



Wise Financing plc

(incorporated with limited liability in England and Wales with registered no. 16808480)

guaranteed on a joint and several basis by

Wise Group plc

and certain subsidiaries of Wise Group plc

£2,000,000,000

Euro Medium Term Note Programme

These supplementary admission particulars (the **"Supplementary Admission Particulars"**, which definition shall also include all information incorporated by reference herein) to the base admission particulars dated 13 November 2025 (the **"Admission Particulars"**) constitutes a supplementary admission particulars for the purposes of Paragraph 5 of Section 3 of the International Securities Market Rulebook of the London Stock Exchange plc and is prepared in connection with the £2,000,000,000 Euro Medium Term Note Programme (the **"Programme"**) established by Wise Financing plc (the **"Issuer"**), with Notes issued thereunder to be fully, unconditionally and irrevocably guaranteed on a joint and several basis by Wise Group plc (the **"Parent Guarantor"**), Wise Limited (formerly Wise plc) (the **"Former Parent Guarantor"**) and certain subsidiaries of the Former Parent Guarantor. The initial guarantors are named under the *Description of the Initial Guarantors* section of the Admission Particulars (each an **"Initial Guarantor"**, and together, with any other guarantor(s) which may accede to the Programme from time to time, the **"Guarantors"**).

Unless the context requires otherwise, terms defined in the Admission Particulars have the same meanings when used in these Supplementary Admission Particulars. These Supplementary Admission Particulars are supplemental to, update, form part of, and must be read in conjunction with, the Admission Particulars and all documents which are incorporated herein or therein by reference.

The Issuer and each Initial Guarantor accepts responsibility for the information contained in these Supplementary Admission Particulars. To the best of the knowledge of the Issuer and the Initial Guarantors (each having taken all reasonable care to ensure that such is the case), the information contained in these Supplementary Admission Particulars is in accordance with the facts and these Supplementary Admission Particulars make no omission likely to affect the import of such information.

The ISM is a market designated for qualified investors. Securities admitted to trading on the ISM are not admitted to the Official List of the FCA. The London Stock Exchange has not approved nor verified the contents of these Supplementary Admission Particulars.

Purpose of these Supplementary Admission Particulars

The purpose of these Supplementary Admission Particulars is to:

- (a) incorporate by reference in the Admission Particulars: (i) the Group's 2026 Annual Report (including the audited consolidated financial statements for the Group for the year ended 31 March 2026, together with the audit report thereon) (the "**2026 Annual Report**"), and (ii) a document providing a reconciliation of the Group's historical financial information under US GAAP against the previous IFRS reporting;
- (b) update certain sub-sections of the *Risk Factors* section of the Admission Particulars;
- (c) update references to "Initial Guarantors" in the Admission Particulars to include Wise Group plc as an Initial Guarantor that has acceded to the Programme as Parent Guarantor with effect from 14 August 2026;
- (d) update references to "Wise plc" in the Admission Particulars to "Wise Limited";
- (e) update certain sub-sections of the *Description of the Group and its Business* section of the Admission Particulars; and
- (f) update certain sub-sections of the *Description of the Initial Guarantors* section of the Admission Particulars,

each as further described below.

Updates to Documents Incorporated by Reference

The 2026 Annual Report and the Accounting Reconciliation are each respectively available for viewing at:

- (i) <https://owners.wise.com/static-files/8a520d4d-373b-4058-b288-1757bf067c04>; and
- (ii) <https://wise.com/imaginary-v2/images/7499a374bc11499ab0ebbdd654bc9b6a-IFRStoUSGAAPConversion.pdf>,

and shall be deemed to be incorporated by reference in, and to form part of, the Admission Particulars. By virtue of these Supplementary Admission Particulars, the 2026 Annual Report and the Reconciliation shall constitute Information Incorporated by Reference for the purposes of the Admission Particulars.

