

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (**UK MiFIR**). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the UK Financial Conduct Authority Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the UK Financial Conduct Authority Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

21 November 2025

**Wise Financing plc**  
**Legal Entity Identifier (LEI): 6488E9H7Z3K04JNN7302**

**Issue of £250,000,000 5.100 per cent. Notes due 25 November 2030**  
**guaranteed by Wise plc, Wise Payments Limited, Wise Europe SA, Wise US Inc. and Wise**  
**Financial Holdings Ltd**  
**under the £2,000,000,000**  
**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Admission Particulars dated 13 November 2025 (the **Admission Particulars**). This Pricing Supplement constitutes the pricing supplement for the Notes described herein and must be read in conjunction with the Admission Particulars. Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Admission Particulars. The Admission Particulars have been published on the website of the Issuer at <https://wise.com/owners/>.

1.	(a)	Issuer:	Wise Financing plc
	(b)	Guarantors:	Wise plc Wise Payments Limited Wise Europe SA Wise US Inc. Wise Financial Holdings Ltd (subject as provided in Condition 2)
2.	(a)	Series Number:	1
	(b)	Tranche Number:	1
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	Pounds sterling (£)
4.		Aggregate Nominal Amount:	
	(a)	Series:	£250,000,000
	(b)	Tranche:	£250,000,000
5.		Issue Price:	100.000 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000.
	(b)	Calculation Amount (in relation to calculation of interest on Notes in global form or Registered definitive form see Conditions):	£1,000
7.	(a)	Issue Date:	25 November 2025
	(b)	Interest Commencement Date:	Issue Date

8.	Maturity Date:	25 November 2030
9.	Interest Basis:	5.100 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.000 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call Issuer Par Call Change of Control Put Clean-Up Call (see paragraphs 18, 19, 21 and 22 below)
13.	(a) Status of the Notes:	Senior
	(b) Status of the Guarantee:	Senior
	(c) Date approval for issuance of Notes and Guarantee obtained:	22 September 2022 and 5 November 2025 (in the case of Wise plc), 4 November 2025 (in the case of the Issuer and Wise Financial Holdings Ltd), 6 November 2025 (in the case of Wise US Inc.) and 7 November 2025 (in the case of Wise Payments Limited and Wise Europe SA)

### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	5.100 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	25 May and 25 November in each year, commencing on 25 May 2026, up to (and including) the Maturity Date
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global or Registered definitive form see Conditions):	£25.50 per Calculation Amount
	(d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global or Registered definitive form see Conditions):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)

(f)	Determination Date(s):	25 May and 25 November in each year
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 6.2:	Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call:	Applicable from (and including) the Issue Date to (but excluding) 25 October 2030
	(a) Optional Redemption Date(s):	Any date from (and including) the Issue Date to (but excluding) 25 October 2030
	(b) Optional Redemption Amount:	Make-whole Amount
	(i) Reference Bond:	UKT 0.375 per cent. due 22 October 2030
	(ii) Redemption Margin:	0.200 per cent.
	(iii) Quotation Time:	11:00 a.m. (London time)
	(c) If redeemable in part:	Applicable
	(i) Minimum Redemption Amount:	£100,000
	(ii) Maximum Redemption Amount:	Up to (and including) the Aggregate Nominal Amount of the Notes then outstanding
	(d) Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Issuer Par Call:	Applicable from (and including) 25 October 2030 to (but excluding) the Maturity Date
	(a) Par Call Period:	From (and including) 25 October 2030 (the <b>Par Call Period Commencement Date</b> ) to (but excluding) the Maturity Date
	(b) Notice periods:	Minimum period: 15 days Maximum period: 30 days

20.	Investor Put:	Not Applicable
21.	Change of Control Put:	Applicable
	(a) Optional Redemption Amount:	£1,010 per Calculation Amount
22.	Clean-Up Call:	Applicable
	(a) Optional Redemption Amount:	£1,000 per Calculation Amount
	(b) Clean-Up Call Threshold:	25 per cent.
	(c) Notice periods:	Minimum period: 15 days Maximum period: 30 days
23.	Final Redemption Amount:	£1,000 per Calculation Amount
24.	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required):	£1,000 per Calculation Amount

### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25.	Form of Notes:	
	(a) Form:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event
	(b) New Global Note:	Yes
26.	Additional Financial Centre(s):	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes:	No
28.	Other terms or special conditions:	Not Applicable

Signed on behalf of Wise Financing plc

By: 

Signed by:

5443A4BA72E648F...

*Duly authorised* Kingsley Kemish

Signed on behalf of Wise plc:

By: 

Signed by:

5443A4BA72E648F...

*Duly authorised* Kingsley Kemish

Signed on behalf of Wise Payments Limited:

By: 

Signed by:

5443A4BA72E648F...

*Duly authorised* Kingsley Kemish

Signed on behalf of Wise Europe SA:

By: 

Signed by:

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*Duly authorised* Kingsley Kemish

Signed on behalf of Wise US Inc.:

By: 

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*Duly authorised* Kingsley Kemish

Signed on behalf of Wise Financial Holdings Ltd:

By: 

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*Duly authorised* Kingsley Kemish

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

(i)	Listing and Admission to trading	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's International Securities Market with effect from 25 November 2025.
(ii)	Estimate of total expenses related to admission to trading:	£6,200

### 2. RATINGS

Ratings:	The Notes to be issued are expected to be rated:
	BBB by S&P Global Ratings UK Limited
	BBB by Fitch Rating Ltd

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers named below, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantors and their respective affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER

Reasons for the offer:	See " <i>Use of Proceeds</i> " in the Admission Particulars
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### 5. YIELD

Indication of yield:	5.100 per cent. per annum
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

(i)	ISIN:	XS3237649051
(ii)	Common Code:	323764905
(iii)	CFI:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

(iv)	FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. Distribution

(i)	Method of distribution:	Syndicated
(ii)	If syndicated, names of Managers:	<i>Joint Lead Managers</i> Goldman Sachs International HSBC Bank plc J.P. Morgan Securities plc Merrill Lynch International
(iii)	Stabilisation Manager(s) (if any):	J.P. Morgan Securities plc
(iv)	If non-syndicated, name of relevant Dealer:	Not Applicable
(v)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D