

**WISE GROUP PLC**  
**CHARTER OF THE RISK COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

(Adopted April 28, 2026)

**PURPOSE**

The purpose of the Risk 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 advice and support for the Board on the Company’s overall risk appetite, risk profile, and the effectiveness of the risk management and control framework, ensuring that there is proper consideration and assessment of existing and future risks and stresses.
- The review and assessment of the Company’s risk management, risk assessment and major risk exposures.

**COMPOSITION**

1. **Membership; Qualifications.** The Committee shall consist of at least three members of the Board.
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 in consultation with the Chair (as defined below). Members shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death.
3. **Committee Chair.** The Board may designate a chair 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 chair all regular sessions of the Committee. In the absence of the Chair, the Committee shall select another member to preside.
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 as often as 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 called by the Committee Secretary at the request of the Chair or any of its members. Unless otherwise agreed, 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 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 where the recipient has agreed to receive documents in such a way.

Meetings of the Committee will typically be attended by some or all of the following individuals: the Chief Compliance Officer, the Chief Risk Officer and the Chief Legal Officer. 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 be 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 Committee meetings, 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 or vote on the issue that gave rise to such a conflict of interest. Draft minutes of Committee meetings shall be circulated promptly 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 will report regularly to the Board on Committee actions and on the fulfillment of the Committee's duties under its charter, including following meetings and written resolutions of the Committee.

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

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

1. **Authority to Retain 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 Company. 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.

2. **Access to Company Resources.** Committee members shall have full access to all books, records, facilities and personnel of the Company as the Committee deems appropriate in order to carry out its responsibilities.

## **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 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 risk.

1. **Risk Appetite, Tolerance and Strategy.** The Committee will: (a) advise the Board on the Company's overall risk appetite, tolerance and strategy; (b) advise the Board on the likelihood and the impact of risks materializing, and the management and mitigation of risks to reduce the likelihood of their incidence or their impact; and (c) recommend to the Board the key risk management policies/standards which require Board approval.

2. **Internal Controls and Risk Management Systems.** The Committee shall oversee and seek suitable assurance regarding: (a) the risk exposures of the Company, including risk to the Company's business model, and solvency and liquidity risks; (b) the ability of the Company's risk and internal control systems to identify the risks facing the Company and enable a robust assessment and effective management of those risks; and (c) the Company's capability to identify and manage new and emerging risks. For the avoidance of doubt, the Audit Committee of the Board (the "**Audit Committee**") shall retain responsibility for all risks and other matters listed under "Responsibilities" in the Audit Committee's charter.

3. **Compliance.** The Committee will review regular reports from the Chief Compliance Officer and keep under review the adequacy and effectiveness of the Company's compliance function.

4. **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.