention to make any immediate or short-term changes to the approach to the amount and structure of the compensation of senior management and Non-Executive Directors, but the Group may evaluate changes to compensation structures and remuneration policies to align with business priorities from time to time.

Details of the current interests of the Directors in, and options and awards relating to, Wise Shares are set out in paragraphs 3 and 4 of Part III (*Additional Information*) of this document.

Details of the Directors' employment contracts and letters of appointment are set out in paragraphs 5 and 6 of Part III (*Additional Information*) of this document.

Kristo Käärman is a Wise Holdco Subscriber Shareholder and, as of the Latest Practicable Date, holds one Wise Holdco Subscriber Share. As set out in paragraph 2 of this Part II, the holders of the Wise Holdco Subscriber Shares will each be issued one less Wise Holdco Class A Share pursuant to the Scheme as a result of their ownership of the Wise Holdco Subscriber Shares before the Effective Date.

As at the Latest Practicable Date, 161,802,356 of the 218,584,255 issued Wise Class B Shares are held by Kristo Käärman (including shares held by persons connected to Kristo Käärman). The Wise Class B Shares held by Kristo Käärman will be treated in the same way as all other Wise Class B Shares in the Scheme. If the Scheme becomes effective, this will result in the Wise Holdco Class B Shares held by Kristo Käärman being subject to the Wise Holdco DCS including the "sunset" period for when the voting rights attached to the Wise Holdco Class B Shares will cease to apply of ten years following the Scheme Effective Date.

Save as set out above, and in paragraph 9 of this Part II, the effect of the Scheme on the interests of the Directors does not differ from the effect on the like interests of other parties.

9. Employee share schemes

9.1 Wise Share Plans

Participants in the Wise Share Plans will be written to separately to explain the impact of the Scheme on their awards. The implications of the Scheme on the outstanding awards under the Wise Share Plans are summarised at paragraph 12 of Part III of this document.

It is intended that participants' existing awards under the Wise Share Plans will be assumed by Wise Holdco when the Scheme becomes effective.

No further awards or options will be granted under the Wise Share Plans after the Scheme becomes effective.

9.2 Wise Holdco Share Plans

In order to continue to provide share-based incentives to service providers within the Group, the Directors expect that Wise Holdco will adopt the Wise Holdco Share Plans, which will seek to substantively replicate the Wise LTIP with necessary changes to reflect the fact that Wise Holdco is a Jersey incorporated company and will have its primary listing in the United States, conditional on the Scheme becoming effective.

10. Overseas Shareholders

The implications of the Scheme for, and the distribution of this document to, Overseas Shareholders may be affected by the laws of other (non-UK and non-US) jurisdictions. Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy himself or herself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme and the distribution of this document and/or the accompanying documents, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction. To the extent that, due to regulatory restrictions or requirements in overseas territories, there are difficulties associated with Overseas Shareholders holding Wise Holdco Shares, it is currently envisaged that (as is customary under schemes of arrangement) the terms of the Scheme will enable Wise Holdco to determine that the relevant Wise Holdco Shares shall be issued to that Overseas Shareholder and sold on his or her behalf as soon as reasonably practicable after the Scheme becomes effective, with the net proceeds of sale being remitted to the Overseas Shareholder concerned at the risk of such Overseas Shareholder.

Overseas Shareholders should consult their own legal, financial and tax advisers with respect to the legal, financial and tax consequences of the Scheme in their particular circumstances.

THIS DOCUMENT DOES NOT CONSTITUTE AN INVITATION OR OFFER TO SELL OR THE SOLICITATION OF AN INVITATION OR OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED, SUBSCRIBED FOR, PURCHASED, EXCHANGED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

The Wise Holdco Shares to be issued to Wise Shareholders in connection with the Scheme have not been, will not be, and are not required to be, registered under the US Securities Act in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act. Pursuant to Section 3(a)(10), Wise and Wise Holdco will advise the Court that they will rely on the Section 3(a)(10) exemption based on the Court's approval of the Scheme, and the Court will hold a hearing on the Scheme's fairness to Wise Shareholders. Wise will give timely notice of such fairness hearing to all Wise Shareholders, each of whom will be entitled to appear. The Wise Holdco Shares will not be registered under the securities laws of any state of the United States and will be issued pursuant to the Scheme in reliance on available exemptions from such state law registration requirements. Prior to the Scheme Effective Time and in connection with the approval of the Wise Holdco Shares for listing on the Relevant US Exchange, a Form 20-F will be filed with the SEC to register the Wise Holdco Shares under the US Exchange Act. Neither the SEC nor any other US federal or state securities commission or other regulatory authority has approved or disapproved of the Scheme or passed or will pass any opinion upon the accuracy or adequacy of this document.

11. Listing, dealings, and settlement

11.1 Listing

Wise Holdco will submit a listing application to the Relevant US Exchange in order to obtain approval for the Wise Holdco Class A Shares to be listed on the Relevant US Exchange. Applications will also be made to the FCA and the London Stock Exchange for the Wise Holdco Class A Shares to be admitted to the equity shares (transition) category of the Official List and to trading on the London Stock Exchange's main market for listed securities.

The last day of dealings in Wise Class A Shares on the London Stock Exchange is currently anticipated to be on the Scheme Effective Date. The last time for registration of transfers of Wise Class A Shares is currently anticipated to be 6.30 p.m. on the Scheme Effective Date.

If all the conditions to the Scheme are satisfied, Wise intends to seek the de-listing of the Wise Class A Shares on the equity shares (transition) category of the Official List and of trading on the London Stock Exchange's main market for listed securities with effect from 8.00 a.m. on the Listing Effective Date.

Admission of the Wise Holdco Class A Shares to the Relevant US Exchange is currently anticipated to become effective, and dealings in the Wise Holdco Class A Shares are currently anticipated to commence, at 9.30 a.m. New York time on the Listing Effective Date. Admission of the Wise Holdco Class A Shares to the London Stock Exchange is currently anticipated to become effective, and dealings in the Wise Holdco Class A Shares are currently anticipated to commence, at 8.00 a.m. on the Listing Effective Date.

With effect from (and including) the Scheme Effective Time, all share certificates representing the Wise Class A Shares will cease to be valid and binding in respect of such holdings and should be destroyed.

11.2 Settlement and dealings

Wise Holdco Class A Shareholders who currently hold Wise Class A Shares in uncertificated form

In order for the Wise Holdco Class A Shares to be listed directly on the Relevant US Exchange as part of the Scheme they must be eligible for deposit and clearing through DTC. DTC is a central securities depository that provides settlement services for companies whose securities are listed on the Relevant US Exchange and other US exchanges. DTC is an intermediated settlement system where Cede & Co., acting as nominee for DTC, will be recorded in the share register as the holder of legal title to the uncertificated Wise Holdco Class A Shares, and trades in those Wise Holdco Class A Shares will be reflected by changes in DTC's book-entry system, instead of through a change to the share register.

Following the Scheme Effective Time, all Wise Holdco Class A Shares issued to Wise Class A Shareholders who at the Scheme Effective Time held Wise Class A Shares in uncertificated form, through CREST, will be delivered to and deposited with DTC. In order to enable holders of uncertificated Wise Holdco Class A Shares to transfer and settle their interests in Wise Holdco Class A Shares through CREST after the Scheme Effective Time in the manner in which they previously did in relation to the Wise Class A Shares, such Wise Holdco Class A Shareholders will receive depository interests through CREST representing Wise Holdco Class A Shares ("Wise Holdco DIs") on a one for one basis. Accordingly, after the Scheme Effective Time, Wise Holdco Class A Shareholders who held Wise Class A Shares in uncertificated form, through CREST immediately prior to the Scheme Effective Time will instead be able to transfer and settle their interests in Wise Holdco Class A Shares through CREST in the form of Wise Holdco DIs.

Holders of Wise Holdco DIs can: (1) choose to cancel their Wise Holdco DIs (as described in Part IV of this document) and hold their entitlements to Wise Holdco Class A Shares through an account with DTC in order to trade the underlying Wise Holdco Class A Shares on the Relevant US Exchange; or (2) trade Wise Holdco Class A Shares on the London Stock Exchange (with settlement occurring through Wise Holdco DIs). Holders of Wise Holdco Class A Shares through an appointed CREST custodian or nominee should contact their chosen custodian or nominee in the event that they wish to cancel Wise Holdco DIs that they receive following the Scheme Effective Time so as to receive their interest in Wise Holdco Class A Shares through DTC or directly on the Wise Holdco share register through the Direct Registration System (the "DRS").

Whilst there will be technical differences with respect to the underlying settlement mechanics of trading Wise Holdco Class A Shares in the United Kingdom by virtue of transacting through Wise Holdco DIs, in practice Wise Holdco Class A Shareholders will continue to have substantially the same trading and settlement experience in the United Kingdom as holders of Wise Class A Shares have today. Further details are set out in Part IV of this document.

Wise Holdco Class A Shareholders who currently hold Wise Class A Shares in certificated form

Following the Scheme Effective Time, Wise Holdco Class A Shareholders who held Wise Class A Shares in certificated form at the Scheme Effective Time will continue to hold their Wise Holdco Class A Shares directly (in a similar manner to which they held their Wise Class A Shares prior to the Scheme Effective Time). However, the existing Wise share certificates held by such Wise Holdco Class A Shareholders will be cancelled and the legal title to such Wise Holdco Class A

Shares will instead be evidenced through the DRS. DRS is a method of holding legal title to securities but without the need to be issued with and retain a physical share certificate, with shareholders instead receiving an account statement detailing their shareholding. Further details are set out in Part IV of this document.

Wise Class A Shareholders who will be Affiliate Shareholders after the Scheme Effective Time

Following the Scheme Effective Time, Wise Holdco Class A Shareholders who will be considered Affiliate Shareholders of Wise Holdco will hold Wise Holdco Class A Shares directly (in their name) in registered form (in a similar way as the Wise Holdco Class A Shareholders who held Wise Class A Shares in certificated form immediately prior to the Scheme Effective Time will do), but in addition they will be subject to certain US transfer restrictions in relation to the Wise Holdco Class A Shares.

Wise Class A Shareholders whose Wise Class A Shares correspond to Wise Class B Shares

Following the Scheme Effective Time, Wise Holdco Class A Shareholders who held Wise Class A Shares which corresponded to Wise Class B Shares will hold the relevant Wise Holdco Class A Shares (the “Corresponding Class A Shares”) directly (in their name) in restricted registered form. Holders of Corresponding Class A Shares can request the Transfer Agent to transfer their Corresponding Class A Shares to an unrestricted account in registered form, being in DRS, but this will result in the corresponding Wise Holdco Class B Shares immediately ceasing to carry any entitlement to voting rights pursuant to the relevant provisions of the Wise Holdco Articles.

Wise Class B Shareholders

Following the Scheme Effective Time, Wise Holdco Class B Shareholders will have their Wise Holdco Class B Shares represented in restricted registered form. The Wise Holdco Class B Shares will not be able to be transferred out of restricted registered form.

Persons who hold an interest in Wise Class A Shares through the ADR Programme

Wise currently has a level 1 ADR Programme in the United States, with Wise ADSs traded over-the-counter. The ADR Programme will be terminated in connection with the Scheme.

Upon the Scheme Effective Date, the Wise Class A Shares underlying each Wise ADS will be transferred to Wise Holdco and the new Wise Holdco Class A Shares issued in exchange will initially be registered in the name of the Depositary or its nominee. If the Scheme becomes effective, persons registered as holding Wise ADSs as at the effective date set by the Depositary will be entitled to receive one Wise Holdco Class A Share for every one Wise ADS.

To the extent Wise ADSs are held through DTC, the Depositary will arrange for DTC to surrender its entire position of Wise ADSs for cancellation and the Transfer Agent will deliver Wise Holdco Class A Shares through the DTC settlement system, in each case with no action being required on the part of the persons holding those Wise ADSs.

If there are any holders of Wise ADSs that are evidenced by physical certificate registered on the books of the Depositary, such holders of certificated Wise ADSs will be sent a notice regarding the mechanics of surrendering their Wise ADSs for cancellation and delivery of Wise Holdco Class A Shares. Holders of certificated Wise ADSs will need to follow the instructions set out in that notice to surrender their Wise ADSs for cancellation and to receive the Wise Holdco Class A Shares.

If there are any holders of uncertificated Wise ADSs registered on the books of the Depositary, they will have Wise Holdco Class A Shares registered in their names and their uncertificated Wise ADSs will be cancelled. Those holders do not need to take any action.

In accordance with the terms of the Deposit Agreement, holders of Wise ADSs will be charged a fee of US\$5.00 for each 100 Wise ADSs (or portion thereof) which are cancelled.

11.3 Trading currency

Following the Listing Effective Date, Wise Holdco Shares will trade in US dollars on the Relevant US Exchange and will trade in pounds sterling on the London Stock Exchange.

11.4 Dividend payments

Following the Scheme Effective Time, Wise Holdco's default payment currency for any dividends will be US dollars.

Wise has never declared or paid a dividend and there would be no intention for Wise Holdco to declare or pay a dividend in the foreseeable future.

11.5 Mandates and elections

Instructions (or deemed instructions, including in respect of communication preferences) relating to Wise Class A Shares may be deemed valid, where possible, in respect of the corresponding Wise Holdco Class A Shares. The Transfer Agent will provide details on how to check, add or update this information shortly after the Scheme Effective Date for holders of Wise Holdco Class A Shares through DRS.

12. Meetings and consents for implementation of the Scheme

The Scheme will require the separate approvals of holders of Wise Class A Shares at the Class A Share Court Meeting, and of holders of Wise Class B Shares at the Class B Share Court Meeting (each voting as a separate class), each convened pursuant to an order of the Court, and the passing by Wise Shareholders of the Special Resolutions set out in the notice of the Extraordinary General Meeting. The Scheme also requires a separate sanction from the Court.

The Proposals are inter-conditional; the new listing structure will only become effective if the Scheme becomes effective (and vice versa) and the new corporate arrangements (including the Wise Holdco DCS) are incorporated into the Wise Holdco Articles which will be in effect immediately after the effective time of the Scheme and prior to the new listings taking effect.

It is expected that Wise Holdco will agree to appear by counsel at the Court Hearing to sanction the Scheme and to undertake to be bound by the Scheme.

Notices of the Class A Share Court Meeting, the Class B Share Court Meeting and the Extraordinary General Meeting can be found in Part IX, Part X and Part XI respectively of this document. Entitlement to attend and vote at these Meetings and the number of votes which may be cast at such meeting will be determined by reference to the register of members of Wise at the Voting Record Time. All Wise Shareholders whose names appear on the register of members of Wise at the Voting Record Time shall be entitled to attend and speak and vote at the relevant Meeting in respect of the number of Wise Shares registered in their name at that time.

12.1 Class A Share Court Meeting

The Class A Share Court Meeting has been convened for 4.00 p.m. on 28 July 2025 pursuant to an order of the Court granted on 2 July 2025. At the Class A Share Court Meeting, or at any adjournment thereof, the holders of Wise Class A Shares will consider and, if thought fit, approve the Scheme.

Voting will be by poll and not on a show of hands at the Class A Share Court Meeting and each holder of Wise Class A Shares entitled to attend and who is present in person or by proxy will be entitled to one vote for each Wise Class A Share held. The statutory majority required to approve the Scheme at the Class A Share Court Meeting is a majority in number, representing not less than 75 per cent. in value of the Wise Class A Shares voted at the Class A Share Court Meeting.

In order that the Court can be satisfied that the votes cast constitute a fair representation of the views of holders of Wise Class A Shares, it is important that as many votes as possible are cast at the Class A Share Court Meeting. Holders of Wise Class A Shares are therefore strongly encouraged to take the action referred to in paragraph 18 of this Part II.

It is also particularly important for you to be aware that if the Scheme becomes effective, it will be binding on all Scheme Shareholders irrespective of whether they attended the Class A Share Court Meeting and irrespective of the manner in which they voted.

12.2 Class B Share Court Meeting

The Class B Share Court Meeting has been convened for 4.15 p.m. on 28 July 2025 (or as soon thereafter as the Class A Share Court Meeting has been concluded) pursuant to an order of the Court granted on 2 July 2025. At the Class B Share Court Meeting, or at any adjournment thereof, the holders of Wise Class B Shares will consider and, if thought fit, approve the Scheme.

Voting will be by poll and not on a show of hands at the Class B Share Court Meeting and each holder of Wise Class B Shares entitled to attend and who is present in person or by proxy will be entitled to one vote for each Wise Class B Share held. The statutory majority required to approve the Scheme at the Class B Share Court Meeting is a majority in number, representing not less than 75 per cent. in value of the Wise Class B Shares voted at the Class B Share Court Meeting.

In order that the Court can be satisfied that the votes cast constitute a fair representation of the views of holders of Wise Class B Shares, it is important that as many votes as possible are cast at the Class B Share Court Meeting. Holders of Wise Class B Shares are therefore strongly encouraged to take the action referred to in paragraph 18 of this Part II.

It is also particularly important for you to be aware that if the Scheme becomes effective, it will be binding on all Scheme Shareholders irrespective of whether they attended the Class B Share Court Meeting and irrespective of the manner in which they voted.

12.3 Extraordinary General Meeting

The Extraordinary General Meeting has been convened for 4.30 p.m. on 28 July 2025 (or as soon thereafter as the Class B Share Court Meeting has been concluded). At the Extraordinary General Meeting or at any adjournment thereof, Wise Shareholders will consider and, if thought fit, pass the Special Resolutions set out in the notice of the Extraordinary General Meeting contained in Part XI of this document.

The Special Resolutions set out in the notice of the Extraordinary General Meeting are proposed in order to approve:

- (a) the Scheme;
- (b) amendments to the Wise Articles to ensure that the holders of any Wise Shares allotted before the Scheme Record Time are bound by the Scheme;
- (c) the re-registration of Wise as a private company limited by shares; and
- (d) conditional upon and subject to the re-registration of Wise as a private company limited by shares, the adoption of the Post-Scheme Articles of Association.

The majority required for the passing of the Special Resolutions is 75 per cent. of the votes cast (in person or by proxy) at the Extraordinary General Meeting. Voting on the Special Resolutions will be by poll and not on a show of hands.

At the Extraordinary General Meeting, each Wise Class A Shareholder has one vote for every Wise Class A Share held and each Wise Class B Shareholder has nine votes for every Wise Class B Share held (in addition to the one vote they hold per Wise Class A Share held). In addition, if the aggregate voting rights in Wise across the Wise Class A Shares and the Wise Class B Shares would result in Kristo Käärman holding over 50% of the total voting rights in Wise through his Wise Class A Share and Wise Class B Share holding, in accordance with the Wise Articles for so long as Kristo Käärman remains Chief Executive Officer of the Company, his voting rights are capped by reducing the exercisable votes in respect of his Wise Class B Share holding to one vote below 50% of the total votes eligible to be cast in respect of a shareholder resolution.

12.4 Proxy Forms

For your convenience, the Forms of Proxy are accompanied by a pre-paid (no stamp required if posted within the UK) envelope addressed to Wise's Registrars, Equiniti Limited. If posting from outside the UK, or you wish to use your own envelope, it should be addressed to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Forms of Proxy must be received as soon as possible and, in any event, no later than 4.00 p.m. on 24 July 2025 in the case of the

BLUE Form of Proxy, 4.15 p.m. on 24 July 2025 in the case of the GREEN Form of Proxy and 4.30 p.m. on 24 July 2025 in the case of the WHITE Form of Proxy. If the BLUE Form of Proxy or the GREEN Form of Proxy for use at the Class A Share Court Meeting or the Class B Share Court Meeting (respectively) are not returned by the above time, they may be handed to Wise's Registrars, Equiniti Limited, or the Chair of the respective Court Meeting, before the start of the Meeting. However, in the case of the Extraordinary General Meeting, unless the WHITE Form of Proxy is returned by the time mentioned in the instructions printed on it, it will be invalid. The completion and return of a Form of Proxy will not prevent you from attending and voting in person at either the relevant Court Meeting or the Extraordinary General Meeting, or at any adjournment thereof, if you so wish and are so entitled.

12.5 Sanction of the Scheme by the Court

The Court Hearing to sanction the Scheme is expected to be held at 7 Rolls Building, Fetter Lane, London EC4A 1NL. All Wise Shareholders are entitled to appear at the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme. It is currently anticipated that the Court Hearing will be held at the Court, and that the Scheme will become effective, in calendar Q2 2026.

If the Scheme becomes effective, it will be binding on all Wise Shareholders, including those who do not vote to approve the Scheme and those who vote against the Scheme at the relevant Court Meeting and/or at the Extraordinary General Meeting.

Unless the Scheme becomes effective by no later than 31 March 2027, or such later date allowed by the Court and/or agreed by Wise and Wise Holdco, the Scheme will not become effective.

13. Authorities relating to Wise Holdco

Prior to the Scheme Effective Time, the holders of the Wise Holdco Subscriber Shares and the Wise Holdco Board are expected to pass certain resolutions in order to, among other matters, authorise Wise Holdco to carry out the actions required of it in relation to the Proposals and enable Wise Holdco to operate as the new parent company of the Group from the Scheme Effective Time, including but not limited to:

- (a) the approval by the Wise Holdco Board of the:
 - (i) filing of a Form 20-F and request for effectiveness thereof;
 - (ii) issuance of Wise Holdco Shares in connection with the Scheme to the Wise Shareholders;
 - (iii) listing of the Wise Holdco Class A Shares on the Relevant US Exchange;
 - (iv) appointment of PricewaterhouseCoopers LLP as Wise Holdco's auditors (and for the remuneration of PricewaterhouseCoopers LLP to be agreed by the audit committee of Wise Holdco on behalf of the Wise Holdco Board);
 - (v) appointment of the Transfer Agent as transfer agent in connection with the Wise Holdco Shares;
 - (vi) compensation of members of the Wise Holdco Board;
 - (vii) formation of committees of the Wise Holdco Board;
 - (viii) adoption of various corporate governance policies and organisational documents of Wise Holdco;
 - (ix) adoption of the Wise Holdco Share Plans and filing with the SEC of a corresponding registration statement on Form S-8;
 - (x) assumption by Wise Holdco of the Wise Share Plans (and outstanding awards thereunder) and filing with the SEC of a corresponding registration statement on Form S-8; and
- (b) approval by the Wise Holdco Subscriber Shareholders of the adoption of the Wise Holdco Interim Articles, the Wise Holdco Articles and the Wise Holdco Share Plans.

It is anticipated that Wise Holdco will adopt an interim set of articles of association immediately prior to (and conditional upon) the Scheme Effective Time (the “Wise Holdco Interim Articles”). The Wise Holdco Interim Articles will be the same as the current Wise Articles in all material respects, save for any differences resulting from matters of Jersey law. Immediately following the Scheme Effective Time and conditional upon the issue of the new Wise Holdco Class A Shares and Wise Holdco Class B Shares to the Scheme Shareholders, Wise Holdco will adopt the Wise Holdco Articles, the terms of which will apply to Wise Shareholders from the Listing Effective Date and which are summarised in this document.

14. Redemption and cancellation of Wise Class B Shares

Pursuant to the Wise Articles, on 25 March 2025 a sub-committee of the Board resolved to redeem 155,305,559 Wise Class B Shares that had ceased to have any entitlement to voting rights and such Wise Class B Shares were cancelled on redemption. On 27 June 2025, a further 25,000,000 Wise Class B Shares held by Kristo Käärman that had ceased to have voting rights attached were redeemed and cancelled by the Company. The Board intends to redeem and cancel any further Wise Class B Shares that cease to have any entitlement to voting rights pursuant to the Wise Articles prior to the Scheme Record Time.

15. Form 20-F

A Form 20-F will be filed to register the Wise Holdco Class A Shares under the US Exchange Act. The Form 20-F will be made available to the public upon public filing at the SEC’s website at <https://www.sec.gov>. It is expected to become effective prior to the Scheme Effective Time in calendar Q2 2026.

The information in the Form 20-F will include, amongst other items, descriptions of Wise Holdco’s business, financial information, properties, security ownership, directors and officers, executive compensation, related party transactions and legal proceedings as well as risk relating to its business and the Wise Holdco Class A Shares.

16. UK Prospectus

A UK Prospectus relating to Wise Holdco, the Wise Holdco Class A Shares and Admission, prepared in accordance with the Prospectus Rules, is expected to be made available to the public in electronic form on the Group’s website at wise.com/owners once approved by and filed with the FCA shortly prior to the Scheme Effective Time.

The information in the UK Prospectus will include financial information and an operating and financial review in relation to the Group, a business overview of the Group and a section of additional information, including details of the remuneration and interests of the Directors, material contracts and capital resources of the Group and details of litigation concerning the Group, all of which will be relevant to Wise Holdco as the new holding company of the Group. Some of this information will be incorporated into the UK Prospectus by reference.

