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(Securities Code: 8585)

(Date issued) June 5, 2025

(Start date of measures for electronic provision) May 27, 2025

To our shareholders:

Orient Corporation

2-1, Kojimachi 5-chome, Chiyoda-ku,
Tokyo

Makoto Umemiya,

President and Representative Director

Notice of the 65th Annual General Meeting of Shareholders

We are pleased to announce the 65th Annual General Meeting of Shareholders of Orient Corporation (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format will be taken) in electronic format, and posts this information on the following website. Please access the following website by using the internet address shown below to review the information.

Orient Corporation website: <https://www.orico.co.jp/company/ir/stock/meeting/> (in Japanese)

(From the above website, select fiscal year ended March 31, 2025.)

In addition to the Company’s website, the items for which measures for providing information in electronic format are taken are posted on the website of the Tokyo Stock Exchange, Inc. (TSE), so please check them through the website below.

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Orient Corporation” in “Issue name (company name)” or the Company’s securities code “8585” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Please note that you can exercise your voting rights via the internet or by a printed form. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights using any of the following methods by the end of business hours at 5:30 p.m. on Tuesday, June 24, 2025 (JST), the date immediately before the Meeting.

- Exercise of Voting Rights via the Internet

Indicate your approval or disapproval of proposals by the aforementioned deadline.

- Exercise of Voting Rights by a Printed Form

Indicate your approval or disapproval on the voting form sent out with this notice and send it to us to arrive by the aforementioned deadline.

- 1. Date and Time:** **Wednesday, June 25, 2025, at 10:00 a.m. (JST)**
(The reception desk is scheduled to **open at 9:00 a.m.**)
- 2. Venue:** **Large conference room, 3F, headquarters of the Company**
2-1, Kojimachi 5-chome, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 65th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 65th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

4. Matters prescribed for convocation

- (1) If you do not indicate your approval or disapproval in your voting form, the Company will assume that you have voted in favor of the proposal.
 - (2) In the event of duplicate votes by the voting form and by electromagnetic means, the vote submitted by electromagnetic means shall be treated as valid.
 - (3) In the event of more than one vote by electromagnetic means, the latest vote shall be treated as valid.
 - (4) In case of attending the Meeting by proxy, please have the proxy present a letter of proxy along with the voting form at the reception. The proxy shall be limited to one other shareholder who has the voting right of the Company.
 - (5) Shareholders who will make a diverse exercise of voting rights are requested to notify Mizuho Trust & Banking Co., Ltd., which is the Company's shareholder registry administrator, of their intention and the reason to do so no later than three days before the date of the General Meeting of Shareholders.
- When you attend the Meeting, you are kindly requested to present the voting form sent out with this notice at the reception.
 - Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee and the Financial Auditor when they create their respective audit reports. "Changes in Assets and Profit and Loss," "Status of Employees," "Principal Lenders," "Matters Concerning Stock Acquisition Rights, etc. of the Company," "Status of Financial Auditors," "Systems to Ensure the Properness of Business," and "Summary of Operation of the Systems to Ensure the Properness of Business" in the Business Report, and "Consolidated Statement of Changes in Net Assets," "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
 - If any changes have been made to items subject to measures for electronic provision, such changes and the details of the items before and after the changes will be noticed on the Company's website and the TSE's website on page 1 (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Items

Proposal No. 1: Appropriation of Surplus

The Company's shareholder return policy is to provide stable and continuous shareholder returns and execute dividend payment with a target consolidated dividend payout ratio of 30%.

Based on the policy, taking into consideration current business environment surrounding the Company and its business performance trend, etc., the Company proposes to distribute the following dividends for the common share at the end of the fiscal year under review.

- (1) Kind of dividend property
To be paid in cash.
- (2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property:
¥40 per common share of the Company
Total ¥6,874,451,960
- (3) Effective date of dividends of surplus: Thursday, June 26, 2025

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

The purpose of this proposal is to strengthen corporate governance and thereby achieve sustainable growth and enhance corporate value over the medium and long term. As part of this, the Company seeks to clarify the separation of the Board of Director's supervisory and execution functions in order to strengthen its supervisory function. To this end, we will amend the Articles of Incorporation to allow the position of Chairperson of the Board of Directors to be filled by a Director other than the Director and President, who is in charge of execution.

2. Details of amendments

The details of amendments are as follows.

