

## WISE GROUP PLC

### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted April 28, 2026)

#### PURPOSE

The purpose of the Audit 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*”) is to assist the Board in fulfilling its oversight responsibilities with respect to:

- The Company’s accounting and financial reporting processes, systems of internal control over financial reporting, and audits of financial statements, as well as the quality and integrity of the Company’s financial statements and reports;
- The qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services (the “*Auditors*”);
- The performance of the Company’s internal audit function;
- The Company’s compliance with legal and regulatory requirements with respect to financial reporting and accounting matters, including compliance with ethical standards adopted by the Company; and
- The review and assessment of the Company’s exposures with respect to financial reporting and accounting risks.

#### COMPOSITION

1. **Membership; Qualifications.** The Committee shall consist of at least three members of the Board, subject to an election by the Company to rely on any available exception, cure period or transition period. Each member of the Committee shall be determined by the Board to be an “independent” director as defined in Nasdaq Rule 5605(a)(2) and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), subject to an election by the Company to rely on any available exception, cure period or transition period. In addition, each member of the Committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement.

At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which demonstrates the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

It is also expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the applicable rules of the SEC. This person may be the same person with

the financial sophistication described in the preceding paragraph.

2. **Appointment and Removal.** The members of the Committee shall be appointed by the Board, or, when appropriate, 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. **Chair.** The Board may designate a chairperson 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 event of the Chair’s absence, the Committee shall select another member to preside.

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters of the Auditors or advisors to be retained by the Committee, and (b) any other matters as determined by the Committee. In addition, unless otherwise provided by the Committee, the Chair (provided such Chair is independent) is authorized to pre-approve any audit and permitted non-audit services as necessary. Any such pre-approvals made by the Chair shall be presented to the full Committee at its next scheduled meeting.

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.

## **MEETING OPERATIONS AND PROCEDURES; ATTENDANCE**

The Committee shall meet at least quarterly, or more frequently if 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, or at the request of the Chief Financial Officer, or the head of internal audit. Unless otherwise agreed by the Committee, 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, as appropriate, 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. Notices, agendas, and supporting papers can be sent in electronic form.

Meetings of the Committee will typically be attended by some or all of the following individuals: the Chief Financial Officer, the Chief Legal Officer, the head of internal audit and representatives from the Auditors. The Committee may, from time to time as it deems appropriate, meet privately with any of these individuals.

A majority of the Committee membership will constitute 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 will maintain written minutes of the proceedings and decisions of all meetings of the Committee, including recording 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 in or vote on the issue that gave rise to such conflict of interest. Draft minutes of Committee meetings shall be circulated by the Committee Secretary 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 (or another member of the Committee designated by the Committee to make such report) will report regularly to the Board (i) on Committee actions and on the fulfillment of the Committee's duties under its charter, including following meetings and written resolutions of the Committee and (ii) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Auditors, or the internal audit function. As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the Auditors, and the internal auditors (or other personnel or service providers responsible for the internal audit function) to discuss any matters that the Committee or any of these groups believe would be appropriate to discuss privately.

The Committee may also exclude from its meetings any persons as it deems appropriate in order to carry out its responsibilities.

## **AUTHORITY TO RETAIN ADVISORS AND OTHER RESOURCES**

1. **Authority to Retain Auditors and Advisors.** The Committee may study or investigate any matter within the scope of its responsibilities that it deems necessary or appropriate and shall have the authority to meet with and seek any information it requires from the Auditors or employees, officers and directors of the Group. The Committee will also have the authority, to retain and terminate, at the Company's expense, any outside advisors it deems necessary to perform its duties and oversight responsibilities. The Committee may also utilize the services of the Company's regular internal and/or external advisors.

The Committee shall be directly responsible for the appointment, compensation, retention, oversight, and, when necessary, termination of the Auditors. The Committee shall inform the Auditors that they must report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to the Auditors and advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

2. **Access to Company Resources.** Each member of the Committee shall have full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), the Board, corporate executives, the Company Secretary, the Auditors, and all books, records, facilities and other personnel of the Group as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities hereunder.