17. Further information and documents available for inspection

You should read the whole of this document.

Your attention is drawn, in particular, to the summary set out at the front of this document, to the letter from your Chair in Part I, to the Scheme set out in Part VII and to the Notices of Court Meetings and Extraordinary General Meeting in Part IX, Part X and Part XI.

Copies of the following documents can be inspected online at wise.com/owners, at the London offices of Wise’s solicitors, Cooley (UK) LLP, at 22 Bishopsgate, London, EC2N 4BQ and at the registered office of Wise at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until the close of business on the Scheme Effective Time and will also be available for inspection for 15 minutes before and during the Court Meetings and the Extraordinary General Meeting:

- the Wise Holdco Articles;
- a draft of the Wise Articles as proposed to be amended by Resolution 2 set out in the Notice of Extraordinary General Meeting;

- the Post-Scheme Articles of Association; and
- this document.

18. Action to be taken

Wise Shareholders will find enclosed with this document:

- (a) a BLUE Form of Proxy for use at the Class A Share Court Meeting;
- (b) a GREEN Form of Proxy for use at the Class B Share Court Meeting; and
- (c) a WHITE Form of Proxy for use at the Extraordinary General Meeting.

It is important that, for the Court Meetings in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Wise Shareholder opinion. Whether or not you plan to attend the relevant Court Meeting and/or the Extraordinary General Meeting in person, you are strongly encouraged to sign and return your Forms of Proxy or to appoint a proxy electronically as referred to below, as soon as possible and in any event so as to be received by Wise's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA:

- (a) BLUE Forms of Proxy for the Class A Share Court Meeting by 4.00 p.m. on 24 July 2025;
- (b) GREEN Forms of Proxy for the Class B Share Court Meeting by 4.15 p.m. on 24 July 2025; and
- (c) WHITE Forms of Proxy for the Extraordinary General Meeting by 4.30 p.m. on 24 July 2025.

If you hold your Wise Class A Shares in uncertificated form (i.e. in CREST), you may also vote using the CREST voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes for the notice of the Extraordinary General Meeting set out at the end of Part XI of this document). Proxies submitted via CREST (under CREST participant ID RA19) must be received by Wise's Registrars, Equiniti Limited not later than 4.00 p.m. on 24 July 2025 in the case of the Class A Share Court Meeting and by 4.30 p.m. on 24 July 2025 in the case of the Extraordinary General Meeting (or, in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, provided that if both the Class A Share Court Meeting and the Extraordinary General Meeting are adjourned to the same date, the Voting Record Time for both meetings will be the time that is two days (excluding non-working days) before the time and date set for the later to occur of the adjourned Class A Share Court Meeting and the adjourned Extraordinary General Meeting).

Forms of Proxy may alternatively be submitted electronically by logging on to the following website www.shareview.co.uk and following the instructions shown on the respective Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Wise's Registrars, Equiniti Limited, not later than 4.00 p.m. on 24 July 2025 in the case of the Class A Share Court Meeting, 4.15 p.m. on 24 July 2025 in the case of the Class B Share Court Meeting, and by 4.30 p.m. on 24 July 2025 in the case of the Extraordinary General Meeting (or, in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, provided that if both the Court Meetings and the Extraordinary General Meeting are adjourned to the same date, the Voting Record Time for all meetings will be the time that is two days (excluding non-working days) before the time and date set for the later to occur of the adjourned Court Meetings and the adjourned Extraordinary General Meeting).

The return of the Forms of Proxy, submission of a CREST voting instruction or electronic proxy appointment will not prevent you from attending either of the Court Meetings or the Extraordinary General Meeting and voting in person if you wish. In each case, the forms and cards should be completed in accordance with the instructions printed on them.

The BLUE Form of Proxy in respect of the Class A Share Court Meeting and the GREEN Form of Proxy in respect of the Class B Share Court Meeting may also be handed to Wise's Registrars, Equiniti Limited, or the Chair at the respective Court Meeting, before the start of the Meeting. However, in the case of the Extraordinary General Meeting, the WHITE Form of Proxy will be invalid unless it is lodged with Wise's Registrars, Equiniti Limited, so as to be received by 4.30 p.m. on 24 July 2025.

Part III ADDITIONAL INFORMATION

1. Information on Wise

Wise is a public limited company incorporated in the United Kingdom. Its registered office is at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE.

2. Directors

2.1 The Wise Board and their respective functions are as follows:

Director	Function
Kristo Käärmann	Chief Executive Officer
David Wells	Independent Non-Executive Chair
Emmanuel Thomassin	Chief Financial Officer
Clare Gilmartin	Senior Independent Director
Alastair Rampell	Non-Executive Director
Hooi Ling Tan	Independent Non-Executive Director
Ingo Uytdehaage	Independent Non-Executive Director
Terri Duhon	Independent Non-Executive Director
Elizabeth Chambers	Independent Non-Executive Director

2.2 The business address of each of the Non-Executive Directors of Wise is 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE.

2.3 Brief biographical details of the Wise Directors are contained on pages 79-81 of the 2025 Annual Report.

3. Directors' interests

3.1 On the Scheme becoming effective, assuming that no further Wise Shares have been purchased by them or issued to them after 27 June 2025 (being the Latest Practicable Date), members of the Wise Holdco Board will have the following beneficial interest in Wise Holdco Shares by virtue of the effect of the Scheme on their Wise Shares:

Name	Number of Wise Class A Shares	Number of Wise Class B Shares	Percentage of Issued Wise Share Capital	Percentage of Voting Rights*	Number of Wise Holdco Class A Shares	Number of Wise Holdco Class B Shares	Percentage of Issued Wise Holdco Share Capital	Percentage of Voting Rights**
Kristo Käärmann	186,078,489	161,022,590	18.15%	54.65%*	186,078,489	161,022,590	18.15%	54.65%**
Alastair Rampell	914,566	—	0.09%	0.03%	914,566	—	0.09%	0.03%
Claire Gilmartin	48,360	—	<0.01%	<0.01%	48,360	—	<0.01%	<0.01%
Hooi Ling Tan	96,720	—	0.01%	<0.01%	96,720	—	0.01%	<0.01%

* Before the application of the voting caps set out in the Wise Articles (see section 12.3 of Part II).

** Before the application of the voting caps set out in the Wise Holdco Articles (see section 2.4 of Part V).

(1) Kristo Käärmann holds an additional 779,766 Wise Class A Shares and 779,766 Class B Shares via persons connected.

(2) Alastair Rampell holds an additional 8,562,447 Wise Class A Shares via persons connected.

(3) Terri Duhon holds 9,213 Wise Class A Shares via persons connected.

(4) The percentage of issued Wise and Wise Holdco share capital is based on nominal value rather than the number of shares in issue.

3.2 The interests of the Directors together represent approximately 18.26 per cent. of the issued share capital (excluding treasury shares) of Wise in existence as at 27 June 2025, the Latest Practicable Date.

3.3 The interests in paragraph 3.1 of this Part III are based upon the interests of the Directors in Wise Shares which: (a) have been notified by the relevant Director to Wise pursuant to Chapter 3 of the DTRs before 27 June 2025 (the Latest Practicable Date); or (b) are interests of a connected person (within the meaning of the DTRs) of a Director which have been notified to Wise by each connected person (within the meaning of the DTRs) pursuant to Chapter 3 of the DTRs before 27 June 2025.

4. Directors' equity awards

As at the Latest Practicable Date, outstanding awards to the Executive Directors under the Wise Share Plans were as follows:

Name	Vested LTIP awards subject to a holding period	Unvested LTIP awards subject to performance	Total awards
Emmanuel Thomassin	41,001	328,004	369,005

As at the latest Practicable Date, outstanding options held by certain Non-Executive Directors under the Wise Share Plans were as follows:

Name	Vested but not exercised options
David Wells	600,000
Ingo Uytdehaage	572,000

Save as set out in paragraphs 3.1 and 4 of this Part III, no Director (nor any person connected with a Director): (a) has any interests (beneficial or non-beneficial) in the share capital of Wise or Wise Holdco; or (b) holds any interest in any other securities of the Group.

5. Directors' employment contracts and letters of appointment

5.1 Executive Directors

Kristo Käärman is employed by Wise as Chief Executive Officer pursuant to a service agreement dated 16 June 2021. Upon the Scheme becoming effective, he is expected to be employed by Wise Holdco on the same terms as his current employment by Wise.

Kristo Käärman was appointed as a director of Wise Holdco upon its incorporation on 17 June 2025.

Emmanuel Thomassin is employed by Wise as Chief Financial Officer pursuant to a service agreement dated 1 October 2024. Upon the Scheme becoming effective, he is expected to be employed by Wise Holdco on the same terms as his current employment by Wise.

5.2 Non-Executive Directors

All of the Non-Executive Directors have letters of appointment with Wise which contain the specific terms of engagement, details of which are set out in paragraph 6.2 of this Part III. The Non-Executive Directors' terms of engagement with Wise will remain unchanged (save for ordinary course amendments in connection with changes to the Non-Executive Directors' duties from time to time) until and unless the Scheme becomes effective.

Upon the Scheme becoming effective, the appointments of the Non-Executive Directors of Wise at that time will terminate and they will become Non-Executive Directors of Wise Holdco.

6. Directors' remuneration

6.1 Executive Directors

Kristo Käärman

Kristo Käärman's annual base salary is currently £197,000. Kristo Käärman does not receive a bonus and does not participate in the Wise LTIP. Kristo Käärman is entitled to certain benefits, namely pension benefits and private health insurance. His employment may be terminated by him or his employer on three months' prior written notice. Kristo Käärman is entitled to reimbursement of reasonable expenses incurred in the course of his duties (including any tax arising thereon).

Emmanuel Thomassin

Emmanuel Thomassin's annual base salary is currently £500,000. Emmanuel Thomassin does not receive a bonus. Emmanuel Thomassin participates in the Wise LTIP and is therefore eligible to receive an annual award under the LTIP equivalent to 400% of base salary which will be split equally between a performance share award and a restricted share award. There is no right to vest

these awards if Emmanuel Thomassin's employment with Wise terminates before completing one full year of service. Emmanuel Thomassin is also entitled to certain benefits, including employer-paid life insurance, employer-paid income protection insurance, employer-paid health insurance and employer contributions to a defined contribution pension plan. Emmanuel Thomassin's employment may be terminated by him or his employer on six months' prior written notice.

Kristo Käärman is expected to remain as Chief Executive Officer of the Group and Emmanuel Thomassin is expected to remain as Chief Financial Officer of the Group after the Scheme Effective Time. Although Wise Holdco will not be subject to the same statutory UK remuneration policy framework that Wise is currently subject to, it is anticipated that the overall level of Kristo Käärman and Emmanuel Thomassin's remuneration immediately before and immediately after the Scheme Effective Time will not change solely as a result of the Scheme.

Following the Scheme Effective Time, there is currently no intention to make any immediate or short-term changes to the approach to the amount and structure of the compensation of senior management, but the Group may evaluate changes to compensation structures and remuneration policies to align with business priorities from time to time.

6.2 **Non-Executive Directors**

Brief details of the terms of appointment of the Non-Executive Directors are set out below.

Non-Executive Director	Date of appointment	Notice period	Annual fees (year)
David Wells	18 June 2021	1 month	£390,000
Clare Gilmartin	18 June 2021	1 month	£185,000
Ingo Uytdehaage	18 June 2021	1 month	£185,000
Alastair Rampell	18 June 2021	1 month	£ 0
Hooi Ling Tan	19 June 2021	1 month	£170,000
Elizabeth Chambers	19 April 2023	1 month	£180,000
Terri Duhon	1 January 2022	1 month	£170,000

All of the Non-Executive Directors have letters of appointment with Wise which set out the specific terms of their engagement. The remuneration paid to each of the Non-Executive Directors (other than the Chair) consists of a base fee of £170,000 per annum and, as relevant: (i) an additional fee of £15,000 per annum payable to Clare Gilmartin as the Senior Independent Director, (ii) an additional fee of £15,000 per annum payable to Ingo Uytdehaage as the chair of the Audit and Risk Committee, (iii) an additional fee of £10,000 per annum payable to Elizabeth Chambers as the chair of the Remuneration Committee and (iv) an additional fee of £10,000 per annum payable to David Wells as the chair of the Nomination Committee. The Chair receives a fee of £380,000 per annum. Non-Executive Director fees were last reviewed in March 2025. Other than as disclosed above, the Non-Executive Directors do not participate in the Wise Share Plans nor is any pension payable in respect of their service as Non-Executive Directors.

Each Non-Executive Director is entitled to reimbursement of reasonable and properly documented expenses incurred solely and necessary in performing the duties of their office.

No Non-Executive Director is entitled to any benefit upon the termination of his or her appointment.

Following the Scheme Effective Time, there is currently no intention to make any immediate or short-term changes to the approach to the amount and structure of the compensation of the Non-Executive Directors, but the Group may evaluate changes to compensation structures and remuneration policies to align with business priorities from time to time.

7. **Interests of major shareholders**

- 7.1 As at 27 June 2025 (being the Latest Practicable Date), in so far as it has been notified to Wise pursuant to the DTRs, the name of each person who, directly or indirectly, has a notifiable interest in 3 per cent. or more of Wise's issued share capital (excluding shares held in treasury), and the amount of such person's interest are set forth below:

Name	Shares Beneficially Held Immediately Prior to Admission				Shares Beneficially Held Immediately Following Admission			
	Number of Wise Class A Shares	Number of Wise Class B Shares	Percentage of Wise Issued Share Capital	Percentage of Wise Voting Rights*	Number of Wise Holdco Class A Shares	Number of Wise Holdco Class B Shares	Percentage of Wise Holdco Issued Share Capital	Percentage of Wise Holdco Voting Rights**
Kristo Käärmann	186,078,489	161,022,590	18.15%	54.65%*	186,078,489	161,022,590	18.15%	54.65%**
Baillie Gifford & Co	116,971,006	20,803,289	11.41%	10.17%	116,971,006	20,803,289	11.41%	10.17%
Skaala Investments OÜ	52,480,205	33,466,926	5.12%	11.82%	52,480,205	33,466,926	5.12%	11.82%
AH Capital Mgt	39,211,263	—	3.83%	1.31%	39,211,263	—	3.83%	1.31%
Vanguard Group	34,151,965	—	3.33%	1.14%	34,151,965	—	3.33%	1.14%
Lone Pine Capital	32,804,048	—	3.20%	1.10%	32,804,048	—	3.20%	1.10%
Capital World Investors	31,121,280	—	3.04%	1.04%	31,121,280	—	3.04%	1.04%

* Before the application of the voting caps set out in the Wise Articles (see section 12.3 of Part II).

** Before the application of the voting caps set out in the Wise Holdco Articles (see section 2.4 of Part V).

The percentage of issued Wise and Wise Holdco share capital is based on nominal value rather than the number of shares in issue.

- 7.2 None of the major shareholders listed above have voting rights that are different to those of any other holder of Wise Class A Shares or Wise Class B Shares, as applicable.
- 7.3 Save as disclosed in paragraph 7.1 of this Part III, Wise is not aware of any person who is as at the Latest Practicable Date, or will be immediately following the Scheme, directly or indirectly, interested in 3 per cent. or more of the Wise Shares.
- 7.4 Save as disclosed in paragraph 7.1 of this Part III, Wise is not aware of any person who, following implementation of the Scheme, directly or indirectly, acting jointly or with others or acting alone, could exercise control over Wise Holdco.

8. Summary of significant differences between English and Jersey company law

There are a number of differences between the Companies Act and relevant Jersey law which could impact upon the rights of Wise Holdco Shareholders. Your attention is drawn to Part V of this document for further information on the differences between English and Jersey company law.

9. Summary of the Wise Holdco Articles

Your attention is drawn to Part V of this document, which contains a summary of the Wise Holdco Articles.

10. Further information for Overseas Shareholders

If you are a citizen, resident or national of a jurisdiction outside of the United Kingdom and the United States, your attention is drawn to paragraph 10 of Part II of this document for further details concerning the Scheme.

Certain US securities law considerations

The Wise Holdco Shares to be issued to Wise Shareholders in connection with the Scheme have not been, will not be, and are not required to be, registered under the US Securities Act in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act. Pursuant to Section 3(a)(10), Wise and Wise Holdco will advise the Court that they will rely on the Section 3(a)(10) exemption based on the Court's approval of the Scheme, and the Court will hold the Court Hearing at which it will consider the Scheme's fairness to Wise Shareholders. Wise will give timely notice of such fairness hearing, the Court Hearing, to all Wise Shareholders, each of whom will be entitled to appear. The Wise Holdco Shares will not be registered under the securities laws of any state of the United States, and will be issued pursuant to the Scheme in reliance on available exemptions from such state law registration requirements. Prior to the Scheme Effective Time and in connection with the approval of the Wise Holdco Shares for listing on the Relevant US Exchange, a Form 20-F will be filed

with the SEC to register the Wise Holdco Shares under the US Exchange Act. Neither the SEC nor any other US federal or state securities commission or other regulatory authority has approved or disapproved of the Scheme or passed or will pass any opinion upon the accuracy or adequacy of this document.

11. Taxation

11.1 UK Taxation

The following discussion is a summary of certain limited aspects of the UK taxation treatment of the Scheme, and of holding and disposing of Wise Holdco Shares, for certain Wise Shareholders. It does not constitute legal or tax advice and does not purport to be a complete analysis of all tax considerations relating to the Scheme. The discussion (including any reference to rates of taxation) is based on current UK tax legislation, and what is understood to be current HM Revenue and Customs (“HMRC”) practice (which may not be binding on HMRC), in each case as at the date of this Scheme Circular, both of which are subject to change, possibly with retrospective effect.

The discussion is intended as a general guide and, in particular, does not deal with certain types of Wise Shareholders such as financial institutions, pension schemes, charities, tax-exempt organisations, trustees, intermediaries, market makers, brokers, dealers in securities, persons who have or could be treated for tax purposes as having acquired their Wise Shares by reason of their office, employment or as carried interest, collective investment schemes, persons who hold investments in any HMRC-approved arrangements or schemes, persons connected to Wise, insurance companies and persons subject to UK tax under the foreign income and gains regime that came into force in the United Kingdom with effect from 6 April 2025.

Special tax provisions not covered by this discussion may in particular apply to Wise Class A Shareholders who have acquired or who acquire their Wise Class A Shares pursuant to the exercise of options or other awards under any Wise Share Plan.

References below to “UK Shareholders” are to Wise Shareholders who (a) are resident for tax purposes in, and only in, the United Kingdom, and, in the case of individuals, to whom “split year” treatment does not apply, (b) hold their Wise Shares as an investment (other than under a self-invested personal pension plan or individual savings account); and (c) are the absolute beneficial owners of their Wise Shares. We anticipate that the tax treatment summarised under the headings *Income from Wise Holdco Shares* and *Disposal of Wise Holdco Class A Shares* below will apply to Wise Class A Shareholders whose Wise Holdco Class A Shares are represented by Wise Holdco DIs, including on the basis that the DI Depositary should be treated as holding the Wise Holdco Class A Shares on trust (as bare trustee under English law) for such holders of Wise Holdco Class A Shares.

IF YOU ARE IN ANY DOUBT ABOUT YOUR TAX POSITION OR YOU ARE SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN THE UNITED KINGDOM, YOU SHOULD CONSULT AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

Treatment of UK Shareholders as a result of implementation of the Scheme

UK Shareholders that do not hold (either alone or together with persons connected with them) more than 5% of, or of any class of, shares in or debentures of Wise should not be treated as having made a disposal of their Wise Shares under the Scheme. Instead, their Wise Holdco Shares should be treated as the same asset as the Wise Shares, and as acquired at the same time and for the same consideration as those Wise Shares.

UK Shareholders that, alone or together with connected persons, hold more than 5% of, or of any class of, shares in or debentures of Wise may be eligible for the treatment described in the preceding paragraph only if the transaction is effected for bona fide commercial reasons and does not form part of a scheme or arrangements of which the main purpose, or one of the main purposes, is the avoidance of liability to capital gains tax or corporation tax, pursuant to section 137 of the Taxation of Chargeable Gains Act 1992. Such UK Shareholders are advised that advance clearance has been obtained from HMRC under section 138 of that Act confirming that section 137 should not apply to prevent the treatment described in the preceding paragraph.

Income from Wise Holdco Shares

Dividends

Dividends paid by Wise Holdco will not be subject to any withholding or deduction for or on account of UK tax.

Income tax

An individual UK Shareholder may, depending on his or her particular circumstances, be subject to UK tax on dividends received from Wise Holdco.

All dividends received by an individual UK Shareholder from Wise Holdco or from other sources will form part of that UK Shareholder's total income for income tax purposes and will constitute the top slice of that income. A nil rate of income tax will apply to the first £500 of taxable dividend income received by the individual UK Shareholder in the tax year 2025/2026. Income within the nil rate band will be taken into account in determining whether income in excess of the £500 tax-free allowance falls within the basic rate, higher rate or additional rate tax bands. Dividend income in excess of the tax-free allowance will (subject to the availability of any income tax personal allowance) be taxed in the tax year 2025/2026 at 8.75% to the extent that the excess amount falls within the basic rate tax band, 33.75% to the extent that the excess amount falls within the higher rate tax band and 39.35% to the extent that the excess amount falls within the additional rate tax band.

An individual holder of Wise Holdco Shares who is not resident for tax purposes in the United Kingdom should not be chargeable to UK income tax on dividends received from Wise Holdco unless he or she carries on (whether solely or in partnership) a trade, profession or vocation in the United Kingdom through a branch or agency to which the Wise Holdco Class A Shares are attributable. There are certain exceptions for trading in the United Kingdom through independent agents, such as some brokers and investment managers.

Corporation tax

Corporate UK Shareholders should not be subject to UK corporation tax on any dividend received from Wise Holdco so long as the dividends qualify for exemption, which should generally be the case for many such corporate UK Shareholders, although certain conditions must be met. If the conditions for the exemption are not satisfied, or such corporate UK Shareholder elects for an otherwise exempt dividend to be taxable, UK corporation tax will be chargeable on the amount of any dividends (in the tax year 2025/2026, at the main rate of 25% for companies with profits in excess of £250,000, or the small profits rate of 19% for companies with profits of £50,000 or less, with marginal relief from the main rate available to companies with profits between £50,000 and £250,000 subject to meeting certain criteria).

A corporate holder of Wise Holdco Shares that is not resident for tax purposes in the United Kingdom should not be chargeable to UK corporation tax on dividends received from Wise Holdco unless it carries on (whether solely or in partnership) a trade in the United Kingdom through a permanent establishment to which the Wise Holdco Shares are attributable.

Disposal of Wise Holdco Class A Shares

A disposal or deemed disposal of Wise Holdco Class A Shares by a UK Shareholder for UK tax purposes may, depending on the UK Shareholder's particular circumstances and subject to any available exemption or relief, give rise to a chargeable gain or allowable loss for the purposes of capital gains tax or corporation tax on chargeable gains.

UK stamp duty and stamp duty reserve tax

Implementation of the Scheme

No UK stamp duty or stamp duty reserve tax ("SDRT") will be payable on the transfer of the Wise Shares to Wise Holdco under the Scheme provided that the conditions for exemption contained in section 77 of the Finance Act 1986 ("Section 77") are satisfied in respect of such transfer and this has been confirmed by HMRC under adjudication. Wise currently intends to apply for such adjudication in respect of the Scheme, although such application (if made) may only be made after the Scheme Effective Date. If the exemption under Section 77 were not (contrary to such current intention) sought, or granted, then any UK stamp duty or SDRT arising will be paid by Wise Holdco.

No UK stamp duty or SDRT will be payable in respect of the issuance of the Wise Holdco Shares or the Wise Holdco DIs under the Scheme.

No UK stamp duty or SDRT should be payable in respect of the delivery of the Wise Holdco Class A Shares to Cede & Co as nominee for DTC under the Scheme.

Transfers of Wise Holdco Class A Shares

No UK stamp duty will be payable on the paperless transfer of Wise Holdco Class A Shares through the facilities of DTC.

Provided that the Wise Holdco Class A Shares are not registered in a register held or maintained in the United Kingdom or paired with shares issued by a body corporate incorporated in the United Kingdom (as is Wise's expectation), no UK SDRT will arise in respect of an agreement to transfer Wise Holdco Class A Shares.

Transfers of Wise Holdco DIs

No UK stamp duty will be payable on the paperless transfer of Wise Holdco DIs in CREST.