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 4. Directors and Board of Directors</p> <p>Article 24 (Convener and Chairmanship of Meeting of the Board of Directors)</p> <p>1. Unless otherwise provided for by laws and regulations, <u>the President and Director</u> shall convene meetings of the Board of Directors and chair the meetings.</p> <p>2. In cases where <u>the President and Director</u> is prevented from so acting or upon vacancy of the post, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene a meeting of the Board of Directors and chair the meeting.</p>	<p>Chapter 4. Directors and Board of Directors</p> <p>Article 24 (Convener and Chairmanship of Meeting of the Board of Directors)</p> <p>1. Unless otherwise provided for by laws and regulations, <u>a Director determined in advance by the Board of Directors</u> shall convene meetings of the Board of Directors and chair the meetings.</p> <p>2. In cases where <u>the Director determined in accordance with the preceding paragraph</u> is prevented from so acting or upon vacancy of the post, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene a meeting of the Board of Directors and chair the meeting.</p>

Proposal No. 3: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all (six) current Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of seven Directors.

With the appointment of nine Directors at the 64th Annual General Meeting of Shareholders held on June 25, 2024, if this proposal is approved and adopted, the number of Directors will be decreased by two to seven. This is for the purpose of establishing a structure that achieves both diversity and appropriate size and is composed of personnel with diverse knowledge and experience.


With respect to this proposal, the Audit and Supervisory Committee has reviewed the contents of the deliberations of the Nomination & Remuneration Committee, in which one Outside Director who is also an Audit and Supervisory Committee Member participates, and is of the opinion that there are no particular problems with the procedures for selecting candidates and no particular matters that should be stated at the general meeting of shareholders in accordance with the provisions of the Companies Act. The candidates for Directors are as follows:


Male: M Female: F


Candidate No.	Name		Current positions and responsibilities in the Company
1	Tetsuo Iimori	M	Chairperson and Representative Director
2	Makoto Umemiya	M	President and Representative Director
3	Hideyuki Matsuoka	<div>New appointment</div> M	Senior Managing Executive Officer Head of Human Resources & General Affairs Group In charge of Business Coordination & Administration Department and In charge of Culture Transformation, Corporate Strategy Group
4	Kazuaki Baba	<div>New appointment</div> M	Managing Executive Officer Head of Finance Group
5	Kazumi Nishino	<div>Outside Independent</div> F	Director
6	Shigeaki Honjo	<div>Outside Independent</div> M	Director
7	Keiko Hirayama	<div>New appointment Outside Independent</div> F	

