
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Wise Group plc
(Exact name of registrant as specified in its charter)

Jersey
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification Number)

**1st Floor, Worship Square
65 Clifton Street
London EC2A 4JE
United Kingdom**
(Address of Principal Executive Offices, including zip code)

**TransferWise 2016 Share Option Plan
Rules of the TransferWise 2021 Equity Incentive Plan
Rules of the Wise plc Long Term Incentive Plan
Wise Group plc 2026 Equity Incentive Plan with Non-Employee Sub-Plan**
(Full title of the plans)

**Wise US, Inc.
30 W. 26th St, Sixth Floor
New York, NY 10010
+1 (844) 926-4380**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David Peinsipp
Jean Park
Trey Reilly
Cooley LLP
55 Hudson Yards
New York, New York 10001**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participant in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The reports or documents listed below have been filed with the Commission by Wise Group plc (the "Registrant") and are incorporated herein by reference to the extent not superseded by documents or reports subsequently filed:

- (a) the Registrant's Registration Statement on [Form 20-F](#) (as declared effective by the Commission on May 8, 2026), including the description of the Registrant's Class A ordinary shares contained therein, including any amendment or report filed for the purposes of updating, changing or otherwise modifying such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicate that all securities offered hereby have been sold or which deregister all securities then remaining unsold, including any Reports of Foreign Private Issuers on Form 6-K submitted during such period (or portion thereof) that is identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed "filed" with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Companies (Jersey) Law 1991, as amended (the “Jersey Companies Law”) does not contain any provision permitting Jersey companies to limit the liabilities of directors for breach of fiduciary duty. However, a Jersey company may exempt from liability and indemnify directors and officers for liabilities:

- incurred in defending any civil or criminal legal proceedings where:
 - judgment is given in the person’s favor or the person is acquitted;
 - the proceedings are discontinued other than by reason of such person (or someone on their behalf) giving some benefit or suffering some detriment; or
 - the proceedings are settled on terms that such person (or someone on their behalf) gives some benefit or suffers some detriment but in the opinion of a majority of the disinterested directors, the person was substantially successful on the merits in the person’s resistance to the proceedings;
- incurred to anyone other than to the company if the person acted in good faith with a view to the best interests of the company;
- incurred in connection with an application made to the court for relief from liability for negligence, default, breach of duty or breach of trust under Article 212 of the Jersey Companies Law in which relief is granted to the person by the court; or
- incurred in a case in which the company normally maintains insurance for persons other than directors.

Subject to the provisions of the Jersey Companies Law, the Registrant’s Articles of Association provide that every director or other officer of the Registrant shall be indemnified out of the assets of the Registrant against any liability incurred by such individual for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the Registrant.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Form of Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.2 to the Registrant’s Registration Statement on Form 20-F, filed on April 10, 2026).
5.1*	Opinion of Ogier (Jersey) LLP.
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Ogier (Jersey) LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page).
99.1	TransferWise 2016 Share Option Plan (incorporated by reference to Exhibit 4.3 to the Registrant’s Registration Statement on Form 20-F, filed on April 10, 2026).
99.2	Rules of the TransferWise 2021 Equity Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registrant’s Registration Statement on Form 20-F, filed on April 10, 2026).
99.3	Rules of the Wise plc Long Term Incentive Plan (incorporated by reference to Exhibit 4.5 to the Registrant’s Registration Statement on Form 20-F, filed on April 10, 2026).
99.4	Wise Group plc 2026 Equity Incentive Plan with Non-Employee Sub-Plan (incorporated by reference to Exhibit 4.6 to the Registrant’s Registration Statement on Form 20-F, filed on April 10, 2026).
107*	Filing Fee Table.

* Filed herewith.

ITEM 9. UNDERTAKINGS.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
 - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom on May 11, 2026.

