



NOTICE OF ANNUAL GENERAL MEETING 2023



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 A ordinary shares in Wise 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 A ordinary shares.

**To be held at 2pm (BST)
on Thursday 7 September 2023
at the 3rd Floor, Tea Building,
56 Shoreditch High Street,
London, United Kingdom, E1 6JJ.**

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CHAIR'S LETTER

Dear Wise owner,

Annual General Meeting ("AGM")

The Wise plc (the "Company" or "Wise") 2023 AGM will be held in person in our offices at the 3rd Floor, Tea Building, 56 Shoreditch High Street, London, United Kingdom, E1 6JJ on Thursday 7 September 2023 at 2pm (BST).

Defined terms used in this letter shall have the meaning given to such terms in the notice of AGM.

AGM arrangements

I, along with the rest of the Board, welcome the opportunity to meet you in person. If you are intending to attend the AGM, we would be grateful if you could pre-register by emailing agm@wise.com. For those attending in person or unable to attend, you will be able to submit questions on the business of the AGM in advance by emailing agm@wise.com.

Further to the announcement on 10 May 2023, Kristo Käärman will be on sabbatical leave at the time of the AGM. Wise's Chief Technology Officer, Harsh Sinha, who will be standing in for Kristo during his sabbatical leave, will attend the AGM and deliver the CEO Statement.

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 pages 3 to 5.

I would like to take this opportunity to highlight the following areas of business:

- Directors: Election and re-election

Elizabeth G. (Libby) Chambers was appointed as an Independent Non-Executive Director of the Company with effect from 19 April 2023. Libby brings to the Board a wealth of experience from nearly three decades in the financial industry. In line with best practice and as required by the Company's Articles of Association, Libby is standing for election for the first time at this year's AGM.

Further to an announcement made on 22 May 2023, Matthew Briers has notified the Board of his intention to step down from his role as Chief Financial Officer and Director of the Company by March 2024. We are pleased that Matthew is standing for re-election at this year's AGM so that he can remain in his role to assist with identifying a successor and to support an orderly transition.

All other Directors are standing for re-election at this year's AGM. Explanatory notes to the resolutions electing and re-electing the Directors are set out on page 6.

- Allotment and disapplication of pre-emption rights

We have updated our share capital resolutions in line with the latest guidance from the Investment Association Share Capital Management Guidelines, published in February 2023 and the Pre-Emption Group Statement of Principles on Disapplying Pre-Emption Rights, published in November 2022. Further information on these resolutions can be found on pages 6 to 9.

Voting

You will be entitled to vote at the AGM if you hold A ordinary shares ("A Shares") and, if you hold 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 Wise's Articles of Association.

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 physical 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 10 to 12.

Recommendation

The formal notice of the AGM is set out on pages 3 to 5 and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the resolutions are set out on pages 6 to 9 and general information on attendance, voting and asking questions can be found on pages 10 to 12.

The Directors consider that the resolutions set out in this notice of the 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 plc
Incorporated in England and Wales with limited liability
Registered in England and Wales
Company number 13211214
Registered Office: 6th Floor, Tea Building,
56 Shoreditch High Street, London, United Kingdom, E1 6JJ.

Notice of Meeting

Notice is hereby given that the annual general meeting (“AGM”) of Wise plc (the “Company” or “Wise”) will be held at the 3rd Floor, Tea Building, 56 Shoreditch High Street, London, United Kingdom, E1 6JJ on Thursday 7 September 2023 at 2pm (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.

Resolutions 1 to 15 (inclusive) 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.

Resolutions 16 to 19 (inclusive) will be proposed as special resolutions, which will require at least 75 percent of the votes cast to be in favour to pass each resolution.

Resolutions

1. Annual Report and Accounts

To receive the audited financial statements of the Company, together with the Company’s Directors’ reports, Strategic report and Auditors’ reports for the year ended 31 March 2023 (the “Annual Report and Accounts”).