UK SDRT may in principle be payable on an agreement to transfer Wise Holdco DIs in CREST at the rate of 0.5% of the amount or value of the consideration payable for the transfer. It is however understood that HMRC's current practice may be to accept that no such SDRT will arise, including on the basis that: (i) the Wise Holdco DIs represent Wise Holdco Class A Shares held in DTC; (ii) at the time of any such agreement to transfer, the Wise Holdco Class A Shares will be within the DTC system, with legal title held by Cede & Co., as nominee for DTC, and book entry interests in such Wise Holdco Class A Shares will be held in a DTC participant's account, and (iii) the Wise Holdco Class A Shares will not be enabled for direct settlement or transfer through CREST. Wise therefore intends to liaise with HMRC prior to the Scheme Effective Date to clarify the correct SDRT treatment of transfers of Wise Holdco DIs in CREST, and to seek HMRC's agreement that no SDRT will be payable on such transfers. HMRC's agreement to such treatment is, however, not guaranteed, in which case SDRT would be payable. The purchaser of the Wise Holdco DIs would generally be liable for any such SDRT.

11.2 US Taxation

The following is a general summary based on present law of certain US federal income tax considerations relevant to the transfer of Scheme Shares, the issuing of Wise Holdco Shares (including Wise Holdco DIs) pursuant to the Scheme and the ownership and disposition of Wise Holdco Shares. It addresses only US Holders that hold their Scheme Shares and will hold their Wise Holdco Shares as "capital assets" within the meaning of Section 1221 of the US Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and use the US dollar as their functional currency. This summary does not address the US federal estate, gift or other non-income tax considerations, alternative minimum tax considerations, special tax accounting rules under Section 451(b) of the Code, the Medicare contribution tax on certain net investment income, or any state, local or non-US tax considerations. The following summary does not address all aspects of US federal income taxation that may be important to particular investors in light of their individual circumstances or to persons in special tax situations, such as:

- banks and other financial institutions;
- insurance companies;
- pension plans;
- cooperatives;
- regulated investment companies;
- real estate investment trusts;
- broker-dealers;
- traders that elect to use a mark-to-market method of accounting;
- certain former US citizens or long-term residents;
- tax-exempt entities (including private foundations);

- US holders who acquire or acquired their Scheme Shares pursuant to any employee share option or otherwise as compensation (including, for the avoidance of doubt, US holders holding options with a nil or de minimis strike price);
- US holders that will hold their Wise Holdco Shares as part of a straddle, hedge, conversion, constructive sale or other integrated or risk reduction transaction for US federal income tax purposes;
- persons that actually or constructively own 5% or more of the equity securities of Wise or Wise Holdco, either before or after the implementation of the Scheme; or
- partnerships or other entities taxable as partnerships for US federal income tax purposes, or persons holding the Scheme Shares or Wise Holdco Shares through such entities,

all of whom may be subject to tax rules that differ significantly from those discussed below.

If you are a partnership (or other pass-through entity) for US federal income tax purposes, the tax treatment of your partners (or other owners) will generally depend on the status of the partners, the activities of the partnership and certain determinations made at the partner level. Accordingly, partnerships (or other pass-through entities) and the partners (or other owners) in such partnerships (or such other pass-through entities) should consult their tax advisers regarding the US federal income tax consequences to them relating to the matters discussed below.

This summary is for general information only and is not tax advice. It is not a complete description of all of the tax considerations that may be relevant to a particular Scheme Shareholder. This discussion is based on the Internal Revenue Code, US Treasury Regulations, and judicial and administrative interpretations thereof, all as at the Latest Practicable Date. All of the foregoing is subject to differing interpretations and change. Such change may apply retroactively and may affect the tax considerations described in this paragraph 11. Wise and Wise Holdco have not sought, and do not intend to seek, a ruling from the IRS as to any US federal income tax consideration described herein. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax considerations described below. Please refer to section 11.4 for additional tax matters.

Although not free from doubt, a holder of a Wise Holdco DI generally should be treated for US federal income tax purposes as holding Wise Holdco Shares represented by Wise Holdco DI. The following discussion assumes that such treatment applies and references below to Wise Holdco Shares include references to Wise Holdco DIs. Holders of Wise Holdco DIs should consult their tax advisers regarding the US federal income tax consequences to them relating to the matters discussed below.

Passive Foreign Investment Company Considerations

A non-US corporation, such as Wise or Wise Holdco, will be classified as a passive foreign investment company ("PFIC") for US federal income tax purposes for any taxable year, if either (i) 75% or more of its gross income for such year consists of certain types of "passive" income or (ii) 50% or more of the value of its assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, each of Wise and Wise Holdco will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation in which such entity owns, directly or indirectly, at least 25% (by value) of the stock.

Wise believes that Wise should not be classified as a PFIC for the taxable year ended 31 March 2025 or for any prior year during which shares of Wise stock have been admitted to trading on the London Stock Exchange and neither Wise nor Wise Holdco expect Wise or Wise Holdco to be a PFIC for the current taxable year. While neither Wise nor Wise Holdco expect that Wise or Wise Holdco should be or become a PFIC, no assurance can be given in this regard because the determination of PFIC status for any taxable year is a fact intensive determination made annually that depends, in part, upon the composition and classification of the income and assets of Wise or Wise Holdco, as applicable. Fluctuations in the market price of Wise Shares or Wise Holdco Shares may cause Wise or Wise Holdco to be or become classified as a PFIC for the current or future taxable years because the value of any assets for purposes of the asset test, including the value of any goodwill, may be determined by reference to the market price of Wise Shares or Wise Holdco Shares, as applicable, which may be volatile. If the market capitalisation of Wise or Wise Holdco subsequently declines, Wise or Wise Holdco may be or become classified as a PFIC for the current taxable year or future taxable years. Furthermore, the law applicable to determinations of PFIC status is very complex, uncertain and subject to varying interpretation, and the

IRS may not agree with the PFIC determinations that Wise or Wise Holdco make or have made and their application of the PFIC rules. Even if Wise or Wise Holdco determines that it is not (or was not) a PFIC for a particular tax year, the IRS is not bound by that determination and could take a different view. In light of the foregoing, US counsel for Wise and Wise Holdco expresses no opinion with respect to the PFIC status of Wise or Wise Holdco for any prior, current or future taxable year.

If Wise or Wise Holdco is a PFIC for any year during which a US Holder holds Wise Shares or Wise Holdco Shares, as applicable, such entity generally will continue to be treated as a PFIC for all succeeding years during which such US Holder holds such Wise Shares or Wise Holdco Shares, as applicable.

Except as specifically set forth below, the remainder of this discussion is written on the basis that neither Wise nor Wise Holdco has been or will be classified as a PFIC for US federal income tax purposes. If Wise or Wise Holdco is classified as a PFIC for any taxable year during which a US Holder holds (or has held) Wise Shares or Wise Holdco Shares, as applicable, the tax consequences applicable to such US Holder may differ materially from, and may be materially adverse when compared to, those described herein, including for example, resulting in the implementation of the Scheme being a taxable transaction for a US Holder. US Holders should consult their tax advisers regarding the US federal income tax consequences of (1) the implementation of the Scheme if Wise is treated as a PFIC and (2) the ownership and disposition of Wise Holdco Shares if Wise Holdco is treated as a PFIC.

Treatment of US Holders as a Result of the Implementation of the Scheme

The transfer of Scheme Shares in exchange for the issuance of Wise Holdco Shares (the “Share Exchange”) will be structured in a manner that is intended to qualify for tax-deferred treatment for United States federal income tax purposes (the “Intended Tax Treatment”). Wise is considering, and prior to the implementation of the Scheme, Wise shall determine, whether to have Wise elect to be a ‘disregarded entity’ for United States federal income tax purposes (an “Entity Classification Election”) in connection with the Scheme, following Wise’s conversion from a public limited company to a private limited company under the laws of the United Kingdom. If Wise makes the Entity Classification Election in connection with the Scheme, it is expected that the Share Exchange and the Entity Classification Election, taken together, should qualify as a tax-deferred transaction under Section 368(a) of the Internal Revenue Code. If Wise does not make the Entity Classification Election in connection with the Scheme, it is expected that the Share Exchange may qualify as a tax-deferred transaction under Section 351 of the Internal Revenue Code, but such conclusion is not free from doubt and may depend on the classification of certain of Wise’s securities for United States federal income tax purposes. The implementation of the Scheme is not conditioned upon the receipt of an opinion of counsel as to the Scheme’s qualification as a tax-deferred transaction and Wise does not intend to request a ruling from the IRS regarding the United States federal income tax treatment of the implementation of the Scheme. Accordingly, no assurance can be given that the IRS will not challenge the Intended Tax Treatment or that a court will not sustain such a challenge by the IRS. In connection with the implementation of the Scheme, Wise shall inform the US Holders of the expected tax treatment of the Share Exchange for US federal income tax purposes.

If the implementation of the Scheme qualifies for the Intended Tax Treatment, the US federal income tax consequences for US Holders generally should be as follows:

- a US Holder of Scheme Shares that exchanges Scheme Shares for Wise Holdco Shares in connection with the Scheme generally will not recognise gain or loss;
- a US Holder of Scheme Shares generally will have an aggregate tax basis in Wise Holdco Shares issued in connection with the Scheme equal to the aggregate adjusted tax basis in the Scheme Shares surrendered in connection with the Scheme; and
- a US Holder of Scheme Shares generally will have a holding period for Wise Holdco Shares that includes the holding period of the Scheme Shares surrendered in connection with the Scheme.

If a US Holder acquired different blocks of Scheme Shares at different times or at different prices and the transfer of Scheme Shares in exchange for Wise Holdco Shares qualifies for tax-deferred treatment under Section 351 of the Internal Revenue Code, but does not qualify under Section 368(a) of the Internal Revenue Code, then the basis and holding period of the different blocks of Scheme Shares will be allocated to Wise Holdco Shares in proportion to the fair market value of Wise Holdco Shares, resulting in a split basis and holding period in each such Wise Holdco Share. If the transfer of Scheme Shares in

exchange for Wise Holdco Shares does qualify under Section 368(a) of the Internal Revenue Code, then the basis and holding period of each block of Wise Holdco Shares received will be determined on a block-for-block basis depending on the basis and holding period of the blocks of Scheme Shares exchanged for such Wise Holdco Shares. US Holders that acquired different blocks of Scheme Shares at different times or at different prices should consult their tax advisers regarding the allocation of basis and holding period among Wise Holdco Shares that will be issued in the Scheme.

If the implementation of the Scheme does not qualify for the Intended Tax Treatment, the tax consequences of the Scheme for US Holders will depend on whether the transactions contemplated by the Scheme (or any component thereof) would qualify for tax-deferred treatment under any other provisions of the Internal Revenue Code and/or whether Wise or Wise Holdco are PFICs. In general, if the implementation of the Scheme does not qualify for the Intended Tax Treatment or tax-deferred treatment under other provisions of the Internal Revenue Code, each US Holder would recognise gain or loss in an amount equal to the difference, if any, between the fair market value of Wise Holdco Shares received by the US Holder in the Share Exchange over such US Holder's tax basis in the Wise Shares surrendered in the Share Exchange. Gain or loss must be calculated separately for each block of Wise Shares exchanged by such US Holder if such blocks were acquired at different times or at different prices. Any gain or loss so recognised would generally be long-term capital gain or loss if the US Holder had held the Wise Shares for more than one year (or short-term capital gain or loss otherwise). Long-term capital gain of non-corporate US Holders (including individuals) may be eligible for preferential US federal income tax rates. The deductibility of capital losses is subject to limitations. Such US Holder's holding period in the Wise Holdco Shares received in the Share Exchange would not include the holding period for the Wise Shares exchanged therefor and would begin on the day following the implementation of the scheme. US Holders should consult their tax advisers regarding the US federal income tax consequences of the implementation of the Scheme if it does not qualify for the Intended Tax Treatment.

Dividends Paid in Respect of Wise Holdco Class A Shares

Any cash distributions paid on Wise Holdco Class A Shares out of the current or accumulated earnings and profits of Wise Holdco, as determined under US federal income tax principles, generally will be includible in the gross income of a US Holder as dividend income when actually or constructively received by the US Holder. Because Wise Holdco does not intend to determine its earnings and profits on the basis of US federal income tax principles, the full amount of any distribution paid by Wise Holdco generally will be treated as a "dividend" for US federal income tax purposes. Dividends received on Wise Holdco Class A Shares will not be eligible for the dividends received deduction generally allowed to corporations. Dividends received by individuals and certain other non-corporate US Holders may be subject to tax at the lower capital gain tax rate applicable to "qualified dividend income", provided that certain conditions are satisfied, including that (1) Wise Holdco Class A Shares on which the dividends are paid are readily tradeable on an established securities market in the United States, or Wise Holdco is eligible for the benefits of the US-UK income tax treaty (the "Treaty"), (2) Wise Holdco is neither a PFIC nor treated as such with respect to such a US Holder for the taxable year in which the dividend was paid and the preceding taxable year, and (3) certain holding period requirements are met. Wise Holdco expects to list Wise Holdco Class A Shares on a US stock exchange and therefore expects that Wise Holdco Class A Shares will qualify as readily tradeable on an established securities market in the United States, although there can be no assurance in this regard.

For foreign tax credit limitation purposes, dividends paid by Wise Holdco generally will be treated as passive category income. Because no income taxes will be withheld from dividends on Wise Holdco Class A Shares, there will be no creditable foreign taxes associated with any dividends that a US Holder will receive.

Sale or Other Disposition of Wise Holdco Class A Shares

A US Holder generally will recognise capital gain or loss upon the sale or other disposition of Wise Holdco Class A Shares in an amount equal to the difference between the amount realised upon the disposition and the holder's adjusted tax basis in such Wise Holdco Class A Shares. Any capital gain or loss will be long-term if Wise Holdco Class A Shares have been held for more than one year. Long-term capital gain of individuals and certain other non-corporate US Holders generally will be eligible for a reduced rate of taxation. The deductibility of a capital loss may be subject to limitations. The rules regarding foreign tax

credits and deduction of foreign taxes are complex. US Holders subject to tax outside the United States should consult their tax advisors regarding the availability of a foreign tax credit or deduction in light of their particular circumstances, including their eligibility for benefits under the Treaty.

Passive Foreign Investment Company Rules

Following implementation of the Scheme, if Wise Holdco is classified as a PFIC for any taxable year during which a US Holder holds Wise Holdco Shares, and unless the US Holder makes a mark-to-market election (as described below), the US Holder generally will be subject to special tax rules on (1) any excess distribution that Wise Holdco makes to the US Holder (which generally means any distribution paid during a taxable year to a US Holder that is greater than 125 percent of the average annual distributions paid in the three preceding taxable years or, if shorter, the US Holder's holding period for Wise Holdco Shares), and (2) any gain realised on the sale or other disposition of Wise Holdco Shares. Under the PFIC rules:

- the excess distribution or gain will be allocated ratably over the US Holder's holding period for Wise Holdco Shares;
- the amount allocated to the taxable year of the distribution or gain and any taxable years in the US Holder's holding period prior to the first taxable year in which Wise Holdco became a PFIC will be treated as ordinary income;
- the amount allocated to each prior taxable year, other than a pre-PFIC year, will be subject to tax at the highest tax rate in effect for individuals or corporations, as appropriate, for that year; and
- an additional tax equal to the interest on the resulting tax deemed deferred will be imposed on the tax attributable to each prior taxable year, other than a pre-PFIC year.

If Wise Holdco is a PFIC for any taxable year during which a US Holder holds Wise Holdco Shares, and any of Wise Holdco's subsidiaries (including Wise) is also a PFIC, such US Holder would be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of these rules. US Holders are urged to consult their tax advisors regarding the application of the PFIC rules to any of Wise Holdco's subsidiaries.

As an alternative to the foregoing rules, a US Holder of "marketable stock" in a PFIC may make a mark-to-market election with respect to such stock, provided that such stock is regularly traded on a qualified exchange or other market, as defined in applicable US Treasury Regulations. Wise Holdco expects to list Wise Holdco Class A Shares on a US stock exchange and therefore expect that Wise Holdco Class A Shares (but not Wise Holdco Class B Shares) will be regularly traded on a qualified exchange, but there can be no assurance in this regard. If a US Holder makes this election, the holder generally will (1) include as ordinary income for each taxable year that Wise Holdco is a PFIC the excess, if any, of the fair market value of Wise Holdco Shares held at the end of the taxable year over the adjusted tax basis of such Wise Holdco Shares and (2) deduct as an ordinary loss the excess, if any, of the adjusted tax basis of Wise Holdco Shares over the fair market value of such Wise Holdco Shares held at the end of the taxable year, but such deduction will only be allowed to the extent of the amount previously included in income as a result of the mark-to-market election. The US Holder's adjusted tax basis in Wise Holdco Shares would be adjusted to reflect any income or loss resulting from the mark-to-market election. If a US Holder makes a mark-to-market election in a year when Wise Holdco is classified as a PFIC and Wise Holdco subsequently ceases to be classified as a PFIC, the holder will not be required to take into account the gain or loss described above during any period that Wise Holdco is not classified as a PFIC. If a US Holder makes a mark-to-market election, any gain such US Holder recognises upon the sale or other disposition of Wise Holdco Shares in a year when Wise Holdco is a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss, but such loss will only be treated as ordinary loss to the extent of the net amount previously included in income as a result of the mark-to-market election.

Because as a technical matter a mark-to-market election cannot be made for any lower-tier PFICs that Wise Holdco may own, a US Holder that makes the mark-to-market election may continue to be subject to the PFIC rules with respect to such US Holder's indirect interest in any investments held by us that are treated as an equity interest in a PFIC for US federal income tax purposes.

If Wise Holdco is a PFIC, Wise Holdco will use reasonable efforts to provide information necessary for US Holders to make qualified electing fund elections which, if available, would result in tax treatment different from the general tax treatment for PFICs described above and different from the treatment if a

mark-to-market election is made. If Wise Holdco does provide such information with respect to a taxable year in which it determines that it is a PFIC, Wise Holdco cannot guarantee that such information will be made available for all years in which Wise Holdco is a PFIC or that the information will be available at the time required for any particular US Holder to make a QEF Election.

If a US Holder owns Wise Holdco Shares during any taxable year that Wise Holdco is a PFIC, the holder must generally file an annual IRS Form 8621. You should consult your tax advisors regarding the US federal income tax consequences of owning and disposing of Wise Holdco Shares if Wise Holdco is or becomes a PFIC.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain US-related financial intermediaries may be subject to information reporting and backup withholding, unless (1) the US Holder is a corporation or other “exempt recipient” and (2) in the case of backup withholding, the US Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. The amount of any backup withholding from a payment to a US Holder will be allowed as a credit against the US Holder’s US federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

Certain US Holders who are individuals (or certain specified entities) may be required to report information relating to their ownership of Wise Holdco Shares, unless Wise Holdco Shares are held in accounts at financial institutions (in which case the accounts may be reportable if maintained by non-US financial institutions). US Holders should consult their tax advisers regarding their reporting obligations with respect to Wise Holdco Shares.

11.3 Jersey Taxation

The following discussion summarises certain limited aspects of Jersey tax law and practice as it is understood to apply at the date of this Scheme Circular and as it is expected to apply, to the extent so summarised, to Wise Holdco and to Wise Holdco Shareholders, in each case after the Scheme Effective Date. It does not constitute legal or tax advice and does not address all relevant aspects of Jersey tax law and practice.

Ongoing direct taxation position of Wise Holdco

It is intended that Wise Holdco will not be resident for tax purposes in Jersey and not subject to any rate of tax in Jersey as it is instead intended to be solely tax resident in the United Kingdom.

Jersey withholding taxes on dividends and other distributions for holders of Wise Holdco Shares or Wise Holdco DIs

For so long as Wise Holdco is deemed not to be tax resident in Jersey it is entitled to pay dividends to shareholders without any withholding or deduction for or on account of Jersey income tax. Wise Holdco Shareholders who are not resident for income tax purposes in Jersey will not be subject to taxation in Jersey in respect of any income or gains arising in respect of the shares held by them. Wise Holdco Shareholders who are resident for income tax purposes in Jersey will be subject to income tax in Jersey on any dividends paid on shares held by them or on their behalf.

Stamp taxes in Jersey

There is no stamp duty in Jersey on the issue or transfer of shares. On the death of an individual holder (whether or not such individual was resident in Jersey), duty at rates of up to 0.75% of the value of the relevant shares (subject to a cap on liability of £100,000) may be payable upon the registration of a grant of probate or letters of administration which would be required in order to transfer the shares of a deceased sole shareholder. The rules for joint holders and holdings through a nominee are different and advice relating to this form of holding should be obtained from a professional advisor.

11.4 General

The discussion above in respect of the United Kingdom, the United States and Jersey is a general summary. It does not cover all tax matters that may be important to a particular holder. The information in this section is based on current tax legislation and the currently understood practice of the relevant tax

authorities, as at the date of this Scheme Circular, all of which are subject to change (possibly with retrospective effect). **Scheme Shareholders should consult their own tax advisers about the tax consequences of participating in the Scheme and holding Wise Holdco Shares under the Scheme Shareholder's own circumstances.**

The tax discussion set forth in this document is based on laws in effect on the Latest Practicable Date. However, the tax regimes that Wise and Wise Holdco are subject to or operate under are unsettled and may be subject to significant change. In particular, the US government may enact significant changes to the taxation of business entities including, among others, an increase in the corporate income tax rate, the imposition of minimum taxes or surtaxes on certain types of income and significant changes to the taxation of income derived from international operations. Wise and Wise Holdco are unable to predict what changes to the tax laws of the US and other jurisdictions may be proposed or enacted in the future or what effect such changes would have on the business of Wise and Wise Holdco. Any of these or similar developments or changes to tax laws or rulings (which changes may have retroactive application) could result in a material change to the tax considerations described herein.

Wise Holdco will be Jersey incorporated and is intended to be solely a UK tax resident. Although Wise Holdco is incorporated under the laws of Jersey and is intended to be solely a UK tax resident, if Wise makes the Entity Classification Election (as referenced in section 11.2) in connection with the Scheme, the IRS may assert that Wise Holdco should be treated as a US corporation (and, therefore, a US tax resident) pursuant to Section 7874 of the Internal Revenue Code. It is expected that Wise Holdco should not be treated as a US corporation for US federal income tax purposes. However, the relevant law is not entirely clear, is subject to detailed but relatively new regulations (the application of which is uncertain in various respects, and whose interaction with general principles of US tax law remains untested). A corporation generally is considered for US federal income tax purposes to be a tax resident in the jurisdiction of its organisation or incorporation. If the IRS successfully challenged Wise Holdco's status as a foreign corporation and treated Wise Holdco as a US corporation, significant adverse tax consequences would result for Wise Holdco. For example, Wise Holdco could be subject to substantial liability for US income taxes, and the gross amount of any dividend payments to certain shareholders that are not US Holders could be subject to US withholding tax. Furthermore, if Wise Holdco is treated as a US corporation for US federal income tax purposes, the implementation of the Scheme generally could cause US Holders to recognise gain or income in connection with the implementation of the Scheme.

12. Employee Share Schemes

12.1 Wise Share Plans

In connection with the Scheme, it is expected that the Wise Share Plans will be assumed by Wise Holdco. This means that any outstanding awards under the Wise Share Plans that currently relate to Wise Class A Shares will be exchanged for awards relating to Wise Holdco Class A Shares on a one-for-one basis with participant consent where required under the rules of the applicable Wise Share Plan. Other terms, including the vesting schedule and any vesting conditions, will remain the same. It may be necessary to make minor administrative changes to the terms of the awards. Further details of the impact of the Scheme on participants in the Wise Share Plans will be sent separately to the participants at a later date.

12.2 Wise Holdco Share Plans

The Directors expect that Wise Holdco will adopt the Wise Holdco Share Plans, conditional on the Scheme becoming effective. The Wise Holdco Share Plans will seek to substantively replicate the Wise LTIP with necessary changes to reflect the fact that Wise Holdco is a Jersey incorporated company and will have its primary listing in the US.

12.3 Employee Benefit Trust

Wise operates an employee benefit trust which is administered by Equiniti Trust (Jersey) Limited. The employee benefit trust holds a number of Wise Class A Shares which are intended to be used to settle equity awards made under the Wise Share Plans. It is intended that the Wise Class A Shares held by the employee benefit trust will be subject to the Scheme on the same terms as other holders of Wise Class A Shares and that its terms will be amended as needed to reflect this.

Part IV
SETTLEMENT AND DEALINGS IN WISE HOLDCO SHARES FOLLOWING THE SCHEME
EFFECTIVE TIME

Wise Shareholders are advised to read this Part IV carefully to ensure that they understand the arrangements that will apply to them following the Scheme Effective Time.

1. Wise Class A Shares held in uncertificated form

Issue of Wise Holdco DIs

Wise Holdco Class A Shares will not be able to be transferred or settled directly through the CREST settlement system. For this reason, Wise will enter into arrangements to enable Wise Class A Shareholders to hold, and settle transfers of, their interests in Wise Holdco Class A Shares in CREST in the form of Wise Holdco DIs, each representing an entitlement to one underlying Wise Holdco Class A Share.