WISE GROUP PLC

By: /s/ Kristo Käärman

Name: Kristo Käärman

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kristo Käärman and Emmanuel Thomassin, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kristo Käärman</u> Kristo Käärman	Chief Executive Officer and Executive Director <i>(Principal Executive Officer)</i>	May 11, 2026
<u>/s/ Emmanuel Thomassin</u> Emmanuel Thomassin	Chief Financial Officer and Executive Director <i>(Principal Financial and Accounting Officer)</i>	May 11, 2026
<u>/s/ David Wells</u> David Wells	Chair of the Board of Directors	May 11, 2026
<u>/s/ Clare Gilmartin</u> Clare Gilmartin	Senior Independent Director	May 11, 2026
<u>/s/ Elizabeth Chambers</u> Elizabeth Chambers	Non-Executive Director	May 11, 2026
<u>/s/ Terri Duhon</u> Terri Duhon	Non-Executive Director	May 11, 2026
<u>/s/ Scott Hill</u> Scott Hill	Non-Executive Director	May 11, 2026
<u>/s/ Alastair Rampell</u> Alastair Rampell	Non-Executive Director	May 11, 2026
<u>/s/ Hooi Ling Tan</u> Hooi Ling Tan	Non-Executive Director	May 11, 2026

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of the Registrant has signed this Registration Statement on May 11, 2026.

Wise US, Inc.

By: /s/ Kristo Käärman

Name: Kristo Käärman

Title: Chief Executive Officer



The Directors
Wise Group plc
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Reference:
RAA/MKW/513839.00001

11 May 2026

Dear Directors

Wise Group plc (the Company) – Registration of Plan Shares under the US Securities Act of 1933, as amended (the Securities Act)

1. Background

- 1.1 In connection with the registration statement on Form S-8 (the **Registration Statement**) filed by the Company today with the US Securities and Exchange Commission pursuant to the Securities Act, you have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration by the Company under the Securities Act of the Plan Shares (as defined below) each authorized for issuance pursuant to and in accordance with the terms contained in the following documents (the **Documents**):
- (a) the Equity Incentive Plan with Non-Employee Sub-Plan adopted by the Company on 8 April 2026 (the **2026 Plan**);
 - (b) the Replacement Award Deed dated 8 May 2026 made between the Company and the Award Holders (as defined therein) in respect of the grant of certain Replacement Awards thereunder (the **Replacement Award Deed**); and
 - (c) the Replacement Option Certificate dated 8 May 2026 made between the Company and the Option Holders (as defined therein) in respect of the grant of certain Replacement Options thereunder (the **Replacement Option Certificate**).

Ogier (Jersey) LLP

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Partners

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Niamh Lalor
Kate McCaffrey
Edward Mackereth
Bruce MacNeil
Katharine Marshall
Matt McManus
Rebecca McNulty
Steven Meiklejohn

Alexandra O'Grady
Oliver Passmore
Nathan Powell
Sophie Reguengo
Oliver Richardson
Bruce Scott
Henry Wickham
Nicholas Williams

ogier.com

Registered as a limited liability partnership in Jersey. Registered number 99.

1.2 The Options, SARs, Restricted Share Awards, Performance Awards, and Other Awards subject to and as defined in the 2026 Plan, and the Replacement Awards subject to and as defined in the Replacement Award Deed, and Replacement Options subject to and as defined in the Replacement Option Certificate being collectively referred to herein as the **Securities**. Under the relevant Plan (as defined in the Replacement Award Deed) or the 2026 Plan (each an **EIP** and together the **EIPs**) the Company has granted and may from time to time grant Securities relating to the Plan Shares.