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
1	<div></div> <p>Tetsuo Iimori September 12, 1960</p> <p>Male</p> <p>Number of the Company’s shares owned: Common Shares 26,381</p> <p>Tenure as Director: 5 years</p> <p>Attendance at the Board of Directors’ meetings: 15/15 (100%)</p>	Apr. 1984	Joined the current Mizuho Bank, Ltd.
		Apr. 2009	General Manager of Corporate Planning of Mizuho Financial Group, Inc.
		Apr. 2011	Executive Officer
		Jun. 2011	Executive Officer of Mizuho Bank, Ltd.
		Jun. 2011	General Manager of Corporate Planning Department
		Apr. 2012	Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2012	General Manager of Corporate Planning Department
		Apr. 2013	Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2013	Head of Retail Banking Unit
		Apr. 2013	Managing Executive Officer of Mizuho Bank, Ltd.
		Apr. 2013	Managing Executive Officer of Mizuho Corporate Bank, Ltd.
		Apr. 2014	Head of Branch Banking Group and in charge of Business Collaboration Division (Securities & Trust Services) of Mizuho Bank, Ltd.
		Apr. 2016	Co-Head of Retail & Business Banking Division
		Apr. 2016	In charge of Specific Business of Retail & Business Banking Company of Mizuho Financial Group, Inc.
		Apr. 2017	President & CEO (Representative Director) of Mizuho Trust & Banking Co., Ltd.
		Apr. 2020	President and Executive Officer of the Company
		Jun. 2020	President and Representative Director
		Apr. 2025	Chairperson and Representative Director (current position)
[Reasons for nomination as candidate for Director]			
<p>Tetsuo Iimori assumed the office of President and Representative Director of the Company in 2020, and performed his duties for five years. He currently provides supervision on material decision-making in management and execution of business properly as Chairperson and Representative Director. He has superior managerial judgment based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p> <p>If Proposal No. 2, “Partial Amendments to the Articles of Incorporation” is approved and adopted, following the decision of the Board of Directors, he will assume the position of Chairman of the Board as Chairperson and Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	<div></div> <div>Makoto Umemiya December 23, 1964</div> <div>Male</div> <div>Number of the Company's shares owned: Common Shares 949</div> <div>Tenure as Director: 1 year</div> <div>Attendance at the Board of Directors' meetings: 12/12 (100%)</div>	Apr. 1987	Joined the current Mizuho Bank, Ltd.
		Apr. 2015	Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2015	Executive Officer of Mizuho Bank, Ltd.
		Apr. 2017	Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2017	Head of Financial Control & Accounting Group
		Apr. 2017	Executive Managing Director of Mizuho Bank, Ltd.
		Apr. 2017	Head of Financial Control & Accounting Group
		Apr. 2020	Director and Senior Managing Executive Officer of Mizuho Financial Group, Inc.
		Apr. 2020	Deputy President & Executive Officer of Mizuho Bank, Ltd.
		Apr. 2020	Deputy President & Executive Officer of Mizuho Trust & Banking Co., Ltd.
		Apr. 2022	Director and Deputy President & Senior Executive Officer (Representative Executive Officer) of Mizuho Financial Group, Inc.
		Apr. 2022	Chief Digital Innovation Officer and Head of Financial Control & Accounting Group
		Apr. 2022	Deputy President & Executive Officer of Mizuho Bank, Ltd.
		Apr. 2022	Chief Digital Innovation Officer and Head of Financial Control & Accounting Group
		Apr. 2023	Director, Deputy President & Senior Executive Officer (Representative Executive Officer) and Group CDO of Mizuho Financial Group, Inc.
		Apr. 2023	Deputy President & Executive Officer, CDO of Mizuho Bank, Ltd.
		Apr. 2023	Deputy President & Executive Officer, CDO of Mizuho Trust & Banking Co., Ltd.
		Apr. 2024	Executive Vice President and Executive Officer of the Company
		Apr. 2024	Supervisor of Corporate Strategy Group and Supervisor of Finance Group
		Jun. 2024	Executive Vice President and Director
		Nov. 2024	Executive Vice President and Representative Director
		Apr. 2025	President and Representative Director (current position)
[Reasons for nomination as candidate for Director]			
<p>Makoto Umemiya was appointed Executive Vice President and Executive Officer of the Company in April 2024 and has been involved in material decision-making in management and execution. Since assuming the office of President and Representative Director of the Company in April 2025, he has been appropriately supervising material management decision-making and execution of business as well as directing the execution of business overall.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a top executive of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his re-election as Director.</p>			


Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	<div><div>New appointment</div><div></div><div>Hideyuki Matsuoka December 11, 1967</div><div>Male</div><div>Number of the Company's shares owned: Common Shares 15,857</div></div>	Apr. 1990	Joined the Company
		Jun. 2018	Executive Officer
		Apr. 2019	General Manager of Corporate Planning Department, Corporate Strategy Group
		Jun. 2020	Managing Executive Officer
		Jun. 2020	Deputy in charge of Corporate Strategy Group and General Manager of Corporate Planning Department, Corporate Strategy Group
		Aug. 2020	Deputy in charge of Corporate Strategy Group, General Manager of Corporate Planning Department, Corporate Strategy Group, and Manager of Strategic Planning Office, Corporate Planning Department, Corporate Strategy Group
		Jan. 2021	Deputy in charge of Corporate Strategy Group and General Manager of Corporate Planning Department, Corporate Strategy Group
		Jun. 2022	Head of Human Resources & General Affairs Group
		Apr. 2025	Senior Managing Executive Officer (current position)
		Apr. 2025	Head of Human Resources & General Affairs Group, in charge of Business Coordination & Administration Department, and in charge of Culture Transformation, Corporate Strategy Group (current position)
[Reasons for nomination as candidate for Director]			
<p>Since joining the Company, Hideyuki Matsuoka has been engaged in a variety of duties, including those in business divisions such as installment credit, credit cards and cash loans, as well as in the corporate planning division. He currently oversees the human resources and general affairs divisions as Senior Managing Executive Officer.</p> <p>He has superior managerial judgment and execution abilities based on his extensive knowledge and experience as a person responsible for business execution in a wide range of divisions of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his election as new Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
4	<div>New appointment</div> <div></div> <div>Kazuaki Baba</div> <div>August 6, 1967</div> <div>Male</div> <div>Number of the Company's shares owned: Common Shares 12,109</div>	Apr. 1991	Joined the Company
		Jun. 2018	Executive Officer
		Oct. 2018	General Manager of International Business Department, International Business Group
		Apr. 2019	In charge of International Business Group and Manager of Business Development Office, Corporate Planning Department, Corporate Strategy Group
		Aug. 2020	Deputy in charge of Finance Group, General Manager of Finance Department, Finance Group, and Manager of ALM Office, Finance Department, Finance Group
		Apr. 2022	Managing Executive Officer (current position)
		Apr. 2022	Head of Corporate Compliance Group
		Apr. 2023	Head of Business Promotion Division
		Oct. 2023	Head of Business Promotion Division and General Manager of Business Planning Department, Business Promotion Division
		Apr. 2024	Head of Business Promotion Division
		Apr. 2025	Head of Finance Group (current position)
[Reasons for nomination as candidate for Director]			
Since joining the Company, Kazuaki Baba has been engaged in a variety of duties, including finance, corporate planning, and international business, and is currently supervising the Finance & Accounting Division as Managing Executive Officer. He has superior managerial judgment and execution abilities based on his extensive knowledge and experience as a person responsible for business execution in a wide range of divisions of the Company. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors. Therefore, the Company proposes his election as new Director.			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
5	<div style="text-align: center;"> <div>Outside Independent</div>  <p>Kazumi Nishino June 9, 1968 Female</p> <p>Number of the Company's shares owned: Common Shares 2,690</p> <p>Tenure as Director: 6 years</p> <p>Attendance at the Board of Directors' meetings: 14/15 (93%)</p> </div>	Apr. 1992	Joined the current FUJIFILM Corporation
		Apr. 2001	Assistant (Special Research Student) of Graduate School of Commerce and Management of Hitotsubashi University
		Apr. 2002	Full-time lecturer of Department of Management, School of Management of Tokyo University of Science
		Apr. 2004	Full-time lecturer of Department of Management, School of Management, and Full-time lecturer of Department of Management of Science and Technology, Graduate School of Management of Science and Technology
		Apr. 2006	Associate Professor of Department of Management of Science and Technology, Graduate School of Management of Science and Technology (currently Department of Management of Technology, Graduate School of Management)
		Apr. 2017	Associate Professor of Graduate School of Commerce and Management of Hitotsubashi University
		Apr. 2018	Associate Professor of Graduate School of Business Administration, Head of Health Center and Head of Career Support Office, Student Support Center
		Apr. 2019	Associate Professor of Graduate School of Business Administration, Assistant Vice President for Student Affairs
		Jun. 2019	Director of the Company (current position)
		Jun. 2019	Outside Director of Furukawa Co., Ltd. (current position)
		Dec. 2019	External Board Director of MiRTeL Co., Ltd.
		Sep. 2020	Associate Professor of Graduate School of Business Administration of Hitotsubashi University
		Apr. 2022	Professor of Graduate School of Business Administration
		Jun. 2022	Outside Director of Makino Milling Machine Co., Ltd.
		Jun. 2024	Auditor of Organization for Small & Medium Enterprises and Regional Innovation, JAPAN (current position)
		Sep. 2024	Vice President and Professor of Graduate School of Business Administration of Hitotsubashi University (current position)
		[Significant concurrent positions outside the Company]	
		Vice President and Professor of Graduate School of Business Administration of Hitotsubashi University Outside Director of Furukawa Co., Ltd. Auditor of Organization for Small & Medium Enterprises and Regional Innovation, JAPAN	

	[Reasons for nomination as candidate for Outside Director and overview of the role expected]
	Kazumi Nishino is engaged in business education and research focusing on theories of management strategy and technology management as a Vice President and Professor of the Graduate School of Business Administration of Hitotsubashi University. She has carried out numerous investigative studies based on extensive case analysis, particularly in relation to new business creation, innovation and other such fields. She has considerable insight relating to corporate management based on her practical research. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that she can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes her re-election as Outside Director.
	[Matters concerning the independence]
	Ms. Nishino meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Ms. Nishino as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of her election at this meeting, the Company will notify the Tokyo Stock Exchange of her as independent officer again.