Shortly following the Scheme Effective Time, Wise Holdco Class A Shares which are allotted to Wise Class A Shareholders who held their Wise Class A Shares in uncertificated form immediately prior to the Scheme Effective Time will be delivered to Cede & Co. (in its capacity as nominee for the Depository Trust Company (“DTC”)) and book entry interests representing the Wise Holdco Class A Shares will automatically be delivered through DTC to the participant account of the DI Custodian, acting in its capacity as custodian of the Wise Holdco Class A Shares underlying the Wise Holdco DIs, which will hold those entitlements to Wise Holdco Class A Shares as custodian for the DI Depository. The DI Depository will issue Wise Holdco DIs representing Wise Holdco Class A Shares on a one to one basis through CREST to the CREST account in which each relevant Wise Holdco Class A Shareholder previously held Wise Class A Shares.

Wise Holdco DIs will be created and issued under the terms of the deed poll to be made by the DI Depository constituting the Wise Holdco DIs (the “DI Deed”), which will govern the relationship between the DI Depository and the holders of Wise Holdco DIs. A draft of the DI Deed will be available on request prior to the date of the Court Meetings. To request a copy of the form of DI Deed, please contact cosec@wise.com.

The registered holder of Wise Holdco Class A Shares represented by Wise Holdco DIs will be Cede & Co., as nominee of DTC. The custodian of the corresponding DTC book-entry interests representing those Wise Holdco Class A Shares will be the DI Custodian who will hold the book entry interest in such shares through the DTC system for the DI Depository. The DI Depository will hold the book entry interests in those Wise Holdco Class A Shares on trust (as bare trustee under English law) for the holders of Wise Holdco DIs. The DI Depository will maintain a register of holders of Wise Holdco DIs and will make a copy of such register available to Wise Holdco.

Rights attaching to Wise Holdco DIs

Under the DI Deed, the DI Depository will: (a) send out notices of shareholder meetings to the holders of Wise Holdco DIs; and (b) produce a definitive list of holders of Wise Holdco DIs at the record date for such meetings. In addition, holders of Wise Holdco DIs will be entitled to provide voting instructions via the DI Depository to the DI Custodian (being the custodian of Wise Holdco Class A Shares underlying the Wise Holdco DIs) in respect of the underlying Wise Holdco Class A Shares.

As a result, the holder of Wise Holdco DIs will be able to:

- receive notices of meetings of Wise Holdco Shareholders;
- give directions to vote at meetings of Wise Holdco Shareholders;
- request to be appointed as proxy in respect of Wise Holdco Class A Shares underlying their Wise Holdco DIs, enabling them to attend and speak at meetings of Wise Holdco Shareholders; and
- have made available to them, at their request, copies of the annual reports and accounts of Wise Holdco and all other documents issued by Wise Holdco to Wise Holdco Shareholders generally.

Holders of Wise Holdco DIs will otherwise be treated in the same manner as if they were registered holders of the Wise Holdco Class A Shares underlying their Wise Holdco DIs, so far as is possible in accordance with applicable law, the CREST arrangements and the DI Deed. This will include being able to receive dividends and participate in capital events, so far as practicable, in the same manner as registered holders of Wise Holdco Class A Shares.

Holders of Wise Holdco DIs can (with settlement occurring through Wise Holdco DIs) trade Wise Holdco Class A Shares on the London Stock Exchange or choose to cancel their Wise Holdco DIs (as described below) and hold their entitlements to Wise Holdco Class A Shares through an account within DTC and/or trade the underlying Wise Holdco Class A Shares on the Relevant US Exchange. Holders of Wise Holdco Class A Shares through an appointed CREST custodian or nominee should contact their chosen custodian or nominee in the event that they wish to cancel Wise Holdco DIs that they receive following the Scheme Effective Time so as to receive their interest in Wise Holdco Class A Shares through DTC or directly on the Wise Holdco share register through DRS.

Withdrawal of Wise Holdco Class A Shares underlying Wise Holdco DIs

Holders of Wise Holdco DIs will be able to cancel their Wise Holdco DIs by submitting a cross-border instruction (in the form of a CREST stock withdrawal message) for the underlying book-entry interests in DTC held by the DI Custodian to be: (i) transferred within DTC to another bank, broker or nominee (selected by the holder) who is a participant in DTC; or (ii) withdrawn from DTC and to hold the underlying Wise Holdco Class A Shares in DRS (in which case, the relevant book-entry interests held by the DI Custodian within DTC shall be cancelled and a corresponding number of Wise Holdco Class A Shares will be transferred from Cede & Co. as nominee for DTC, to the holder named in the CREST stock withdrawal message), in each case in accordance with the rules and practices of the DI Depositary, for which a service fee may be payable (and details of which are available on request from the DI Depositary). This message must include the account information of the nominated DTC participant or, if underlying shares are to be recorded in DRS, the full name and address of the shareholder to which Wise Holdco Class A Shares should be delivered, in accordance with the rules and practices of the DI Depositary, CREST and DTC.

Valid instructions received by the DI Depositary are typically completed within 48 hours (excluding any non-working days in any relevant jurisdictions) and holder of Wise Holdco DIs should consider these timings, and those of their chosen broker, when instructing corresponding trades on the Relevant US Exchange.

Other terms of the DI Deed

Holders of Wise Holdco DIs will be required to warrant, among other things, that any Wise Holdco Class A Shares issued or transferred to the DI Depositary (or the DI Custodian on its behalf) will be free and clear of all liens, charges, encumbrances or other third party security interests and that such transfers are not in contravention of any contractual obligation, law or regulation.

Subject to certain exceptions, the DI Depositary and any custodian or agent appointed by it (and their respective officers, employees and agents) will be entitled to be indemnified against all liabilities incurred in the performance of their obligations under the DI Deed. The DI Depositary may: (i) make deductions from income or capital receipts which would otherwise be due to the Wise Holdco DI holder; and/or (ii) sell the underlying Wise Holdco Class A Shares and make such deductions from the proceeds of sale, as may be required for this purpose or to meet any tax liability of such Wise Holdco DI holder in respect of which the DI Depositary is required to make any deduction or withholding.

The DI Deed will contain provisions excluding and limiting the DI Depositary's liability. The DI Depositary will not be liable for any acts or omissions of Wise Holdco, the CREST Operator or any third party reasonably appointed by the DI Depositary outside its group to provide services in connection with the Wise Holdco DIs.

The DI Depositary will be able to terminate the DI Deed by giving at least 30 days' notice to holders of Wise Holdco DIs. The DI Depositary will be able to amend the DI Deed by giving 30 days' notice to holders of Wise Holdco DIs where such amendments do not, in the reasonable opinion of the DI Depositary, materially affect the interests of holders of Wise Holdco DIs, except in circumstances where such an amendment is required for compliance with any applicable law, in which case notice shall be given by the DI Depositary as soon as practicable after the DI Depositary is made aware that such

amendment is required. For any amendment which shall, in the reasonable opinion of the DI Depositary, be materially prejudicial to the interests of the holders of the Wise Holdco DIs as a whole, such amendments shall not take effect until 40 days after service of notice on the holders of Wise Holdco DIs.

The DI Depositary (or any other duly appointed nominee or custodian) may require any holder of Wise Holdco DIs to provide information in relation to their holdings of Wise Holdco DIs on the same basis as such information may be required from a holder of Wise Holdco Class A Shares.

Instructions (or deemed instructions, including communication preferences) may be deemed valid, where possible, in respect of the corresponding Wise Holdco Class A Shares.

2. Wise Class A Shares held in certificated form

At the Scheme Effective Time, Wise Holdco Class A Shareholders who held their Wise Class A Shares in certificated form immediately prior to the Scheme Effective Time will have their existing share certificates cancelled and will instead have their Wise Holdco Class A Shares in registered form, which for holders free of any restrictions, shall be represented through DRS. The name of each holder will be entered as the registered owner of the relevant number of Wise Holdco Class A Shares on Wise Holdco's share register. DRS is a method of recording entitlement to Wise Holdco Shares in book-entry form which enables the Transfer Agent to maintain those shares electronically in Wise Holdco's records without the need for a physical share certificate to be issued. Shares held in DRS have all the traditional rights and privileges of shares held in certificated form. Wise Holdco Class A Shareholders who receive their Wise Holdco Class A Shares through DRS will be sent a book-entry account statement of ownership evidencing such shareholder's ownership of Wise Holdco Class A Shares by the Transfer Agent following the Scheme Effective Time. Along with the statement of ownership, such Wise Holdco Class A Shareholders will also be sent information about DRS, including further details on how Wise Holdco Class A Shares can be held, transferred or otherwise traded through DRS (the "DRS Advice"). Proxy materials, annual reports and other shareholder communications will be mailed from Wise Holdco and/or its voting agent directly to Wise Holdco Class A Shareholders who hold their Wise Holdco Class A Shares through DRS.

Persons holding Wise Holdco Class A Shares through DRS who wish to dispose of their Wise Holdco Class A Shares may do so by contacting the Transfer Agent in the manner set out in the DRS Advice or any broker or custodian that is a DTC participant. The dealing services provided by, and fees chargeable by, different brokers may change from time to time and will vary between each broker and custodian. Any dividends paid on Wise Holdco Class A Shares held through DRS will be paid to holders of Wise Holdco Class A Shares by cheque, provided that a holder of Wise Holdco Class A Shares may, if such holder so wishes and subject to certain limitations, contact the Transfer Agent (including through its online shareholder portal) requesting that payment in respect of dividends or other distributions (if any) on such Wise Holdco Class A Shares be made directly to such holder's bank account (assuming, in each case, that such person remains a holder of Wise Holdco Class A Shares as of any relevant dividend record date). Further information will be set out in the DRS Advice.

Wise Holdco Class A Shareholders who receive Wise Holdco Class A Shares through DRS, but subsequently wish to hold Wise Holdco Class A Shares through a DTC participant, may instruct their DTC broker to transfer their Wise Holdco Class A Shares into such DTC participant's account. Details of the manner in which such instructions may be given are available from the Transfer Agent upon request by contacting the Transfer Agent, or by contacting their DTC broker and providing them with a copy of the DRS Advice.

Holders of Wise Holdco Class A Shares in DRS will require their unique holder identification number, as printed on their DRS Advice, when contacting their DTC broker to trade or when transferring their Wise Holdco Class A Shares to such DTC broker's account. Any such holders in DRS with questions in relation to transferring to a DTC broker should contact their chosen DTC broker for instructions, timings and any applicable fees. For questions in relation to trading Wise Holdco Class A Shares in DRS through services provided by the Transfer Agent, please contact the Transfer Agent using the contact details provided on the DRS Advice.

Holders of Wise Holdco Class A Shares in registered form who are Affiliate Shareholders will be subject to additional restrictions on transfer pursuant to US securities laws.

Instructions (or deemed instructions, including communication preferences) may be deemed valid, where possible, in respect of the corresponding Wise Holdco Class A Shares.

3. Wise Class A Shares which correspond to Wise Class B Shares

At the Scheme Effective Time, holders of Wise Holdco Class A Shares issued in consideration for Wise Class A Shares which corresponded to Wise Class B Shares (the “Corresponding Class A Shares”) will have their Corresponding Class A Shares represented in restricted registered form. The name of each holder will be entered as registered owner of the relevant number of Corresponding Class A Shares on Wise Holdco’s share register. Holders of Corresponding Class A Shares who receive such shares in restricted registered form will be sent a book-entry statement of ownership evidencing such shareholder’s ownership of Corresponding Class A Shares by the Transfer Agent following the Scheme Effective Time.

Proxy materials, annual reports and other shareholder communications will be mailed from Wise Holdco and/or its voting agent directly to holders of Corresponding Class A Shares.

Instructions (or deemed instructions, including communication preferences) may be deemed valid, where possible, in respect of the Corresponding Class A Shares.

Holders of Corresponding Class A Shares can request the Transfer Agent to transfer their Corresponding Class A Shares from restricted registered form to an unrestricted account in registered form, being in DRS (following which transfer, the arrangements set out in paragraph 2 (*Wise Class A Shares held in certificated form* of this Part IV) shall apply). In accordance with the Wise Holdco Articles upon such transfer the corresponding Wise Holdco Class B Shares will immediately cease to carry any entitlement to voting rights.

4. Wise Class B Shares

At the Scheme Effective Time, holders of Wise Holdco Class B Shares issued in consideration for Wise Class B Shares will have such shares represented in restricted registered form. The name of each holder will be entered as the registered owner of the relevant number of Wise Holdco Class B Shares on Wise Holdco’s share register. Holders of Wise Holdco Class B Shares will be sent a book-entry statement of ownership evidencing such shareholder’s ownership of Wise Holdco Class B Shares by the Transfer Agent following the Scheme Effective Time.

Proxy materials, annual reports and other shareholder communications will be mailed from Wise Holdco and/or its voting agent directly to holders of Wise Holdco Class B Shares.

The Wise Holdco Class B Shares are non-tradeable and non-transferable and will not be capable of transfer out of restricted registered form.

Part V
COMPARISON OF CORPORATE FEATURES AND
SHAREHOLDER RIGHTS
AND
DESCRIPTION OF WISE HOLDCO SHARES AFTER THE SCHEME

1. Comparison of corporate features and shareholder rights

Wise is a public limited company incorporated in England and Wales under English law. English law and the Wise Articles govern the rights of Wise Shareholders. Wise Group plc is a public company incorporated under the laws of Jersey. Jersey corporate law differs in some material respects from English corporate law. In addition, the Wise Holdco Articles are expected to differ in certain material respects from the Wise Articles. As a result, when you become a Wise Holdco Shareholder, your rights will differ in some regards as compared to when you were a Wise Shareholder.

Topic		English law	Jersey law
<i>A. Share capital and distributions</i>			
1.	Dividends and distributions	<ul style="list-style-type: none"> • Subject to a company's articles of association, shareholders have the right to receive a proportion of dividends pro rata to their percentage ownership. • Different share classes may have different dividend rights. • Wise has two classes of ordinary shares in issue: the Wise Class A Shares and the Wise Class B Shares. The Wise Class B Shares do not carry any rights to dividends. • Dividends can only be paid out of a company's distributable reserves. These reserves can be created by a reduction of share capital (see below). • Dividends can be: (i) final dividends (which are recommended by the directors and declared by shareholders by way of an ordinary resolution); or (ii) interim dividends (which are decided and paid by the board). • Final dividends become a debt of a company once they have been declared by the shareholders. Interim dividends become a debt only after they are paid. 	<ul style="list-style-type: none"> • Under the Jersey Companies Law, a company can make a distribution (which may take the form of dividends) out of any account of the company, other than the capital redemption reserve or the nominal capital account. A company shall not make a distribution other than in accordance with the Jersey Companies Law if such distribution: <ul style="list-style-type: none"> • reduces the net assets of the company; or • is in respect of shares which (in accordance with the GAAP adopted in the preparation of the most recent accounts of the company prepared under the Jersey Companies Law) are required to be recognised as a liability in the accounts of the company; <p>where "net assets" means the aggregate of the company's assets less the aggregate of its liabilities determined in accordance with the GAAP adopted in the preparation of the most recent accounts of the company prepared under the Jersey Companies Law.</p> • The directors who are to authorise the distribution are required to make a solvency statement as set out in the Jersey Companies Law. • Subject to the Jersey Companies

Topic	English law	Jersey law
		<p>Law, dividends can be (i) final dividends (which are recommended by the directors and declared by shareholders by way of an ordinary resolution); or (ii) interim dividends (which are decided and paid by the board).</p> <ul style="list-style-type: none"> • Different share classes may have different dividend rights. • Wise Holdco will have two classes of shares in issue: Wise Holdco Class A Shares and Wise Holdco Class B Shares. The Wise Holdco Class B Shares will not carry any rights to dividends.
2.	Share buybacks	<ul style="list-style-type: none"> • Public companies such as Wise may buy back or redeem their own shares, provided that: (i) they comply with certain procedural requirements (including seeking shareholder approval); and (ii) there are no restrictions contained within their articles of association. • There are no restrictions on share buybacks in the Wise Articles and a general authority for Wise to purchase its own shares was sought at Wise's 2024 annual general meeting. • Share buybacks must be financed out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of financing the buyback. <ul style="list-style-type: none"> • Under the Jersey Companies Law, a company can effect a share buyback provided that: (i) the shares are fully paid-up; (ii) the directors authorising the buyback make a solvency statement; (iii) they comply with certain procedural requirements (including seeking shareholder approval); and (iv) after the buyback, the company would have at least one shareholder holding shares other than redeemable shares or treasury shares. • The buyback must also comply with the relevant provisions of the company's articles of association. • The Wise Holdco Articles will authorise Wise Holdco to purchase all or any of its shares of any class. • The share buyback or redemption may be funded from any source, including capital, provided that such shares are fully paid.
3.	Winding up and dissolution	<ul style="list-style-type: none"> • Subject to a company's articles of association, shareholders are entitled to a share of the proceeds on the winding-up of the company. • The Wise Articles provide that on a distribution of assets on a winding-up, the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so): <ul style="list-style-type: none"> • first, in paying to each of the Wise Class B Shareholders, the <ul style="list-style-type: none"> • Under the Jersey Companies Law, Wise Holdco may be voluntarily dissolved, liquidated or wound up by a special resolution of the shareholders. In addition, a company may be wound up by the courts of Jersey if the court is of the opinion that it is just and equitable to do so or that it is expedient in the public interest to do so. • Alternatively, a creditor with a claim against a Jersey company of not

Topic	English law	Jersey law
		<p>nominal value of their Wise Class B Ordinary Shares; and</p> <ul style="list-style-type: none"> • second, the balance of such surplus assets is to be distributed among the Wise Class A Shareholders pro rata to the number of Wise Class A Shares held. • Shareholders may under certain circumstances seek the winding-up of the company following payment of any claimants.
4.	<p>Authority to allot shares (and filings connected with increases in authorised capital)</p>	<ul style="list-style-type: none"> • Under its memorandum of association, Wise Holdco will be authorised to issue up to 3,000,000,000 Wise Holdco Class A Shares (including those to be issued to Wise Class A Shareholders pursuant to the Scheme), the number of Wise Holdco Class B Shares to be issued pursuant to the Scheme and up to 3,000,000,000 preferred shares. • The directors of a Jersey company do not need shareholder approval to allot and issue shares within the limits set out in the memorandum and articles of association of the company. • The Wise Holdco Articles will give the Wise Holdco Board the authority to offer, allot (with or without conferring a right of renunciation), grant options over,

Topic		English law	Jersey law
			grant rights to subscribe for or to convert any security into or otherwise deal with or dispose of any unissued shares in the company to such persons, at such times and generally on such terms as the Wise Holdco Board may decide, save that the Wise Holdco Board may not allot Wise Holdco Class B Shares except in connection with the Scheme.
5.	Pre-emption rights	<ul style="list-style-type: none"> • Shares in a company cannot be issued for cash to any person until an offer has been made (on the same or more favourable terms) to each existing shareholder to subscribe for a proportionate part of any such shares that are issued by the company pro-rata in accordance with their existing holding. • Wise Shareholders approve an annual authority in respect of the disapplication of pre-emption rights at its annual general meetings in accordance with guidance set out by the Pre-Emption Group in the United Kingdom and guidance from proxy advisers. 	<ul style="list-style-type: none"> • There are no statutory pre-emption rights under the Jersey Companies Law. • No pre-emption rights will be included in the Wise Holdco Articles.
6.	Treasury shares	<ul style="list-style-type: none"> • Once shares are held as treasury shares, the usual rights attaching to shares (including voting and dividend rights) are suspended and the shares effectively lie dormant pending their sale, transfer or cancellation. • A company may resell treasury shares for cash consideration. Treasury shares can also be used in connection with employee share schemes. 	<ul style="list-style-type: none"> • Under the Jersey Companies Law, once shares become treasury shares, they lose certain rights while held by the company. • Treasury shares cannot be used to vote in shareholder meetings. The company cannot pay dividends on treasury shares. Treasury shares do not participate in any capital distributions during winding-up. If the shares were redeemable before becoming treasury shares, they remain redeemable while in treasury. • Treasury shares can later be sold, transferred or cancelled, at which point they regain their original rights if reissued to shareholders.
7.	Limited liability of shareholders	<ul style="list-style-type: none"> • The liability of a shareholder to a company is limited to the amount (if any) which remains unpaid in respect of their shares. All shares in issue in Wise are fully paid up. • In the event of an insolvent 	<ul style="list-style-type: none"> • Shareholders generally have limited liability and they are not personally liable for the company's debts beyond their shareholding. • In the event of an insolvent liquidation, a liquidator may seek

Topic		English law	Jersey law
		liquidation, the liquidator is not entitled to any contribution from shareholders to meet the company's unsatisfied liabilities beyond the amounts (if any) which remain unpaid in respect of its share capital.	contributions from shareholders in specific circumstances, such as unpaid shares, fraudulent or wrongful trading or unlawful distributions.
B. Voting			
8.	Resolutions (ordinary versus special and related filing requirements)	<ul style="list-style-type: none"> An ordinary resolution of the shareholders (or of a class of shareholders) of a company is a resolution that is passed by a simple majority i.e. when more than 50 per cent. of the votes cast are in favour of the resolution. Ordinary resolutions need only be filed with the Registrar of Companies and will be publicly available in certain circumstances. A special resolution of the shareholders (or of a class of shareholders) of a company is a resolution passed by a majority of not less than 75 per cent. of the votes cast are in favour of the resolution. All special resolutions must be filed at the Registrar of Companies within 15 days of being passed and will then be publicly available. 	<ul style="list-style-type: none"> The Jersey Companies Law provides for ordinary and special resolutions. An ordinary resolution requires a simple majority (more than 50%) of votes cast (in person or by proxy) in favour. A special resolution requires at least two-thirds of votes cast (in person or by proxy) in favour, though a company's articles of association may set a higher threshold. The Wise Holdco Articles will not set a higher threshold, so a special resolution will require approval of at least two-thirds of votes cast (in person or by proxy). All special resolutions must be filed at the Registrar of Companies within 21 days of being passed and will then be publicly available.
9.	Voting rights—particularly on a poll and show of hands	<ul style="list-style-type: none"> Subject to the rights of share classes set out in a company's articles of association, each shareholder has a right to vote on shareholder resolutions of the company. Subject to a company's articles of association, on a resolution at a meeting on a show of hands, each shareholder present has one vote. On a poll, each shareholder has one vote in respect of each share they hold. In the Wise Articles, the Wise Class A Shares carry one vote per share and the Wise Class B Shares carry nine votes per share. Amongst other voting right cancellation events, the voting rights attaching to the Wise Class B Shares will expire in July 2026. 	<ul style="list-style-type: none"> The Jersey Companies Law provides each shareholder shall have one vote for every share held by such member, unless otherwise provided in the company's articles of association. Voting can be conducted by a show of hands or by a poll. The Wise Holdco Articles will provide for all resolutions to be decided on a poll. In the Wise Holdco Articles, the Wise Holdco Class A Shares carry one vote per share and the Wise Holdco Class B Shares carry nine votes per share. Amongst other voting right cancellation events, the voting rights attaching to the Wise Holdco Class B Shares will expire ten years after the Scheme Effective Date.

Topic		English law	Jersey law
		<ul style="list-style-type: none"> The voting rights attaching to the Wise Class B Shares are capped so that no shareholder can, by virtue of the Wise Class B Shares they hold, cast more than one vote less than 35% of the eligible votes in respect of any shareholder resolution (save for Kristo Käärmann's Class B Shareholder Group, as defined in the Wise Articles, who, for so long as he is CEO of the Company, is capped in respect of his Class B Shares at one vote less than 50% of the eligible votes in respect of any shareholder resolution and if, at any time, he is not CEO of the Company is capped at one below 35% of the eligible votes in respect of any shareholder resolution). Any five or more persons at a meeting who are entitled to vote, or the holders of not less than 10 per cent. of the voting rights in a company, can: (i) demand a poll on most resolutions; and (ii) require the directors of the company to obtain an independent report on any poll taken, or to be taken, at a general meeting. Voting results must be publicly disclosed. 	<ul style="list-style-type: none"> The voting rights attaching to the Wise Holdco Class B Shares will be capped so that no shareholder can, by virtue of the Wise Holdco Class B Shares they hold, cast more than one vote less than 35% of the eligible votes in respect of any shareholder resolution (save for Kristo Käärmann's Class B Shareholder Group, as defined in the Wise Holdco Articles, who, for so long as he is CEO of the Company, is capped in respect of his Class B Shares at one vote less than 50% of the eligible votes in respect of any shareholder resolution and if, at any time, he is not CEO of the Company is capped at one below 35% of the eligible votes in respect of any shareholder resolution).
10.	Requisitioning of shareholder meetings	<ul style="list-style-type: none"> Shareholders representing not less than 5 per cent. of a company's paid-up voting share capital (excluding any paid-up capital held as treasury shares) can requisition a shareholder meeting by specifying a resolution to be proposed at the meeting and circulating relevant explanatory statements. 	<ul style="list-style-type: none"> Meetings may be requisitioned by members holding not less than one tenth of the voting rights in the company. Meetings may also be called by the Royal Court of Jersey in certain circumstances.
<i>C. Minority shareholder protection</i>			
11.	Protection of minority interests	<ul style="list-style-type: none"> A shareholder may petition the court for an order giving relief on the grounds that a company's affairs are being (or have been or are going to be) conducted in a manner which is unfairly prejudicial to the interests of its shareholders generally, or to some part of its shareholders (including at least the complainant shareholder). 	<ul style="list-style-type: none"> Minority shareholders can challenge decisions that unfairly prejudice their interests, such as exclusion from management or improper dividend policies. Courts can order changes to company governance, prevent certain actions, or require majority shareholders to buy out minority stakes at fair value.

