

WISE GROUP PLC

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted April 28, 2026)

PURPOSE

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Wise Group plc (the “*Company*” and, together with its subsidiary undertakings from time to time, the “*Group*”) shall provide assistance to the Board by fulfilling the Committee's responsibilities and duties outlined in this charter, including, among other things:

- identifying individuals qualified to become members of the Board (consistent with criteria approved by the Board), reviewing the qualifications of, and considering shareholders' recommendations for, director candidates and recommending to the Board qualified director nominees for appointment, election or reelection to the Board at each annual general meeting of shareholders and as necessary to fill vacancies and newly created directorships;
- overseeing evaluations of the Board, its committees, and Board members; and
- identifying directors qualified to serve on the various committees of the Board and recommending to the Board qualified nominees for membership on each such committee.

COMPOSITION

1. **Membership; Qualifications.** The Committee will be composed of not less than three Board members. A majority of members shall be “independent” in accordance with the applicable rules of the Nasdaq Stock Market (“*Nasdaq*”), subject to an election by the Company to rely on any available exemption, exception, cure period or transition period.

2. **Appointment and Removal.** The members of the Committee shall be appointed by the Board. Members shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. The Board may remove or replace any member of the Committee, with or without cause.

3. **Committee Chair.** The Board may designate a chair of the Committee (the “*Chair*”). In the absence of that designation, the Committee may designate the Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chair will preside over all regular sessions of the Committee. In the absence of the Chair, the Committee shall select another member to preside.

4. **Subcommittees; Delegation Authority.** The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

MEETING OPERATIONS AND PROCEDURES; ATTENDANCE

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The same procedural rules concerning notice of meetings, actions by written resolution or telephonic or video conference meetings and meetings held by other means of

remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company's Articles of Association and other governing documents.

Meetings of the Committee shall be called by the Committee Secretary at the request of the Chair or any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

A majority of the Committee membership will be a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

The Committee Secretary will maintain written minutes of the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance. The Committee Secretary shall also ascertain the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist in relation to a particular member of the Committee on any particular issue, then such member of the Committee shall not participate or vote on the issue that gave rise to such a conflict of interest. Draft minutes of Committee meetings shall be circulated promptly by the Committee Secretary to all members of the Committee. Upon request, approved minutes should be made available to all other members of the Board unless it would be inappropriate to do so.

The Chair will report regularly to the Board on Committee actions and on the fulfillment of the Committee's duties under its charter, including following meetings and written resolutions of the Committee.

The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

AUTHORITY TO RETAIN ADVISORS AND OTHER RESOURCES

1. **Authority to Retain Search Firms and Other Advisors.** The Committee has the authority to investigate any matter within the scope of its responsibilities that it deems necessary or appropriate. The Committee will have the authority, to the extent it deems necessary or appropriate, to retain and terminate external advisors, consultants or other experts for this purpose, including the authority to approve the fees payable to such consultants, advisors or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable and properly documented compensation to any consultant or other advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

2. **Access to Company Resources.** Committee members shall have full access to all books, records, facilities and personnel of the Company as the Committee deems appropriate in order to carry out its responsibilities.

RESPONSIBILITIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be

required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

1. **Director Nominations.** Seek and identify individuals believed to be qualified to become members of the Board (consistent with criteria approved by the Board and taking into consideration individuals identified by shareholders on the same basis as other nominees), review, screen and evaluate the qualifications of, and recommend to the Board qualified director nominees for appointment, election or reelection to the Board at each annual general meeting of shareholders and as necessary to fill vacancies and newly created directorships. The Committee may establish such procedures for the submission of Board candidates recommended for the Committee's consideration as it deems appropriate.

2. **Assessment of Incumbent Directors.** Oversee evaluations of the Board, its committees, and Board members, including assessing the contribution and independence of incumbent directors to determine whether to recommend them for reelection to the Board. The Committee will annually review each director's time commitments and ability to properly discharge their duties. .

3. **Independence and Conflicts.** Consider questions of independence and possible conflicts of interest of members of the Board and executive officers ("executive officer" means any "officer" as defined in Rule 16a-1(f) under the U.S. Securities Exchange Act of 1934, as amended), including as they relate to directorships at other public companies. Review any outside directorships in other public companies held by any director of the Company.

4. **Board and Committee Structure and Composition.** Review and make recommendations to the Board, as the Committee sees fit, concerning the size, structure, composition and functioning of the Board and its committees. Recommend to the Board the class of directors in which the director should serve in accordance with the provisions of the Company's Articles of Association.

5. **Committee Membership and Chair.** Identify directors qualified to serve on the various committees of the Board and recommend to the Board qualified nominees for membership in each such committee. When appropriate, make recommendations regarding the removal of any member of any committee. Recommend members of the Board to serve as the chairperson of each committee.

6. **Lead Independent Director.** If applicable, nominate, as necessary and appropriate, an independent director to serve as lead independent director of the Board.

7. **Succession.** Ensure that plans are in place for orderly succession to the board of directors and key members of management as the Board deems necessary.

8. **Committee Evaluation and Charter Review.** It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this charter. In addition, the Committee will periodically review and reassess the adequacy of this charter and recommend to the Board any proposed changes to this charter that the Committee considers necessary or appropriate. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.