

WISE GROUP PLC

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted April 28, 2026)

PURPOSE

The purpose of the Compensation 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:

- Ensuring that compensation policies and practices are effective in enabling the recruitment, motivation and retention of senior talent across the Group; and
- Specifically, reviewing the form and amount of compensation for the Company's directors 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 the Chief Executive Officer (“*CEO*”) and Chief Financial Officer (“*CFO*”), and other WAUK MRTs (each as defined below).

For context:

“*WAUK*” means Wise Assets UK Ltd. The principal activity of WAUK is the provision of investment services to e-money account holders of Wise Payments Ltd. (“*WPL*”) allowing them to invest their balances, or part of their balances, in specified investment funds. WAUK is subject to the UK's Financial Conduct Authority (“*FCA*”)’s Investment Firms Prudential Regime (“*IFPR*”). A principal requirement underpinning the regulation is to identify employees whose professional activities have a material impact on the risk profile of WAUK or assets managed by the firm. Specific remuneration requirements apply to this population of identified “Material Risk Takers” (“*MRTs*”), which includes among others the executive officers of the Company, and form certain responsibilities for the Committee, as described further below.

COMPOSITION

1. **Membership; Qualifications.** The Committee will be composed of not less than three board members. Each member shall be “independent” in accordance with the applicable rules of the Nasdaq Stock Market (“*Nasdaq*”), taking into account such exchange's additional independence requirements specific to membership on the Committee, 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 upon the recommendation of the Nomination Committee. 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.

The Committee may delegate to one or more officers or other employees of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not executive officers (as defined below) of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the Company's Articles of Association and applicable state law.

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 convened 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.

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 shall maintain written minutes of the proceedings and resolutions of all committee meetings, including 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 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 resolutions passed at 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 Compensation Consultants and Other Advisors.** The Committee will have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of consultants and other advisors, including any compensation consultant used to assist in the evaluation of director or executive compensation (referred to collectively as “*advisors*”). The Committee will be directly responsible for the appointment, compensation and oversight of the work of any such advisor retained by the Committee, and the Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors. The Committee will assess the independence of advisors that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with applicable Nasdaq listing standards, including the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision applicable to the Company. However, nothing in this provision requires that any advisor be independent.

It is expected that the Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Committee or management) has raised any conflict of interest and how any such conflict is being addressed as required by applicable law and stock exchange requirements.

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. **Compensation.** Review and approve the compensation of the executive officers (including the CEO and CFO) and other WAUK MRTs having regard to their annual salary, equity-based incentives and other benefits, direct and indirect.

2. **Employment and Post-Employment Arrangements.** Review and approve, or recommend to the full Board, any employment or post-employment agreement or arrangement (including severance and change in control benefits) applicable to any of the Company’s executive officers.

3. **Non-executive Director Compensation.** Review and recommend to the Board the form and amount of non-executive director compensation.

4. **Plan Administration.** Oversee the administration of incentive compensation and other equity-based plans that may be adopted by the Company from time to time, with such authority and powers as are set forth in the applicable plan documents, in each case subject to applicable policies adopted by the Board.

5. **Equity-Based Awards and Related Policies.** Review and approve, or recommend to the full Board, all equity based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this charter and the terms of the applicable plans. If the Board or Committee determines to be necessary or appropriate, establish and periodically review the Company's policies for equity grant timing.

6. **Regulatory Compliance with IFPR.** Monitor the Company's regulatory compliance with respect to compensation matters in so far as they relate to the IFPR. In particular:

- periodically review the ongoing appropriateness and relevance of the compensation practices and satisfy itself that the practices as required under the IFPR: (a) comply with the Remuneration Rules; (b) are consistent with such group's business strategy, objectives, culture, values and long-term interests; and (c) are consistent with and promote sound and effective risk management, and take into account all types of risk, liquidity and capital levels;
- oversee the implementation of the relevant IFPR required compensation practices, including regulatory reporting and disclosures, at least annually;
- approve the selection criteria used to identify any WAUK MRTs and the resulting list at least annually, including any exemptions from identification as such; and
- review and approve the remuneration of all WAUK MRTs, including heads of risk, internal audit and compliance.

7. **Risk Adjustment and Clawback Policies.** Establish, approve, modify and oversee the Company's compensation risk adjustment and clawback and malus policies or similar policies for all relevant staff including WAUK MRTs, or as specified by applicable regulations such as the FCA's Remuneration Code (SYSC19G) and the requirements of the Securities and Exchange Commission and the Nasdaq listing standards, and any required recoupment and disclosure. The Committee will also oversee the risk adjustment process, designed to ensure that variable pay outcomes reflect the Company's risk environment and any significant risk events, and approve any adjustments to compensation for all WAUK MRTs.

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 review and reassess, at least annually, 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.