2. Directors’ Remuneration report

To approve the Directors’ Remuneration report as set out on pages 113 to 128 of the Annual Report and Accounts.

3. Re-appointment of auditors

To re-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.

4. Auditors’ remuneration

To authorise the Directors to determine the remuneration of the Company’s auditors.

5. Election of Director

To elect Libby Chambers as a Director of the Company in accordance with the Company’s Articles of Association and in line with the recommendations of the UK’s Corporate Governance Code (the “Corporate Governance Code”).

6 to 13. Re-election of Directors

To re-elect all of the following Directors of the Company in accordance with the Company’s Articles of Association and in line with the recommendations of the Corporate Governance Code.

- i. David Bolling Wells
- ii. Kristo Käärman
- iii. Matthew John Briers
- iv. Terri Lynn Duhon
- v. Clare Elizabeth Gilmartin
- vi. Alastair Michael Rampell
- vii. Hooi Ling Tan
- viii. Ingo Jeroen Uytdehaage

14. Political donations

In accordance with Sections 366 and 367 of the UK Companies Act 2006 (the “Act”) to authorise the Company, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company as defined in the Act, to:

- a. make political donations to political parties and/or independent election candidates;
- b. make political donations to political organisations other than political parties; and
- c. incur political expenditure,

in each case during the period starting on the date of the passing of this Resolution 14 and expiring at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 30 September 2024, whichever is earlier, provided the aggregate amount of any and all such donations and expenditure shall not exceed £100,000 during the period for which this Resolution 14 has effect.

For the purposes of this Resolution 14, the terms ‘political donations’, ‘political parties’, ‘independent election candidates’, ‘political organisations’ and ‘political expenditure’ shall have the meanings given to them by Sections 363 to 365 of the Act.

15. Authority to allot class A ordinary shares

In accordance with Section 551 of the Act, to authorise the Directors to allot A ordinary shares ("A Shares") in the Company or grant rights to subscribe for or to convert any security into A Shares:

(a) up to an aggregate nominal amount of £3,415,924.17, being one third of the issued A ordinary share capital of the Company on 14 July 2023 (being the latest practicable date prior to the publication of this document); and

(b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £3,415,924.17, again being one third of the issued A ordinary share capital of the Company on 14 July 2023 (being the latest practicable date prior to the publication of this document) in connection with a pre-emptive offer.

The power shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2024, whichever is the earlier, save that the Company may make an offer or agreement, which would or might require relevant securities to be allotted, or rights to subscribe for or convert any relevant security, after this authority, at any time before this Resolution 15 has expired and the Directors may allot relevant securities in pursuance of such an offer or agreement, as if the authority conferred by this Resolution 15 had not expired.

For the purposes of this Resolution:

- i. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings, and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory, or practical problems in, or under the laws of, any territory; and
- ii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

16. Authority to disapply statutory pre-emption rights

Subject to the passing of Resolution 15, to authorise the Directors to allot equity securities (as defined in Section 560(1) of the Act) in the Company wholly for cash, as if Section 561(1) of the Act did not apply to any such allotment, pursuant to the authority conferred by Resolution 15 above (and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act), such authority to be limited to:

- a. allotments in connection with a pre-emptive offer; and
- b. otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £1,024,777.25,

provided that, unless previously renewed, revoked, varied or extended, this power shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2024, whichever is the earlier, but in each case so that the Company may make an offer or agreement before this authority has expired which would or might require equity securities to be allotted after this authority has expired and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

For the purposes of this Resolution:

- i. "pre-emptive offer" has the same meaning as in Resolution 15;
- ii. references to an allotment of equity securities shall include a sale of treasury shares; and
- iii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

17. Authority to disapply pre-emption rights in the event of financing an acquisition transaction or a specified capital investment

Subject to the passing of Resolution 15 and in addition to any authority granted under Resolution 16, to authorise the Directors to allot equity securities (as defined in Section 560(1) of the Act) in the Company wholly for cash pursuant to the authority conferred by Resolution 15 above (and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act) as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,024,777.25; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM,

such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2024, whichever is the earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution 17 has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

