

To whom it may concern:

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Notice Regarding the Introduction of Stock Benefit Trust (J-ESOP-RS)

Orient Corporation (the “Company”) hereby announces that, at a meeting of its Board of Directors held today, it resolved to implement the “Stock Benefit Trust Japanese-Employee Stock Ownership Plan-Restricted Stock: J-ESOP-RS)” (hereinafter the “Plan”, and the trust established based on the trust contract concluded with Mizuho Trust & Banking Co., Ltd. concerning the J-ESOP-RS shall be referred to as the “Trust”) for eligible employees, who are in management positions (hereinafter, the “eligible employees”). The purpose of the trust is to elevate motivation and morale of employees toward increasing the Company’s stock price and business performance by further strengthening the linkage between the Company’s share price and business performance and the treatment of employees, as well as sharing economic benefits with shareholders.

1. Background of introduction

The Company has already introduced a “Stock Benefit Trust (Board Benefit Trust-Restricted Stock: BBT-RS)” for the Directors (excluding Non-Executive Directors, Outside Directors, and Directors who are the Audit and Supervisory Committee Members; the same applies hereinafter unless otherwise specified) and Executive Officers (hereinafter, with Directors, collectively referred to as the “Directors, etc.”). The aim of the Plan is to elevate their motivation to contribute medium- to long-term business performance and corporate value enhancement by further clarifying the linkage between remuneration of the Directors (excluding Non-Executive Directors, Outside Directors, and Directors who are the Audit and Supervisory Committee Members) and Executive Officers and business performance and stock value of the Company. Furthermore, the Plan aims to raise motivation to contribute to medium- to long-term corporate value enhancement through audit or supervision by clarifying the linkage between remuneration of Non-Executive Directors, Outside Directors, and Directors who are the Audit and Supervisory Committee Members, and the Company's stock value.

The Company now has decided to introduce the Plan that confers shares to the eligible employees, with the aim of uniting the Directors, etc. and the eligible employees in a common vision with shareholders, and strengthening incentives to increase medium- to long-term corporate value.

2. Overview of the Plan

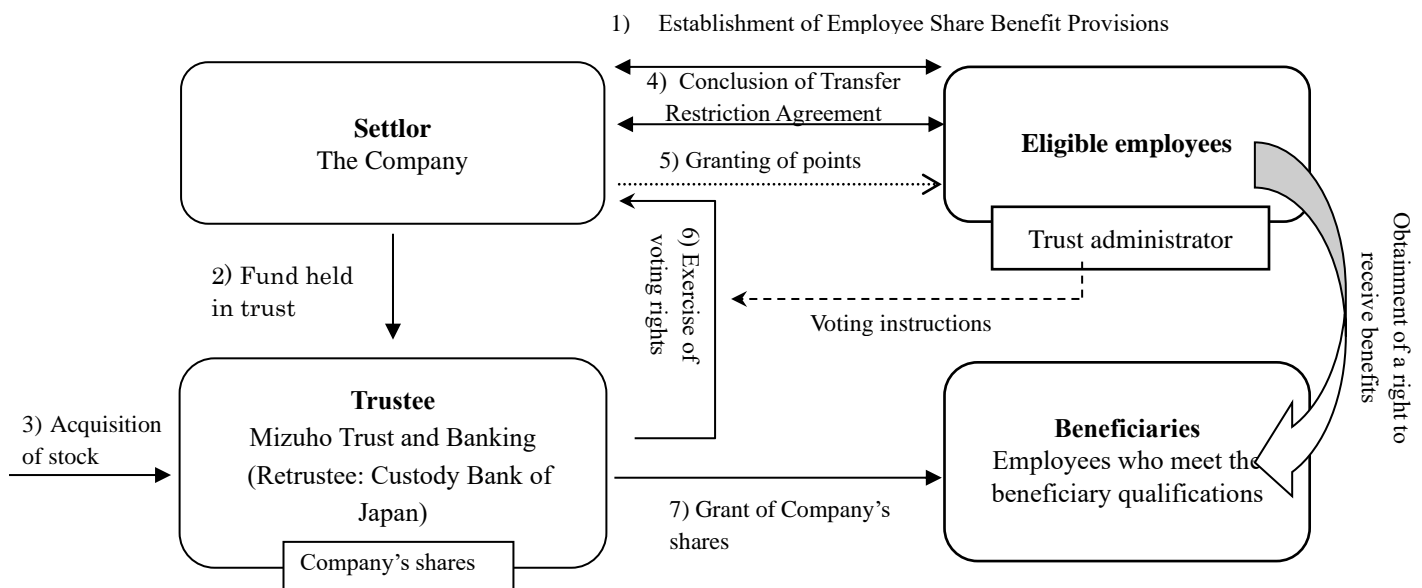
The Plan is a trust-type scheme modeled after Employee Stock Ownership Plan (ESOP) in the United States. Based on the Share Benefit Provisions established by the Company in advance, it provides the Company's shares and cash equivalent to the market value of the shares (“Company Shares, etc.”) to the eligible employees of the Company who meet qualifications.