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
6	<div><div>Outside Independent</div><div></div><div>Shigeaki Honjo February 13, 1955</div><div>Male</div><div>Number of the Company's shares owned: Common Shares 300</div><div>Tenure as Director: 3 years</div><div>Attendance at the Board of Directors' meetings: 15/15 (100%)</div></div>	Apr. 1979	Joined Fujitsu Limited
		Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
		Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
		Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
		Jun. 2004	Deputy General Manager of Consulting Business Headquarters
		Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions, and General Manager of Industry and Distribution Solutions Headquarters
		Jun. 2008	Advisor
		Jun. 2008	Managing Director of Fujitsu Business Systems Ltd.
		Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
		Jun. 2010	Director and Senior Managing Executive Officer
		Jun. 2012	President and Representative Director
		Apr. 2018	Full-time Advisor
		Mar. 2019	Retired from Full-time Advisor
		Jun. 2022	Director of the Company (current position)
[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
Shigeaki Honjo was engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company. He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that he can contribute to realization of proper decision-making and supervision of management by the Board of Directors from a wide-ranging standpoint. Therefore, the Company proposes his re-election as Outside Director.			
[Matters concerning the independence]			
Mr. Honjo meets the independence criteria determined by the Company. The Company has notified the Tokyo Stock Exchange of Mr. Honjo as its independent officer pursuant to the regulations of the Tokyo Stock Exchange. Upon approval of his election at this meeting, the Company will notify the Tokyo Stock Exchange of him as independent officer again.			

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
7	<div><div>New appointment</div><div>Outside</div><div>Independent</div></div> <div></div> <div>Keiko Hirayama</div> <div>April 16, 1973</div> <div>Female</div> <div>Number of the Company’s shares owned: Common Shares 0</div>	Apr. 1996	Joined the current NTT Docomo, Inc.
		Feb. 2005	Joined the current Amazon Japan G.K.
		May 2007	Joined the current Google Japan G.K.
		Feb. 2015	Head of Brand Marketing and Head of Search Marketing
		May 2018	Joined Uber Technologies, Inc., Head of Japan Marketing
		Sep. 2018	Japan Lead at Women of Uber
		Mar. 2021	Joined The Walt Disney Company (Japan) Ltd., Marketing & Franchise Development Director
		Sep. 2021	Marketing & Franchise Development Director, WomenBERG Japan Lead
		Jan. 2023	Joined the current Habitto Co., Ltd., CMO and Head of Public Relations Department
		Jan. 2024	Founder and Representative Director of Blue Blossom Co., Ltd. (current position)
		Mar. 2024	Advisor at the Company (current position)
		May 2024	Outside Director of Tokyo Individualized Educational Institute, Inc. (current position)
		Mar. 2025	Outside Director of Poppins Corporation (current position)
		[Significant concurrent positions outside the Company]	
		Founder and Representative Director of Blue Blossom Co., Ltd. Outside Director of Tokyo Individualized Educational Institute, Inc. Outside Director of Poppins Corporation	
[Reasons for nomination as candidate for Outside Director and overview of the role expected]			
Keiko Hirayama worked on marketing strategies and service planning for domestic and international companies such as NTT Docomo, Inc. and Amazon Japan G.K., and later managed marketing teams at Google Japan G.K., Uber Technologies, Inc., and The Walt Disney Company (Japan) Ltd. She also has considerable insight relating to marketing strategy, inclusion, and diversity. Accordingly, toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term, the Company expects that she can contribute to realization of proper decision-making and supervision of management by the Board of Directors from an independent and fair standpoint. Therefore, the Company proposes her election as new Outside Director.			
[Matters concerning the independence]			
Ms. Hirayama meets the independence criteria determined by the Company. Upon approval of her election at this meeting, the Company will notify the Tokyo Stock Exchange of her as its independent officer pursuant to the regulations of the Tokyo Stock Exchange.			

- Notes:
1. No special interest exists between any of the above candidates and the Company.
 2. Ms. Kazumi Nishino, Mr. Shigeaki Honjo and Ms. Keiko Hirayama are candidates for Outside Directors.
 3. Keiko Hirayama's name in her family register is Keiko Aoki.
 4. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Ms. Nishino and Mr. Honjo to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If both candidates are elected and assume office as Directors, the Company will renew the said agreement with them.
If Keiko Hirayama is elected and assumes office as Director, the Company will enter into the same agreement with her.
 5. If each candidate is elected and assumes office as Director, the Company intends to enter into an indemnification agreement with them, which provides that the Company shall indemnify Directors for the expenses stipulated in Article 430-2, paragraph (1), item 1 of the Companies Act and the losses stipulated in Item 2 of the same paragraph to the extent provided by laws and regulations.
The said agreement stipulates as a condition that, if it is found that any Director has performed his/her duties for the purpose of improperly benefiting himself/herself or a third party, or for the purpose of causing damage to the Company, among others, the Director will be required to return the expenses compensated for.
 6. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from

claims for damages arising from the performance of duties of the insured (however, certain acts, to which a coverage exclusion in the insurance policy applies, are not covered).


