

April 27, 2026

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd.
Newark, DE 19713-2107

Security Name: Wise plc - Termination Announcement / Direct Listing in U.S. Market

CUSIP:	97725Q102
Listing Effective Date:	May 11, 2026
Ratio:	1 American Depositary share (" <u>ADS</u> "): 1 Ordinary Share
Country of Incorporation:	United Kingdom
Custodian:	JPMorgan London

JPMorgan Chase Bank, N.A., as depositary bank ("J.P. Morgan" or the "Depositary"), has received notice from Wise plc (the "Company") that at each of (a) the Extraordinary General Meeting of the Company held on July 28, 2025 and (b) the meetings of the holders of the class A ordinary shares of the Company (the "Shares") and the class B ordinary shares of the Company (the "Class B Shares" and, together with the Shares, the "Company Shares") convened with the permission of the High Court of Justice in England and Wales (the "Court") on July 28, 2025, the holders of each class of the Company Shares approved, among other things, a Scheme of Arrangement under Part 26 of the U.K. Companies Act 2006 (as amended) (the "Companies Act") between the Company and the holders of the Company Shares (the "Scheme of Arrangement").

The Company has further advised the Depositary that (a) the Scheme of Arrangement is required to be sanctioned by the Court pursuant to Section 896 of the Companies Act at a hearing, which is currently scheduled to occur on April 27, 2026; (b) if the Scheme of Arrangement is sanctioned by the Court, it is expected to become effective on or about May 8, 2026 (the time the Scheme of Arrangement becomes effective being referred to as the "Effective Time"); and (c) pursuant to the Scheme of Arrangement, if it is sanctioned by the Court and becomes effective pursuant to its terms, (i) Wise Group plc, a public limited company incorporated under the laws of Jersey ("Wise Holdco"), will become the holding company of the Company; (ii) the Company Shares, including the Shares underlying outstanding ADSs, will be transferred to Wise Holdco in consideration for the issuance of (x) class A ordinary shares of US\$0.01 each in the capital of Wise Holdco (the "Holdco Class A Shares") on a one-for-one basis for each Share and (y) class B ordinary shares of \$0.000000001 each in the capital of Wise Holdco on a one-for-one basis for each Class B Share, in each case following the Effective Time; (iii) the Shares will be de-listed from the equity shares (transition) category of the Official List of the London Stock Exchange (the "LSE") and from the LSE's main market for listed securities; (iv) the Holdco Class A Shares are expected to be listed on the NASDAQ Stock Market (the "U.S. Listing") with such U.S. Listing anticipated to occur on the open of business (NY time) on May 11, 2026 (the "Listing Effective Date"); and (v) all existing and outstanding ADSs will be mandatorily cancelled in connection with the Scheme of Arrangement and the U.S. Listing with ADS holders receiving one (1) Holdco Class A Share for every one (1) ADS held.

In connection with the Scheme of Arrangement and the U.S. Listing, the Company has instructed the Depositary to terminate the Deposit Agreement, dated as of September 7, 2021, among the Company, the Depositary and all holders and beneficial owners from time

to time of American Depositary Receipts evidencing ADSs issued thereunder (the "**Deposit Agreement**") in accordance with its terms.

As a result of the foregoing, and in accordance with the terms of the Deposit Agreement, J.P. Morgan hereby notifies ADS holders that the Deposit Agreement will be terminated on the later of (a) May 27, 2026 (thirty (30) days from the date hereof) and (b) the Effective Time (the date such termination becomes effective being the "**ADS Termination Date**"). Please note that the ADS issuance and cancellation books will be closed starting from the close of business (NY time) on May 1, 2026.

ADS holders are hereby also notified that the Company has (a) instructed us to cancel all outstanding ADSs with effect from the open of business on the Listing Effective Date (such date being before the ADS Termination Date as defined in preceding paragraph) and (b) informed us that it has appointed Computershare Trust Company, N.A., as the transfer agent for the Holding Company shares (the "**Transfer Agent**"), and that the Transfer Agent will deliver the Holdco Class A Shares directly to the ADS holders entitled thereto in the Scheme of Arrangement on the basis of one (1) Holdco Class A Share for every one (1) ADS held.

ADS holders are advised that a cancellation fee of \$0.05 per ADS will be charged to them in connection with the cancellation of the ADSs whether cancelled by ADS holders prior to the Scheme of Arrangement and/or Listing Effective Date or mandatorily cancelled in the Scheme of Arrangement as of the Listing Effective Date.

Investor Disclosures:

JPMorgan Chase Bank, N.A. or any of its affiliates that are part of JPMorgan Chase & Co. (together, "J.P. Morgan," or the "Depository") collects fees from holders of depositary receipts.

FX Disclosure:

In addition, to facilitate the administration of various depositary receipt transactions, including disbursement of dividends or other cash distributions and other corporate actions, the Depository may engage the foreign exchange desk within other business units of JPMorgan Chase Bank, N.A. in order to enter into spot foreign exchange transactions to convert foreign currency into U.S. dollars.

Execution Disclosure:

J.P. Morgan may facilitate the sale and purchase of securities in accordance with the applicable deposit agreement or the terms and conditions of unsponsored depositary receipts programs.

Disclaimer:

For further details relating to any of the above procedures, see the "Disclosure" page (or successor page) of www.adr.com, as updated by the Depository from time to time. This document is provided solely for informational purposes and is not a complete description of the procedures referred to therein, which may be subject to change without notice.

J.P. Morgan does not accept any obligation to update this document, whether or not such procedures have changed.

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