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Securities code: 3538

September 12, 2023

(Start date of measures for electronic provision: September 5, 2023)

To Shareholders with Voting Rights:

Takaaki Naruse,
President
WILLPLUS Holdings Corporation
5-13-15, Shiba, Minato-ku,
Tokyo, Japan

**NOTICE OF
THE 16th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 16th Annual General Meeting of Shareholders of WILLPLUS Holdings Corporation (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters subject to electronic provision on the following website on the Internet as the “Notice of the 16th Annual General Meeting of Shareholders.”

Company’s website: <https://www.willplus.co.jp/en/ir/>

In addition to the above, the information is also posted on the following website on the Internet.

Tokyo Stock Exchange website (Tokyo Stock Exchange Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the Tokyo Stock Exchange website indicated above, enter “WILLPLUS Holdings” in the “Issue name (company name)” field or the Company’s securities code “3538” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and click “Click here for access” below [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] to view the information.

To prevent the further spread of COVID-19, shareholders are requested to exercise their voting rights in writing or via the Internet if possible. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision and exercise your voting rights by 6:45 p.m. on Tuesday, September 26, 2023, Japan time.

- 1. Date and Time:** Wednesday, September 27, 2023 at 10:00 a.m. Japan time
(The reception desk opens at 9:30 a.m.)
- 2. Place:** Premium Garden, TKP Garden City Premium Jimbocho
Terrace Square 3rd Floor
3-22, Kanda Nishikicho, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company’s 16th Fiscal Year (July 1, 2022 – June 30, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 16th Fiscal Year (July 1, 2022 – June 30, 2023)

Proposal to be resolved:

Proposal: Election of Four (4) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

- Shareholders attending the meeting in person are requested to submit the enclosed form for exercising voting rights at the reception desk.
- Any revisions to the matters subject to electronic provision will be posted on each website on which such matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Four (4) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

As the terms of office of all five (5) Directors (excluding Directors Serving as Audit & Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members).

This proposal has been submitted after prior deliberation by the Nomination Advisory Committee, of which independent Outside Directors are a majority. This proposal was also discussed by the Audit & Supervisory Committee, and no particular objection was raised.

The names and career summaries, etc. of the candidates for Director (excluding Director serving as an Audit & Supervisory Committee Member) are provided below.