18. Authority to purchase own shares

In accordance with Section 701 of the Act, to authorise the Company to make one or more market purchases (within the meaning of Section 693(4) of the Act) 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:

- a. the maximum aggregate number of A Shares hereby authorised to be purchased by the Company is 102,477,725 A Shares;
- b. the minimum price (exclusive of expenses) which may be paid for each A Share is £0.01 per share;
- c. the maximum price (exclusive of expenses) which may be paid for each A Share shall be an amount equal to the higher of 1) 105 percent of the average of the middle market quotations of the A Shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the A Share is contracted to be purchased; and 2) the higher of the price of the last independent trade and the highest current independent bid for an A Share on the trading venue where the market purchase is carried out;
- d. unless previously renewed, revoked or varied by the Company in a general meeting, this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 30 September 2024, whichever is the earlier; and
- e. the Company may, prior to the expiry of this authority, make a contract or contracts to purchase A Shares under this authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of A Shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

19. Short notice for general meetings

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board



Jane Fahey
Group Company Secretary

Explanatory notes to resolutions

1. Annual Report and Accounts

The Directors are required by law to present copies of the Annual Report and Accounts to Wise owners at the AGM.

The Annual Report and Accounts is available on the Company's website at www.wise.com/owners.

2. Directors' Remuneration report

The Directors' Remuneration report is to be approved by Wise owners annually. This can be found at pages 113 to 128 of the Annual Report and Accounts and sets out details of Directors' remuneration for the year to 31 March 2023 and other relevant information. The vote on the Directors' Remuneration report is advisory and the Directors' entitlement to remuneration is not conditional on this resolution being passed.

3. Re-appointment of auditors

This resolution concerns the re-appointment of PriceWaterhouseCoopers LLP, who have expressed their willingness to accept re-appointment as the Company's auditors until the next annual general meeting at which the Company's accounts are laid.

4. Auditors' remuneration

The Directors may set the remuneration of PriceWaterhouseCoopers LLP if authorised to do so by Wise owners.

5 to 13. Election and re-election of Directors

In line with the recommendations of the Corporate Governance Code and as required by the Company's Articles of Association, the Directors are subject to election or re-election at each AGM. Resolutions 5 to 13 deal with each of these elections and re-elections.

Based on the assessment of each Director's performance and contribution to the Board and in light of the knowledge, skill and experience they possess, the Board has confirmed that the Directors standing for election and re-election are effective in their roles and demonstrate their commitment to the Board. Each is therefore recommended for election and re-election, as applicable.

Further to the announcement made on 22 May 2023, Matthew Briers has notified the Board of his intention to step down from his role as Chief Financial Officer and Director of the Company by March 2024. Matthew is standing for re-election at this year's AGM so that he can remain in his role to assist with identifying a successor and to support an orderly transition.

Biographies of the Directors are set out on pages 92 to 94 of the Annual Report and Accounts, which is available on the Company's website at www.wise.com/owners. The structure, size and composition of the Board is regularly reviewed to ensure that there is a balance between executive and non-executive Directors and that no individual or small group of individuals dominates decision making.

The composition of the Board and its committees is also regularly reviewed to ensure an appropriate and diverse mix of skills, experience, knowledge and background. The Directors have strong and relevant experience and the Board as a whole is considered to have an appropriate balance of skills and experience.

14. Political donations

The Act prohibits companies from making political donations to UK political organisations or independent candidates, or incurring UK political expenditure, unless authorised by Wise owners in advance.

The Company does not make, and does not intend to make, donations to political organisations or independent election candidates, nor does it incur or intend to incur any political expenditure.

However, the definitions of 'political donations', 'political organisations' and 'political expenditure' used in the Act are broad. As a result, they can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform.

