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Securities code: 3538
September 14, 2026
(Start date of measures for electronic provision: September 7, 2026)

To Shareholders with Voting Rights:

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

NOTICE OF
THE 19th 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 19th 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 19th 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.

If you do not attend the meeting, you may exercise your voting rights in writing or via the Internet. 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 Monday, September 28, 2026, Japan time.

1. Date and Time:	Tuesday, September 29, 2026 at 10:00 a.m. Japan time (The reception desk opens at 9:30 a.m.)
2. Place:	TKP Garden City PREMIUM Tamachi, Hall 4C msb Tamachi Tamachi Station Tower S, Floor 4 3-1-21 Shibaura, Minato-ku, Tokyo (Please note that the venue has changed from last year. Please refer to the "Map to the Venue of the General Meeting of Shareholders" at the end of the Japanese original and take care not to go to the wrong location.)

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 19th Fiscal Year (July 1, 2025 – June 30, 2026) 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 19th Fiscal Year (July 1, 2025 – June 30, 2026)

Proposals to be resolved:

Proposal 1: Election of Three (3) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

Proposal 2: Election of Four (4) 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 1: Election of Three (3) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

As the terms of office for all three (3) 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 three (3) 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% (24/24)
2	Isamu Saida [Reappointment]	Director	95.8% (23/24)
3	Hiroshi Udagawa [Reappointment]	Director	100% (24/24)

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]	April 1995	Joined Chiba Toyopet Co., Ltd.	2,207,280
		August 1996	Joined Sunflower Co., Ltd.	
		March 2004	President, Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)	
		October 2007	President, the Company (current position)	
		April 2010	President, Willplus Motoren Corporation (current position)	
		April 2014	President, Teio Auto Corporation (currently Willplus Teio Orion Corporation) (current position)	
		February 2017	Representative Director, MMZ Co., Ltd. (current position)	
		November 2017	President, Willplus Eins Corporation (current position)	
		March 2018	Representative Director, ETH Co., Ltd. (current position)	
		March 2018	Representative Director, ICS Co., Ltd. (current position)	
		September 2018	Chairman, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) (current position)	
		January 2023	President, Willplus Enhance Co., Ltd.	
		May 2024	Chairman, ENG INC.	
		December 2024	President, Willplus Orion Co., Ltd.	
		January 2025	President, Willplus Licht Co., Ltd.	
		July 2025	Chairman, Willplus Enhance Co., Ltd. (current position)	
		July 2025	President, ENG INC.	
		October 2025	Chairman, Willplus Motoren Tokyo Co., Ltd. (current position)	
		May 2026	Chairman, ENG INC. (current position)	
		July 2026	President, Oguni Co., Ltd. (current position)	
		July 2026	President, Willplus Oguni Co., Ltd. (current position)	
		August 2026	Chairman, Willplus Licht Co., Ltd. (current position)	
	[Reason for nomination as candidate for Director] 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.			

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]	April 1994	Joined KEIYU CO., Ltd.	342,640
		January 2005	Joined TOYOTA-USEC CORPORATION	
		August 2005	Joined Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)	
		September 2007	Director, Fukuoka Chrysler Co., Ltd.	
		October 2007	Director, the Company (current position)	
		April 2008	Senior Managing Director, Fukuoka Chrysler Co., Ltd. (currently Willplus Checker Motors Co., Ltd.)	
		December 2009	Representative Director, Willplus Motoren Corporation	
		September 2014	Director, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.)	
		September 2014	Representative Director, Senior Managing Director, Willplus Motoren Corporation	
		September 2014	Director, Teio Auto Corporation (currently Willplus Teio Orion Corporation) (current position)	
		September 2015	Representative Director, Senior Managing Director, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.)	
		September 2015	Director, Willplus Motoren Corporation (current position)	
		November 2017	Director, Willplus Eins Corporation (current position)	
		September 2018	President, CHECKER MOTORS CORPORATION (currently Willplus Checker Motors Co., Ltd.) (current position)	
		January 2023	Director, Willplus Enhance Co., Ltd. (current position)	
		May 2024	Director, ENG INC. (current position)	
		December 2024	Director, Willplus Orion Co., Ltd.	
		January 2025	Director, Willplus Licht Co., Ltd. (current position)	
		October 2025	Director, Willplus Motoren Tokyo Co., Ltd. (current position)	
		July 2026	Director, Oguni Co., Ltd. (current position)	
		July 2026	Director, Willplus Oguni Co., Ltd. (current position)	
	[Reason for nomination as candidate for Director] Mr. Isamu Saida has served as a Director of the Company since its founding, and is also serving as President of 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.			

