



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached.

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached.

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signed by: Charlotte Fox  
Signature ▶ *Charlotte Fox*  
Date ▶ 16 June 2026 | 10:00 BST  
Print your name ▶ Charlotte Fox  
Title ▶ Finance Director, Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	C. Edward Cloaninger	<i>Edward Cloaninger</i>	5/11/2026		700543658
	Firm's name ▶ Deloitte Tax LLP	Firm's EIN ▶	86-1065772	Phone no.	(617) 585-5869
	Firm's address ▶ 115 Federal Street, Suite 15, Boston, MA 02110				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Wise Group plc**  
**EIN: 98-1940997**  
**Attachment to Form 9937 – Part II**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Reorganization (defined below) on securities. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all United States (“U.S.”) federal, state, local and foreign tax laws.

**Line 14** Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders’ ownership is measured for the action.

On May 8, 2026, by way of a scheme of arrangement governed under United Kingdom law, certain shareholders of Wise plc contributed their interests in Class A and Class B common shares of Wise plc to Wise Group plc in exchange for Class A and Class B common shares of Wise Group plc (the “**Share Transfer**”). Pursuant to the same overall plan as the Share Transfer, on May 15, 2026, Wise plc converted to a private limited company (Wise Ltd) pursuant to governing United Kingdom law (the “**Conversion**”), and an election will be made to classify Wise Ltd as disregarded as an entity separate from its owner (Wise Group plc) from Wise Ltd’s inception pursuant to Treas. Reg. § 301.7701-2 and Treas. Reg. § 301.7701-3 (the “**Check the Box Election**,” and together with the Share Transfer and the Conversion, the “**Reorganization**”) in a transaction intended to qualify as a reorganization within the meaning of section 368(a).

Also on May 8, 2026, certain holders of Wise plc options to acquire Wise plc Class A common shares (the “**Wise plc Options**”) exchanged their Wise plc options for Wise Group plc options to acquire Class A common shares of Wise Group plc (the “**Wise Group plc Options**”) in a transaction intended to qualify as a reorganization within the meaning of section 368(a) (the “**Option Exchange**”).

**Line 15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

Under section 354, a holder of Wise plc common shares who received solely Wise Group plc common shares in the Reorganization is not expected to recognize gain or loss on the receipt of such Wise Group plc common shares in the Reorganization. Additionally, under section 354, a holder of Wise plc Options who received solely Wise Group plc Options in the Option Exchange is not expected to recognize gain or loss on the receipt of such Wise Group plc Options in the Option Exchange.

Under section 358(a), a holder of Wise plc common shares who received solely Wise Group plc common shares in the Reorganization generally is expected to have an aggregate adjusted tax basis in such Wise Group plc common shares received equal to the aggregate basis such holder had in the respective shares of Wise plc surrendered. *See Line 16 for additional information.*

Under section 358(a), a holder of Wise plc Options who received Wise Group plc Options in the Option Exchange is expected to have an aggregate adjusted tax basis in such Wise Group plc Options received equal to the aggregate basis such holder had in the respective Wise plc Options surrendered. *See Line 16 for additional information.*

**Line 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

As noted above, under section 358(a), a holder of Wise plc common shares who received solely Wise Group plc common shares in the Reorganization generally is expected to have an aggregate adjusted tax basis in such Wise Group plc common shares received equal to the aggregate adjusted tax basis such holder had in the respective shares of Wise plc surrendered, and a holder of Wise plc Options who received Wise Group plc Options in the Option Exchange is expected to have an aggregate adjusted tax basis in such Wise Group plc Options received equal to the aggregate basis such holder had in the respective Wise plc Options surrendered. To the extent shares of Wise plc were acquired at different times or different prices, such holder's basis and holding period in the Wise Group plc shares may be determined with reference to each block of such Wise plc shares surrendered, and to the extent Wise plc Options were acquired at different times or different prices, such holder's basis and holding period in the Wise Group plc Options may be determined with reference to each block of Wise plc Options. *See* Treas. Reg. § 1.358-2.

**Line 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 354, 358(a), 368(a)

**Line 18 Can any resulting loss be recognized?**

A holder of Wise plc common shares may not recognize loss as a result of the Reorganization, and a holder of Wise plc Options may not recognize loss as a result of the Option Exchange.

**Line 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Reorganization and Option Exchange were consummated in May 2026. For a holder of Wise plc shares or Wise plc Options whose taxable year is the calendar year, the reportable tax year is 2026.

*The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. Shareholders are urged to consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.*