Topic		English law	Jersey law
		<ul style="list-style-type: none"> A shareholder may bring a derivative claim against a director on behalf of a company where the shareholder can demonstrate that the director has been negligent, in default or has committed a breach of their duties or breach of trust. 	<ul style="list-style-type: none"> Minority shareholders can bring legal claims on behalf of the company if directors act improperly.
<i>D. Acquisitions and transfers of shares</i>			
12.	Transfers of shares	<ul style="list-style-type: none"> In general, both the legal and beneficial title to shares are freely transferable at any time and to any person with capacity to hold the shares, unless transfer restrictions are contained in a company's articles of association or shareholders' agreement. Pursuant to the Wise Articles, the Wise Class A Shares are freely transferable; however the Wise Class B Shares are strictly non-transferable. 	<ul style="list-style-type: none"> In general, both the legal and beneficial title to shares are freely transferable at any time and to any person with capacity to hold the shares unless transfer restrictions are imposed by the company's governing documents. Transferring shares in a Jersey company generally involves a written instrument of transfer and updating the company's register of members. Pursuant to the Wise Holdco Articles, the Wise Holdco Class A Shares will be freely transferable; however the Wise Holdco Class B Shares will be strictly non-transferable.
13.	Compulsory acquisition	<ul style="list-style-type: none"> If a bidder in a takeover offer acquires or contracts to acquire 90 per cent. of the shares and voting rights it does not already own in any class of shares of a company, it has the statutory right to buy the shares of the minority shareholders of that class. The minority shareholders have an equivalent right to require the bidder to acquire their shares at the offer price. 	<ul style="list-style-type: none"> If, within applicable statutory timescales, a bidder in a takeover acquires or contracts to acquire 90 per cent. or more of the shares of any class in a company to which the takeover offer relates (by nominal value or number, depending on the company's share structure), it has the statutory right to compulsorily acquire the remaining shares from minority shareholders of that class. The acquiring party must give notice to such minority shareholders and shall be entitled and bound to acquire the shares based on the terms of the takeover bid. Separately, if the bidder acquires or contracts to acquire 90 per cent. or more of the shares by virtue of acceptances of the offer, any non-accepting shareholder may require the bidder to acquire their shares on the same terms as the offer or on such other terms as may be agreed. The bidder must notify shareholders of this right within

Topic		English law	Jersey law
			<p>one month of reaching the 90 per cent. threshold.</p> <ul style="list-style-type: none"> Minority shareholders who receive a compulsory acquisition notice can apply to the Royal Court of Jersey within six weeks to challenge the acquisition or seek variation of the terms. The Court also has discretion to authorise a compulsory acquisition where the 90 per cent. threshold would have been met but for untraceable shareholders, provided the terms are fair and it is just and equitable to do so.
14.	Schemes of arrangement	<ul style="list-style-type: none"> A company may implement a scheme of arrangement with its shareholders and/or creditors to achieve a number of outcomes (including solvent reorganisations, mergers and insolvent restructurings) with the support of a majority in number representing 75 per cent. in value of each class of shareholder or creditor attending and voting at the meeting. If the necessary statutory majorities are obtained and the court grants an order sanctioning the scheme, the order must then be delivered to the Registrar of Companies (following which the scheme shall become effective). The terms of the scheme will only become effective and binding on a company and all members of the relevant classes (including any dissenting shareholder/creditor and any shareholder/creditor who did not vote) once the court order has been delivered to the Registrar of Companies. 	<ul style="list-style-type: none"> A Jersey company may also undertake a scheme of arrangement with its shareholders and/or creditors. A scheme involves a two-part process—the Royal Court will first convene a meeting of the class (or classes) of shareholders or creditors affected by the transaction, and subsequently will consider sanctioning the scheme if certain tests are met. At the court-convened meeting, a majority in number of those voting, representing 75% or more in value of the creditors or 75% or more of the voting rights of shareholders or class of them (as applicable), will have to agree for the scheme to proceed to the sanction hearing. The sanction hearing is concerned with the fairness of the proposed transaction, whether the law has been complied with, and whether an intelligent and honest person might reasonably approve of the proposal. If approved, and sanctioned by the court, the transaction will become effective upon the delivery of the Act of Court to the Registry of Companies in Jersey.
15.	Financial assistance	<ul style="list-style-type: none"> Subject to certain exemptions, public companies are prohibited from giving financial assistance for the purpose of the acquisition of its shares or those of a parent company. The prohibition covers 	<ul style="list-style-type: none"> There is no prohibition in Jersey against a company giving financial assistance for the acquisition of its own shares, although if such assistance amounts to a distribution of assets by the

Topic		English law	Jersey law
		any financial assistance given to reduce or discharge any liability incurred by the company or any third party for the purpose of the acquisition.	company it may need to be sanctioned as such.
<i>E. Information rights</i>			
16.	Access to information for shareholders	<ul style="list-style-type: none"> Shareholders have the right to receive a copy of the annual report and all corporate action notices and accompanying documentation such as notices of general meetings and related proxy forms, circulars, prospectuses and offer documents. 	<ul style="list-style-type: none"> Shareholders have key information rights, including the right to inspect and/or receive copies of (i) company records, (ii) financial statements and annual reports and (iii) meeting-related documents (i.e. notices of general meetings and resolutions).
<i>F. Shareholder meetings and directors</i>			
17.	Annual general meeting	<ul style="list-style-type: none"> Public companies are obliged by statute to hold an annual general meeting each year. 	<ul style="list-style-type: none"> A public company is required to hold an annual general meeting of shareholders each year; but so long as a company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. In the case of a public company, not more than 18 months shall elapse between the date of one annual general meeting and date of the next.
18.	Quorum of shareholder meetings	<ul style="list-style-type: none"> Under the Companies Act, subject to the provisions of the company's articles of association, two "qualifying persons" present at the meeting are a quorum. Qualifying persons means a member, an authorised representative of a member who is a corporation or a person appointed as proxy of a member. 	<ul style="list-style-type: none"> The Wise Holdco Articles provide for two "qualifying persons" entitled to vote to be a quorum. Qualifying persons means a member, an authorised representative of a member who is a corporation or a person appointed as proxy of a member. If Wise Holdco ceases to be a foreign private issuer under the US Exchange Act, the Wise Holdco Articles require those qualifying persons together to hold (or be the representative or proxy of members holding) at least one-third of the number of issued shares (excluding any shares held as treasury shares) entitled to vote on the business to be transacted (or the minimum portion of the number of issued shares required by the Relevant US Exchange if greater).

19.	Topic	English law	Jersey law
	Removal of directors	<ul style="list-style-type: none"> Shareholders have the absolute power, by ordinary resolution, to remove a director from office before the expiration of their period of office. 	<ul style="list-style-type: none"> Under the Jersey Companies Law, if it appears to the Minister, the Commission, or the Attorney General, that it is expedient in the public interest that a person should not, without the leave of the Royal Court of Jersey, be a director of or in any way whether directly or indirectly be concerned or take part in the management of a company, the Minister, the Commission, or the Attorney General may apply to the court for an order to that effect against the person, and such order if made shall be for a period as the Royal Court of Jersey directs up to 15 years. Under the Jersey Companies Law, shareholders do not have a statutory right to remove the directors of a company from the board. A Jersey company may include these provisions in its articles of association. Pursuant to the Wise Holdco Articles, shareholders will have the power, by ordinary resolution, to remove a director from office before the expiration of their period of office.
20.	Appointment of directors	<ul style="list-style-type: none"> Pursuant to the Wise Articles, a director can be appointed by the Board or following shareholder approval of an ordinary resolution. At every annual shareholder meeting, each of the directors shall retire from office and may offer themselves up for re-appointment by the shareholders (if eligible for re-election). 	<ul style="list-style-type: none"> Pursuant to the Wise Holdco Articles, a director can be appointed by the Wise Holdco Board or following shareholder approval of an ordinary resolution subject to certain notice requirements in respect of a member's intention to propose a resolution for the election of a director. The Wise Holdco Articles provide for the directors to be divided into two classes, Class I and Class II. At each annual general meeting all the directors in one class shall stand for re-election.
21.	Indemnification of directors and officers	<ul style="list-style-type: none"> Public companies can only indemnify their directors against certain liabilities to third parties, including legal costs, damages and interest awarded in civil proceedings. Public companies generally cannot protect their directors from liabilities arising 	<ul style="list-style-type: none"> A company cannot exempt or indemnify a director against liabilities arising from their duties, except in specific circumstances. These include: (i) directors can be indemnified for legal costs if they successfully defend civil or criminal proceedings; (ii) indemnification is

Topic		English law	Jersey law
		<p>from negligence or breaches of duty.</p> <ul style="list-style-type: none"> Public companies must disclose the existence of any qualifying third party indemnity provisions in their annual report. 	<p>allowed if the director acted in good faith and in the best interests of the company; and (iii) the court may relieve a director from liability if they acted honestly and fairly.</p>
22.	Directors' duties	<ul style="list-style-type: none"> Directors owe duties to the company and not to shareholders. These include: (i) the duty to act in accordance with the company's constitution and to use powers for the purpose for which they were conferred; (ii) the duty to promote the success of the company for the benefit of its members; (iii) the duty to exercise independent judgement; (iv) the duty to exercise reasonable care, skill and diligence; (v) the duty to avoid conflicts of interest, other than arising from a transaction/arrangement with the company (subject to exceptions where, for example, the conflict has been authorised); (vi) the duty to declare any interest in a proposed transaction or arrangement with the company; and (vii) the duty not to accept benefits from third parties. 	<ul style="list-style-type: none"> A director of a Jersey company is obliged to (i) act honestly and in good faith with a view to the best interests of the company; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. These statutory duties are a codification of the customary or common law fiduciary duties of directors. The common law duties include a duty to act in good faith, a duty to act with diligence, a duty to exercise powers for their proper purpose, a duty to avoid conflicts of interest, and a duty to account for profits.

2. Description of share capital structure and rights attached to Wise Holdco Shares after the Scheme

2.1 Overview

The following description of the material terms of Wise Holdco's capital structure and the rights attached to the Wise Holdco Shares includes a summary of certain provisions of Jersey law and the Wise Holdco Articles. The following description does not purport to be complete and is qualified in its entirety by reference to the full text of the Wise Holdco Articles and the provisions of applicable law. All Wise Shareholders are encouraged to read the Wise Holdco Articles.

2.2 Authorised share capital

Pursuant to its memorandum of association, Wise Holdco will have an authorised share capital divided into (i) 3,000,000,000 Wise Holdco Class A Shares (including those to be issued to Wise Class A Shareholders pursuant to the Scheme), (ii) a number of Wise Holdco Class B Shares equal to the number of Wise Holdco Class B Shares to be issued pursuant to the Scheme and (iii) 3,000,000,000 preferred shares, immediately after the Scheme Effective Date. We expect that Wise Holdco will have approximately 1,025,000,252 Wise Holdco Class A Shares and 218,584,255 Wise Holdco Class B Shares (calculated based on the number of Wise Class A Shares and Wise Class B Shares in issue on the Latest Practicable Date and without giving effect to any shares that may be issued with respect to outstanding equity awards) immediately after the Scheme Effective Date.

2.3 Wise Holdco Class A Shares

(a) Voting rights

On a poll at a general meeting, every holder of Wise Holdco Class A Shares who is present in person or by a duly appointed proxy shall have one vote for each share of which he or she is the holder.

(b) Dividend rights

The Wise Holdco Class A Shares have a *pro rata* entitlement to any dividends paid to the members of Wise Holdco. None of the Wise Holdco Class A Shares holds a preferential right to dividends.

(c) Rights upon liquidation

On a distribution of assets on a winding-up, the surplus assets of Wise Holdco remaining after payment of its liabilities shall be applied (to the extent Wise Holdco is lawfully permitted to do so); (i) first, in paying to each of the Wise Holdco Class B Shareholders the amount specified in paragraph 2.4(f) below; and (ii) second, the balance of the surplus assets (if any) shall be distributed among the Wise Holdco Class A Shareholders *pro rata* to the number of Wise Holdco Class A Ordinary Shares held.

(d) Variation of rights

The Wise Holdco Articles provide that all or any of the rights for the time being attached to any class of shares in issue may from time to time be varied either with the consent in writing of the holders of at least two-thirds in nominal value of the issued shares of that class or with the authority of a special resolution passed at a separate general meeting of the holders of those shares.

(e) Pre-emptive rights

Holders of Wise Holdco Class A Shares will not be entitled to any pre-emptive, subscription, redemption or conversion rights.

2.4 Wise Holdco Class B Shares

(a) Voting rights

On a poll at a general meeting, every Wise Holdco Class B Shareholder who is present in person or by a duly appointed proxy shall have 9 votes for every Wise Holdco Class B Ordinary Shares of which such Wise Holdco Class B Shareholder is the holder.

The Wise Holdco Class B Shares carry no entitlement to voting rights unless the registered holder of such Wise Holdco Class B Shares is the person to whom Wise Holdco Class B Shares were allotted and issued pursuant to the Scheme (the "Initial Class B Shareholders"). The entitlement to voting rights held exclusively by the Initial Class B Shareholders is non-transferable and may only be exercised by the Initial Class B Shareholders whether in person or by proxy.

(b) Voting caps

The number of votes that each Wise Holdco Class B Shareholder group (as set out in the Wise Holdco Articles, including Kristo Käärmann when he is not Chief Executive Officer of Wise Holdco and excluding Kristo Käärmann while he is Chief Executive Officer of Wise Holdco) is entitled to exercise by virtue of its consolidated holding of Wise Holdco Class B Shares shall be capped on the following basis and in the following circumstances in respect of each shareholder resolution:

- (i) each member of the relevant Wise Holdco Class B Shareholder group shall be entitled to all votes attaching to the Wise Holdco Class A Shares held by it;
- (ii) in addition, each member of the relevant Wise Holdco Class B Shareholder group shall be entitled to any and all votes attaching to the Wise Holdco Class B Shares held by it,

provided always that the total number of votes exercisable by the Wise Holdco Class B Shareholder group (in aggregate, across all members of the Wise Holdco Class B Shareholder group and including all votes attaching to Wise Holdco Class A Shares and Wise Holdco Class B Shares) shall not exceed one vote below 35 per cent. of the aggregate number of votes attaching to shares eligible to be cast in respect of a shareholder resolution (the “Non-CEO Permitted Maximum”) by reference to the total eligible votes in respect of that shareholder decision (and not, for the avoidance of doubt, by reference to the total voting rights in Wise Holdco at that time); and

- (iii) where any restriction above applies, the excess votes in respect of Wise Holdco Class B Shares (over the Wise Holdco Non-CEO Permitted Maximum) that are not exercisable shall be deducted from the number of votes that would otherwise be exercisable by the members of the relevant Wise Holdco Class B Shareholder group, in each case pro rata to their holdings of Wise Holdco Class B Shares.

The number of votes that each member of Kristo Käärman’s Class B Shareholder group (as set out in the Wise Holdco Articles) is entitled to by virtue of its consolidated holding of Wise Holdco Class B Shares shall be capped on the following basis and in the following circumstances, while Kristo Käärman is Chief Executive Officer of Wise Holdco, in respect of each shareholder resolution:

- (i) each member of Kristo Käärman’s Wise Holdco Class B Shareholder group shall be entitled to all votes attaching to the Wise Holdco Class A Shares held by him or it;
- (ii) in addition, each member of Kristo Käärman’s Wise Holdco Class B Shareholder group shall be entitled to any and all votes attaching to the Wise Holdco Class B Shares held by him or it, provided always that the total number of votes exercisable by his Wise Holdco Class B Shareholder group (in aggregate, across the Wise Holdco Class B Shareholder group and including all votes attaching to Wise Holdco Class A Shares and Wise Holdco Class B Shares) shall not exceed one vote below 50 per cent. of the aggregate number of votes attaching to shares eligible to be cast in respect of that shareholder decision (the “CEO Permitted Maximum”), by reference to the total eligible votes in respect of that shareholder decision (and not, for the avoidance of doubt, by reference to the total voting rights in Wise Holdco at that time); and
- (iii) where any restriction above applies, the excess votes in respect of Wise Holdco Class B Shares (over the CEO Permitted Maximum) that are not exercisable shall be deducted from the number of votes that would otherwise be exercisable by the members of Kristo Käärman’s Wise Holdco Class B Shareholder group, in each case pro rata to their holdings of Wise Holdco Class B Shares.

Nothing in the above provisions shall prevent a shareholder or Wise Holdco Class B Shareholder group from being entitled to exercise votes attaching to shares in Wise Holdco in excess of the CEO Permitted Maximum or the Non-CEO Permitted Maximum (as applicable) by virtue solely of the votes attaching to the Wise Holdco Class A Shares. At any time when the aggregate number of a Wise Holdco Class B Shareholder group’s votes attaching to shares in Wise Holdco exceeds the Non-CEO Permitted Maximum or, in the case of Kristo Käärman’s Class B Shareholder group, the CEO Permitted Maximum or the Non-CEO Permitted Maximum (as applicable), in respect of a shareholder decision the Directors may deal with such votes attaching to Wise Holdco Class B Shares as are in excess as affected votes. The Directors shall give an affected vote notice to the registered holder of any Wise Holdco Class B Share which they determine to deal with as an affected vote and shall state that the provisions set out above (all of which shall be set out in the affected vote notice) are to be applied in respect of such affected votes. A registered holder of Wise Holdco Class B Shares upon whom an affected vote notice has been served shall not be entitled to exercise or cast their affected votes at the general meeting of Wise Holdco or any meeting of the holders of any class of Wise Holdco Shares at which such affected votes have been deemed effective. In the case of a general meeting of Wise Holdco or any meeting of the holders of any class of Wise Holdco Shares, the affected votes shall vest in the Chair of such meeting who shall abstain from exercising or casting the affected votes. On a shareholder resolution, votes attaching to Wise Holdco Class B Shares shall be capped so that the number of votes eligible

to be cast by a Class B Shareholder group shall not exceed the CEO Permitted Maximum or the Non-CEO Permitted Maximum (as applicable) as a proportion of all votes eligible to be cast in respect of that shareholder resolution. This is as opposed to capping such voting rights by reference to the total voting rights in Wise Holdco at that time, as to do so would not take into account those votes being excluded from the shareholder decision as a result of being affected votes under the voting cap mechanism. If the voting caps were implemented by reference to the total voting rights in Wise Holdco at that time, a shareholder being capped would have their votes reduced by reference to a total voting rights figure higher than the voting rights eligible to be cast in respect of that decision, thereby resulting in that shareholder being able to exercise proportionate voting rights in excess of the relevant threshold.

Therefore, when calculating the total number of votes eligible to be cast in respect of a shareholder resolution, affected votes will be excluded from that calculation. This will decrease the total number of votes eligible to be cast and so also decrease the total number of votes required for a shareholder to reach the CEO Permitted Maximum and the Non-CEO Permitted Maximum—it is by reference to this number that the voting cap threshold is calculated. This mechanism can be illustrated by way of a worked example as follows:

- (i) if there are 100 votes in Wise Holdco and Kristo Käärman (as Chief Executive Officer of the Company) holds 60 of these votes, the voting rights that Kristo Käärman is entitled to exercise will exceed the CEO Permitted Maximum, thereby triggering the vote capping mechanism;
- (ii) 40 votes in Wise Holdco will be held by shareholders other than Kristo Käärman, therefore Kristo Käärman is entitled to votes, by virtue of his Wise Holdco Class B Shares, such that as a proportion of the aggregate of the votes Kristo Käärman is entitled to and the votes that shareholders other than Kristo Käärman are entitled to, Kristo Käärman does not exceed the CEO Permitted Maximum; and
- (iii) Kristo Käärman is therefore entitled to cast 39 votes in respect of that Shareholder resolution by virtue of his Wise Holdco Class B Shares, with the voting rights he holds in excess of that number by virtue of his Wise Holdco Class B Shares being affected votes.

If, instead, the calculation had been made by reference to the total voting rights in Wise Holdco, Kristo Käärman's votes would have been reduced to one vote below 50% out of the 100 votes in Wise Holdco (namely, 49 votes). As a result, 11 of Kristo Käärman's 60 votes would be affected votes by virtue of the cap, with such votes vesting in the Chair and subsequently being abstained from the vote. As a result, Kristo Käärman would be able to cast 49 votes out of the 89 votes available to be cast, thereby resulting in him having voting entitlements in excess of 50% in respect of that Shareholder decision.

(c) Cessation of voting rights; consequences

Each Wise Holdco Class B share shall immediately cease to carry any entitlement to voting rights in any of the following circumstances:

- (i) the relevant Wise Holdco Class B Shareholder's Corresponding Class A Share being transferred out of restricted registered form to an unrestricted account;
- (ii) the death of the Wise Holdco Class B Shareholder;
- (iii) the purported trade and/or transfer of the beneficial and/or legal interest of the relevant Wise Holdco Class B Share;
- (iv) the purported trade and/or transfer of the beneficial and/or legal interest of a Wise Holdco Class B Shareholder's Corresponding Class A Share relating to the relevant Wise Holdco Class B Share;
- (v) any indirect change in control in respect of the Wise Holdco Class B Shareholder (as determined by the Wise Holdco Board); and
- (vi) 23:59 (London time) on the tenth anniversary of the Scheme Effective Date.

Following any Wise Holdco Class B Share ceasing to carry any entitlement to voting rights in accordance with these provisions: (i) no entitlement to voting rights may be reinstated in respect of such Wise Holdco Class B Share at any time and (ii) such Wise Holdco Class B Share shall automatically be redeemed for no consideration and, upon such redemption, each such Wise Holdco Class B Share shall be cancelled without any further action being required by any person.

(d) Dividend rights

The Wise Holdco Class B Shares carry no rights to dividends and distributions, liquidation rights and proceeds upon a change of control, except as summarised below in paragraph 2.4(f).

(e) Transfer

The Wise Holdco Class B Shares are strictly non-transferable, non-tradeable and non-distributable to any person whatsoever. The Directors must not approve any instrument of transfer in respect of any Wise Holdco Class B Ordinary Shares.

(f) Rights upon liquidation

On a distribution of assets on a winding-up, the surplus assets of Wise Holdco remaining after payment of its liabilities shall be applied (to the extent Wise Holdco is lawfully permitted to do so); (i) first, in paying to each of the Wise Holdco Class B Shareholders the nominal value of their Wise Holdco Class B Shares (provided that, if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the Wise Holdco Class B Shareholders *pro rata* to the aggregate amounts otherwise due to them); and (ii) second, the balance of the surplus assets (if any) shall be distributed amongst the Wise Holdco Class A Shareholders as set out in paragraph 2.3(c) above.

(g) Variation of rights

The Wise Holdco Articles provide that all or any of the rights for the time being attached to any class of shares in issue may from time to time be varied either with the consent in writing of the holders of at least two-thirds in nominal value of the issued shares of that class or with the authority of a special resolution passed at a separate general meeting of the holders of those shares.

(h) Pre-emptive rights

Holders of Wise Holdco Class B Shares will not be entitled to any pre-emptive, subscription, redemption or conversion rights.

2.5 Dividends

The Wise Holdco Board has discretion over whether to distribute dividends, subject to the Wise Holdco Articles and certain requirements of Jersey law.

The Wise Holdco Articles provide that, subject to the provisions of the Jersey Companies Law:

- the Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the Wise Holdco Board; and
- the Wise Holdco Board may pay interim dividends on shares of any class (other than the Wise Holdco Class B Shares) of such amounts and on such dates and in respect of such periods as they think fit.

Wise Holdco is not permitted to declare or distribute dividends in respect of the Wise Holdco Class B Shares.

2.6 General meetings of shareholders

The Wise Holdco Articles provide for the Wise Holdco Board to convene and for annual general meetings to be held in accordance with Jersey law. For so long as Wise Holdco remains a foreign private issuer, Wise Holdco Shareholders will not have any right to put proposals before the annual general meeting. If Wise Holdco ceases to be a foreign private issuer under the US Exchange Act, the Wise Holdco Articles provide for shareholders to comply with certain advance notice requirements in order to propose any business for consideration at a general meeting, including any nominees for election to the board of directors.