In the section entitled "Documents Incorporated by Reference" on page 13 of the Admission Particulars, paragraph (iv) is hereby deleted in its entirety and replaced with the following:

- "(iv) *the Group's 2026 Annual Report (the "**2026 Annual Report**") (including the audited consolidated financial statements for the Group for the year ended 31 March 2026 together with the audit report thereon, which appear on pages 67 to 141 of the 2026 Annual Report);*
- (v) *the Group's reconciliation of its historical financial information under US GAAP against the previous IFRS reporting (the "**Accounting Reconciliation**")*; and
- (vi) *future 2026 and 2027 interim financial statements (audited or unaudited) of the Group, in each case as and when any such financial statements are published in accordance with the ISM Rulebook,"*

Amendment to the Risk Factor entitled “The Group’s intended reorganisation may not realise the intended benefits”

The Risk Factor entitled “The Group’s intended reorganisation may not realise the intended benefits” is hereby deleted and replaced with the following:

The Group undertook a reorganisation pursuant to which the New Holdco (as defined below) became the ultimate parent company of the Group (see “Description of the Group and its Business – Background”). The Group may not obtain the expected benefits of such reorganisation. While the Group believes that the reorganisation will: provide greater access to capital to the Group through the dual listing on a U.S. stock exchange and the London Stock Exchange; allow the Group to increase trading liquidity; expand the pool of investors who are able to hold the Group’s shares; and accelerate growth in the U.S., it is possible that these expected benefits may not be obtained as a result of market conditions or other circumstances. As a result, it is possible that the Group may incur substantial restructuring costs without realising the expected benefits.

Amendment to the Risk Factor entitled “Investors may have limited protection on a change of control”

The Risk Factor entitled “Investors may have limited protection on a change of control” is hereby deleted and replaced with the following:

Unless a Change of Control Put is specified in the applicable Pricing Supplement, Noteholders will not have a right to require redemption on a change of control. Where the Change of Control Put is specified, Noteholders may exercise it only if (i) a Change of Control occurs (as defined in Condition 6.6) and (ii) within the Change of Control Period an applicable solicited credit rating of the Notes is downgraded to non-investment grade or withdrawn (or, where more than one rating is maintained on a solicited basis, the first such downgrade/withdrawal occurs) and the relevant rating agency publicly announces or confirms in writing that its decision resulted, in whole or in part, from the Change of Control. In addition, acquisitions by an Excluded Entity are expressly excluded from constituting a Change of Control (Condition 6.6). A change of control is not an Event of Default under the Notes. However, an Event of Default will occur if the Issuer ceases to be a wholly-owned (directly or indirectly) Subsidiary of the Parent Guarantor (Condition 9.1 (i)).

Amendment to the Risk Factor entitled “Modification, waivers and substitution”

The second paragraph in the Risk Factor entitled “Modification, waivers and substitution” is hereby deleted and replaced with the following:

“The Trust Deed also provides that the Trustee may, without the consent of Noteholders, agree, among other things, to (i) any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Conditions, the Trust Deed or the Agency Agreement that is, in the opinion of the Trustee, not materially prejudicial to the interests of the Noteholders (subject to certain exceptions set out in the Trust Deed), (ii) any modification to the Conditions, the Trust Deed or the Agency Agreement that is, in the opinion of the Trustee, of a formal, minor or technical nature or is made to correct a manifest error or an error which is, in the opinion of the Trustee, proven, (iii) determine without the consent of the Noteholders that any Event of Default or Potential Event of Default shall not be treated as such, or (iv) the substitution in place of the Issuer of any Guarantor or of any Subsidiary of the Parent Guarantor as the principal debtor under the Trust Deed, the Notes and the Coupons or (v) the substitution in place of the Parent Guarantor as guarantor in respect of the Notes of its successor in business or an Excluded Entity, in each case in the circumstances and subject to the conditions described in Conditions 16 (Meetings of Noteholders, Modification, Waiver, Authorisation and Determination) and 15 (Substitution) and the provisions of the Trust Deed. Any such substitution or modification may affect the credit or structural profile of the

Notes and can be implemented without Noteholder consent, subject to the protections described in the Trust Deed and the Conditions. See also "The Group's intended reorganisation may not realise the intended benefits" above."

Update to Description of the Group and its Business – Background

The "Background" sub-section of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

"The Group is a leading global technology company and provider of payment and financial services, utilising a network of direct and indirect integrations with domestic payment systems globally to provide an instant, convenient, transparent and low-cost alternative to moving and managing money around the world. The Group, via Wise Assets, provides access to interest and stocks to customers across Australia, the EEA, Singapore and the UK."