No.	Name	Current position(s) at the Company	Attendance at the Board of Directors meetings
1	Takaaki Naruse [Reappointment]	President	100% (20/20)
2	Isamu Saida [Reappointment]	Director	100% (20/20)
3	Hiroshi Udagawa [Reappointment]	Director	100% (15/15)
4	Takuya Yoda [New appointment]	Director (Audit & Supervisory Committee Member)	100% (20/20)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takaaki Naruse (July 21, 1970) [Reappointment]	<p>April 1995 Joined Chiba Toyopet Co., Ltd.</p> <p>August 1996 Joined Sunflower Co., Ltd.</p> <p>March 2004 President, Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)</p> <p>October 2007 President, the Company (current position)</p> <p>April 2010 President, Willplus Motoren Corporation (current position)</p> <p>April 2014 President, Teio Auto Corporation (currently Willplus Teio Auto Corporation) (current position)</p> <p>February 2017 Representative Director, MMZ Co., Ltd. (current position)</p> <p>November 2017 President, Willplus Eins Corporation (current position)</p> <p>March 2018 Representative Director, ETH Co., Ltd. (current position)</p> <p>March 2018 Representative Director, ICS Co., Ltd. (current position)</p> <p>September 2018 Chairman, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) (current position)</p> <p>January 2023 President, Willplus Enhance Co., Ltd. (current position)</p>	2,207,280
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takaaki Naruse, as the founder of the Company, has directed the Company and its Group companies for many years and has been responsible for many achievements, including expanding the scale of the Group and improving performance. We believe his extensive knowledge and ability in all aspects of management as a top-level executive is essential to the Company's management and have therefore designated him a candidate for reappointment as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Isamu Saida (February 3, 1972) [Reappointment]	<p>April 1994 Joined KEIYU CO., Ltd.</p> <p>January 2005 Joined TOYOTA-USEC CORPORATION</p> <p>August 2005 Joined Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)</p> <p>September 2007 Director, Fukuoka Chrysler Co., Ltd.</p> <p>October 2007 Director, the Company (current position)</p> <p>April 2008 Senior Managing Director, Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)</p> <p>December 2009 Representative Director, Willplus Motoren Corporation</p> <p>September 2014 Director, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) Representative Director, Senior Managing Director, Willplus Motoren Corporation Director, Teio Auto Corporation (currently Willplus Teio Auto Corporation) (current position)</p> <p>September 2015 Representative Director, Senior Managing Director, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) Director, Willplus Motoren Corporation (current position)</p> <p>November 2017 Director, Willplus Eins Corporation (current position)</p> <p>September 2018 President, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) (current position)</p> <p>January 2023 Director, Willplus Enhance Co., Ltd. (current position)</p>	318,640
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Isamu Saida has served as a Director of the Company since its founding, and is also serving as President of CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.), the Group's largest subsidiary. He is responsible for core aspects of the Group's sales division and has contributed greatly to improving performance. Because of his exceptional management ability and extensive knowledge and experience in businesses related to imported car sales, we believe he will efficiently and appropriately execute the duties of a Director of the Company and have therefore designated him a candidate for reappointment as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Hiroshi Udagawa (December 29, 1974) [Reappointment]	<p>April 1998 Joined UBS Warburg Securities Co., Ltd. (currently UBS Securities Japan Co., Ltd.)</p> <p>March 2007 Managing Director, UBS Warburg Securities Co., Ltd.</p> <p>August 2013 Managing Executive Officer, UBS Securities Japan Co., Ltd.</p> <p>March 2014 Co-head of Equity Division, UBS Securities Japan Co., Ltd.</p> <p>January 2015 Managing Executive Officer, Whiz Partners Inc.</p> <p>July 2016 Deputy General Manager of Equity Division, Global Markets Division, Mizuho Securities Co., Ltd.</p> <p>September 2018 Managing Executive Officer, SBI SECURITIES Co., Ltd.</p> <p>June 2019 Director, SBI SECURITIES Co., Ltd.</p> <p>June 2020 Managing Director, SBI SECURITIES Co., Ltd.</p> <p>April 2021 Senior Executive Officer, TBM Co., Ltd.</p> <p>August 2021 Director, TBM Co., Ltd.</p> <p>April 2022 Joined the Company; Executive Officer, Business Strategy Office</p> <p>September 2022 Director, Executive Officer, Business Strategy Office, the Company (current position)</p>		31,700
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hiroshi Udagawa served in executive positions at companies in the financial industry and has extensive knowledge and experience as well as broad business connections in the area of financial investment. Immediately after joining the Company, he vigorously pursued investor relations and sustainability initiatives to support sustained enhancement of the Group's corporate value. We believe he will contribute to the Group's appropriate investment decision making and enhancement of the Company's corporate value and additionally to enhancement of the Company's social value, and have therefore designated him a candidate for reappointment as a Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Takuya Yoda (June 5, 1958) [New appointment]	<p>April 1981 Joined Sumitomo Marine & Fire Insurance Co., Ltd. (currently Mitsui Sumitomo Insurance Company, Limited)</p> <p>April 2005 General Manager of Sales Promotion Department, Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2009 General Manager of Kyoto Branch, Kansai Division, Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2012 Senior Officer, General Manager of Business Processing Department, Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2015 Seconded to AC Planning Co., Ltd. and appointed as Representative Director and President</p> <p>July 2019 Joined the Company</p> <p>September 2019 Standing Audit & Supervisory Board Member, the Company</p> <p>September 2019 Audit & Supervisory Board Member, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) (current position)</p> <p>September 2019 Audit & Supervisory Board Member, Willplus Motoren Corporation (current position)</p> <p> Audit & Supervisory Board Member, Teio Auto Corporation (currently Willplus Teio Auto Corporation) (current position)</p> <p> Audit & Supervisory Board Member, Willplus Eins Corporation (current position)</p> <p>September 2022 Director (Full-time Audit & Supervisory Committee Member), the Company (current position)</p> <p>January 2023 Audit & Supervisory Board Member, Willplus Enhance Co., Ltd. (current position)</p>	-
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takuya Yoda served in important positions at a major insurance company and as Representative Director of its affiliate and has extensive experience and insight. He served as the Company's standing Audit & Supervisory Board Member from September 2019, and since September 2022 when the Company transitioned to a company with an Audit & Supervisory Committee, he assumed office as Director serving as an Audit & Supervisory Committee Member. He has been performing regular audits of the Group's entire divisions and ensuring the appropriateness and validity of the execution of auditing. We believe he will contribute to the Group's sustainable growth and enhancement of the Company's corporate value over the medium to long term by leveraging his deep understanding of the Company's businesses gained through the engagement in audits of the entire divisions and his advanced expertise in the insurance business and corporate management in general, and have therefore designated him a candidate for Director.</p>			

- Notes: 1. There are no special interest relationships between the candidates and the Company.
2. The Company has concluded a Directors and Officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and uses this contract to cover damage compensation, legal expenses, and other damages that are borne by the insured parties. The insured parties under this contract are the Directors, Audit & Supervisory Board Members and executive officers of the Company and its subsidiaries, and the Company bears the full amount of insurance premiums for all the insured parties. If the candidates are appointed as Directors, each of them will be the insured party under this contract, and the Company intends to renew this insurance contract during their tenures.

[For Reference]

Composition of the Board of Directors (planned as of the conclusion of the General Meeting of Shareholders)

No.	Name	General management	Industry knowledge	Human resource development	Sales	M&A	Compliance and legal affairs	Finance and accounting	Risk management	Sustainability
1	Takaaki Naruse	●	●		●	●			●	●
2	Isamu Saida		●	●	●					
3	Hiroshi Udagawa			●				●		●
4	Takuya Yoda	●					●		●	
No.	Name	General management	Industry knowledge	Human resource development	Sales	M&A	Compliance and legal affairs	Finance and accounting	Risk management	Sustainability
-	Satoshi Hirota					●	●		●	
-	Kenichi Ueda	●				●	●			
-	Nobuo Iwafuchi							●	●	●
-	Kaori Suzuki						●		●	●