3. **Responsibility of Management and the Auditors.** Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or endorsing the Auditors' report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the Auditors are responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board ("**PCAOB**").

## 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, economic, or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee shall have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Group as a whole in relation to financial reporting and audit.

### *Financial Reporting Processes*

1. **Audited Financial Statement Review.** The Committee will review and discuss with management and the Auditors the financial statements proposed to be included in the Company's Annual Report on Form 20-F to be filed with the SEC, including the disclosures under the caption "Operating and Financial Review and Prospects" and any other applicable annual report, interim report, or accounts disclosure for the Company. Following its review, the Committee will recommend whether or not such financial statements should be included in the Company's Annual Report on Form 20-F and any other applicable annual report, interim report, or accounts disclosure.

2. **Annual Audit Results.** The Committee will review with management and the Auditors the results of the annual audit, a draft of the Auditors' report, and the matters required to be communicated to the Committee by the Auditors under applicable standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters. In addition, the Committee will review and discuss with management and the Auditors (a) all critical accounting policies and practices to be used in the annual audit, (b) all alternative treatments of financial information within U.S. generally accepted accounting principles ("**GAAP**") for material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments on the Company's financial statements, and the treatment preferred by the Auditors, and (c) other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences.

3. **Earnings Reporting; Half-Yearly Report.** The Committee will discuss with management and the Auditors, as appropriate: (i) the Company's earnings reporting generally (for example, press releases), (ii) the Company's half-yearly report, and (iii) financial information and earnings guidance provided to analysts and rating agencies, including the use of pro forma, non-GAAP, or adjusted measures. The discussions may be high-level and address the general nature of the information to be disclosed and the form of presentation. The Committee is not required to hold such discussions in advance of each earnings press release or each instance of the Company providing financial information or earnings guidance to analysts or credit rating agencies.

4. **Accounting Principles and Policies.** The Committee will review with management and the Auditors, as appropriate, major issues that arise regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, the methods used to account for significant or unusual transactions where different approaches are possible, significant regulatory or accounting initiatives or developments, as well as off-balance sheet structures, that may have a material impact on the Company's financial statements.

5. **Management and Auditor Analyses.** The Committee will review any analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

6. **Disagreements Between Auditors and Management.** The Committee will review with management and the Auditors any disagreements between management and the Auditors, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and management's response, if any, and will resolve any conflicts or disagreements regarding financial reporting.

7. **Management Cooperation with Audit.** The Committee will review with the Auditors any audit problems or difficulties the Auditors encountered in the course of the audit work, including any restrictions on the scope of their activities or access to required records, data, and information.

8. **Proposed Accounting Adjustments.** The Committee will review with the Auditors any accounting adjustments that were noted or proposed by the Auditors but were passed (as immaterial or otherwise).

9. **Management Letters.** The Committee will review: (i) with the Auditors any management letter, schedule of unadjusted differences or internal control letter issued, or to the extent practicable, proposed to be issued by, the Auditors, (ii) management's response, if any, to such letter or schedule, and (iii) any additional material written communications between the Auditors and management.

10. **Internal Control Over Financial Reporting.** The Committee will discuss and review with management and the Auditors, as appropriate, the scope, adequacy and effectiveness of the Company's internal control over financial reporting and any special audit steps adopted in the event of material control deficiencies.

### ***Oversight of Auditors***

11. **Evaluation and Retention of Auditors.** The Committee will, at least annually, evaluate the performance, qualifications and independence of the Auditors (and should take into account the views of management and the internal auditors (or other personnel responsible for the internal audit function). Based on this review and evaluation, the Committee will determine whether to retain, or terminate, the engagement of the existing Auditors, or appoint and engage a different independent registered public accounting firm and should present the Committee's conclusions with respect to the Auditors to the Board. The Committee will recommend the selection of the Auditor for ratification by the shareholders, if appropriate in the Committee's discretion.