*The Parent Guarantor's shares have their primary listing on the Nasdaq Stock Market and secondary listing on the Main Market of the London Stock Exchange following the reorganisation of the Group by way of a scheme of arrangement effective on 8 May 2026, in which the Parent Guarantor (or "**New Holdco**") became the ultimate parent company of Wise Limited (formerly Wise plc) and its subsidiaries. Such dual listing aims to drive greater awareness of the Group in the US, enable better access to capital markets in the U.S., as well as continue maintaining the Group's presence in the UK."*

Updates to definition of Initial Guarantors / Description of the Initial Guarantors section of the Admission Particulars

On 14 August 2026 the Issuer, the Guarantors and the Trustee executed a Supplemental Trust Deed which had the effect of amending the Parent Guarantor to be Wise Group plc and including Wise Group plc as a Guarantor.

All references in the Admission Particulars to "Initial Guarantors" shall, unless the context requires otherwise, be deemed to be updated to include Wise Group plc as an additional Initial Guarantor that has acceded to the Programme as Parent Guarantor with effect from 14 August 2026 and all references to the Parent Guarantor shall be deemed to be updated to refer to Wise Group plc.

The "History and structure of the Parent Guarantor" sub-section of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

"The Parent Guarantor was incorporated on 17 June 2025 in Jersey as a public company limited by shares under the name Wise Group plc and under registered number 160362. The Board of the Parent Guarantor comprises the Chair, two executive directors, a senior independent director, four independent non-executive directors and one non-independent non-executive director. The Parent Guarantor's registered office is at 3rd Floor, 44 Esplanade, St Helier, Jersey JE4 9WG."

The "Directors and officers of the Parent Guarantor" sub-section of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

"The following is a list of directors and officers of the Parent Guarantor, as at the date of these Supplemental Admission Particulars. The business address of each of the directors and officers referred to below is at 3rd Floor, 44 Esplanade, St Helier, Jersey JE4 9WG."

Name	Title
<i>David Bolling Wells</i>	<i>Chair, Director</i>

<i>Kristo Käärman</i>	<i>Chief Executive Officer, Director</i>
<i>Clare Elizabeth Gilmartin</i>	<i>Senior independent director</i>
<i>Terri Lynn Duhon</i>	<i>Independent non-executive director</i>
<i>Alastair Michael Rampell</i>	<i>Non-executive director</i>
<i>Hooi Ling Tan</i>	<i>Independent non-executive director</i>
<i>Elizabeth Grace Chambers</i>	<i>Independent non-executive director</i>
<i>Emmanuel Francois Jean-Claude Laurent Thomassin</i>	<i>Chief Financial Officer, Executive Director</i>
<i>Scott Hill</i>	<i>Independent non-executive director</i>
<i>Ogier Global Company Secretary (Jersey) Limited</i>	<i>Secretary</i>

There are no potential conflicts of interest between the duties to the Parent Guarantor of the persons listed above and their private interests or other duties."

The table of Initial Guarantors set out under the sub-section entitled "Description of the Initial Guarantors (other than the Parent Guarantor)" of the Admission Particulars is amended with the addition of a new row as follows:

Name	Registered Number (or equivalent)	Jurisdiction of incorporation	Registered Office
<i>Wise Limited</i>	<i>13211214</i>	<i>England and Wales</i>	<i>1st Floor Worship Square, 65 Clifton Street, London, England, EC2A 4JE</i>

A new sub-section within the sub-section entitled "Description of the Initial Guarantors (other than the Parent Guarantor)" of the Admission Particulars is to be inserted immediately following the sub-section entitled "Wise Financial Holdings Ltd" on page 60 of the Admission Particulars:

"Wise Limited

History and Structure

Wise Limited was incorporated on 18 February 2021 in England and Wales as a public company limited by shares under the name "456 Newco plc" and under Registered Number 13211214. Wise Limited changed its name to "Wise plc" on 17 June 2021 and to "Wise Limited" on 15 May 2026 after it re-registered as a private company limited by shares. The company's registered office is at 1st Floor Worship Square, 65 Clifton Street, London, United Kingdom, EC2A 4JE.

Board of Directors

Name	Title
<i>Kristo Käärmann</i>	<i>Director</i>
<i>Emmanuel Francois Jean-Claude</i>	<i>Director</i>
<i>Laurent Thomassin</i>	

Conflicts of Interest

There are no potential conflicts of interest between the duties to Wise Limited of the persons listed above and their private interests or other duties."

Wise Limited credit rating

The first sentence of paragraph 5 on page 2 of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

*"Wise Group plc has a long-term issuer credit rating of BBB by S&P Global Ratings UK Limited ("**S&P**") and Wise Limited has a long-term issuer default rating of BBB by Fitch Ratings Ltd ("**Fitch**")."*

The "Credit Ratings" sub-section of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

"At the date hereof, Wise Group plc has been allocated a long-term issuer credit rating of BBB by S&P and Wise Limited has been allocated a long-term issuer default rating of BBB by Fitch."