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]	April 1998 Joined UBS Warburg Securities Co., Ltd. (currently UBS Securities Japan Co., Ltd.) March 2007 Managing Director, UBS Warburg Securities Co., Ltd. August 2013 Managing Executive Officer, UBS Securities Japan Co., Ltd. March 2014 Co-head of Equity Division, UBS Securities Japan Co., Ltd. January 2015 Managing Executive Officer, Whiz Partners Inc. July 2016 Deputy General Manager of Equity Division, Global Markets Division, Mizuho Securities Co., Ltd. September 2018 Managing Executive Officer, SBI SECURITIES Co., Ltd. June 2019 Director, SBI SECURITIES Co., Ltd. June 2020 Managing Director, SBI SECURITIES Co., Ltd. April 2021 Senior Executive Officer, TBM Co., Ltd. August 2021 Director, TBM Co., Ltd. April 2022 Joined the Company; Executive Officer, Business Strategy Office September 2022 Director, Executive Officer, Business Strategy Office, the Company (current position) August 2023 Representative Director, Tycoon 37 K.K. (current position) May 2024 Director, ENG INC. October 2024 Audit & Supervisory Board Member, Willplus Checker Motors Co., Ltd. (current position) October 2024 Audit & Supervisory Board Member, Willplus Motoren Corporation (current position) October 2024 Audit & Supervisory Board Member, Willplus Teio Auto Corporation (currently Willplus Teio Orion Corporation) (current position) October 2024 Audit & Supervisory Board Member, Willplus Eins Corporation (current position) October 2024 Audit & Supervisory Board Member, Willplus Enhance Co., Ltd. (current position) December 2024 Audit & Supervisory Board Member, Willplus Orion Co., Ltd. January 2025 Audit & Supervisory Board Member, Willplus Licht Co., Ltd. (current position) October 2025 Audit & Supervisory Board Member, Willplus Motoren Tokyo Co., Ltd. (current position) July 2026 Audit & Supervisory Board Member, Oguni Co., Ltd. (current position) July 2026 Audit & Supervisory Board Member, Willplus Oguni Co., Ltd. (current position) August 2026 Audit & Supervisory Board Member, ENG INC. (current position)	31,700
	[Reason for nomination as candidate for Director] 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, and introduced a variety of policies 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.		

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 Committee Members and executive officers of the Company as well as the Directors, Audit & Supervisory Board Members and executive officers of 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.

Proposal 2: Election of Four (4) Directors Serving as Audit & Supervisory Committee Members

The terms of office for four (4) Directors serving as Audit & Supervisory Committee Members—Mr. Satoshi Hirota, Mr. Kenichi Ueda, Ms. Kaori Suzuki, and Mr. Kazuhiro Ueno—will expire at the conclusion of this General Meeting of Shareholders, and Mr. Tomoya Suzuki, a Director serving as an Audit & Supervisory Committee Member, will resign at the conclusion of this General Meeting of Shareholders. The Company therefore proposes the election of four (4) Directors serving as Audit & Supervisory Committee Members. In order to align his term of office with those of the other Directors serving as Audit & Supervisory Committee Members, Mr. Tomoya Suzuki will first resign at the conclusion of this General Meeting of Shareholders, and the Company proposes his re-election.

This proposal has been approved in advance by the Audit & Supervisory Committee.

The candidates for Director serving as an Audit & Supervisory Committee Member are as follows.

No.	Name	Current position(s) at the Company	Attendance
1	Satoshi Hirota [Reappointment]	Director (Audit & Supervisory Committee Member)	Board of Directors meetings 100% (24/24) Audit & Supervisory Committee meetings 100% (14/14)
2	Kaori Suzuki [Reappointment]	Director (Audit & Supervisory Committee Member)	Board of Directors meetings 100% (24/24) Audit & Supervisory Committee meetings 100% (14/14)
3	Kazuhiro Ueno [Reappointment]	Director (Audit & Supervisory Committee Member)	Board of Directors meetings 100% (24/24) Audit & Supervisory Committee meetings 100% (14/14)
4	Tomoya Suzuki [Reappointment]	Director (Audit & Supervisory Committee Member)	Board of Directors meetings 100% (17/17) Audit & Supervisory Committee meetings 100% (9/9)