12. **Communications Regarding Auditor Independence.** Prior to engagement of any prospective Auditors and at least annually, the Committee will receive and review a written disclosure by the prospective Auditors or existing Auditors, as applicable, of all relationships between the prospective Auditors or existing Auditors, as applicable, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and will discuss with the prospective Auditors or existing auditors, as applicable, the potential effects of such relationships on the independence of the prospective Auditors, consistent with the applicable rules of the PCAOB.

13. **Approval of Audit Services.** The Committee will determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attestation services, including the scope of and plans for the audit, the adequacy of staffing, and the compensation to be paid, at the Company's expense, to the Auditors, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, including the delegation of preapproval authority to one or more independent Committee members so long as any such preapproval decisions are presented to the Committee at the next scheduled meeting.

14. **Approval of Non-Audit Services.** The Committee will determine and approve engagements of the Auditors, prior to commencement of such engagements (subject to the availability of exceptions available under applicable laws for *de minimis* aggregate amounts of permissible non-audit services), to perform any proposed permissible non-audit services, including the scope of the services and the compensation to be paid, at the Company's expense, to the Auditors. Such approvals may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, including the delegation of preapproval authority to one or more independent Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

15. **Report from Auditors.** At least annually, the Committee will obtain and review a report by the Auditors describing that firm's internal quality control procedures, any material issues raised by the firm's most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.

16. **Audit Partner Rotation.** The Committee will monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and should consider periodically whether, in order to assure continuing auditor independence, there should be a regular rotation of Auditors.

17. **Employees and Former Employees of Auditors.** The Committee will set clear guidelines regarding the hiring by the Company of individuals employed or formerly employed by the Auditors.

### ***Internal Audit Function***

18. **Internal Audit Function.** The Committee will oversee the Company's internal audit function. As part of this oversight responsibility, the Committee will (a) discuss and establish the internal audit mandate, including the function's authority, role, and responsibilities, ensuring they are sufficient to meet the organization's strategic objectives; (b) review the adequacy of, and approve any proposed changes to, the Internal Audit Charter on an annual basis to ensure it accurately defines the scope and types of internal audit services provided; (c) safeguard the independence of the internal audit function and engage with senior management to ensure it is free from interference and has unrestricted access to all data, records, personnel, and physical property across global operations; (d) review and approve the appointment, replacement, performance, and compensation of the Head of Internal Audit, who shall report directly to the Committee for functional purposes to maintain organizational independence; (e) review and approve the annual risk-based audit plan and ensure the internal audit function has the necessary human, financial, and technological resources to execute the plan effectively; (f) monitor the effectiveness and quality of the internal audit function by reviewing the results of the Quality Assurance and Improvement Program, including internal assessments and the mandatory external quality assessment conducted at least every five years; (g) review the significant reports to management, or summaries thereof, prepared by the internal audit department, including management's responses and the status of associated remediation tasks; and (h) review and decide upon matters where the Head of Internal Audit, indicates that

management has accepted a level of residual risk that is unacceptable to the organization or exceeds its risk appetite. In addition, the Committee will review any significant reports prepared by the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), as well as management's responses.

### ***Legal, Regulatory and Ethical Oversight***

19. **Compliance with Legal, Regulatory, and Ethical requirements.** The Committee will: (a) establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential and anonymous submission by employees of concern regarding questionable accounting or auditing matters; (b) review procedures for detecting and preventing fraud; (c) review any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies as well as any other legal matters that have been brought to the Committee's attention and that could have a significant impact on the Company's financial statements; (d) establish and review the Company's Whistleblower Policy. The Committee will review and periodically update the Company's Whistleblower Policy and review any significant violations thereof and requests of waivers thereof by officers (as that term is defined in Rule 16a-1(f) under the Exchange Act) and directors; (e) unless otherwise approved or ratified pursuant to the Company's Related Party Transactions Policy, the Committee will review, approve, or ratify and oversee all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("***Item 404(a)***"). "***Related Person***" shall have the meaning given to such term in Item 404(a), as amended from time to time; (f) develop and oversee policies and procedures for the review, approval and/or ratification of such transactions; and (g) discuss with the Auditors their evaluation of the Company's identification of, accounting for, and disclosure of its relationship with related parties as set forth under the standards of the PCAOB.

### ***Other Matters***

20. **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.