The Wise Holdco Articles provide for the Wise Holdco Board to convene a general meeting other than an annual general meeting whenever it thinks fit. A general meeting shall also be convened by the Wise Holdco Board on the requisition of members as provided for under Jersey law. A member may not propose business to be considered at a general meeting unless it has been requisitioned by them.

All general meetings shall be called by not less than the minimum notice period permitted by Jersey law (which is currently not less than 14 clear days' notice).

The Wise Holdco Board shall determine whether any general meeting is to be held as a physical general meeting or an electronic general meeting.

Resolutions proposed as ordinary resolutions require a simple majority of the votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed. Resolutions proposed as special resolutions require a majority of not less than two-thirds of votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed.

2.7 Written resolutions of shareholders

Subject to the Jersey Companies Law, the Wise Holdco Articles permit the passing of a resolution of the members in writing provided that the holders of Wise Holdco Class B Shares hold, in aggregate, 50.1 per cent. or more of the total voting rights held by the members of Wise Holdco (subject to the application of the voting caps summarised at paragraph 2.4(b) above). At all other times the Wise Holdco Articles prohibit the passing of a resolution of the members in writing.

2.8 Shareholder rights plan

The Wise Holdco Articles authorise the Wise Holdco Board to establish a shareholder rights plan, and to grant rights to subscribe for shares in Wise Holdco in accordance with a rights plan (including to issue preferred shares in one or more series or classes), for any purpose that the Wise Holdco Board in its discretion deems reasonable and appropriate, including to ensure that: (i) any process which may result in an acquisition of a significant interest or change of control is conducted in an orderly manner; (ii) all holders of Wise Holdco Class A Shares will be treated fairly and in the same manner; (iii) any potential acquisition of a significant interest or change of control of Wise Holdco which would be unlikely to treat all holders of Wise Holdco Class A Shares fairly and in a similar manner would be prevented; (iv) the use of abusive tactics by any person in connection with any potential acquisition of a significant interest or change of control of Wise Holdco would be prevented; (v) an optimum price for shares would be received by or on behalf of all members of Wise Holdco; (vi) the success of the Company would be promoted for the benefit of its members as a whole; (vii) the long-term interests of Wise Holdco, its employees, its members and its business would be safeguarded; (viii) Wise Holdco would not suffer serious economic harm; or (ix) the Wise Holdco Board has additional time to gather relevant information or pursue appropriate strategies.

These provisions shall not apply for so long as Wise Holdco is subject to the Code.

2.9 Quorum for general meetings

Two qualifying persons (being a member, a person authorised to act as the representative of a corporation that is a member in relation to the meeting or a person appointed as a proxy of a member in relation to the meeting) shall be a quorum unless (i) each is a qualifying person only

because that person is authorised to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation or (ii) each is a qualifying person only because that person is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.

The Wise Holdco Articles provide that if and from such time as Wise Holdco ceases to qualify as a foreign private issuer under the US Exchange Act there will be an additional requirement for those qualifying persons present together to hold (or to be the representative or proxy of members in relation to the meeting holding) at least one third (33 1/3 per cent.) of the number of issued shares (excluding any shares held as treasury shares) entitled to vote on the business to be transacted at the general meeting (or the minimum portion of the number of issued shares required by the Relevant US Exchange if greater).

If within 15 minutes from the time fixed for holding a general meeting a quorum is not present, the meeting shall be dissolved if it was convened on the requisition of members. In any other case, it shall stand adjourned for ten clear days either at the same time or place or such other time and place as the Wise Holdco Board may decide. If at an adjourned meeting, a quorum is not present within 15 minutes from the time fixed for holding the meeting, the meeting shall be dissolved.

2.10 Number and classification of Directors

Subject to the requirements of the Jersey Companies Law, the Wise Holdco Articles provide that the number of Directors shall be determined and fixed by the Wise Holdco Board in its sole discretion.

The Wise Holdco Articles provide for the directors to be divided into two classes, designated as Class I and Class II, respectively, and each class shall consist, as nearly as possible, of a number of directors equal to one-half of the total number of Directors.

2.11 Appointment, election and re-election of Directors

The Wise Holdco Articles allow the Wise Holdco Board to appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number.

In addition, the Company may by ordinary resolution elect any person who is willing to act to be a director, either to fill a vacancy or as an additional director (subject, among other things, to any maximum number of directors specified by the Wise Holdco Board). However, no person shall be elected as a director at any general meeting unless (i) the person is recommended by the Wise Holdco Board or (ii) during the period from and including the date that is 120 days before, to and including the date that is 90 days before, the proposed date of the general meeting, there has been given to Wise Holdco, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of the member's intention to propose a resolution for the election of that person, stating the particulars which would, if the person were so elected, be required to be included in Wise Holdco's register of directors and a notice executed by that person of the person's willingness to be elected. If and from such time as Wise Holdco ceases to qualify as a foreign private issuer under the US Exchange Act, the advance notice provisions referred to in paragraph 2.6 will apply.

The Wise Holdco Articles provide for the Class I directors to stand for re-election at the first annual general meeting following the Scheme Effective Date and the Class II directors to stand for re-election at the second annual general meeting following the Scheme Effective Date, in each case to be re-elected to hold office for a term ending upon the conclusion of the second annual general meeting following their re-election. At each succeeding annual general meeting, directors shall be appointed to succeed, and/or be re-appointed to continue, as the directors of the class whose term expires at such annual general meeting for a term ending upon the conclusion of the second annual general meeting following their re-election.

2.12 Removal and vacation of office of Directors

A Director may be removed by a vote of shareholders upon passing of an ordinary resolution.

The Wise Holdco Articles set out various other circumstances in which the office of a Director shall be vacated. This includes where the Director receives notice executed by all of the other Directors stating that the Director should cease to be a Director or the Director gives Wise Holdco notice of his or her wish to resign.

2.13 Authority to allot further shares and grant rights

Subject to Jersey company law, the Wise Holdco Board has the power to allot (with or without conferring a right of renunciation), grant options over, grant rights to subscribe for or to convert any security into or otherwise deal with or dispose of any unissued shares in Wise Holdco to such persons, at such times and generally on such terms as the Wise Holdco Board may decide, save that the Wise Holdco Board may not allot Wise Holdco Class B Shares except in connection with the Scheme.

2.14 Amendments to the Wise Holdco Articles

Amendments to the Wise Holdco Articles would require the passing of a special resolution. As set out in paragraph 2.6 above, under the Wise Holdco Articles resolutions proposed as special resolutions require a majority of not less than two-thirds of votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed.

2.15 Limitations on liability and indemnification of officers and directors

The Wise Holdco Articles provide that, subject to the provisions of the Jersey Companies Law, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of Wise Holdco shall be indemnified out of the assets of the Company against any liability incurred by him or her for negligence, default, breach of trust or otherwise in relation to the affairs of the Company. The Wise Holdco Articles also permit the Wise Holdco Board to purchase and maintain insurance for or for the benefit of any person who is or was (i) a Director, officer, employee or auditor of Wise Holdco or certain group companies or affiliated entities or (ii) trustee of any pension fund in which the employees of Wise Holdco or such group companies or affiliated entities are or have been interested.

2.16 Exclusive jurisdiction of certain actions

The Wise Holdco Articles provide that, unless Wise Holdco consents in writing to the selection of an alternative forum, the Courts of Jersey shall, to the fullest extent permitted by law, be the sole and exclusive forum for:

- (a) any derivative action or proceeding brought on behalf of Wise Holdco;
- (b) any action, including any action commenced by a member of Wise Holdco in its own name or on behalf of Wise Holdco, asserting a claim of breach of any fiduciary or other duty owed by any director, officer or other employee of Wise Holdco (including but not limited to duties arising under the Jersey Companies Law); and/or
- (c) any action arising out of or in connection with the Wise Holdco Articles (pursuant to any provision of the laws of Jersey or such articles (as either may be amended from time to time)) or otherwise in any way relating to the constitution or conduct of Wise Holdco, other than any such action in any way relating to the conduct of Wise Holdco arising out of a breach of any federal law of the United States of America or the laws of any State of the United States of America.

The Wise Holdco Articles further provide that, unless Wise Holdco consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the United States Securities Act of 1933, as amended or any successor thereto.

2.17 The Wise Holdco Articles

If the Scheme becomes effective, the Wise Holdco Articles and Jersey law will govern Wise Holdco and the rights of Wise Holdco's shareholders instead of the Wise Articles and the Companies Act. From and after the Scheme Effective Date, the Wise Articles will be substituted with the Post-Scheme Articles of Association, which will reflect, among other things, the modified corporate structure wherein Wise will be a wholly owned subsidiary of Wise Holdco. Immediately following the Scheme Effective Time and conditional upon the issue of the Wise Holdco Class A Shares and Wise Holdco Class B Shares to the Scheme Shareholders, the Wise Holdco Articles will be adopted as the articles of association of Wise Holdco.

Part VI FREQUENTLY ASKED QUESTIONS

1. Why is Wise proposing the Scheme?

On 5 June 2025, we announced that we intended to transfer our primary listing from the equity shares (transition) category of the Official List and the London Stock Exchange's main market for listed securities to a US stock exchange, and to maintain a secondary listing on the London Stock Exchange (which would be in the same listing category of the Official List that Wise is currently listed in). This would allow Wise's shares to trade on both a US stock exchange and the London Stock Exchange.

A new holding company, Wise Group plc, a public company incorporated in Jersey, will be inserted as the ultimate parent company of the Group by means of the Scheme. We believe that the flexibility of Jersey company law allows Wise to implement a structure that is aligned with its US-listed peers.

2. Why is Wise implementing the Proposals by way of a scheme of arrangement?

The Scheme is a formal procedure under Part 26 of the Companies Act which is commonly used to carry out corporate reorganisations. The Scheme requires the approvals of Holders of Wise Class A Shares, Wise Class B Shares and the sanction of the Court. **All Wise Shareholders have the right to attend the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme.** If the relevant approvals are obtained, all Wise Shareholders will be bound by the Scheme regardless of whether or how they voted.

3. When will the Scheme become effective?

It is currently anticipated that the Scheme will become effective in calendar Q2 2026. Nevertheless, it is important that you vote in favour of the Scheme at the relevant Court Meeting and the Special Resolutions relating to the Scheme to be proposed at the Extraordinary General Meeting (each to be held on 28 July 2025). See answer to question 1 of this Part VI for more information.

4. What will I end up with after the Scheme comes into effect and the Wise Holdco Class A Shares are listed in the US?

If the Scheme becomes effective, you will receive one Wise Holdco Class A Share in place of each Wise Class A Share and, as applicable, one Wise Holdco Class B Share in place of each Wise Class B Share held at the Scheme Record Time (which is currently anticipated to be 6.30 p.m. on the Scheme Effective Date). The share register of Wise Holdco will be updated to reflect your shareholding following the Scheme becoming effective.

Wise Class A Shareholders who currently hold Wise Class A Shares in uncertificated form

If you hold Wise Class A Shares in uncertificated form in CREST immediately prior to the Scheme Record Time, the entitlements to Wise Holdco Class A Shares that you receive at the Scheme Effective Time will be automatically delivered to Cede & Co. (in its capacity as nominee for DTC) with DTC book-entry interests credited to the account of the DI Custodian on behalf of the DI Depositary. In exchange for which you will then receive Wise Holdco DIs through CREST, representing your Wise Holdco Class A Shares, on a one for one basis. Accordingly, after the New York Listing Effective Time, holders of uncertificated Wise Class A Shares will be able to transfer and settle their interests in Wise Holdco Class A Shares in CREST accounts in the form of Wise Holdco DIs.

Holders of Wise Holdco DIs can (with settlement occurring through Wise Holdco DIs) trade Wise Holdco Class A Shares on the London Stock Exchange or choose to cancel their Wise Holdco DIs (as described in Part IV of this document) and hold their entitlements to Wise Holdco Class A Shares through an account within DTC and/or trade the underlying Wise Holdco Shares on the New York Stock Exchange. Holders of Wise Holdco Class A Shares through an appointed CREST custodian or nominee should contact their chosen custodian or nominee in the event that they wish to cancel Wise Holdco DIs that they receive following the Scheme Effective Time so as to receive their interest in Wise Holdco Class A Shares through DTC or directly on the Wise Holdco share register through DRS.

Whilst there will be technical differences with respect to underlying settlement mechanics between trading Wise Class A Shares in the United Kingdom and Wise Holdco DIs, in practice, shareholders will continue to have substantially the same trading and settlement experience in the United Kingdom as they have today in respect of their Wise Class A Shares. Further details are set out in paragraph 11 of Part II and in Part IV.

Wise Class A Shareholders who hold Wise Class A Shares in certificated form (other than Affiliate Shareholders) immediately prior to the Scheme Record Time

If you hold Wise Class A Shares in certificated form immediately prior to the Scheme Record Time, the Wise Holdco Class A Shares that you receive will also be held by you directly after the New York Listing Effective Time. However, legal title to the Wise Holdco Class A Shares which you receive will instead be evidenced through the DRS. DRS is a method of holding legal title to securities but without the need to be issued with and retain a physical share certificate, with shareholders instead receiving an account statement detailing their shareholding. Further details are set out in paragraph 11 of Part II and in Part IV.

Wise Class A Shareholders who will be Affiliates of Wise Holdco after the Scheme Effective Time

If you will be considered an Affiliate of Wise Holdco for the purposes of US federal securities laws after the Scheme Effective Time (an “Affiliate Shareholder”), you will hold Wise Holdco Class A Shares directly (in your own name) in registered form (in a similar way as the other Wise Shareholders who currently hold Wise Class A Shares in certificated form will do—see above) but in addition you will be subject to certain US transfer restrictions in relation to the Wise Holdco Class A Shares. Further details are set out in paragraph 11 of Part II and in Part IV.

If you will be considered an Affiliate Shareholder and currently hold Wise Class A Shares but not directly in your own name (for example, through a broker under the CREST system), you will be contacted and advised to withdraw your shares into your own name on the register of members of Wise at least seven days before the Scheme Effective Time.

Wise Class A Shareholders whose Wise Class A Shares correspond to Wise Class B Shares

Wise Holdco Class A Shareholders who held Wise Class A Shares which corresponded to Wise Class B Shares will hold the relevant Wise Holdco Class A Shares (the “Corresponding Class A Shares”) directly (in their name) in restricted registered form. Holders of Corresponding Class A Shares can request the Transfer Agent to transfer their Corresponding Class A Shares to an unrestricted account in registered form, being in DRS, but this will result in the corresponding Wise Holdco Class B Shares immediately ceasing to carry any entitlement to voting rights.

Wise Class B Shareholders

Wise Holdco Class B Shareholders will have their Wise Holdco Class B Shares represented in restricted registered form. The Wise Holdco Class B Shares will not be able to be transferred out of restricted registered form.

5. What do I do with my old share certificates?

When the Scheme becomes effective, your holding of Wise Class A Shares will be replaced by an equivalent holding of Wise Holdco Class A Shares. Thus, all your certificates for Wise Class A Shares held in certificated form will cease to be valid and should be destroyed. Euroclear will be instructed to cancel entitlements to Wise Class A Shares in uncertificated form.

6. Will I receive share certificates for my Wise Holdco Shares?

Shareholders will not receive share certificates in respect of Wise Holdco Shares issued at the Scheme Effective Time. The legal title to such Wise Holdco Shares will instead be evidenced through the DRS and you will be sent an account statement detailing your shareholding together with details on how to transact through DRS and the Transfer Agent. Further information on how you will hold Wise Holdco Shares is described in answer to question 4 of this Part VI.

7. What if I trade in Wise Class A Shares on the last day of trading in London?

If trades in Wise Class A Shares are placed through your broker at any point up to 48 hours prior to close of trade on the last day of trading in Wise Class A Shares on the Scheme Effective Date, the trade is expected to settle as normal two days later (excluding non-working days) and, upon settlement of the trade, the buyer will receive Wise Holdco DIs through CREST instead of Wise Class A Shares. In respect of any trades, the new shareholders will need to be reflected in the share register of Wise prior to the Scheme Record Time in order to receive Wise Class A Shares under the Scheme.

8. Do I have to pay anything under the Scheme?

No. All Wise Holdco Shares being issued to Wise Shareholders pursuant to the Scheme are being exchanged for their existing Wise Shares. No additional payment is required.

9. What will the share capital of Wise be following the Scheme taking effect?

Under the Scheme, all of the existing Wise Shares will be transferred to Wise Holdco. This will result in Wise Holdco becoming the sole shareholder of Wise.

10. Does this mean that the annual general meetings will now be held in the US?

Following the Scheme Effective Time, annual general meetings of Wise Holdco Shareholders are expected to be held in the United Kingdom, the United States and/or virtually in accordance with the Wise Holdco Articles and Jersey law.

11. What effect will the Scheme have on the Wise Share Plans?

In connection with the Scheme, it is expected that the Wise Share Plans will be assumed by Wise Holdco. This means that any outstanding awards under the Wise Share Plans that currently relate to Wise Class A Shares will be exchanged for awards relating to Wise Holdco Class A Shares on a one-for-one basis with participant consent where required under the rules of the applicable Wise Share Plan. Other terms, including the vesting schedule and any vesting conditions, will remain the same. It may be necessary to make minor administrative changes to the terms of the awards. Further details of the impact of the Scheme on participants in the Wise Share Plans will be sent separately to the participants at a later date.

12. I hold Wise Shares through the ADR Programme, what will happen to my shares?

Upon the Scheme Effective Date, the Wise Class A Shares underlying each Wise ADS will be transferred to Wise Holdco and the new Wise Holdco Class A Shares issued in exchange will initially be registered in the name of the Depositary or its nominee. If the Scheme becomes effective, persons registered as holding Wise ADSs as at the effective date set by the Depositary will be entitled to receive one Wise Holdco Class A Share for every one Wise ADS.

To the extent Wise ADSs are held through DTC, the Depositary will arrange for DTC to surrender its entire position of Wise ADSs for cancellation and the Transfer Agent will deliver Wise Holdco Class A Shares through the DTC settlement system, in each case with no action being required on the part of the persons holding those Wise ADSs.

If there are any holders of Wise ADSs that are evidenced by physical certificate registered on the books of the Depositary, such holders of certificated Wise ADSs will be sent a notice regarding the mechanics of surrendering their Wise ADSs for cancellation and delivery of Wise Holdco Class A Shares. Holders of certificated Wise ADSs will need to follow the instructions set out in that notice to surrender their Wise ADSs for cancellation and to receive the Wise Holdco Class A Shares.

If there are any holders of uncertificated Wise ADSs registered on the books of the Depositary, they will have Wise Holdco Class A Shares registered in their names and their uncertificated Wise ADSs will be cancelled. Those holders do not need to take any action.

In accordance with the terms of the Deposit Agreement, holders of Wise ADSs will be charged a fee of US\$5.00 for each 100 Wise ADSs (or portion thereof) which are cancelled.

13. Why am I being sent this document?

The Proposals set out in this document require Wise Shareholders to vote on certain matters at the Class A Share Court Meeting (if you are a holder of Wise Class A Shares), the Class B Share Court Meeting (if you are a holder of Wise Class B Shares) and the Extraordinary General Meeting. This document contains information to assist you in your voting decision for both the relevant Court Meeting and the Extraordinary General Meeting in relation to the Proposals.

14. Will further documentation relating to the Wise Holdco Class A Shares be issued?

Yes, a Form 20-F will be filed with the SEC to register the Wise Holdco Class A Shares under the US Exchange Act. The Form 20-F will include prescribed information relating to Wise Holdco and Wise Holdco Class A Shares. The Form 20-F, once publicly filed, will be made available in electronic form on the Group's corporate website at wise.com/owners and on the SEC's website at <https://www.sec.gov>. It is anticipated that the Form 20-F will be declared effective by the SEC in calendar Q2 2026.

A UK Prospectus will be issued in due course and will contain prescribed information relating to Wise Holdco and Wise Holdco Class A Shares. The UK Prospectus will be made available in electronic form on the Group's corporate website at wise.com/owners. It is anticipated that the UK Prospectus will be available in calendar Q2 2026.

15. Do I need to vote?

For reasons set out in this document, the Wise Board unanimously recommends that Wise Shareholders vote in favour of the Scheme and in favour of the Special Resolutions relating to the Scheme.

It is important that as many Wise Shareholders as possible cast their votes (whether in person or by proxy). This applies to both the Court Meetings and the Extraordinary General Meeting. In particular, it is important that as many votes as possible are cast at the Class A Share Court Meeting and the Class B Share Court Meeting so as to demonstrate to the Court that there is a fair representation of Wise Shareholder opinion across holders of all Wise Shares.

All matters for consideration at both the Court Meetings and the Extraordinary General Meeting will be decided on a poll rather than on a show of hands. This means that:

- at the Class A Share Court Meeting, each holder of Wise Class A Shares has one vote for every Wise Class A Share held;
- at the Class B Share Court Meeting, each holder of Wise Class B Shares has one vote for every Wise Class B Share held; and
- at the Extraordinary General Meeting, each Wise Class A Shareholder has one vote for every Wise Class A Share held; and each Wise Class B Shareholder has nine votes for every Wise Class B Share held (in addition to the one vote they hold per Wise Class A Share held and subject to the application of the voting caps set out in the Wise Articles).

If you do not wish, or are unable, to attend the relevant Court Meeting and/or the Extraordinary General Meeting you may appoint someone (known as a "proxy") to act on your behalf and vote at the relevant Court Meeting and/or the Extraordinary General Meeting. You may appoint your proxy by completing the BLUE Form of Proxy (in relation to the Class A Share Court Meeting), the GREEN Form of Proxy (in relation to the Class B Share Court Meeting) and the WHITE Form of Proxy (in relation to the Extraordinary General Meeting) and returning them in accordance with the instructions set out in paragraph 5 of Part I and paragraph 18 of Part II of this document and on the relevant Form of Proxy.

You are strongly encouraged to complete, sign and return your BLUE Form of Proxy, GREEN Form of Proxy and WHITE Form of Proxy as soon as possible.

If you hold Wise Class A Shares in uncertificated form you may also appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Wise's Registrars (under CREST participant ID RA19) by no later than 4.00 p.m. on 24 July 2025 in the case of the BLUE Form of Proxy and 4.30 p.m. on 24 July 2025 in the case of the WHITE Form of Proxy.

Should you later change your mind and decide to attend the relevant Court Meeting and/or the Extraordinary General Meeting in person, having returned the Forms of Proxy will not preclude you from doing so.

16. What documents should I have received?

Please check that you have received the following:

- if you hold Wise Class A Shares, a BLUE Form of Proxy for use in respect of the Class A Share Court Meeting on 28 July 2025;
- if you hold Wise Class B Shares, a GREEN Form of Proxy for use in respect of the Class B Share Court Meeting on 28 July 2025;
- a WHITE Form of Proxy for use in respect of the Extraordinary General Meeting on 28 July 2025; and
- a reply-paid envelope for use in the United Kingdom for the return of the BLUE Form of Proxy, the GREEN Form of Proxy (if applicable) and the WHITE Form of Proxy.

If you have not received all of these documents (where applicable), please contact the Shareholder Helpline on the number indicated below.

17. Why are there three meetings and do I need to attend them all?

As explained in the answer to questions 1 and 2 of this Part VI, the Proposals are being implemented by way of a UK Scheme of Arrangement which requires three shareholder meetings to be held. Holders of Wise Class A Shares and holders of Wise Class B Shares will have the opportunity to vote on the Proposals separately at the Class A Share Court Meeting and the Class B Share Court Meeting respectively. The Court Meetings and the subsequent Extraordinary General Meeting are being called for different purposes and will be held on 28 July 2025 at the same venue, Wise's London office at First Floor, Worship Square, 65 Clifton Street, London EC2A 4JE, directly after the other.

The sole purpose of the Court Meetings is to seek the Wise Shareholders' approval of the Scheme. In order for the Scheme to be approved, both the holders of Wise Class A Shares and holders of Wise Class B Shares must vote in favour of it at the Class A Share Court Meeting and the Class B Share Court Meeting respectively. Separate majorities in number of the holders of Wise Class A Shares and holders of Wise Class B Shares representing not less than three-fourths of the voting rights of the Wise Class A Shares voting (in person or by proxy) and not less than three-fourths of the voting rights of the Wise Class B Shares voting (in person or by proxy), will need to support the Scheme.

The subsequent Extraordinary General Meeting, which will be held immediately after the Class B Share Court Meeting, is being called to enable Wise Shareholders to approve various matters in connection with the Scheme.

If you are not able to attend either or both of the Court Meetings (where applicable) and the Extraordinary General Meeting in person, your vote is still important and you are encouraged, regardless of the number of shares you own, to complete, sign and return the relevant Form of Proxy in accordance with the instructions set out in paragraph 5 of Part I and paragraph 18 of Part II of this document and on the relevant Form of Proxy.