Approval is being sought on a precautionary basis only, to allow the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company (as defined in the Act), to continue to support its employees, the community and put forward its views to wider business and government interests, without running the risk of inadvertently breaching legislation.

The Board is therefore seeking authority to make political donations and to incur political expenditure not exceeding £100,000 in total. In line with best practice, we expect to put this resolution to Wise owners annually rather than every four years as required by the Act.

15. Authority to allot class A ordinary shares

This resolution renews the Directors' general authority to allot A Shares in the capital of the Company without the prior consent of Wise owners for a period expiring at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2024 whichever is earlier.

The authority in limb (a) of Resolution 15 allows the Directors to allot A Shares up to an aggregate maximum nominal amount of £3,415,924.17 (representing approximately one third of the nominal value of the Company's issued A Shares on 14 July 2023, the latest practicable date prior to the publication of this document).

In accordance with the latest Share Capital Management Guidelines issued by the Investment Association ("IA") on February 2023, the authority in limb (b) of Resolution 15 will also allow Directors to allot further A Shares only in connection with a pre-emptive offer to Wise owners up to a further nominal amount of £3,415,924.17 (representing an additional approximately one third of the nominal value of the Company's issued A Shares on 14 July 2023, the latest practicable date prior to the publication of this document).

As at 14 July 2023, the latest practicable date prior to the publication of this document, the Company has no A Shares held in treasury.

The Directors do not have any present intention of exercising such authority. However, if they do exercise this authority, the Directors intend to follow best practice as regards to its use as recommended by the IA.

16. and 17. Authority to disapply statutory pre-emption rights

If the Directors wish to allot new A Shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to Wise owners in proportion to their existing holdings (known as pre-emption rights).

Limb (a) of Resolution 16 seeks Wise owners' approval to allot a limited number of A Shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain Wise owners, particularly those resident in certain overseas jurisdictions.

The Directors have no current intention of exercising such authority, but consider the authority to be appropriate in order to allow the Company to have the flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

The Pre-Emption Group's Statement of Principles, as updated in November 2022, support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than ten percent of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (b) of Resolution 16 is to authorise the Directors to allot new A Shares and other equity securities pursuant to the allotment authority given by Resolution 15, or sell treasury shares, for cash up to a nominal value of £1,024,777.25, equivalent to ten percent of the total issued A Share capital of the Company excluding treasury shares, as at the close of business on 14 July 2023 (being the latest practicable date prior to the publication of this document), without the shares first being offered to existing Wise owners in proportion to their existing holdings.

As at 14 July 2023, the latest practicable date prior to the publication of this document, the Company has no A Shares held in treasury.

Resolution 16 has been drafted in line with the template resolutions published by the Pre-Emption Group in November 2022.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional ten percent of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in November 2022, the purpose of Resolution 17 is to authorise the Directors to allot new A Shares and other equity securities pursuant to the allotment authority given by Resolution 15, or sell treasury shares, for cash up to a further nominal amount of £1,024,777.25, equivalent to ten percent of the total issued A Share capital of the Company excluding treasury shares, as at the close of business on 14 July 2023 (being the latest practicable date prior to the publication of this document), only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

Resolution 17 has been drafted in line with the template resolutions published by the Pre-Emption Group in November 2022.

The Directors do not have any present intention of exercising the authorities in Resolution 16 and Resolution 17 and these authorities will, unless revoked, varied or extended, expire at the earlier of the end of the Company's next annual general meeting or at the close of business on 30 September 2024.

The Directors confirm that they intend to follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles in relation to any exercise of this authority.

18. Authority to purchase own shares

This resolution gives the Directors authority to make market purchases of up to 102,477,725 A Shares, representing approximately ten percent of the Company's issued A Share capital as at 14 July 2023, being the latest practicable date prior to the publication of this notice of AGM.