1.3 In this opinion:

(a) **non-assessable** means, in relation to any Plan Shares, that the consideration for which the Company agreed to issue those Plans Shares has been paid in full to the Company, so that no further sum is payable to the Company by any holder of those Plan Shares in respect of the purchase price of those Plan Shares; and

(b) **Plan Shares** means:

(i) in relation to the Replacement Options and the Replacement Awards, an aggregate maximum amount of up to up to 64,626,561 A ordinary shares of \$0.01 each in the capital of the Company; and

(ii) in relation to the Options, SARs, Restricted Share Awards, Performance Awards, and Other Awards:

(A) commencing on 8 April 2026 and ending on (and including) 31 December 2026, an aggregate maximum amount of up to 102,567,200 A ordinary shares of \$0.01 each in the capital of the Company (the **Initial Reserve**); and

(B) commencing on 1 January 2027 and ending on (and including) 1 January 2036, the Initial Reserve will automatically increase annually on 1 January by an amount equal to 10% of the total number of all issued shares in the capital of the Company as at the preceding 31 December, unless the board of directors of the Company determines prior to 1 January of a given year to provide that the increase for such year will be a lesser number of A ordinary shares of \$0.01 each in the capital of the Company,

pursuant to the memorandum of association of the Company in force as at the date hereof, an aggregate maximum amount of up to 620,888,326 A ordinary shares of \$0.01 each in the capital of the Company.

2 Documents examined

- 2.1 For the purposes of giving this opinion, we have examined and relied upon such documents as we deem appropriate, including the following documents:
- (a) the Registration Statement;
 - (b) the memorandum and articles of association of the Company in force as at the date hereof (the **M&A**);
 - (c) the Documents;
 - (d) the Plans (as defined in the Replacement Award Deed);
 - (e) minutes of a meeting of the board of directors of the Company held on 8 April 2026, which include (without limitation) the directors approving and/or ratifying the Documents and the preparation and filing of the Registration Statement;
 - (f) the certificate of incorporation of the Company;
 - (g) a consent to issue shares dated 17 June 2025 issued to the Company by the Jersey Financial Services Commission (the **Commission**) under the Control of Borrowing (Jersey) Order 1958, as amended (**COBO**) (the **Article 2 Consent**);
 - (h) a consent to issue share options pursuant to the Documents dated 29 April 2026 issued to the Company by the Commission under COBO (the **Article 4 Consent** and together with the Article 2 Consent, the **COBO Consents**); and
 - (i) a consent to circulate a UK prospectus dated 10 April 2026 (effective on and from 13 April 2026) issued to the Company by the Commission under the Companies (General Provisions) (Jersey) Order 2002, as amended (the **GPO Consent**).
- 2.2 For the purposes of this opinion, we have, with the consent of the Company, relied upon certificates and other assurances of directors and other officers of the Company as to matters of fact, without having independently verified such factual matters.
- 2.3 For the purposes of this opinion, we have not:
- (a) examined any other document relating to the EIPs or the Securities (including, without limitation, any document incorporated by reference in, or otherwise referred to in, the Documents, Plans, and/or Registration Statement); and

- (b) undertaken any exercise that is not described in this opinion and, in particular, we have not conducted any searches or enquiries in relation to the Company at any public office or registry in Jersey.

3 Assumptions

For the purposes of this opinion, we have assumed:

- (a) that the Plans have been properly adopted and duly authorised by Wise plc and that each EIP has been, and will at all times be, (i) operated in accordance with its rules and (ii) legal, valid, binding and enforceable in accordance with its terms;
- (b) that all existing or future Plan Shares to be issued or transferred under any EIPs have or will be duly authorised by the board of directors of the Company (or a duly authorised committee thereof or a duly authorised person or persons appointed by the board of directors as an administrator of the EIPs) and issued or transferred in accordance with the M&A;
- (c) the authenticity, accuracy, completeness and conformity to original documents of all copy documents, memoranda, extracts and certificates of officers of the Company examined by us;
- (d) that the signatures on all documents examined by us are the genuine signatures of persons authorised to execute or certify such documents;
- (e) the accuracy and completeness in every respect of all certificates of directors or other officers of the Company given to us for the purposes of giving this Opinion and that (where relevant) such certificates would be accurate if they have been given as of the date hereof;
- (f) that in approving the Company's entry into the Documents and the transactions contemplated by them, the directors of the Company were acting in the best interests of the Company and for a proper purpose;
- (g) that words and phrases used in the Registration Statement have the same meaning and effect as they would if the Registration Statement were governed by Jersey law;
- (h) that no other event occurs after the date hereof which would affect the opinions herein stated;

- (i) that there is no provision of the law or regulation of any jurisdiction other than Jersey which would have any adverse implication in relation to the opinion expressed hereunder; and
- (j) there have been no amendments made to the COBO Consents and GPO Consent.

