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FASF MEMBERSHIP

August 26, 2024

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 Partial Amendment to Performance Share Unit Plan

freee K.K. (the "Company") hereby announces that a resolution was made at its meeting of the Board of Directors held on August 26, 2024, to make a partial amendment (the "Amendment") to the Company's performance share unit plan for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; hereinafter "Eligible Directors"), which was approved at the 9th Ordinary General Meeting of Shareholders held on September 29, 2021, as well as to propose the Amendment to the 12th Ordinary General Meeting of Shareholders (the "General Meeting of Shareholders") to be held on September 27, 2024. The Company hereby informs you of the details as follows:

1. Purpose of the Amendment

At the 9th Ordinary General Meeting of Shareholders held on September 29, 2021, the Company received approval to introduce a performance share unit plan (the "Plan") for Eligible Directors.

Given that the environment surrounding the Company has changed since the introduction of the Plan in 2021, the Company has decided to revise the Plan in order to sustainably improve its corporate value and create clearer incentives for achieving performance targets.

2. Summary of the Amendment

(1) Maximum compensation under the revised Plan

The total amount of monetary compensation rights to be allocated to Eligible Directors and the total number of common shares of the Company to be received by Eligible Directors through issuance or disposal under the revised Plan shall not exceed 60 million yen or 12,000 shares per annum, respectively. These limits are the same as what was approved at the 9th Ordinary General Meeting of Shareholders held on September 29, 2021, and separate from the limits set for basic salary and restricted stock compensation.

(2) Method used to calculate performance-linked stock compensation under the revised Plan
Under the revised Plan designed to achieve the Group's performance targets and further promote value
sharing with shareholders, depending on whether performance targets for the fiscal year period from July
1 to June 30 of the following year (the "Evaluation Period") are achieved and other factors, the number
of common shares of the Company calculated as described in [Calculation method] below shall be allotted

after the expiration of the evaluation period.

[Calculation method]

Number of restricted shares (RS) to be allotted to each Eligible Director = Standard Number of Shares Granted (ii) x Payout rate (iii)

- (i) "Standard Number of Shares Granted" shall be determined by the Company's Board of Directors based on each Eligible Director's position, responsibilities and other factors.
- (ii) "Payout rate" is either 0% or 100% depending on whether internal performance targets and other metrics set by the Company's Board of Directors for the Evaluation Period are achieved (no payout if evaluation metrics are not achieved).

Evaluation metrics for performance-linked stock compensation with the Evaluation Period from July 1, 2024 to June 30, 2025, are defined as whether performance targets set internally for revenue and adjusted operating profit are achieved, and the Company shall determine the provision of whether to compensate with performance-linked stock compensation based on whether these performance targets are achieved.

Therefore, performance-linked stock compensation involves allotting common shares of the Company based on whether performance targets and other metrics are achieved, and it has not been determined at the time of the Amendment whether shares shall be allotted to each Eligible Director or not.

Furthermore, to provide clearer incentives for sustainably improving corporate value, the shares to be allotted after the expiration of the Evaluation Period shall, in principle, be subject to a transfer restriction period of three years from the end of the Evaluation Period. The Company plans to conclude a restricted share allotment agreement (the "Allotment Agreement") containing the following terms and conditions with each Eligible Director.

- 1. Eligible Directors must not transfer, pledge or otherwise dispose of common shares of the Company allotted under the Allotment Agreement for a predesignated period of time.
- 2. The Company shall acquire the allotted common shares for no consideration if certain events occur.

(Reference)

The Plan contains revisions to part of the existing compensation plan to be aligned with the Group's management strategies and support its sustainable growth. The Company plans to introduce a performance share unit plan similar to the revised Plan for some of its Operating Executive Officers.