If each candidate is elected and assumes office as Director, they will be included as insured persons in this policy.

The full amount of the insurance premiums is borne by the Company. In addition, the term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term based on a resolution of the Board of Directors.

Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company requests the election of one substitute Director who is an Audit and Supervisory Committee Member to prepare for a situation where the number of Directors who are Audit and Supervisory Committee Members falls below the statutory minimum number.

The Audit and Supervisory Committee has given its consent to this proposal based on the deliberations of the Nomination & Remuneration Committee. The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; margin: 0 auto; width: fit-content;">Outside Independent</div>  <p>Shigeaki Honjo February 13, 1955</p> <p>Male</p> <p>Number of the Company's shares owned: Common Shares 300</p> <p>Tenure as Director: 3 years</p> <p>Attendance at the Board of Directors' meetings: 15/15 (100%)</p> </div>	Apr. 1979	Joined Fujitsu Limited
	Oct. 1999	General Manager in charge of Internet Solution Promotion Office, Systems Headquarters
	Apr. 2000	General Manager of Consulting Department, Consulting Business Division, Systems Headquarters
	Apr. 2003	General Manager of Project Management Department, Consulting Business Headquarters (in charge of Industry) and Project Member of Project A-XML, Software Business Headquarters
	Jun. 2004	Deputy General Manager of Consulting Business Headquarters
	Jun. 2005	General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2006	Executive Managing Director, Deputy Director of Industry and Distribution Solutions Group, in charge of Solutions, and General Manager of Industry and Distribution Solutions Headquarters
	Jun. 2008	Advisor
	Jun. 2008	Managing Director of Fujitsu Business Systems Ltd.
	Jun. 2009	Managing Director of FUJITSU RESEARCH INSTITUTE
	Jun. 2010	Director and Senior Managing Executive Officer
	Jun. 2012	President and Representative Director
	Apr. 2018	Full-time Advisor
	Mar. 2019	Retired from Full-time Advisor
	Jun. 2022	Director of the Company (current position)
[Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]		
<p>Shigeaki Honjo was engaged in the consulting business related to system development at Fujitsu Limited, and since then has been involved in corporate management as president of a group company.</p> <p>He has managerial judgment abilities based on his extensive experience as a person responsible for business execution of a major system development vendor. Accordingly, the Company expects that he will be able to contribute to the Company ensuring its sound management through conducting audit and giving useful advice in relation to lawfulness and appropriateness of the management in general. Therefore, the Company proposes his re-election as Substitute Director who is an Audit and Supervisory Committee Member.</p>		
[Matters concerning the independence]		
Mr. Honjo meets the independence criteria determined by the Company. If he assumes office as Director who is an Audit and Supervisory Committee Member, the Company will notify the Tokyo Stock Exchange of him as independent officer again.		

- Notes:
1. No special interest exists between Mr. Shigeaki Honjo and the Company.
 2. Mr. Honjo is the candidate for substitute Outside Director who is an Audit and Supervisory Committee Member. Furthermore, if Proposal No. 3 "Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, Mr. Honjo will be appointed as a Director (excluding Director who is an Audit and Supervisory Committee Member). Should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations, he will resign from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member.

3. If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, the Company will, pursuant to Article 427, paragraph (1) of the Companies Act, enter into or renew an agreement with him that limits his liability under Article 423, paragraph (1) of the Act to the minimum liability amount provided for in Article 425, paragraph (1) of the Act.
4. If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an indemnification agreement with him, which provides that the Company shall indemnify Directors for the expenses stipulated in Article 430-2, paragraph (1), item 1 of the Companies Act and the losses stipulated in Item 2 of the same paragraph to the extent provided by laws and regulations.
The said agreement stipulates as a condition that, if it is found that any Director has performed his/her duties for the purpose of improperly benefiting himself/herself or a third party, or for the purpose of causing damage to the Company, among others, the Director will be required to return the expenses compensated for.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages arising from the performance of duties of the insured. (However, certain acts, to which a coverage exclusion in the insurance policy applies, are not covered.)
If Mr. Honjo assumes office as Director who is an Audit and Supervisory Committee Member, he will be included as an insured person in this policy.
The full amount of the insurance premiums is borne by the Company. In addition, the term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term based on a resolution of the Board of Directors.

