SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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☐ 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

1. Name and Address of Reporting Person*

Sinha Harsh

(Last) (First) (Middle)

C/O WISE GROUP PLC

1ST FLOOR WORSHIP SQ., 65 CLIFTON STREET

(Street)

LONDON EC2A 4JE

(City) (State) (Zip)

UNITED KINGDOM

(Country)

2. Issuer Name **and** Ticker or Trading Symbol

Wise Group plc [WSE]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

10/15/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

10/19/2026

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☐ Director ☐ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

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	10/15/2026		M		105,239	A	(1)	979,253(2)	D	
Class A Ordinary Shares	10/16/2026		S		42,324(3)	D	$11.75	936,929(4)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Each Restricted Share Unit ("RSU") represents a contingent right to receive one Issuer Class A Ordinary Share or cash.

2. On October 19, 2026, the Reporting Person filed a Form 4 (the "Original Form 4") which inadvertently reported in Column 5 of Table I that, following the transaction described in the Original Form 4, he directly beneficially owned 1,021,354 Class A Ordinary Shares. This amendment to the Original Form 4 revises the amount in Column 5 of Table I of the Original Form 4 to reflect that the Reporting Person directly beneficially owned 979,253 Class A Ordinary Shares as of the date of the Original Form 4.

3. Represents the number of shares sold to cover the statutory tax withholding obligations in connection with the vesting of the RSUs and does not represent a discretionary sale by the Reporting Person.

4. On October 19, 2026, the Reporting Person filed the Original Form 4 which inadvertently reported in Column 5 of Table I that, following the transaction described in the Original Form 4, he directly beneficially owned 979,030 Class A Ordinary Shares. This amendment to the Original Form 4 revises the amount in Column 5 of Table I of the Original Form 4 to reflect that the Reporting Person directly beneficially owned 936,929 Class A Ordinary Shares as of the date of the Original Form 4.

/s/ Nameeta Pai, as attorney-in-fact — 11/13/2026

** 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.