The maximum price to be paid for A Shares in accordance with this authority cannot exceed the higher of: 1) 105 percent of the average of the middle market quotations for the A Shares for the five business days immediately preceding the date on which the Company agrees to purchase the shares concerned; and 2) the higher of the price of the last independent trade and the highest current independent bid for an A Share on the trading venue where the purchase is carried out. The authority sought will expire at the earlier of the end of the Company's next annual general meeting or the close of business on 30 September 2024, whichever is earlier.

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

Any purchase of 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 so purchased would either be held as treasury shares or cancelled.

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

As at 14 July 2023, being the latest practicable date prior to the publication of this notice of AGM, the total number of A Shares that may be acquired pursuant to outstanding options is 67,863,512 A Shares which represents approximately 6.6 percent of the Company's issued A Share capital as at that date. If the Company was to purchase A Shares up to the maximum permitted by this resolution and cancel those shares, the proportion of A Shares subject to outstanding options would represent approximately 7.4 percent of the Company's issued share capital as at 14 July 2023.

19. To approve short notice for general meetings

Under the Act, the notice period for general meetings (other than an annual general meeting) is 21 clear days' notice unless the Company:

- i. has passed a special resolution in a general meeting approving the holding of a general meeting on 14 clear days' notice; and
- ii. offers the facility for all Wise owners to vote by electronic means.

The Directors are seeking authority to call general meetings (other than annual general meetings) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of Wise owners as a whole. The approval will be effective until the end of the Company's next annual general meeting. It is intended that a similar resolution will be proposed at the Company's annual general meeting in 2024.

Wise owners information – practical matters

Key Dates and Times

2pm (BST) on Tuesday 5 September 2023

Last time/day for receipt of Proxy Forms

6.30pm (BST) on Tuesday 5 September 2023

Last time/day to be entered on the Company's register of members in order to attend and vote at the AGM

2pm (BST) on Thursday 7 September 2023

AGM

Frequently asked questions

1. Attendance

1.1 Who can attend and vote at the AGM?

Only Wise owners registered in the Company's register of members (the "Register of Members") holding A Shares and A Shares with corresponding B Shares as at 6.30pm (BST) on 5 September 2023 (or, in the event of any adjournment, 6.30 pm (BST) on the day which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in deciding the rights of any person to attend or vote at the AGM.

1.2 How can I attend the AGM?

In person at the 3rd Floor, Tea Building, 56 Shoreditch High Street, London, United Kingdom, E1 6JJ. Wise owners must present their identification document on arrival.

If you are intending to attend the AGM we would be grateful if you could pre-register by emailing agm@wise.com in advance.

If your investment is not held in your name on the Register of Members (i.e. it is held in a broker account or by a custodian), you would need to be appointed as a proxy or corporate representative to attend, speak and vote at the AGM.

If you have any questions you should contact the registered shareholder (the custodian or broker) who looks after your investment on your behalf.

2. Proxy appointment

2.1 Can I appoint a proxy?

Yes, Wise owners are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A proxy does not need to be a Wise owner. Wise owners may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Wise owner.

2.2 How do I appoint a proxy?

- Wise owners who have opted to receive electronic communications may appoint a proxy or proxies electronically by logging onto their profile at www.shareview.co.uk using their usual user ID and password and clicking on the link to vote.
- Wise owners who have not opted to receive electronic communications will receive a notification of availability letter including voting reference numbers. The notification of availability enables appointment of proxies electronically via www.sharevote.co.uk.
- Wise owners who have opted to receive physical copies of documents will receive a physical proxy form and instructions.

To be valid, any proxy form or other instrument appointing a proxy must be completed, signed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, so as to be received by post or (during normal business hours only) by hand at the office of the Company's registrar Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA not later than 2pm (BST) on 5 September 2023, being not less than 48 hours before the time for which the meeting is convened.

- Wise owners who have received a voting instruction card or a proxy card by post may also appoint a proxy or proxies electronically by logging onto the Registrar's website www.sharevote.co.uk and using the Voting ID, Task ID and Shareholder Reference Number (SRN) printed on those documents. Members who have already registered with the Registrar's online portfolio service, Shareview, can submit a proxy by logging into their profile at www.shareview.co.uk.