The Company will grant points to the eligible employees based on the Company's business performance, etc., and when the employees obtain a right to receive them by meeting given conditions, provide the Company's Shares, etc. according to the points granted. If the eligible employees receive the Company Shares, etc. while still employed by the Company, however, they shall enter into a transfer restriction agreement with the Company prior to receipt of shares. As a result, the shares received by the eligible employees during their tenure shall be restricted from transfer, etc. until the date of their retirement from the Company.

The shares to be granted to the eligible employees, including future shares, shall be acquired by the trust fund that shall be established in advance, and shall be separated and managed as trust assets.

The Company expects that the introduction of the Plan will motivate the eligible employees to enhance stock price and business performance of the Company, thereby contributing to elevate their commitment at work.

Structure of the Plan



- 1) The Company shall establish the “Stock Benefit Provisions” upon the introduction of the Plan.
- 2) The Company shall entrust the fund to Mizuho Trust & Banking Co., Ltd. (re-trust: Custody Bank of Japan, Ltd.) (third-party benefit trust) for the purpose of acquiring the shares in advance to be granted to the eligible employees in the future based on the “Stock Benefit Provisions”.
- 3) The trust shall acquire the Company’s shares with the funds entrusted as 2) above, through the stock exchange or by underwriting the Company’s disposed treasury shares.
- 4) The eligible employees shall enter into a transfer restriction agreement with the Company. The agreement shall stipulate that the transfer or other disposition of the Company shares received during their employment shall be restricted until the date of their retirement. The agreement shall also include clauses set by the Company regarding allotment without contribution.
- 5) The Company shall grant points to the eligible employees in line with the “Stock Benefit Provisions”.
- 6) The trust shall exercise voting rights in line with the instructions of the trust administrator.
- 7) The trust will provide shares of the Company to those among the eligible employees (hereinafter, “beneficiaries”), who meet the qualifications specified in the Stock Benefit Provisions in accordance with the number of points granted to such beneficiaries. If the eligible employee satisfies the requirements set forth in the “Stock Benefit Provisions”, however, a certain percentage of the points will be paid in cash equivalent to the market value of the Company's stock at the time of retirement.

3. Overview of Trust

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| (1) Name: | Board Benefit Trust (J-ESOP-RS) |
| (2) Settlor: | Orient Corporation |
| (3) Trustee: | Mizuho Trust & Banking Co., Ltd.
(Retrustee: Custody Bank of Japan, Ltd.) |
| (4) Beneficiary: | Employees who satisfy the beneficiary qualifications set forth in the Stock Benefit Provisions |
| (5) Trust administrator: | Selected from employees of the Company |
| (6) Type of trust: | Trusts of cash other than cash trusts (third-party benefit trust) |
| (7) Purpose of trust: | Granting the Company's shares, etc., the trust assets, to the beneficiary in line with the Share Benefit Provisions |
| (8) Date of execution of the trust agreement: | June 6, 2025 |
| (9) Date of the fund to be entrusted: | June 6, 2025 |
| (10) Duration of trust: | From June 6, 2025, until termination of the trust
(The Company has not set a specific termination date, and the trust will remain in effect for as long as the Plan remains in effect.) |

4. Details of acquisition of Company shares by the Trust

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| (1) Type of shares to be acquired: | Common stock of the Company |
| (2) Amount of fund entrusted for share acquisition: | 122,000,000 yen |
| (3) Maximum shares to be acquired: | 120,150 |
| (4) Method of share acquisition: | Acquisition through stock exchange |
| (5) Period of share acquisition: | From June 6, 2025, through June 20, 2025 (planned) |

DISCLAIMER

This English translation is only for reference purpose. When there are any discrepancies between the original Japanese version and the English translation version, the original Japanese version always prevails.