18. What about future dividends?

Wise has never paid a dividend or repurchased any of its own shares.

As set out in Wise's listing prospectus in July 2021, Wise continues to re-invest its margins into its infrastructure and products, while focusing on its customers and their experience which Wise believes in turn generates greater long-term shareholder value. The Board reviews its dividend policy on an ongoing basis, but does not expect to declare or pay any dividends for the foreseeable future. This will be unchanged by the Proposals.

19. Will I have to pay any tax as a result of the implementation of the Scheme?

Subject to the discussion in paragraph 11 of Part III, it is intended that there should generally be no US federal income tax or UK tax liabilities for US Holders or UK Holders (each as defined in paragraph 11 of Part III) arising from the implementation of the Scheme and the listing of the Wise Holdco Class A Shares. For information on certain Jersey, UK and US federal taxation considerations, your attention is drawn to paragraph 11 of Part III of this document. However, the summary information on taxation in this document is intended as a guide only, and the tax consequences of the Scheme and the listing of the Wise Holdco Shares are complex and will depend on a holder's particular circumstances.

The tax discussion set forth in this document is based on laws in effect on the Latest Practicable Date. However, the tax regimes that Wise and Wise Holdco are subject to or operate under are unsettled and may be subject to significant change. In particular, the US government may enact significant changes to the taxation of business entities including, among others, an increase in the corporate income tax rate, the imposition of minimum taxes or surtaxes on certain types of income and significant changes to the taxation of income derived from international operations. Wise and Wise Holdco are unable to predict what changes to the tax laws of the US and other jurisdictions may be proposed or enacted in the future or what effect such changes would have on the business of Wise and Wise Holdco. Any of these or similar developments or changes to tax laws or rulings (which changes may have retroactive application) could result in a material change to the tax considerations described herein.

If you are in any doubt about your tax position, or are resident for tax purposes in countries other than the UK or the US, you should consult a professional adviser.

20. Will my tax position change as a result of the Scheme?

A summary of the principal tax implications for UK and US Shareholders is contained in paragraph 11 of Part III. Please note that this is not a comprehensive summary and the circumstances of each shareholder may differ.

If you are in any doubt about your tax position, or are resident for tax purposes in countries other than the UK or the US, you should consult a professional adviser.

21. Do I need to take further action?

It is important that you vote at the Court Meetings (as applicable) and the Extraordinary General Meeting. You are strongly encouraged to complete, sign and return your Forms of Proxy as soon as possible. See answer to question 16 of this Part VI and the instructions set out in paragraph 5 of Part I and paragraph 18 of Part II of this document and on the relevant Form of Proxy.

22. What if I still have questions?

If you have read this document and still have questions, please call the Shareholder Helpline, further details of which are included at the beginning of the summary on page 7 of this document.

**Part VII
THE SCHEME OF ARRANGEMENT**

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)**

CR-2025-003555

IN THE MATTER OF WISE PLC

-AND-

IN THE MATTER OF THE COMPANIES ACT 2006

**SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)
between**

WISE PLC

and

THE HOLDERS OF THE SCHEME SHARES

(as each is hereinafter defined)

PRELIMINARY

1. In this Scheme, unless inconsistent with the subject or context, the following expressions shall, bear the following meanings:

“certificated” or “in certificated form”	in relation to a share or other security, a share or other security which is not in uncertificated form (that is, not in CREST);
“Class A Share Court Meeting”	the meeting (including any adjournment thereof) of the holders of Wise Class A Shares to be convened with the permission of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification);
“Class B Share Court Meeting”	the meeting (including any adjournment thereof) of the holders of Wise Class B Shares to be convened with the permission of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification);
“Companies Act”	the Companies Act 2006 (as amended, modified, consolidated, re-enacted or replaced from time to time);
“Company” or “Wise”	Wise plc, a company incorporated in England and Wales with registered number 13211214;
“Court”	the High Court of Justice in England and Wales;
“Court Hearing”	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act;
“Court Meetings”	the Class A Share Court Meeting and the Class B Share Court Meeting;
“Court Order”	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;

“CREST”	the relevant system to facilitate the transfer of title to shares in uncertificated form (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;
“Effective”	the date on which this Scheme becomes effective in accordance with its terms, currently anticipated to occur in calendar Q2 2026;
“Euroclear”	Euroclear UK & International Limited;
“holder”	a registered holder, including any person entitled by transmission;
“Latest Practicable Date”	27 June 2025;
“members”	members of the Company on the register of members at any relevant date;
“Overseas Shareholder”	Wise Shareholders who are resident in, or citizens or nationals of, jurisdictions outside the United Kingdom, and the United States or who are nominees of, or custodians or trustees for, citizens or nationals of countries other than the United Kingdom, and the United States;
“Registrar”	Equiniti Limited;
“Registrar of Companies”	the Registrar of Companies in England and Wales;
“Scheme”	this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court;
“Scheme Circular”	the shareholder circular prepared in relation to the Scheme and in accordance with UK company law and of which this Scheme forms part;
“Scheme Effective Date”	a day, currently expected to be in calendar Q2 2026, on which the Scheme will become effective;
“Scheme Effective Time”	the time at which the Scheme becomes effective in accordance with its terms expected to be 10.00 p.m. on the Scheme Effective Date;
“Scheme Record Time”	the time at which the record of the register of members of Wise is taken expected to be 6.30 p.m. on the Scheme Effective Date;
“Scheme Shareholder”	a holder of Scheme Share(s);
“Scheme Shares”	Wise Shares: <ul style="list-style-type: none"> (a) in issue at the date of the Scheme Circular and remaining in issue at the Scheme Record Time; (b) (if any) issued after the date of this Scheme but before the Voting Record Time and remaining in issue at the Scheme Record Time; and (c) (if any) issued at or after the Voting Record Time and remaining in issue at the Scheme Record Time on terms that the holders will be bound by this Scheme;
“uncertificated” or “in uncertificated form”	in relation to a share or other security, a share or other security title to which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;

“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“United States” or “US”	the United States of America;
“US Securities Act”	the US Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder;
“Voting Record Time”	6.30 p.m. (London time) on the day which is two days (excluding non-working days) prior to the date of the Court Meetings or any adjournment thereof (as the case may be),
“Wise Class A Shares”	class A ordinary shares of £0.01 each in the capital of Wise in issue prior to the Scheme Effective Time;
“Wise Class B Shares”	class B ordinary shares of £0.000000001 each in the capital of Wise in issue prior to the Scheme Effective Time;
“Wise Holdco”	Wise Group plc, a company incorporated in Jersey with registered number 160362 and its registered office at 3 rd Floor, 44 Esplanade, St Helier, Jersey JE4 9WG;
“Wise Holdco Class A Shares”	class A ordinary shares of \$0.01 each in the capital of Wise Holdco, to be issued in connection with the Scheme;
“Wise Holdco Class B Shares”	class B ordinary shares of \$0.000000001 each in the capital of Wise Holdco, to be issued in connection with the Scheme;
“Wise Holdco Shares”	the Wise Holdco Class A Shares and the Wise Holdco Class B Shares;
“Wise Holdco Subscriber Shares”	the two issued and outstanding Wise Holdco Class A Shares to be issued and outstanding immediately prior to the Scheme Effective Time;
“Wise Holdco Subscriber Shareholders”	the holders of the Wise Holdco Subscriber Shares;
“Wise Shareholder”	holder of Wise Shares from time to time; and
“Wise Shares”	the Wise Class A Shares and the Wise Class B Shares,

and references to Clauses are references to clauses of this Scheme.

2. The issued share capital of Wise as at 27 June 2025 (being the Latest Practicable Date prior to the date of this Scheme) consisted of 1,025,000,252 Wise Class A Shares and 218,584,255 Wise Class B Shares, all of which are in issue and fully paid up. On 27 June 2025 (being the Latest Practicable Date prior to the date of this Scheme), Wise held no Wise Class A Shares or Wise Class B Shares in treasury. No Scheme Shares are or will be owned by Wise Holdco.
3. Wise Holdco was incorporated on 17 June 2025 under the name Wise Group plc. The issued share capital of Wise Holdco as at the date of this Scheme is \$0.02.
4. It is expected that Wise Holdco will agree to appear by counsel at the Court Hearing to sanction this Scheme and to submit to be bound by and undertake to the Court to be bound by this Scheme and to execute and do, or procure to be executed and done, all such documents, acts or things as may be necessary or desirable to be executed or done by it or on its behalf for the purpose of giving effect to this Scheme.
5. Wise Holdco will rely upon the Court’s sanctioning of the Scheme for the purpose of qualifying for the exemption from the registration requirements of the US Securities Act, provided by Section 3(a)(10) thereof with respect to the Wise Holdco Shares to be issued pursuant to the Scheme.

THE SCHEME

1. Transfer of the Scheme Shares

- 1.1 At the Scheme Effective Time, the Scheme Shares, being all of the issued share capital of Wise, shall be transferred to Wise Holdco.
- 1.2 The Scheme Shares shall be transferred from the Scheme Shareholders to Wise Holdco and such transfer shall be effected by means of a form of transfer or other instrument or instruction of transfer and to give effect to such transfer(s) any person may be appointed by Wise Holdco as attorney and/or agent and/or otherwise and shall be authorised as such attorney and/or agent and/or otherwise on behalf of the relevant Scheme Shareholder to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer, or to procure the transfer by means of CREST or otherwise give any instructions to transfer (in each case, whether as a deed or otherwise), the Scheme Shares and every form, instrument or instruction of transfer so executed or instruction given shall be effective as if it had been executed or given by the holder or holders of the Scheme Shares thereby transferred.
- 1.3 Until the register of members of Wise is updated to reflect the transfer of the Scheme Shares pursuant to Clauses 1.1 and 1.2 above and with effect from the Scheme Effective Time, each Scheme Shareholder irrevocably appoints Wise Holdco (or its nominee(s)) as their attorney and agent to exercise any voting rights attached to the Scheme Shares and any or all rights and privileges attaching to the Scheme Shares. This includes the right to requisition the convening of a general meeting of Wise or of any class of its shareholders, to sign on behalf of such Scheme Shareholder such documents, and do such things, as may in the opinion of Wise Holdco and/or its nominee(s) and/or each of their respective agents and directors (in each case, acting reasonably) be necessary or desirable in connection with the exercise of any voting rights and any or all rights and privileges attaching to such Scheme Shares (including, without limitation, any consent to short notice of a general or separate class meeting or form(s) of proxy in respect of such Scheme Shares appointing any person nominated by Wise Holdco and/or its nominee(s) to attend general and separate class meetings of Wise) and authorises Wise and/or its agents to send to Wise Holdco and/or its nominee(s) any notice, circular, warrant or other document or communication which may be required to be sent to them as a member of Wise (including any share certificate(s) or other document(s) of title issued as a result of conversion of their Scheme Shares into certificated form). Upon and with effect from the Scheme Effective Time, each Scheme Shareholder agrees not to exercise any votes or any other rights attaching to the relevant Scheme Shares without the consent of Wise Holdco, and irrevocably undertakes not to appoint a proxy or representative for or to attend any general meeting or separate class meeting of Wise.

2. Wise Holdco Shares

- 2.1 In consideration for the transfer of the Scheme Shares as provided for in Clause 1, Wise Holdco shall (subject as herein provided), issue Wise Holdco Shares to the Scheme Shareholders (as appearing in the register of members of Wise at the Scheme Record Time), with the exception of the Wise Holdco Subscriber Shareholders, on the following basis:

one Wise Holdco Class A Share for each Scheme Share that is a Wise Class A Share held at the Scheme Record Time; and

one Wise Holdco Class B Share for each Scheme Share that is a Wise Class B Share held at the Scheme Record Time.

For the Wise Holdco Subscriber Shareholders, Wise Holdco shall issue one Wise Holdco Class A Share for each Scheme Share that is a Wise Class A Share held at the Scheme Record Time, minus one Wise Holdco Class A Share from the final total of Wise Holdco Class A Shares otherwise due to be issued to the Wise Holdco Subscriber Shareholder, and one Wise Holdco Class B Share for each Scheme Share that is a Wise Class B Share held at the Scheme Record Time.

- 2.2 The Wise Holdco Class A Shares shall be validly issued, fully paid and non-assessable, shall rank equally in all respects with all other Wise Holdco Class A Shares and shall be entitled to all dividends and other distributions declared, paid or made by Wise Holdco by reference to any record date which falls after the Scheme Effective Time.

- 2.3 The Wise Holdco Class B Shares shall be validly issued, fully paid and non-assessable and shall rank equally in all respects with all other Wise Holdco Class B Shares.
- 2.4 The provisions of Clause 2.1 shall be subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, if, in respect of any Overseas Shareholder, Wise Holdco is advised that the issue of Wise Holdco Shares pursuant to the Scheme would or might infringe the laws of any jurisdiction outside the United Kingdom and the United States or would or might require Wise Holdco to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of Wise Holdco, it would be unable to comply or which it regards as unduly onerous, then Wise Holdco may in its sole discretion determine that such Wise Holdco Shares shall be sold, in which event the Wise Holdco Shares shall be issued to such Overseas Shareholder and Wise Holdco shall appoint a person to act pursuant to this Clause 2.4 and such person shall be authorised on behalf of such Overseas Shareholder to procure that any shares in respect of which Wise Holdco has made such a determination shall, as soon as practicable following the Scheme Effective Time, be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale shall (after the deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) be paid to such Overseas Shareholder in accordance with the provisions of Clause 3.1 below. To give effect to any such sale, the person so appointed shall be authorised on behalf of such Overseas Shareholder to execute and deliver a form of transfer and to give such instructions and do all such things which he may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of Wise, Wise Holdco, any appointee referred to in this Clause 2.4 or any broker or agent of any of them shall have any liability for any loss arising as a result of the timing or terms of any such sale.

3. Certificates and payments

- 3.1 As soon as practicable after the Scheme Effective Time, Wise Holdco shall:
- (a) issue the Wise Holdco Shares which it is required to issue to Scheme Shareholders pursuant to Clause 2;
 - (b) in the case of Wise Holdco Shares sold pursuant to Clause 2.4 and issued in respect of Scheme Shares which at the Scheme Record Time are in certificated form, procure the despatch to the persons entitled thereto of either: (a) an electronic payment where such person has a valid mandate on file; or (b) a cheque in pounds sterling for the sums payable to them respectively; and
 - (c) in the case of Wise Holdco Shares sold pursuant to Clause 2.4 and issued in respect of Scheme Shares which at the Scheme Record Time are in uncertificated form, procure that Euroclear is instructed to create an assured payment obligation in favour of the payment bank of the persons entitled thereto in accordance with the CREST assured payment arrangements for the sums payable to them respectively, provided that Wise Holdco reserves the right to make payment of the said sums by cheque, for reasons outside its reasonable control, it is not able to effect settlement in accordance with this Clause 3.1(c).
- 3.2 All deliveries of documents and cheques required to be made pursuant to the Scheme shall be effected by posting the same by first class post in pre-paid envelopes addressed to the persons respectively entitled thereto at their respective addresses appearing in the register of members of Wise at the Scheme Record Time or in accordance with any special instructions regarding communications received at the registered office of Wise prior to the Scheme Record Time, and neither Wise, Wise Holdco, any person appointed to act under Clause 2.4, nor their respective agents or nominees shall be responsible for any loss or delay in the transmission of documents or cheques sent in accordance with this Clause 3, which shall be sent at the risk of the person entitled thereto. For security reasons, no payments shall be made or cheques mailed to any person recorded as 'gone away' in the books of the Registrar, unless and until they contact the Registrar with evidence of identity.
- 3.3 All payments shall be in sterling and cheques drawn on a UK clearing bank. Payments made by cheque shall be payable to the Scheme Shareholder concerned, or in the case of joint holders, to all named joint holders, and the dispatch of any such cheque shall be a complete discharge of Wise Holdco's obligations under this Scheme to pay the relevant monies.

3.4 In respect of payments through CREST, Wise Holdco shall ensure that an assured payment obligation is created, via the Registrar, in accordance with the CREST assured payment arrangements. The creation of such an assured payment arrangement shall be a complete discharge of Wise Holdco's obligations under this Scheme with reference to payments through CREST.

3.5 This Clause 3 shall take effect subject to any prohibition or condition imposed by law.

4. Certificates representing Scheme Shares

With effect from and including the Scheme Effective Time, all certificates representing holdings of Scheme Shares shall cease to have effect as documents of title to the Scheme Shares comprised therein and every holder of Scheme Shares shall be bound at the request of Wise Holdco to deliver up the same to Wise Holdco or, as it may direct, to destroy the same.

5. Record of transfer of Scheme Shares

5.1 Euroclear shall be instructed to cancel the entitlements to Scheme Shares of holders of Scheme Shares in uncertificated form and appropriate entries shall be made in Wise's register of members, with effect from the Scheme Effective Time, to reflect their transfer to Wise Holdco pursuant to Clause 1.

5.2 As regards certificated Scheme Shares, appropriate entries shall be made in Wise's register of members, with effect from the Scheme Effective Time, to reflect their transfer to Wise Holdco pursuant to Clause 1.

6. Mandates and instructions

Due to differences in banking processes between the United Kingdom and the United States, all mandates relating to the payment of dividends by electronic bank transfer given (or deemed to be given) to Wise by or on behalf of Scheme Shareholders which relate to holdings of Wise Shares in force at the Scheme Record Time will be revoked and require resubmission. Other instructions (or deemed instructions, including communication preferences) may be deemed valid, where possible, in respect of the corresponding Wise Holdco Shares.

7. Scheme Effective Time

7.1 The Scheme shall become Effective as soon as a copy of the Court Order shall have been duly delivered to the Registrar of Companies for registration; and

7.2 unless the Scheme shall have become Effective on or before 31 March 2027 or such later date, if any, as Wise and Wise Holdco may agree and the Court may allow, this Scheme shall never become Effective.

8. Modification

Wise and Wise Holdco may jointly consent on behalf of all persons concerned to any modification of, or addition to, the Scheme or to any condition which the Court may think fit to approve or impose. For the avoidance of doubt, no modification to the Scheme may be made pursuant to this Clause 8 once the Scheme has taken effect.

9. Costs

Wise is authorised and permitted to pay all the costs and expenses relating to the negotiation, preparation and implementation of the Scheme.

10. Governing Law

This Scheme is governed by English law and is subject to the jurisdiction of the English courts.

Part VIII

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Admission”	the admission of the Wise Holdco Class A Shares to the equity shares (transition) category of the Official List and to trading on the London Stock Exchange’s main market for listed securities;
“ADR Programme”	the level 1 ADR programme in the United States in respect of which JPMorgan Chase Bank, N.A is depositary pursuant to the Deposit Agreement;
“Affiliate(s)”	a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the specified person (pursuant to Rule 405 promulgated under the US Securities Act);
“Affiliate Shareholder”	any Wise Holdco Shareholder which is considered to be an Affiliate of Wise Holdco for the purposes of US federal securities laws;
“certificated” or “in certificated form”	in relation to share or other security, a share or other security which is not in uncertificated form (that is, not in CREST);
“Chair”	the chair of Wise from time to time;
“Class A Share Court Meeting”	the meeting of the holders of Wise Class A Shares to be convened with the permission of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification), notice of which is set out in Part IX of this document (including any adjournment thereof);
“Class B Share Court Meeting”	the meeting of the holders of Wise Class B Shares to be convened with the permission of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification), notice of which is set out in Part X of this document (including any adjournment thereof);
“Code”	the UK Takeover Code;
“Companies Act”	the Companies Act 2006 (as amended, modified, consolidated, re-enacted or replaced from time to time);
“Conditions”	the conditions to the implementation of the Scheme set out in paragraph 3 of Part II of this document and a “Condition” shall mean any one of them;
“Court”	the High Court of Justice in England and Wales;
“Court Hearing”	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act;
“Court Meetings”	the Class A Share Court Meeting and the Class B Share Court Meeting;
“Court Order”	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades in listed securities in the United Kingdom, in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Applications Host”	the system that is operated to receive, manage and control the processing of messages by the CREST system;

“CREST Manual”	the CREST Manual published by Euroclear, as amended from time to time;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;
“Deposit Agreement”	the deposit agreement dated as of 7 September 2021, among Wise plc, the Depositary and all holders and beneficial owners from time to time of Wise ADRs evidencing Wise ADSs issued thereunder (as amended from time to time);
“Depositary”	JPMorgan Chase Bank, N.A, as depositary for the Wise ADSs under the Deposit Agreement;
“DI Custodian”	the nominee for the DI issuer who will hold Wise Holdco Class A Shares through the DTC system for the DI Depositary;
“DI Deed”	the deed poll to be executed by the DI Depositary constituting the Wise Holdco DIs;
“DI Depositary”	the issuer of the Wise Holdco DIs;
“Directors”	(i) prior to the Scheme Effective Time, the Directors of Wise; and (ii) from the Scheme Effective Time, the Directors of Wise Holdco (referred to singularly as a “Director”);
“DRS”	the Direct Registration System;
“DRS Advice”	has the meaning given to such term in paragraph 2 of Part IV of this document;
“DTC”	the Depositary Trust Company;
“DTRs”	the Disclosure Guidance and Transparency Rules;
“Euroclear”	Euroclear UK & International Limited, the Operator of CREST;
“Executive Director”	the Executive Directors as at the date of this document, or, where the context so requires, the Executive Directors from time to time;
“Extraordinary General Meeting”	the general meeting of Wise to be held at 1 st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE on 28 July 2025 at 4.30 p.m. (London time) or as soon thereafter as the Class B Share Court Meeting shall have been concluded or adjourned, and any adjournment thereof;
“FCA”	the Financial Conduct Authority of the United Kingdom;
“Form 20-F”	the registration statement on Form 20-F relating to the registration of Wise Holdco Shares under the US Exchange Act, expected to be declared effective in calendar Q2 2026;
“Form(s) of Proxy”	the BLUE form of proxy for use at the Class A Share Court Meeting, the GREEN form of proxy for use at the Class B Share Court Meeting and the WHITE form of proxy for use at the Extraordinary General Meeting (or either of them as the context may require), which are being sent to Wise Shareholders;
“FSMA”	the Financial Services and Markets Act 2000;
“Group”	(i) prior to the Scheme Effective Time, Wise, together with its consolidated subsidiaries from time to time; and (ii) from the Scheme Effective Time, Wise Holdco, together with its consolidated subsidiaries from time to time;
“HMRC”	HM Revenue & Customs;

“holder”	a registered holder (including any person(s) entitled by transmission);
“Internal Revenue Code”	the US Internal Revenue Code 1986, as amended;
“IRS”	the United States Internal Revenue Service;
“Jersey Companies Law”	the Companies (Jersey) Law 1991, as amended;
“Latest Practicable Date”	27 June 2025;
“Listing Effective Date”	a day, currently expected to be in calendar Q2 2026, on which Wise Holdco Class A Shares will be listed on the Relevant US Exchange and admitted to the equity shares (transition) category of the Official List and to trading on the London Stock Exchange’s main market;
“London Listing Effective Time”	8.00 a.m. on the Listing Effective Date;
“London Stock Exchange”	London Stock Exchange plc;
“Meeting(s)”	the Class A Share Court Meeting, the Class B Share Court Meeting and/or the Extraordinary General Meeting, as the case may be (and “Meeting” shall be construed accordingly);
“New York Listing Effective Time”	9.30 a.m. New York time on the Listing Effective Date;
“Nominated Person”	a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights;
“Non-Executive Directors”	the non-executive Directors of Wise prior to the Scheme Effective Time or of Wise Holdco from the Scheme Effective Time, as the context requires;
“Official List”	the official list maintained by the FCA pursuant to Part 6 of FSMA;
“Operator”	as defined in the CREST Regulations;
“Overseas Shareholders”	Wise Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom and the United States or who are nominees of, or custodians or trustees for, citizens or nationals of countries other than the United Kingdom and the United States;
“Panel”	the Panel on Takeovers and Mergers of the United Kingdom;
“Pre-Emption Group”	a UK body that publishes guidance on the disapplication of pre-emption rights in the United Kingdom;
“Post-Scheme Articles of Association”	articles of association of a private company limited by shares in customary form;
“Proposals”	has the meaning given to such term in the Summary of this document;
“Prospectus Rules”	the Prospectus Regulation Rules made under Section 73A of FSMA, as amended, superseded or replaced by such rules and regulations made by the FCA as are in force at the time of Admission relating to the production and publication of a prospectus in connection with admission to trading under the Public Offers and Admissions to Trading Regulations 2024;
“Registrar” or “Registrars”	Equiniti Limited;
“Registrar of Companies”	the Registrar of Companies in England and Wales;

