



NOTICE OF ANNUAL GENERAL MEETING 2026

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from an independent professional adviser.

If you have sold or otherwise transferred all of your Class A ordinary shares in Wise Group plc, please forward this document as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass this document on to the person who now holds such Class A ordinary shares.

**To be held at 11:00 a.m. (BST) on Thursday, 24 September 2026
at Wise, 1st Floor, Worship Square, 65 Clifton Street, London, EC2A 4JE, United Kingdom**

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Chair's Letter

Dear Wise owner,

The 2026 Annual General Meeting ("AGM") of Wise Group plc (the "Company" or "Wise") will be held at Wise, 1st Floor, Worship Square, 65 Clifton Street, London, EC2A 4JE, United Kingdom on Thursday 24 September 2026 at 11:00 a.m. (BST).

AGM Arrangements

I, along with the rest of the Board, welcome the opportunity to have you join us for the AGM. If you are intending to attend the AGM in person, we would be grateful if you could pre-register by emailing agm@wise.com.

Whether or not you plan to attend in person, you will be able to submit questions on the business of the AGM in advance by emailing agm@wise.com.

Business of the AGM

The AGM provides an opportunity for Wise owners to consider and approve certain matters in relation to Wise. Details of the formal business to be considered at the AGM are set out in this notice of AGM on page 2.

I would like to take this opportunity to highlight resolutions 4 to 7, relating to the election of certain Directors, and changes to the Board during the year. Scott Hill was appointed to the Board with effect from 2 March 2026. Scott has already brought considerable expertise and thoughtful judgement to the Board, particularly in his role as Chair of the Audit Committee.

Since moving our primary listing to the U.S. on 11 May 2026 whilst retaining a secondary listing in London, Wise's Class A ordinary shares ("A Shares") are dual-listed on the Nasdaq and

the London Stock Exchange. As set out in the Company's Memorandum and Articles of Association ("Articles"), our directors are divided into two classes, Class I and Class II, serving staggered terms. The Class I directors will stand for election at this AGM, and the Class II directors will stand for election at the 2027 AGM. Each Class then alternates for election or re-election every two years.

Accordingly, at this year's AGM, Emmanuel Thomassin, Terri Duhon, Hooi Ling Tan and I, being the Class I Directors, are standing for election. The Class II Directors, being Kristo Käärman, Scott Hill, Elizabeth Chambers, Alastair Rampell and Clare Gilmartin, will next stand for election, as applicable, at the 2027 AGM.

Explanatory notes to the resolutions electing the Directors are set out on page 3 of this document.

Voting

You will be entitled to vote at the AGM if you hold A Shares and, if you hold Class B ordinary shares ("B Shares") that correspond to your A Shares, you will be entitled to exercise your B Share voting rights, subject to applicable voting caps as set out in the Company's Articles. Our A Shares carry one vote per A Share and our B Shares carry nine votes per B Share.

You will be able to vote at the AGM either:

- in person if you attend the meeting; or
- by completing and submitting a proxy form for the AGM appointing the Chair of the meeting or anyone else as your proxy in advance of the meeting.

Please note that submitting a proxy form in respect of the AGM will not prevent you from attending or voting at the meeting, if you choose to attend. Further information on voting can be found on pages 4-7.

Recommendation

The formal notice of AGM is set out on page 2 of this document and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the resolutions are set out on page 3 of this document and general information on attendance, voting and asking questions can be found on pages 4-7.

The Directors consider that the resolutions set out in this notice of AGM are in the best interests of the Company and Wise owners as a whole and, accordingly, unanimously recommend that Wise owners vote in favour of the resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully,



David Wells
Chair

Wise Group plc
Incorporated in Jersey with limited liability.
Registered in Jersey, company number 160362.

Registered Office: 3rd Floor, 44 Esplanade, St. Helier, JE4 9WG, Jersey.

Notice of Meeting

Notice is hereby given that the 2026 Annual General Meeting ("AGM") of Wise Group plc (the "Company" or "Wise") will be held at Wise, 1st Floor, Worship Square, 65 Clifton Street, London, EC2A 4JE, United Kingdom on Thursday 24 September 2026 at 11:00 a.m. (BST).

At the AGM, the Company's shareholders ("Wise owners") will be asked to consider and vote on the resolutions contained in this notice of AGM. All resolutions will be proposed as ordinary resolutions, which will require more than 50 percent of the votes cast to be in favour to pass each resolution.