If a Wise owner wishes to appoint someone other than the Chair of the AGM to act as their proxy, the Wise owner should insert the name of the proxy in the box provided in the proxy card. The Wise owner should leave that box blank if they want to select the Chair of the meeting as their proxy. The Wise owner should not insert their own name(s).

Proxy appointments must be received no later than 2pm (BST) on 5 September 2023.

2.3 Can I appoint a proxy through CREST?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual (available via <https://www.euroclear.com/>).

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Equiniti (ID RA19), no later than 2pm (BST) on 5 September 2023, being not less than 48 hours before the time for which the meeting is convened.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST systems and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

2.4 Can I appoint a proxy via the Proximity platform?

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proximity, please go to www.proximity.io.

Your proxy must be lodged by 2pm (BST) on 5 September 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Any corporation which is a Wise owner can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

2.5 I appointed a proxy but changed my mind and want to attend myself, can I?

Yes, the return of a completed proxy form will not prevent a Wise owner attending the AGM and voting in person if he/she wishes to do so.

3. Voting

3.1 I hold my shares through a nominee custodian or broker arrangement. Can I vote?

If your investment is not held in your name on the Register of Members (i.e. it is held in a broker account or by a custodian), you would need to be appointed as a proxy or corporate representative to attend, speak and vote at the AGM in person.

If you have any further questions on voting you should contact the registered Wise owner (the custodian or broker) who looks after your investment on your behalf.

3.2 Will voting on resolutions be by poll?

Yes, all resolutions put to the meeting will be voted on by a poll. This will result in a more accurate reflection of the views of Wise owners by ensuring that every vote is recognised.

On a poll, each holder of A Shares has one vote for every share held. If you own B Shares, you will hold 9 votes per B Share held in addition to the one vote you hold per your A Share.

As soon as practicable after the AGM, the results of the poll will be published on the Company's website, announced on a Regulatory Information Service and notified to the London Stock Exchange via an RNS, once the votes have been counted and verified.

As at 14 July 2023, being the latest practicable date prior to publication of the notice of AGM, the Company's issued share capital consists of 1,024,777,252 A Shares and 398,889,814 B Shares. The total number of voting rights attributable to the A Shares is 1,024,777,252, and the total number of voting rights attributable to the B Shares is 2,849,644,053. Therefore the total number of voting rights in the Company in aggregate across the A Shares and the B Shares is 3,874,421,305.

3.3 How do I vote?

Wise owners will be able to vote:

- on the day of the AGM in person at the meeting; or
- by appointing a proxy in advance of the AGM following the instructions set out on page 10.

3.4 When will the results of the AGM be declared?

The results of the resolutions to be proposed at the AGM will be announced via an RNS shortly following the conclusion of the AGM and will appear on our website at www.wise.com/owners.

4. Questions

4.1 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.

4.2 Can questions be submitted in advance of the meeting?

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

5. On the day

5.1 What documents will be available for inspection?

The following documents will be available for inspection at the AGM:

- executive Directors' contracts of service;
- non-executive Directors' letters of appointment;
- the Company's Articles of Association;
- the Company's Annual Report and Accounts; and
- AGM Notice.

5.2 How to get to the venue?

Map/directions to the venue and accessibility information to the Tea Building, 56 Shoreditch High Street can be found on the next page.

5.3 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 an RIS.

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

How to get there



Directions

Tea Building, 56 Shoreditch High Street,
London, United Kingdom, E1 6JJ
Meeting to be held on the 3rd floor.

Nearest rail station:
Liverpool Street

Nearest TFL underground stations:
Old Street (Northern line) – 10 mins
Liverpool Street (Elizabeth, Central, Circle, Metropolitan and
Hammersmith & City lines) – 10 mins

Nearest overground station:
Shoreditch High Street – 2 mins

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.

