



March 25, 2021

Company name	freee K.K.
Representative	Daisuke Sasaki, CEO and Representative Director
Code No.	4478, Tokyo Stock Exchange Mothers
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**Notice Regarding Determination of Issue Price, Selling Price and Other Matters  
of Issuance of New Shares and Secondary Offering of Shares by way of International Offering**

freee K.K. (“the Company”) hereby announces that with respect to the issuance of its new shares by way of an international offering (the “International Primary Offering”) and the secondary offering of shares by way of an international offering, which its board of directors resolved on March 22, 2021, the issue price, selling price and certain other matters have been determined as set forth below.

**1. Issuance of new shares by way of an international offering**

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| (1) Class and Number of Shares to be Offered                                  | 4,600,000 shares of common stock of the Company, the aggregate of (i) and (ii) described below:<br>(i) 4,000,000 shares of common stock of the Company, issued for purchase by the Underwriters; and<br>(ii) A maximum of 600,000 shares of common stock of the Company, additionally issued for purchase by the Underwriters upon exercise of the option. |
| (2) Issue Price (Offer Price)   | Note 1 8,002 yen per share   |
| (3) Total Amount of Issue Price (Offer Price)                                 | Note 2 36,809,200,000 yen  |
| (4) Amount to be Paid in  | Note 1 7,672 yen per share   |
| (5) Total Amount to be Paid in  | Note 2 35,291,200,000 yen  |
| (6) Increases in the Amounts of Stated Capital and Additional Paid-in Capital | Note 2 Increase in the amount of stated capital 17,645,600,000 yen<br>Increase in the amount of additional paid-in capital 17,645,600,000 yen  |
| (7) Payment Date  | April 6, 2021 (Tue)  |

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of making a public announcement regarding the issuance of the Company's new shares by way of an international offering and the secondary offering of shares by way of an international offering, and not for the purpose of soliciting investment, etc. within or outside Japan. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements under the Securities Act. No public offering of the securities will take place in the United States.

(8) Delivery Date

April 7, 2021 (Wed)

(Notes) 1. The Underwriters shall purchase the shares at the amount to be paid in and offer the shares at the issue price (offer price).

2. These figures are based on the assumption that the Underwriters exercise all of the options set forth in (1)(ii) above.

## **2. Secondary offering of shares by way of an international offering**

(1) Selling Price 8,002 yen per share

(2) Total Amount of Selling Price 3,855,363,600 yen

(3) Delivery Date The delivery date shall be the same day as the delivery date set out in 1. above.

(For Reference)

### 1. Calculation of issue price (offer price) and selling price

(1) Calculation reference date and price: March 25, 2021 (Thu) 8,250 yen

(2) Discount rate: 3.01%

### 2. Use of proceeds raised this time

With respect to the net proceeds from the International Primary Offering, which we estimate to be, in total, up to 34,991 million yen, the Company intends to use as investment funds for future growth as follows, and until the specific demand for funds arises and the timing of payment is determined, the Company intends to invest the proceeds in financial instruments, etc. with a high degree of safety.

- 1) 23,991 million yen for potential acquisitions and investments with the aim of developing new services, enhancing the Company's existing products and acquiring new customers for the Company's SMB empowerment platform including the Company's cloud-native integrated ERP solutions, B2B platform and financial platform. Such use includes the payment of the purchase price for the planned acquisition of shares of Sight Visit Inc. and subsequent investments and financings in its operations. If the Company decides in-house development would be more efficient, or if the Company does not conduct such acquisitions or investments, the Company expects to use any remaining net proceeds for operational expenses and research and development expenses, including recruiting and personnel expenses for engineers, aimed at developing new services and enhancing the Company's existing products through the Company's in-house development.

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- 2) 8,000 million yen for sales and marketing expenses, including advertising and marketing activities and personnel expenses aimed at acquiring new customers and upselling and cross-selling our products to existing customers.
- 3) 3,000 million yen for server-related expenses and personnel expenses for customer support.

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