Wise owners entered on the register of members of the Company as of 13 August 2026 may attend and vote at the AGM, in person or by proxy, in respect of the shares then registered in their names. **A Wise owner may appoint one or more proxies, who need not be Wise owners, to attend and vote on their behalf at the AGM, provided that each proxy is appointed in respect of different shares then held by that Wise owner.**

ORDINARY RESOLUTIONS

1. Annual Accounts

To receive the audited financial statements of the Company for the financial year ended 31 March 2026 (the "Annual Accounts").

2. Appointment of auditors

To appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the date of this AGM until the conclusion of the next annual general meeting at which financial statements are laid before the Company.

3. Auditors' remuneration

To authorise the Directors, acting through the Audit Committee, to determine the remuneration of the Company's auditors.

4 – 7. Election of Directors

To elect the following Directors of the Company in accordance with the Company's Articles:

- i. David Bolling Wells;
- ii. Emmanuel Thomassin;
- iii. Terri Lynn Duhon; and
- iv. Hooi Ling Tan.

8. Authority to purchase own shares

In accordance with Article 57(2) of the Companies (Jersey) Law 1991, as amended (the "Companies Law"), to authorise the Company to purchase its own Class A ordinary shares ("A Shares") including by the purchase of depositary interests in respect of such A Shares, and to make one or more purchases on a securities exchange (within the meaning of Article 57(4) of the Companies Law) of fully paid A Shares in the Company, on such terms and in such manner as the Directors shall from time to time determine, provided that:

- i. the maximum aggregate number of A Shares or depositary interests in respect of such A Shares hereby authorised to be purchased by the Company is 102,516,456;
- ii. the minimum price (exclusive of expenses) which may be paid for each A Share or depositary certificate in respect of such A Share is \$0.01 per share;
- iii. the minimum price (exclusive of expenses) which may be paid for each ordinary share shall not be less than the nominal value of such ordinary share and the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

- iv. unless previously renewed, revoked or varied by the Company in a general meeting, this authority shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2027); and
- v. the Company may under this authority purchase A Shares, including by the purchase of depositary interests in respect of such A Shares, pursuant to any relevant contract (within the meaning of Article 57A of the Companies Law) entered into before the passing of this resolution or any other contract to purchase A Shares or depositary interests in respect of such A Shares entered into prior to the expiry of this authority, provided that no such relevant contract or contracts may be completed or performed, and no such purchase may be made, after the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2027).

By order of the Board



David Wells
Chair

Explanatory Notes to Resolutions

Resolution 1 (Annual Accounts)

The Company was established as the ultimate holding company of the Wise group (the “Group”) pursuant to a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “Scheme”), which became effective on 8 May 2026 (the “Reorganisation Transaction”). As part of the Reorganisation Transaction, Wise plc was renamed Wise Limited and became a wholly owned subsidiary of the Company.

As the Scheme became effective after the financial reporting date of 31 March 2026, the Company’s Annual Accounts for this period reflect its financial position prior to completion of the Reorganisation Transaction.

The Directors are required to present the Company’s Annual Accounts for the year ended 31 March 2026 at the AGM. The Group’s annual report and the consolidated annual accounts for the year ended 31 March 2026 for Wise Limited are available for information purposes on the Company’s website at www.wise.com/owners. The Company’s standalone annual accounts will be available for inspection by Wise owners at the AGM venue on the day of the AGM and on our website at www.wise.com/owners.

Resolution 2 (Appointment of Auditors)

At each general meeting at which the accounts are laid before Wise owners, the Company is required to appoint an auditor to serve until the next such meeting. The Board recommends the appointment of PricewaterhouseCoopers LLP who have expressed their willingness to continue as the Company’s auditors in respect of the financial year ending 31 March 2027.

Resolution 3 (Auditors’ Remuneration)

This resolution authorises the Board, acting through the Audit Committee, to determine the remuneration of the Company’s auditors.

Resolutions 4 – 7 (Election of Directors)

Based on its assessment of each Director’s performance and ability to continue to contribute to the Company’s board of Directors in light of the knowledge, skill and experience they possess, the Board has confirmed that the Directors standing for election are effective in their roles and demonstrate their commitment to the Board. Each is therefore recommended for election.

Biographies of the Directors are set out on pages 82 to 83 of the Group’s Annual Report on Form 20-F and also appear on the Company’s website at www.wise.com/owners.

Resolution 8 (Authority to Purchase Own Shares)

This resolution gives the Directors authority to make on market purchases of up to 102,516,456 A Shares or depositary interests in respect of such A Shares, representing approximately 10 percent of the Company’s issued A Share capital as at 3 August 2026, being the latest practicable date prior to the publication of this document.

