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December 15, 2022

Company Name	freee K.K.
Representative	Daisuke Sasaki, CEO and Representative Director
Code No.	4478, Tokyo Stock Exchange Growth
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### **Announcement Regarding Issuance of New Restricted Shares to freee Employees**

freee K.K. (the “Company”) announces that, at the Board of Directors’ meeting held today, the Board of Directors made the decision to issue new restricted shares (the “New Share Issuance”) as follows.

#### **1. Overview of the Share Issuance**

(1) Pay-in date	January 20, 2023
(2) Type and number of shares to be issued	19,221 common shares of the Company
(3) Issue price of shares	JPY 3,300 per share
(4) Total issue price	JPY 63,429,300
(5) Allottees	19,221 shares to be allocated to 14 employees of the Company
(6) Other	For the New Share Issuance, a securities notice has been submitted as required under the Financial Instruments and Exchange Act.

#### **2. Purposes and reasons of the New Share Issuance**

Pursuant to a resolution at a Board of Directors meeting held today, the Company granted 14 of its employees who satisfy certain requirements (the “Eligible Employees”) monetary receivables of JPY 63,429,300 in total, for the purpose of motivating its employees to work for sustainable growth of the Company’s corporate value and promoting a greater sense of shared value with our shareholders. On this basis, the Company, at the Board of Directors meeting, further decided to allocate 19,221 common shares of the Company through the New Share Issuance (“Allocated Shares”) for the purpose of the total monetary receivables of JPY 63,429,300 to be paid as property contributed in kind (the amount of the monetary receivables paid per share: JPY 3,300). In order to encourage medium-/long-term continuous service of the Eligible Employees, the Allocated Shares are subject to a transfer restriction for a period defined by the Board of Directors (the “Transfer Restriction Period”).

The Eligible Employees will pay-in all of the monetary receivables paid as property contributed in kind and take up common shares allocated by the Company through the New Share Issuance. The New Share Issuance is subject to a restricted share allocation agreement signed between the

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Company and the Eligible Employees. Overview of the restricted share allocation agreement (the “Restricted Share Allocation Agreement”) is as provided below.

The Allocated Shares will be allocated only to the Eligible Employees who wish to take up the shares.

#### Overview of the Restricted Share Allocation Agreement

##### (1) Transfer Restriction Period

The Eligible Employees shall not transfer, pledge as collateral, or otherwise dispose of the Allocated Shares during the Transfer Restriction Period.

##### (2) Conditions subsequent

The transfer restriction of all Allocated Shares will be lifted as of expiration of the Transfer Restriction Period upon condition that the Eligible Employees continue to serve in the status of officers or employees at the Company.

##### (3) Uncompensated acquisition by the Company

Upon expiration of the Transfer Restriction Period, the Company may automatically acquire all Allocated Shares for which the transfer restriction has not been lifted without providing compensation.

##### (4) Management of Shares

The Allocated Shares shall be managed in a dedicated account for restricted shares established by the Eligible Employees at Daiwa Securities Co. Ltd. in order to prevent the Allocated Shares from being transferred, pledged as collateral, or otherwise disposed of during the Transfer Restriction Period.

##### (5) Reorganizations

In the event a merger agreement in which the Company becomes a dissolved company, or a share exchange agreement, share transfer plan, or any other matters of reorganization with which the Company becomes a wholly owned subsidiary is approved by the General Meeting of Shareholders (or the Board of Directors where approval of the General Meeting of Shareholders is not required in a relevant reorganization case), the Board of Directors of the Company shall lift the transfer restriction on the number of the Allocated Shares reasonably calculated as of the moment immediately prior to the business day prior to the effective date of such reorganization.

### **3. Basis and Details of Calculation of the Pay-in Amount**

The New Share Issuance will be funded by monetary receivables paid to the Eligible Employees as property contributed in kind. In order to exclude arbitrariness with regard to the pay-in amount, the closing price of the common shares of the Company on Tokyo Stock Exchange on December 14, 2022 (the business day before the resolution at the Board of Directors), which is JPY 3,300, is taken as the pay-in amount. The amount is the market price immediately prior to the date of the Board of Directors meeting resolution and the Company believes it appropriately and reasonably reflects the Company’s corporate value and is not a price particularly favorable to the Eligible Employees unless there is any special circumstance suggesting that dependence on the latest stock price is inappropriate.