

28 July 2025

Results of Court Meetings and Extraordinary General Meeting

On 5 June 2025, Wise plc ("**Wise**") announced that the Board had concluded its review of Wise's listing arrangements and proposed to transfer Wise's primary listing from the Equity Shares (Transition) Category on the London Stock Exchange (the "**LSE**") to a US stock exchange and maintain a secondary listing on the LSE (the "**Proposal**").

On 3 July 2025, Wise published a circular in connection with the Proposal (the "**Scheme Circular**") to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"). The Scheme Circular contained the formal notices with details of the shareholder meetings to be held to approve the Scheme (the "**Meetings**").

The Meetings were held earlier today.

All of the following shareholder approvals were required for the Scheme to pass:

- a majority in number, representing not less than 75% in value of the Wise Class A Shares voted at the Class A Share Court Meeting;
- a majority in number, representing not less than 75% in value of the Wise Class B Shares voted at the Class B Share Court Meeting; and
- a majority of not less than 75% of votes cast by Wise Shareholders in favour of all four special resolutions to implement the Scheme at the Extraordinary General Meeting.

Wise is pleased to announce that the Scheme and all special resolutions were duly passed.

The voting results are set out in detail below.

"We're pleased that our Owners have overwhelmingly approved the Proposal, giving us a strong mandate to proceed."

"We appreciate the extensive engagement with our Owners. With this high level of support, our focus is firmly on moving forward, further accelerating our mission of money without borders and creating long-term value for our Owners as we progress to moving trillions."

- David Wells, Chair of Wise

Capitalised terms used in this announcement, unless otherwise defined, have the same meanings as set out in the Scheme Circular. All references to times are to London times unless otherwise stated.

Expected timetable

The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions set out in the Scheme Circular. The Scheme Circular contains an expected timetable of principal events.

The Scheme is currently expected to become effective in calendar Q2 2026.

Voting results of the Wise Class A Share Court Meeting

The table below sets out the results of the poll conducted at the Class A Share Court Meeting. Each Wise Class A Shareholder, present in person or by proxy, was entitled to one vote per Wise Class A Share held at the Voting Record Time.

A majority in number of the Wise Class A Shareholders who voted (and who were entitled to vote), either in person or by proxy, together representing 75% or more in value of the Wise Class A Shares held by such Wise Class A Shareholders present and voting, voted in favour of the Scheme at the Class A Share Court Meeting.

Results of the Class A Share Court Meeting	Number of Wise Class A Shares voted	% of Wise Class A Shares voted	Number of Wise Class A Shareholders who voted*	% of Wise Class A Shareholders who voted
FOR	739,473,298	90.58%	91	77.12%
AGAINST	76,943,839	9.42%	27	22.88%
TOTAL	816,417,137	100.00%	104**	100.00%

*Where a Wise Class A Shareholder cast some of their votes 'For' and some of their votes 'Against', such Wise Class A Shareholder has been counted as having voted both 'For' and 'Against' for the purposes of determining the number and percentage of Wise Class A Shareholders who voted.

**The aggregate of Wise Class A Shareholders voting 'For' and 'Against' the resolution exceeds the total number of Wise Class A Shareholders who voted (as set out in this cell) because 14 Wise Class A Shareholders gave instructions for votes to be cast 'For' the resolution in respect of part of their holding of Wise Class A Shares and 'Against' the resolution in respect of another part of their holding of Wise Class A Shares.

Voting results of the Wise Class B Share Court Meeting

The table below sets out the results of the poll conducted at the Class B Share Court Meeting. Each Wise Class B Shareholder, present in person or by proxy, was entitled to one vote per Wise Class B Share held at the Voting Record Time.

A majority in number of the Wise Class B Shareholders who voted (and who were entitled to vote), either in person or by proxy, together representing 75% or more in value of the Wise Class B Shares held by such Wise Class B Shareholders present and voting, voted in favour of the Scheme at the Class B Share Court Meeting.

	Number of Wise Class B Shares voted	% of Wise Class B Shares voted	Number of Wise Class B Shareholders who voted	% of Wise Class B Shareholders who voted
FOR	184,759,093	84.55%	18	81.82%
AGAINST	33,752,253	15.45%	4	18.18%

TOTAL	218,511,346	100.00%	22	100.00%
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Voting results of the Extraordinary General Meeting

The table below sets out the results of the poll conducted at the Extraordinary General Meeting.

	FOR		AGAINST		TOTAL VOTES		WITHHELD **
	Number of votes	% of shares voted	Number of votes	% of shares voted	Number of votes	% of ISC voted*	Number of votes
Special Resolution 1	2,110,450,167	84.71%	380,941,944	15.29%	2,491,392,111	92.33%	12,985,616
Special Resolution 2	2,111,115,166	84.72%	380,802,160	15.28%	2,491,917,326	92.35%	12,460,128
Special Resolution 3	2,110,527,244	84.71%	380,818,124	15.29%	2,491,345,368	92.33%	13,032,086
Special Resolution 4	2,110,497,955	84.69%	381,384,303	15.31%	2,491,882,258	92.35%	12,495,196

*When calculating the total exercisable voting rights, the percentage of issued share capital voted has been reduced proportionately as explained below.

The total number of voting rights at the Voting Record Time was 2,992,258,547. In accordance with Wise's Articles of Association, Kristo Käärmann's voting rights have been capped to one vote below 50% of the total votes eligible to be cast in respect of any shareholder resolution. Accordingly, when calculating the total exercisable voting rights for the Extraordinary General Meeting, Wise's percentage of issued share capital voted has been reduced proportionately as explained below.

When accounting for the total number of Wise Class B Share voting rights that are restricted as a result of the above mentioned cap, the total exercisable voting rights in the Company in aggregate across the Wise Class A Shares and Wise Class B Shares at the Voting Record Time was 2,698,358,175.

**A vote 'Withheld' is not a vote in law and is not counted in the calculation of the votes 'For' or 'Against' a resolution.

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About Wise

Wise is a global technology company, building the best way to move and manage the world's money. With Wise Account and Wise Business, people and businesses can hold 40 currencies, move money between countries and spend money abroad. Large companies and banks use Wise technology too; an entirely new network for the world's money. Launched in 2011, Wise is one of the world's fastest growing, profitable tech companies.

In fiscal year 2025, Wise supported around 15.6 million people and businesses, processing over \$197 billion in cross-border transactions and saving customers around \$2.7 billion.

IMPORTANT NOTICE

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