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Satoshi Hirota
(July 8, 1977)

[Reappointment]
[Outside]
[Independent]</td><td>October 2002

August 2008
October 2009
April 2010
April 2014
April 2015

September 2015
November 2015

May 2016

July 2016
May 2017

August 2018

September 2022</td><td>Registered as an attorney (Daini Tokyo Bar Association)
Joined Mitsui, Yasuda, Wani & Maeda (currently Mitsui Company)
Joined Haynes and Boone, LLP
Joined Ant Capital Partners Co., Ltd.
Outside Director, Willplus Motoren Corporation
Joined Beaglee Inc.
Established HCA Law Office; Principal Lawyer (current position)
Outside Director, the Company
Auditor, Asociación de la Amistad Dominico-Japonesa (current position)
Outside Auditor, Psychic VR Lab Co., Ltd. (currently STYLY, Inc.) (current position)
Outside Auditor, LOCONDO, Inc. (currently JADE GROUP, Inc.)
Outside Auditor, Loco Partners, Inc.
Outside Director (Audit and Supervisory Committee Member), LOCONDO, Inc. (currently JADE GROUP, Inc.) (current position)
Outside Audit & Supervisory Board Member, Casa Inc. (current position)
Outside Director (Audit & Supervisory Committee Member), the Company (current position)</td><td>-</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee member and expected roles]
Mr. Satoshi Hirota has highly specialized knowledge as an attorney as well as experience and record of serving as an outside officer at multiple companies, and has served as the Company’s Outside Director since September 2015, providing advice and proposals about the Company’s business execution from an independent standpoint at Board of Directors meetings. As chair of the Company’s discretionary Remuneration Advisory Committee, he also contributes to the construction of a more objective director remuneration system. We believe that he will supervise business execution from an objective standpoint and appropriately execute the duties of an Outside Director and have therefore designated him a candidate for reappointment as an Outside Director serving as an Audit & Supervisory Committee Member.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Kaori Suzuki
(August 9, 1980)

[Reappointment]
[Outside]
[Independent]</td><td>August 2010 Registered as an attorney (Tokyo Bar Association)
September 2015 Joined Wakabayashi & Watanabe Law Office (current position)
September 2019 Outside Audit & Supervisory Board Member, the Company
September 2022 Outside Director (Audit & Supervisory Committee Member), the Company (current position)</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee member and expected roles]
Ms. Kaori Suzuki has highly specialized knowledge as an attorney and served as the Company’s Outside Audit & Supervisory Board Member from September 2019 to September 2022, providing objective and candid recommendations and advice about the Company’s business execution from an independent standpoint. In view of these contributions, we believe she will supervise the Company’s business execution from an objective standpoint and appropriately execute the duties of an Outside Director and have therefore designated her a candidate for reappointment as an Outside Director serving as an Audit & Supervisory Committee Member.</td></tr>
<tr><td rowspan="2">3</td><td>Kazuhiro Ueno
(March 8, 1977)