The minimum price to be paid for A Shares or depositary interests in respect of such A Shares in accordance with this authority shall not be less than the nominal value of such A Shares and the maximum price which may be paid for each ordinary share is an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out. The authority sought shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2027).

The Directors are seeking this authority to provide a certain amount of corporate flexibility.

Any purchase of A Shares or depositary interests in respect of such A Shares would only be made if the Directors were satisfied that such a purchase would be in the best interests of the Company and Wise owners generally (having taken into account all relevant factors, including the effect on future earnings per share, other investment opportunities, the level of borrowing and the Company’s overall financial position). Any A Shares or depositary interests in respect of such A Shares so purchased would be held as treasury shares, cancelled or used to satisfy equity awards granted to employees or directors.

Were such shares to be cancelled, there would be a corresponding reduction in the issued share capital of the Company.

Wise Owners Information – Practical Matters

KEY DATES AND TIMES

Thursday 13 August 2026

Record date – last day to have been entered on the Company's register of members in order to attend and vote at the AGM

**11:00 a.m. (BST) on Thursday
24 September 2026**

AGM

1. How do I hold my Wise shares?

- **"Registered Holders"** You are entered directly in the Company's Register of Members. Your holding is evidenced by a Statement of Holding issued by the Company's registrar.
- **"Beneficial Holders"** You hold A Shares through a bank, broker or other nominee participating, directly or indirectly, in the Depository Trust Company system. Your bank, broker or nominee is the registered holder and you are the beneficial owner.
- **"DI Holders"** You hold Depositary Interests representing A Shares through CREST and are entered in the DI register maintained by the Depositary. The Depositary is the registered holder of the underlying A Shares.

2. Registered Holders

2.1. How do I vote?

Registered Holders may attend the AGM in person to vote or by using any one of the following methods:

Online

Visit www.investorvote.com/wse and follow the instructions shown. You will need your voter control number from your Form of Proxy. You will need to complete the submission before the start of the AGM on 24 September 2026.

By post

Complete, sign and return the Form of Proxy in the prepaid envelope provided. Forms should be returned by 23 September 2026 to Computershare, Wise Legal Proxy, PO Box 43001, Providence RI 02940-3001.

2.2. How do I attend the AGM?

A Registered Holder entered in the register of members on or before Thursday, 13 August 2026 may attend, speak and vote at the AGM at the venue listed in this document in respect of the shares registered in their name at that time.

2.3. How do I appoint a proxy?

As a Registered Holder, you may appoint the Chair of the AGM or anyone else as your proxy to attend, speak and vote on your behalf. A validly appointed proxy may attend, speak and vote in accordance with the authority granted to them. Upon arrival at the annual meeting, the proxy will need to provide a written authorisation letter from the registered owner as proof of their proxy authority. This should be accompanied by a copy of a recent statement clearly showing the account holding in this security. The proxy must also bring valid identification, such as a driver's license or passport, showing the same name as appears on the written authorisation.

Appointing a proxy will not prevent you from attending and voting at the AGM in person. If you attend and vote in person, your vote cast at the AGM will take precedence over any vote previously submitted by your proxy, to the extent permitted by the Articles and the registrar's procedures.

3. Beneficial Holders

3.1. How do I vote?

If you hold A Shares through a bank, broker or other nominee, your shares are held in “street name”. Your bank, broker or nominee will provide you with a voting instruction form explaining how to instruct it to vote your shares.

3.2. How do I attend the AGM?

As you are not entered directly in the register of members, you will need to provide proof of ownership of your shares to attend, speak or vote at the AGM.

Attendance with the right to speak and vote: If you wish to attend the AGM and vote your shares, you must obtain a legal proxy or other appropriate authority from your broker, bank, nominee or other intermediary. Once you receive your legal proxy from your broker, bank, nominee or other intermediary, send or forward the email or attach an image of your legal proxy to legalproxy@computershare.com. Computershare will then provide you with a voter control number, which will allow you to attend, vote and speak at the AGM. The request for legal proxy must be received by the Computershare no later than 11:00 a.m. (BST) on Tuesday, 22 September 2026.

3.3. How do I appoint a proxy?

To appoint another person to attend, speak and vote at the AGM on your behalf, you should contact your broker, bank, nominee or other intermediary and follow the procedures they specify. The applicable process, documentation and deadlines may vary depending on the intermediary through which you hold your shares. The person validly appointed as your proxy will be entitled to attend, speak and vote at the AGM in accordance with the authority given to them.