4 **Opinion**

As a matter of Jersey law, and on the basis of and subject to the foregoing and the qualifications below, we are of the opinion that, in relation to the Plan Shares to be allotted and issued, or transferred, to a participant under the relevant EIP in settlement of the that participant's award, upon the:

- (a) receipt in full by the Company of all amounts payable by a relevant participant under an EIP in respect of that participant's award;
 - (b) execution of any relevant share transfer form in respect of any Plan Shares being transferred to a participant (if applicable); and
 - (c) entry of the name of that participant as the holder of those Plan Shares in the register of members of the Company,
- those Plan Shares will be validly issued, fully paid and non-assessable and, in respect of any transfer of Plan Shares in satisfaction of an award, validly transferred.

5 **Qualifications**

This Opinion is subject to the following qualification:

- (a) the obligations of the Company under, or in respect of, the Plan Shares will be subject to any law from time to time in force relating to bankruptcy, insolvency, liquidation, reorganisation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

6 **Governing Law, Limitations, Benefit and Disclosure**

- 6.1 This Opinion shall be governed by and construed in accordance with the laws of Jersey and is limited to the matters expressly stated herein.

- 6.2 This Opinion is limited to matters of Jersey law and practice as at the date hereof and we have made no investigation and express no opinion with respect to the law or practice of any other jurisdiction.
- 6.3 We assume no obligation to advise you (to any other person who may rely on this Opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matters arising after the date of the Opinion that might affect the opinions expressed herein.
- 6.4 We consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement and to reference to us being made in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully

/s/ Ogier

Ogier (Jersey) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Wise Group plc of our report dated December 5, 2025, except for the disaggregation of government bonds within the total available-for-sale debt securities disclosure discussed in Note 11 and the concentration of payment processors, partners, customers and brokers within the total accounts receivable disclosure discussed in Note 12 to the consolidated financial statements, as to which the date is February 12, 2026 relating to the financial statements of Wise plc, which appears in Wise Group plc's Registration Statement on Form 20-F.

/s/ PricewaterhouseCoopers LLP
London, United Kingdom
May 11, 2026

Calculation of Filing Fee Tables

S-8

Wise Group plc

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A ordinary shares, par value \$0.01, 2026 Equity Incentive Plan with Non-Employee Sub-Plan	Other	102,567,200	\$ 14.47	1,484,147,384.00	0.0001381	\$ 204,960.75
2 Equity	Class A ordinary shares, par value \$0.01, 2016 Share Option Plan	Other	11,122,060	\$ 14.47	\$ 160,936,208.20	0.0001381	\$ 22,225.29
3 Equity	Class A ordinary shares, par value \$0.01, Rules of the 2021 Equity Incentive Plan	Other	1,433,687	\$ 14.47	\$ 20,745,450.89	0.0001381	\$ 2,864.95
4 Equity	Class A ordinary shares, par value \$0.01, Long Term Incentive Plan	Other	3,932,343	\$ 14.47	\$ 56,901,003.21	0.0001381	\$ 7,858.03
Total Offering Amounts:					\$ 1,722,730,046.30		\$ 237,909.02
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 237,909.02

Offering Note

¹ 1.a. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Class A ordinary shares, par value \$0.01 ("Class A Ordinary Shares") of Wise Group plc (the "Registrant") that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding Class A Ordinary Shares. 1.b. Represents Class A Ordinary Shares reserved for future issuance pursuant to awards