The Risk Factor entitled "Credit ratings may be downgraded, suspended or withdrawn" is hereby deleted and replaced with the following:

"While Wise Group plc intends to maintain an investment grade credit rating, there can be no assurances that it will be able to do so. A decision by Fitch, S&P or any other rating agency to downgrade or withdraw, or not to assign, Wise Group plc's credit rating would reduce the Group's funding options, increase the Group's cost of borrowings and could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects."

Change to accounting standards

The "Presentation of Financial Information" sub-section of the Admission Particulars is hereby deleted in its entirety and replaced by the following:

*"Following the reorganisation of the Group by way of a scheme of arrangement effective on 8 May 2026, the Group prepares its consolidated financial statements in accordance with generally accepted accounting principles in the United States ("**US GAAP**"). It no longer prepares its consolidated financial statements in accordance with UK-adopted international accounting standards within the meaning of section 474(1) of the Companies Act 2006 ("**IFRS**"). Further information with respect to this change can be found in the Accounting Reconciliation, including reconciliations between the Group's historical financial information for the years ended 31 March 2024 and 31 March 2025 and the unaudited financial information for six-months ended 30 September 2025 under US GAAP that were previously reported under IFRS."*

Percentages in tables may have been rounded and accordingly may not add up to 100.00 per cent. Certain financial data may have been rounded. As a result of any rounding, the totals of data presented in these Admission Particulars may vary slightly from the actual arithmetic totals of such data."

General information – No Significant/Material Adverse Change

The paragraphs under the sub-heading “No significant/material adverse change” in the section entitled “General Information” in the Base Admission Particulars are hereby deleted in their entirety and replaced with the following:

“There has been no material adverse change in the prospects of the Group or any Guarantor since the end of the last financial period reported in the Group’s most recent audited consolidated financial statements incorporated by reference into these Admission Particulars. Since its incorporation on 17 June 2025, there has been no material adverse change in the prospects of the Parent Guarantor.

There has been no significant change in the financial or trading position of the Group, the Issuer or any Guarantor since the end of the last financial period reported in the Group’s most recent audited or unaudited consolidated financial statements incorporated by reference into these Admission Particulars. Since its incorporation on 17 June 2025, there has been no significant change in the financial or trading position of the Parent Guarantor.”

General information – Legal and Arbitration Proceedings

The paragraph under the sub-heading “Legal and arbitration proceedings” in the section entitled “General Information” in the Base Admission Particulars is hereby deleted in its entirety and replaced with the following:

“There are no, nor have there been any governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which any Guarantor and/or the Issuer is aware) during the 12 months prior to the date hereof that may have, or have had, in the recent past, significant effects on any Guarantor and/or the Group’s ability to meet its obligations under the Guarantee. Since its incorporation on 24 October 2025, there have been no governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Issuer or is aware) that may have, or have had in the recent past, significant effects on the Issuer’s ability to meet its obligations to Noteholders in respect of the Notes being issued. Since its incorporation on 17 June 2025, there have been no governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Issuer or is aware) that may have, or have had in the recent past, significant effects on the Parent Guarantor’s ability to meet its obligations under the Guarantee.”

Other information

The Admission Particulars and these Supplementary Admission Particulars may be obtained (without charge) at <https://www.wise.com/owners>.

If any document or information incorporated by reference or attached to these Supplementary Admission Particulars itself incorporates any information by reference, either expressly or implicitly, such information or other documents will not form part of these Supplementary Admission Particulars. Those parts of the documents incorporated by reference in these Supplementary Admission Particulars which are not specifically incorporated by reference herein are either not relevant for prospective investors in the Notes or the relevant information is included elsewhere in the Admission Particulars or these Supplementary Base Admission Particulars.

To the extent that there is any inconsistency between: (i) any statement in these Supplementary Admission Particulars or any statement incorporated by reference in the Admission Particulars by these Supplementary Admission Particulars; and (ii) any other statement in or incorporated by

reference in the Admission Particulars, the statements in these Supplementary Admission Particulars will prevail.

Save as disclosed in these Supplementary Admission Particulars, there has been no significant new factor, material mistake or material inaccuracy relating to information included in the Admission Particulars since the publication of the Admission Particulars.