4. DI Holders

4.1. How do I vote?

If you hold Depositary Interests representing A Shares, the Depositary is the registered holder of the underlying A Shares. You must therefore instruct the Depositary how to vote the underlying A Shares on your behalf.

You may give your voting instructions using either of the following methods:

By Form of Instruction

Complete and sign the Form of Instruction and return it:

- by post or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; or
- by email to #UKCSBRSPROXY.processing@computershare.co.uk, in accordance with the instructions on the Form of Instruction.

To be valid, the completed Form of Instruction must be received by the Depositary no later than 11:00 a.m. (BST) on Monday, 21 September 2026.

The Depositary will arrange for the underlying A Shares to be voted in accordance with the DI Holder's instructions.

Through CREST (online)

DI Holders who wish to provide voting instructions through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual.

CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

For a voting instruction submitted through CREST to be valid, the appropriate CREST message must:

- be properly authenticated in accordance with Euroclear UK & International Limited's specifications;
- contain the information required for such instructions, as described in the CREST Manual; and
- be received by the Depositary, under CREST participant ID 3RA50, no later than 11:00 a.m. (BST) on Monday, 21 September 2026.

The time of receipt will be the time, as determined by the CREST timestamp, from which the Depositary is able to retrieve the message.

Normal CREST system timings and limitations will apply. It is the responsibility of the CREST member concerned to take all action necessary to ensure that the message is transmitted through CREST by the applicable deadline.

A DI Holder may change their voting instructions by submitting a new Form of Instruction or CREST voting instruction, as applicable, using the methods described above.

Any replacement instruction must be received by the Depositary no later than 11:00 a.m. (BST) on Monday, 21 September 2026. Where more than one valid instruction is received for the same Depositary Interests, the instruction received last before the deadline will take precedence.

4.2. How do I attend the AGM?

If you hold your interests through the UK Depositary Interest arrangements and wish to attend, speak and vote at the AGM, you must follow the procedures specified by your broker, bank, nominee or other intermediary to obtain the necessary authority or appointment. The relevant intermediary must ensure that details of your appointment are submitted to the Depositary no later than by 11:00 a.m. (BST) on Monday, 21 September 2026. Computershare will confirm whether your appointment has been validly completed and advise what identification or other documentation you will need to bring to the AGM. Notifying the Depositary of your intention to attend does not, by itself, entitle you to speak or vote at the AGM.

5. How can I attend the AGM venue?

In person at 1st Floor, Worship Square, 65 Clifton Street, London, EC2A 4JE, United Kingdom. Persons attending the AGM must present their identification document on arrival. We would be grateful if those attending the AGM could pre-register by emailing agm@wise.com in advance.

6. How will voting at the AGM work?

6.1. Voting by poll

All resolutions will be decided by poll. A poll ensures that the votes attached to all shares represented at the AGM, whether in person or by proxy, are counted.

Subject to the voting caps and other provisions in the Articles:

- each A Share carries one vote; and
- each B Share carries nine votes, in addition to the vote carried by its corresponding A Share.

The voting rights attaching to B Shares are subject to the applicable limitations and voting caps set out in the Articles.

6.2. Issued shares and voting rights

As at Monday 3 August 2026, the Company's issued share capital comprised:

- 1,025,164,562 A Shares; and
- 204,338,749 B Shares.

The aggregate voting rights capable of being exercised on the resolutions will be determined in accordance with the Articles, including the applicable voting caps.

6.3. When will the results be announced?

The poll results will be announced as soon as reasonably practicable after the AGM. They will:

- be published on www.wise.com/owners;
- be released through a Regulatory Information Service for the London market; and
- be furnished to the US Securities and Exchange Commission on Form 6-K.

7. Questions

7.1. Can I ask questions at the AGM?

Yes. Any Wise owner attending the AGM has the right to ask questions. Questions should be relevant to the business of the AGM, and please try to keep your questions short so that all Wise owners who wish to do so have an opportunity to ask a question.

7.2. Can questions be submitted in advance of the meeting?

Yes. You can submit your questions to agm@wise.com.

8. On the day

8.1. How to get to the venue?

Map/directions to the venue and accessibility information to our offices where the meeting is held can be found on the next page.

