

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Peiris Nilan</u> (Last) (First) (Middle) <u>C/O WISE GROUP PLC</u> <u>1ST FLOOR WORSHIP SQ., 65 CLIFTON STREET</u> (Street) <u>LONDON</u> <u>X0</u> <u>EC2A 4JE</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wise Group plc [WSE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Product Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	07/15/2026		M		105,240	A	(1)	2,469,461	D	
Class A Ordinary Shares	07/16/2026		S		58,262	D	\$12.86	2,411,199	D	
Class B Ordinary Shares ⁽²⁾								1,125,790	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	(1)	07/15/2026		M		26,310	(3)	(3)	Class A Ordinary Shares	26,310	\$0	26,310	D	
Restricted Share Units	(1)	07/15/2026		M		26,310	(4)	(4)	Class A Ordinary Shares	26,310	\$0	131,548	D	
Restricted Share Units	(1)	07/15/2026		M		26,310	(5)	(5)	Class A Ordinary Shares	26,310	\$0	236,789	D	
Restricted Share Units	(1)	07/15/2026		M		26,310	(6)	(6)	Class A Ordinary Shares	26,310	\$0	342,022	D	

Explanation of Responses:

1. Each restricted share unit ("RSUs") represents a contingent right to receive one Issuer Class A Ordinary Share or cash.
2. Each Class B ordinary share corresponds to a Class A ordinary share and will be automatically cancelled upon the sale or other transfer of the corresponding Class A ordinary share or as otherwise provided in the Issuer's articles of association.
3. The reporting person was previously granted 52,619 RSUs, vesting in two equal installments on July 15, 2026 and October 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
4. The reporting person was previously granted 157,858 RSUs, vesting in six equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
5. The reporting person was previously granted 263,099 RSUs, vesting in ten equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
6. The reporting person was previously granted 368,332 RSUs, vesting in fourteen equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.

/s/ Nameeta Pai, as attorney-in-
fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.