“Regulatory Information Service”	any of the services authorised by the FCA from time to time for the purpose of disseminating regulatory announcements;
“Relevant Regulators”	means the FCA, the National Bank of Belgium, the Estonian Financial Supervision and Resolution Authority, the Central Bank of Brazil, the Capital Market, Insurance and Savings Authority of Israel, the Comisión Nacional Bancaria y de Valores of Mexico, the Central Bank of Chile, the Unidad de Análisis Financiero of Chile, the Australian Securities and Investments Commission, the Australian Transaction Reports and Analysis Centre, the Australian Prudential Regulation Authority, the Financial Transactions and Reports Analysis Centre of Canada, the Autorité des marchés financiers of Quebec, the Customs and Excise Department of Hong Kong, the Reserve Bank of India, Bank Indonesia, the Kanto Local Financial Bureau of Japan, the Bank Negara Malaysia, the Monetary Authority of Singapore, the Bangko Sentral Ng Pilipinas of the Philippines, the Kanto Bureau of Japan, the US Financial Crimes Enforcement Network, the US Consumer Financial Protection Bureau and each of the Relevant US State Regulators and any other relevant regulator at the relevant time.
“Relevant US State Regulators”	means the Alabama Securities Commission, the Alaska Department of Commerce, Community and Economic Development, Division of Banking and Securities, the Arizona Department of Financial Institutions, the Arkansas Securities Department, the California Department of Financial Protection and Innovation, the Colorado Department of Regulatory Agencies, Division of Banking, the Connecticut Department of Banking, the Department of Insurance, Securities and Banking of Washington DC, the Office of the State Bank Commissioner of Delaware, the Florida Office of Financial Regulation, the Georgia Department of Banking and Finance, the Department of Revenue and Taxation of Guam, the Department of Commerce and Consumer Affairs, Division of Financial Institutions of Hawaii, the Idaho Department of Finance, the Illinois Division of Financial Institutions, the Indiana Department of Financial Institutions, the Iowa Division of Banking, the State Bank Commissioner of Kansas, the Department of Financial Institutions of Kentucky, the Louisiana Office of Financial Institutions, the Department of Professional and Financial Regulation of Maine, the Office of the Commissioner of Financial Regulation of Maryland, the Division of Banks of Massachusetts, the Michigan Department of Insurance and Financial Services, the Minnesota Department of Commerce, the Mississippi Department of Banking and Consumer Finance, the Missouri Division of Finance, the Nebraska Department of Banking and Finance, the Banking Department of New Hampshire, the New Jersey Department of Banking and Insurance, the New Mexico Financial Institutions Division, the New York State Department of Financial Services, the Office of Commissioner of Banks of North Carolina, the North Dakota Department of Financial Institutions, the Department of Commerce of Ohio, the Oklahoma Banking Department, the Oregon Department of Consumer and Business Services, the Pennsylvania Department of Banking and Securities, the Office of the Commissioner of Financial Institutions of Puerto Rico, the Department of Business Regulation of Rhode Island, the South Dakota Division of Banking, the Department of Financial Institutions of Tennessee, the Texas Department of Banking, the Office of the Lieutenant Governor, Division of Banking and Insurance of the US Virgin Islands, the Department of Financial

	Institutions of Utah, the Vermont Department of Financial Regulation—Banking Division, the Bureau of Financial Institutions of Virginia, the Washington Department of Financial Institutions, the West Virginia Division of Financial Institutions, the Department of Financial Institutions of Wisconsin and the Wyoming Division of Banking and any other relevant regulator at the relevant time;
“Relevant US Exchange”	the New York Stock Exchange or the Nasdaq Stock Market (as determined by the Board);
“Scheme” or “Scheme of Arrangement”	the proposed scheme of arrangement made under Part 26 of the Companies Act between Wise and the Scheme Shareholders (with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Wise and Wise Holdco) particulars of which are set out in Part VII of this document, in its present form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Wise and Wise Holdco;
“Scheme Effective Date”	a day, currently expected to be in calendar Q2 2026, on which the Scheme will become effective;
“Scheme Effective Time”	the time at which this Scheme becomes effective;
“Scheme Record Time”	the time at which the record of the register of members of Wise is taken, expected to be 6.30 p.m. on the Scheme Effective Date;
“Scheme Shareholder”	a holder of Scheme Shares;
“Scheme Shares”	the Wise Shares: <ul style="list-style-type: none"> (i) in issue at the date of this document and remaining in issue at the Scheme Record Time; (ii) (if any) issued after the date of this document but before the Voting Record Time and remaining in issue at the Scheme Record Time; and (iii) (if any) issued at or after the Voting Record Time and remaining in issue at the Scheme Record Time on terms that the holders will be bound by the Scheme;
“SEC”	the US Securities and Exchange Commission;
“Shareholder”	holders of Wise Shares prior to the Scheme Effective Time and holders of Wise Holdco Shares from and subsequent to the Scheme Effective Time, as the context requires;
“Shares”	Wise Shares prior to the Scheme Effective Time and Wise Holdco Shares from and subsequent to the Scheme Effective Time, as the context requires.
“Special Resolutions”	the special resolutions which are set out in Part XI of this document, to be proposed to be passed at the Extraordinary General Meeting in connection with, among other things, the implementation of the Scheme and certain amendments to be made to the Wise Articles;
“subsidiary”	has the meaning given in Section 1159 of the Companies Act 2006;
“Transfer Agent”	the transfer agent of Wise Holdco;
“UK Corporate Governance Code”	The Financial Reporting Council’s UK Corporate Governance Code, dated July 2018, as amended from time to time;

“UK Listing Rules”	the rules and regulations made by the FCA under FSMA and contained in the publication of the same name;
“UK Prospectus”	the prospectus relating to Wise Holdco and the Wise Holdco Shares prepared in accordance with the Prospectus Rules, expected to be published in calendar Q2 2026;
“uncertificated” or “in uncertificated form”	in relation to a share or other security, a share or other security title to which recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
“US Exchange Act”	the US Securities Exchange Act 1934, as amended from time to time;
“US GAAP”	US generally accepted accounting principles (GAAP);
“US Holder”	a beneficial owner of Scheme Shares or Wise Holdco Shares that for US federal income tax purposes is: (i) an individual citizen or resident of the United States; (ii) a corporation organised in or under the laws of the US, any state thereof, or the District of Columbia; (iii) a trust that: (1) is subject to the primary supervision of a US court and the control of one or more “US persons” (within the meaning of Section 7701(a)(30) of the Internal Revenue Code); or (2) has a valid election in effect to be treated as a US person for US federal income tax purposes; or (iv) an estate the income of which is subject to US federal income taxation regardless of its source;
“US Securities Act”	the US Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder;
“US Treasury Regulations”	the Internal Revenue Code and proposed, temporary and final Treasury Regulations promulgated under the Internal Revenue Code;
“Voting Record Time”	6.30 p.m. (London time) on the day which is two days (excluding non-working days) prior to the date of the Court Meetings or any adjournment thereof (as the case may be);
“Wise”	Wise plc;
“Wise ADRs”	American depositary receipts evidencing Wise ADSs;
“Wise ADSs”	American depositary shares issued pursuant to the Deposit Agreement, each representing one Wise Class A Share;
“Wise Articles”	the existing articles of association of Wise;
“Wise Board” or “Board”	the board of directors of Wise;
“Wise Class A Shares”	class A ordinary shares of £0.01 each in the capital of Wise in issue prior to the Scheme Effective Time;
“Wise Class A Shareholders”	holders of Wise Class A Shares from time to time (excluding Wise Holdco);
“Wise Class B Shares”	class B ordinary shares of £0.000000001 each in the capital of Wise in issue prior to the Scheme Effective Time;

“Wise Class B Shareholders”	holders of Wise Class B Shares from time to time (excluding Wise Holdco);
“Wise Holdco”	Wise Group plc, a company incorporated in Jersey with registered number 160362 and its registered office at 3 rd Floor, 44 Esplanade, St Helier, Jersey JE4 9WG;
“Wise Holdco Articles”	the articles of association of Wise Holdco to be adopted immediately following the Scheme Effective Time and conditional upon the issue of the new Wise Holdco Class A Shares and Wise Holdco Class B Shares to the Scheme Shareholders;
“Wise Holdco Board”	the board of directors of Wise Holdco;
“Wise Holdco Class A Shares”	class A ordinary shares of \$0.01 each in the capital of Wise Holdco;
“Wise Holdco Class A Shareholders”	the holders of Wise Holdco Class A Shares from time to time;
“Wise Holdco Class B Shares”	class B ordinary shares of \$0.000000001 each in the capital of Wise Holdco;
“Wise Holdco Class B Shareholders”	the holders of Wise Holdco Class B Shares from time to time;
“Wise Holdco DCS”	the dual-class share structure, to be reflected in the Wise Holdco Articles, as summarised in paragraph 3.2(b) in the letter from the Chair in Part I of this document;
“Wise Holdco DI”	a depositary interest issued through CREST by the DI Depositary representing a beneficial interest in a Wise Holdco Class A Share;
“Wise Holdco Interim Articles”	the articles of association of Wise Holdco to be adopted immediately prior to and conditional upon the Scheme Effective Date;
“Wise Holdco Shares”	the Wise Holdco Class A Shares and Wise Holdco Class B Shares, to be issued in connection with the Scheme;
“Wise Holdco Shareholders”	the holders of Wise Holdco Class A Shares and/or Wise Holdco Class B Shares from time to time;
“Wise Holdco Share Plans”	the equity incentive plan(s) proposed to be adopted by Wise Holdco for the grant of equity awards to service providers of the Group following the Scheme Effective Time;
“Wise Holdco Subscriber Shareholders”	a holder of Wise Holdco Subscriber Shares;
“Wise Holdco Subscriber Shares”	the two issued and outstanding Wise Holdco Class A Shares to be issued and outstanding immediately prior to the Scheme Effective Time;
“Wise Shareholders” or “Wise Owners” or “Owners”	holders of Wise Shares from time to time (excluding Wise Holdco);
“Wise Shares”	Wise Class A Shares and Wise Class B Shares in issue prior to the Scheme Effective Time;
“Wise Share Plans”	(i) the Wise 2016 Share Option Plan including the Company Share Option Plan, US Share Option Plan, and the Non-tax advantaged Share Option Plan for non-US taxpayers adopted on 15 June 2016; (ii) the Wise 2021 Equity Incentive Plan adopted on 1 January 2021; and (iii) the Wise Long Term Incentive Plan adopted on 18 June 2021 (the “Wise LTIP”), each as amended and/or restated from time to time; and

“2025 Annual Report”

the annual report and accounts of Wise for the year ended 31 March 2025 dated 5 June 2025.

All times referred to are London time unless otherwise stated.

All references to “**pence**”, “**sterling**”, “**£**” or “**p**” are to the lawful currency of the United Kingdom.

All references to “**€**” are to the lawful currency of the European Union.

All references to “**US dollar**”, “**\$**” or “**cents**”, are to the lawful currency of the United States.

All references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

Part IX
NOTICE OF CLASS A SHARE COURT MEETING

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)**

CR-2025-003555

IN THE MATTER OF WISE PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an Order dated 2 July 2025 made in the above matters, the Court has given permission for a meeting (the “Class A Share Court Meeting”) to be convened of the holders of Wise Class A Shares (as defined in the Scheme of Arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “Scheme of Arrangement”) proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “Companies Act”) between Wise plc (the “Company”), and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) and that the Class A Share Court Meeting will be held at the offices of the Company, at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE at 4.00 p.m. on 28 July 2025, at which place and time all holders of Wise Class A Shares are requested to attend (in person or by proxy).

Copies of the Scheme of Arrangement and of the explanatory statement required to be published pursuant to Section 897 of the Companies Act are incorporated in the document of which this Notice forms part.

Voting on the resolution to approve the Scheme will be by poll, which shall be conducted as the Chair of the Court Meeting may determine.

Right to Appoint a Proxy; Procedure for Appointment

Holders of Wise Class A Shares entitled to attend and vote at the Class A Share Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Class A Court Meeting.

A BLUE Form of Proxy, for use at the Class A Share Court Meeting, has been provided. Instructions for its use are set out on the form. It is requested that the BLUE Form of Proxy (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) be returned to the Company’s Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by post to be received not later than 4.00 p.m. (London time) on 24 July 2025 or, in the case of an adjournment of the Class A Share Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. However, if not so lodged, BLUE Forms of Proxy (together with any such authority, if applicable) may be handed to the Chair of the Class A Share Court Meeting or to the Registrars, on behalf of the Chair of the Class A Share Court Meeting, before the start of the Class A Share Court Meeting.

As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the Class A Share Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares. A proxy need not be a member of the Company but they must attend the Class A Share Court Meeting to represent you. If you require additional proxy forms, please contact the Company’s Registrars, Equiniti Limited on +44 (0)371 384 2030.

Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual available at www.euroclear.com.

In order for a proxy appointment or instruction made using CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 4.00 p.m. (London time) on 24 July 2025 (or if the Class A Share Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Class A Share Court Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by Wise and approved by the Registrar. For further information regarding the Proxymity platform, please go to www.proxymity.io. Your proxy must be lodged by 4.00 p.m. (London time) on 24 July 2025 (or if the Class A Share Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Class A Share Court Meeting). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Forms of Proxy may alternatively be submitted electronically by logging on to the following website www.shareview.co.uk and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 4.00 p.m. (London time) on 24 July 2025 (or if the Class A Share Court Meeting is adjourned, 48 hours excluding non-working days) before the time fixed for the adjourned A Share Court Meeting).

Completion and return of a Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in in paragraph 18 of Part II of the document of which this Notice forms part), will not prevent a holder of Wise Class A Shares from attending, speaking and voting in person at the Class A Share Court Meeting, or any adjournment thereof, if such holder of Wise Class A Shares wishes and is entitled to do so.

Voting Record Time

Entitlement to attend, speak and vote at the Class A Share Court Meeting or any adjournment thereof and the number of votes which may be cast at the Class A Share Court Meeting, will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 24 July 2025 or, if the Class A Share Court Meeting is adjourned, 6.30 p.m. (London time) on the date which is two days (excluding non-working days) before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend, speak and vote at the Class A Share Court Meeting.

Joint Holders

In the case of joint holders of Wise Class A Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Corporate Representatives

As an alternative to appointing a proxy, any holder of Wise Class A Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.

By the said Order, the Court has appointed Kristo Käärman, Chief Executive Officer, or, failing him, David Wells, Chair or, failing him, any other director of the Company to act as Chair of the Class A Share Court Meeting and has directed the Chair to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 3 July 2025

Coolley (UK) LLP
22 Bishopsgate
London EC2N 4BQ
Solicitors for the Company

Nominated Persons

Any person to whom this Notice of Class A Share Court Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by a member of the Company. However, Nominated Persons may, under agreement with the member who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the Class A Share Court Meeting. If a Nominated Person does not have a right to be appointed (or to have someone else appointed) as a proxy for the Class A Share Court Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the Class A Share Court Meeting.

Part X
NOTICE OF CLASS B SHARE COURT MEETING

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)**

CR-2025-003555

IN THE MATTER OF WISE PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an Order dated 2 July 2025 made in the above matters, the Court has given permission for a meeting (the “Class B Share Court Meeting”) to be convened of the holders of Wise Class B Shares (as defined in the Scheme of Arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “Scheme of Arrangement”) proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “Companies Act”) between Wise plc (the “Company”), and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) and that the Class B Share Court Meeting will be held at the offices of the Company at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE at 4.15 p.m. on 28 July 2025 (or as soon thereafter as the Class A Share Court Meeting (as defined in the document of which this notice forms part) shall have been concluded or adjourned), at which place and time all holders of Wise Class B Shares are requested to attend (in person or by proxy).

Copies of the Scheme of Arrangement and of the explanatory statement required to be published pursuant to Section 897 of the Companies Act are incorporated in the document of which this Notice forms part.

Voting on the resolution to approve the Scheme will be by poll, which shall be conducted as the Chair of the Class B Share Court Meeting may determine.

Right to Appoint a Proxy; Procedure for Appointment

Holders of Wise Class B Shares entitled to attend and vote at the Class B Share Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Class B Share Court Meeting.

A GREEN Form of Proxy, for use at the Class B Share Court Meeting, has been provided. Instructions for its use are set out on the form. It is requested that the GREEN Form of Proxy (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) be returned to the Company’s Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by post to be received not later than 4.15 p.m. (London time) on 24 July 2025 or, in the case of an adjournment of the Class B Share Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. However, if not so lodged, GREEN Forms of Proxy (together with any such authority, if applicable) may be handed to the Chair of the Class B Share Court Meeting or to the Registrars, on behalf of the Chair of the Class B Share Court Meeting, before the start of the Class B Share Court Meeting.

As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the Class B Share Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares. A proxy need not be a member of the Company but they must attend the Class B Share Court Meeting to represent you. If you require additional proxy forms, please contact the Company’s Registrars, Equiniti Limited, on +44 (0)371 384 2030.

Forms of Proxy may alternatively be submitted electronically by logging on to the following website www.shareview.co.uk and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 4.15 p.m. (London time) on 24 July 2025 (or if the Class B Share Court Meeting is adjourned, 48 hours excluding non-working days) before the time fixed for the adjourned Class B Share Court Meeting).

Completion and return of a Form of Proxy, or the appointment of a proxy electronically (or any other procedure described on in paragraph 18 of Part II of the document of which this Notice forms part), will not prevent a holder of Wise Class B Shares from attending, speaking and voting in person at the Class B Share Court Meeting, or any adjournment thereof, if such holder of Wise Class B Shares wishes and is entitled to do so.

Voting Record Time

Entitlement to attend, speak and vote at the Class B Share Court Meeting or any adjournment thereof and the number of votes which may be cast at the Class B Share Court Meeting, will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 24 July 2025 or, if the Class B Share Court Meeting is adjourned, 6.30 p.m. (London time) on the date which is two days (excluding non-working days) before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend, speak and vote at the Class B Share Court Meeting.

Joint Holders

In the case of joint holders of Wise Class B Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Corporate Representatives

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.

By the said Order, the Court has appointed Kristo Käärman, Chief Executive Officer, or, failing him, David Wells, Chair or, failing him, any other director of the Company to act as Chair of the Class B Share Court Meeting and has directed the Chair to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 3 July 2025

Cooley (UK) LLP
22 Bishopsgate
London EC2N 4BQ
Solicitors for the Company

Nominated Persons

Any person to whom this Notice of Class B Share Court Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by a member of the Company. However, Nominated Persons may, under agreement with the member who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the Class B Share Court Meeting. If a Nominated Person does not have a right to be appointed (or to have someone else appointed) as a proxy for the Class B Share Court Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the Class B Share Court Meeting.

Part XI
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE OF EXTRAORDINARY GENERAL MEETING OF WISE PLC

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Wise plc (“Wise” or the “Company”) will be held at the offices of the Company at 1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE on 28 July 2025 at 4.30 p.m. (London time) (or as soon thereafter as the Class B Share Court Meeting (as defined in the document of which this notice forms part) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions, all of which shall be proposed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT:

For the purpose of giving effect to, and/or in connection with, the Scheme of Arrangement dated 3 July 2025 between the Company and the holders of the Scheme Shares (as defined in the said Scheme of Arrangement), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Wise Group plc (a Jersey incorporated company) (“**Wise Holdco**”) and approved or imposed by the High Court of Justice in England and Wales (the “**Scheme**”);

1. the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
2. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 98 (and the existing article 98 (“Definitions and Interpretation”) shall be adopted as article 99 without amendment save that references to article 98 in that article shall be amended to references to article 99):

“SHARES NOT OTHERWISE SUBJECT TO THE SCHEME”

Article 98

- (a) In this Article only, references to the “Scheme” are references to the scheme of arrangement between the Company and its members dated 3 July 2025 under Part 26 of the Companies Act 2006, in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court and (save as defined in this Article) expressions defined in the Scheme shall have the same meaning in this Article.
 - (b) Notwithstanding any other provisions in these Articles, if any Wise Shares are allotted and issued to any person other than Wise Holdco (and/or its nominee) (a “New Member”) after the time at which this Article becomes effective and before the Scheme Record Time, such Wise Shares shall be allotted and issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the New Member, and any subsequent holder other than Wise Holdco and/or its nominee or nominees, shall be bound by the terms of the Scheme.”
3. subject to and conditional upon the Scheme becoming effective, the Company be re-registered as a private company limited by shares under the Companies Act 2006 by the name of Wise Limited; and
 4. subject to and conditional upon the re-registration of Wise as a private company limited by shares, the Post-Scheme Articles of Association, as produced to this meeting and for purpose of identification signed by the Chair hereof, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

By order of the Board

Jane Fahey
Company Secretary

3 July 2025

Wise plc

Registered Office:

1st Floor, Worship Square, 65 Clifton Street, London EC2A 4JE

Notes

1. A member entitled to attend and vote at the meeting convened by the above notice (the “Extraordinary General Meeting”) is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his/her behalf. A proxy need not be a member of Wise. A member may appoint more than one proxy in relation to the Extraordinary General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the “Act”) to enjoy information rights (a “Nominated Person”). Members are reminded of their right under Section 360BA of the Act to request, within 30 days of the Extraordinary General Meeting, information which enables them to determine that their vote on a poll at the Extraordinary General Meeting was validly recorded and counted by Wise.
2. A WHITE Form of Proxy is enclosed, which members are invited to complete and return. If you do not have a WHITE Form of Proxy, please contact the Company’s Registrar, Equiniti Limited, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in the UK) on +44 (0)371 384 2030. Please note that calls may be monitored or recorded and Equiniti Limited cannot provide legal, tax or financial advice or advice on the merits of the Scheme. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Extraordinary General Meeting in person.
3. To appoint a proxy you may:
 - (a) use the WHITE Form of Proxy enclosed with this notice. To be valid, the WHITE Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post by Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA by no later than 4.30 p.m. on 24 July 2025 (or, if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting); or
 - (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note 12.
 - (c) Institutional Investors may be able to appoint a proxy via the Proxymity platform as described in note 12.

Completion of the WHITE Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.
4. Any member or his or her proxy attending the Extraordinary General Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
5. Pursuant to Section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended from time to time), only shareholders registered in the register of members of the Company at 6.30 pm on 24 July 2025 shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.30 p.m. on the date which is two days (excluding non-working days) before the date fixed for the adjourned Extraordinary General Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Extraordinary General Meeting.
6. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of Wise in respect of the relevant joint holding.
7. As at 27 June 2025 (being the Latest Practicable Date), Wise’s issued share capital consisted of 1,025,000,252 Class A ordinary shares, carrying one vote each and 218,584,255 Class B ordinary shares, carrying nine votes each. Wise does not hold any Wise Class A Shares or Wise Class B Shares in treasury. Therefore, the total voting rights in Wise as at that date in aggregate across the

Class A Shares and the Class B Shares is 2,992,258,547. It is noted that the latest aggregate voting rights in Wise across the Wise Class A Shares and the Wise Class B Shares would result in Kristo Käärmann holding over 50% of the total voting rights in Wise through his Wise Class A Share and Wise Class B Share holding. In accordance with the Wise Articles, for so long as Kristo Käärmann remains Chief Executive Officer of the Company, his voting rights are capped by reducing the exercisable votes in respect of his Wise Class B Share holding to one vote below 50% of the total votes eligible to be cast in respect of a shareholder resolution (reducing to one vote below 35% should he cease to be Chief Executive Officer of the Company). When accounting for the total number of Wise Class B Share voting rights that will be restricted as a result of the above mentioned cap, the total exercisable voting rights in the Company in aggregate across the Wise Class A Shares and Wise Class B Shares is 2,698,358,175.

8. The information required to be published by Section 311A of the Act (information about the contents of this notice and numbers of shares in Wise and voting rights exercisable at the Extraordinary General Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at wise.com.
9. A Nominated Person may, under an agreement between them and the member who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Extraordinary General Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
10. If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Extraordinary General Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the Extraordinary General Meeting. Such Nominated Persons are advised to contact the member who nominated them for further information on this.
11. The resolutions to be put to the Extraordinary General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the board of directors of the Company of the Company considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and via a Regulatory Information Service once the votes have been counted and verified.
12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com). The message must be transmitted so as to be received by Wise's Registrar, Equiniti Limited (ID RA19), by no later than 4.30 p.m. on 24 July 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Wise's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST

system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by Wise and approved by the Registrar. For further information regarding the Proxymity platform, please go to www.proxymity.io. Your proxy must be lodged by no later than 48 hours prior to the respective meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Forms of Proxy may alternatively be submitted electronically by logging on to the following website www.shareview.co.uk and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 4.30 p.m. (London time) on 24 July 2025 (or if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Extraordinary General Meeting).

13. You may not use any electronic address provided either in this notice or any related document (including the Form of Proxy) to communicate with Wise for any purposes other than those expressly stated.
14. Personal data provided by shareholders at or in relation to Wise (including names, contact details, votes and shareholder reference numbers) will be processed in accordance with the Company's privacy policy, which is available at Wise.com.