8.2. How will I know if arrangements for the AGM change?

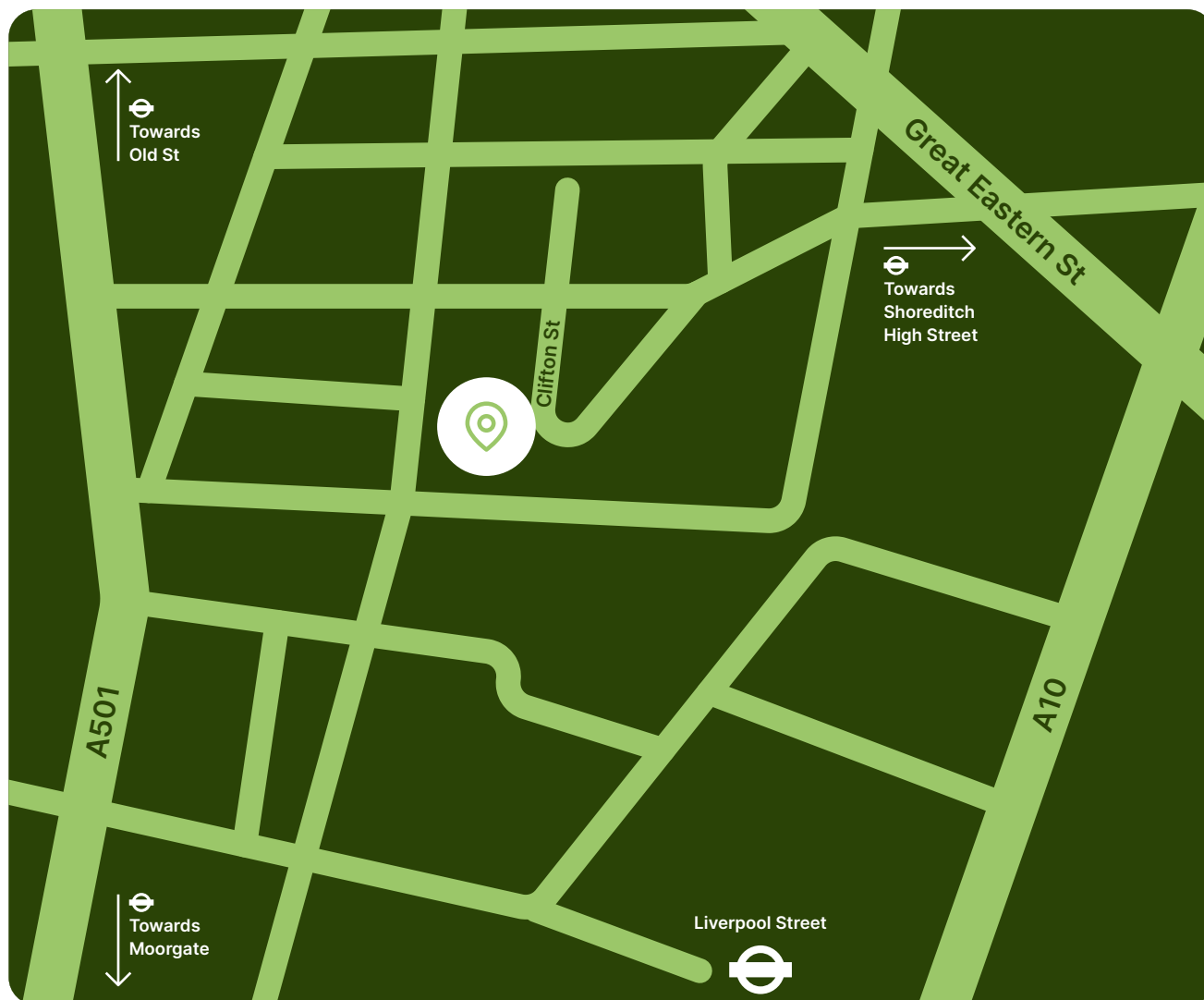
Any changes to the AGM arrangements will be published on the Company's website and announced via a Regulatory Information Service for the London market and be furnished to the US Securities and Exchange Commission on Form 6-K.

Wise owners should continue to monitor www.wise.com/owners for any announcements and updates.

Questions about the AGM or venue

agm@wise.com

How to get there



Directions

Worship Square, 65 Clifton Street, London, EC2A 4JE
Meeting to be held on the 1st floor.

Nearest rail station:
Liverpool Street

Nearest TfL underground stations:
Old Street (Northern line) – 9 min walk
Liverpool Street (Elizabeth, Central, Circle, Metropolitan and Hammersmith & City) – 7 min walk.

Nearest overground station:
Shoreditch High Street – 7 min walk.

Accessibility information

We want to ensure that the AGM is fully accessible to all Wise owners. If you have any particular access requirements or other needs, please let us know at agm@wise.com.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Notes

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Wise Group plc
1st Floor Worship Square,
65 Clifton Street,
London, EC2A 4JE