[Reappointment]
[Outside]
[Independent]</td><td>October 2001 ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC)
January 2006 Fuji Television Network, Inc.
September 2009 ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC)
April 2019 Head, Kazuhiro Ueno Certified Public Accounting Firm (current position)
May 2019 Senior Manager, K.K. RSTANDARD (current position)
July 2019 Head, Kazuhiro Ueno Tax Accounting Office (current position)
March 2020 Outside Audit & Supervisory Board Member, giftee Inc. (current position)
July 2020 Representative Partner, ES Next Audit Corporation (currently ES Next LLC)
October 2020 Representative Director, K.K. Leagress (current position)
August 2021 Outside Director (Audit & Supervisory Committee Member), First-corporation Inc. (current position)
February 2022 Partner, ES Next Audit Corporation (currently ES Next LLC)
March 2022 Outside Director, KIYO Learning Co., Ltd. (current position)
September 2024 Outside Director (Audit & Supervisory Committee Member), the Company (current position)</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee member and expected roles]
Mr. Kazuhiro Ueno has ample experience and highly specialized knowledge as a certified public accountant, and we believe that he will provide recommendations and advice from the perspective of appropriateness and validity. We believe that he will supervise the Company’s business execution from an objective standpoint and appropriately execute the duties of an Outside Director and have therefore designated him a candidate for reappointment as an Outside Director serving as an Audit & Supervisory Committee Member.</td></tr>
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No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Tomoya Suzuki (April 8, 1977) [Reappointment] [Outside] [Independent]	April 2000	Joined Nippon Telegraph and Telephone East Corporation (currently NTT EAST, Inc.)	-
		January 2001	Founded Yucurate Co., Ltd.; Director	
		April 2004	Joined M-OUT Inc.	
		November 2007	Nikko antfactory K.K.	
		June 2008	Outside Director, waja Inc.	
		January 2010	Outside Director, Cerevo Inc.	
		September 2011	Outside Director, LOCONDO, Inc. (currently JADE GROUP, Inc.)	
		September 2012	Outside Director, Sumally Inc.	
		November 2012	Transferred to Lead Capital Management Co., Ltd.; Partner	
		December 2014	Director, Partner, Lead Capital Management Co., Ltd.	
		December 2016	Outside Director, Emotion Intelligence Inc.	
		March 2018	Director, General Partner, Accord Ventures, Inc. (current position)	
		December 2018	Outside Director, Housmart Inc.	
		May 2019	Outside Director, Audit and Supervisory Committee Member, LOCONDO, Inc. (currently JADE GROUP, Inc.) (current position)	
		September 2019	Audit & Supervisory Board Member, Tsukulink Inc.	
		December 2021	Outside Director, SoleBrain Co., Ltd. (current position)	
		November 2023	Outside Director, CAMELORS, Inc. (current position)	
		December 2023	Outside Director, PID Inc. (current position)	
		September 2025	Outside Director (Audit & Supervisory Committee Member), the Company (current position)	
	[Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee member and expected roles] Mr. Tomoya Suzuki possesses deep knowledge of portfolio businesses as a venture capitalist and extensive experience as an investor, and we believe he can provide advice and recommendations from an overall management perspective. We believe he will supervise the Company's business execution from an objective standpoint and appropriately execute the duties of an Outside Director, and have therefore designated him a candidate for reappointment as an Outside Director serving as an Audit & Supervisory Committee Member.			

Notes:
1. There are no special interest relationships between the candidates and the Company.
2. The Company has concluded agreements with Mr. Satoshi Hirota, Ms. Kaori Suzuki, Mr. Kazuhiro Ueno, and Mr. Tomoya Suzuki that limit liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act based on the provisions of Article 427, Paragraph 1 of the act. The maximum amount of damage liability based on these agreements is the minimum amount stipulated by laws and regulations. If the election of these candidates is approved, the Company intends to maintain these agreements.
3. Mr. Kazuhiro Ueno was employed as a certified public accountant by Ernst & Young ShinNihon LLC, the Company's auditing company, but in March 2019 he retired from the auditing company.
4. The name of Ms. Kaori Suzuki on the family register is Kaori Kinoshita.
5. Mr. Satoshi Hirota served as Outside Director of Willplus Motoren Corporation, a subsidiary of the Company, from April 13, 2010 to July 1, 2010.

6. As of the conclusion of this General Meeting of Shareholders, Mr. Satoshi Hirota will have served as an Outside Director of the Company for eleven (11) years.
7. As of the conclusion of this General Meeting of Shareholders, Mr. Satoshi Hirota, Ms. Kaori Suzuki, Mr. Kazuhiro Ueno, and Mr. Tomoya Suzuki will have served as Outside Directors serving as Audit & Supervisory Committee members of the Company for four (4) years, four (4) years, two (2) years, and one (1) year, respectively.
8. Mr. Satoshi Hirota, Ms. Kaori Suzuki, Mr. Kazuhiro Ueno, and Mr. Tomoya Suzuki have been designated as Independent Officers based on rules stipulated by the Tokyo Stock Exchange, and notice of this fact has been submitted to the exchange.
9. 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 Committee Members and executive officers of the Company as well as the Directors, Audit & Supervisory Board Members and executive officers of 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 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 manage-ment	Industry knowledge	Human resource develop-ment	Sales	M&A	Compliance and legal affairs	Finance and accounting	Risk manage-ment	Sustain-ability
1	Takaaki Naruse	●	●		●	●			●	●
2	Isamu Saida		●	●	●					
3	Hiroshi Udagawa			●				●		●

No.	Name	General manage-ment	Industry knowledge	Human resource develop-ment	Sales	M&A	Compliance and legal affairs	Finance and accounting	Risk manage-ment	Sustain-ability
1	Satoshi Hirota					●	●		●	
2	Kaori Suzuki						●		●	●
3	Kazuhiro Ueno							●	●	●
4	Tomoya Suzuki	●				●		●		