(Reference)

Policies of the Board of Directors in nominating candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) and Audit and Supervisory Committee Members:

1. The Company's basic policy is that the Company's Board of Directors shall be composed of Directors who have the knowledge, experience and qualifications to contribute to the fulfillment of the functions of the Board of Directors, taking into consideration the nature of our business, size and management environment, and that the Board of Directors as a whole shall maintain a balance of knowledge, experience and abilities, diversity and appropriate size.
2. In nominating candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members), the Company requires candidates for internal Directors to have a high degree of expertise related to the Company's businesses, and superior managerial judgment and execution abilities. And candidates for Outside Directors shall be required to have extensive corporate management experiences; specialized expertise in areas including retail finance, economy, management, legal affairs, finance and accounting; or deep knowledge into the circumstances surrounding corporate management
3. Candidates for Directors who are Audit and Supervisory Committee Members shall be required to have knowledge and experience in business, finance and accounting, governance, risk management, legal affairs, compliance, etc., which are necessary to audit the execution of business operations from a fair and objective standpoint.
4. The skill sets of the Board of Directors will be described in a skills matrix and efforts will be made to nominate unbiased individuals as candidates for Directors.
5. For nomination of candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members), based on the above 2, the Nomination & Remuneration Committee, the majority of whose members are Independent Outside Directors, shall deliberate on the selection, and after deliberation by the Audit and Supervisory Committee, the President and Director shall make a proposal to the Board of Directors and the Board of Directors shall decide on the candidates.
6. For nomination of candidates for Directors who are Audit and Supervisory Committee Members, based on the above 3, the Nomination & Remuneration Committee, the majority of whose members are Independent Outside Directors, shall deliberate on the selection, and after obtaining consent from the Audit and Supervisory Committee, the President and Director shall make a proposal to the Board of Directors and the Board of Directors shall decide on the candidates.

Independence Criteria for Outside Directors

The Company requires that, in judging that an Outside Director is independent, the Outside Director shall not fall under any of the following.

1. A person who is, or who has been in the last ten years, an executive director, an executive officer (shikkoyaku or shikkoyakuin), an employee, including a manager, of the Company, the Company's parent, sister company or subsidiary (hereinafter referred to as "Executive Person") or a director of the Company's parent company who is not an Executive Person.
2. A person who is, or who has been in the last three years, an Executive Person of a business partner of the Company or the Company's subsidiary (hereinafter referred to as the "Group"), of which annual amount of transaction in any of the last three fiscal years exceeds 2% of the Company's consolidated revenue (*) or the said partner's consolidated revenue.
(*) Consolidated revenue: Consolidated operating revenues in the case of the Company
3. An Executive Person of a financial institution with which the Group has the outstanding balance of borrowings exceeding 2% of the consolidated total assets or consolidated balance of funds raised of the Company or 2% of the consolidated total assets of the said financial institution as of the end of the preceding financial year.
4. A shareholder holding 10% of shares or more in voting rights under his/her/its own name or in other's name as of the end of the preceding financial year (if the said shareholder is an organization such as corporation and association, an Executive Person, a member who executes the business, a director or other person equivalent thereto of such shareholder).
5. A professional, such as consultant, accountant, tax accountant, attorney at law, judicial scrivener, or patent attorney who receives money or other property from the Group other than remuneration as an officer, in cases where, if that professional is an individual, the annual average of said property received over the last three fiscal years is or exceeds ¥10 million, or if that professional is an organization such as

corporation and association, the annual average of said property received over the last three fiscal years is or exceeds the higher of ¥10 million or 2% of the consolidated net sales of that organization.

6. A person who receives donations, etc. from the Group in cases where the annual average of said donations, etc. received over the last three fiscal years exceed the higher of ¥10 million or 30% of the total expenses of that person (if the said person is an organization such as corporation and association, a person who belongs to such organization).
7. Any other person who the Company considers is likely to constantly have substantial conflict of interest with general shareholders of the Company due to any reasons other than those specified in items above.
8. A close relative (spouse or relative within the second degree of kinship) of a person who falls under either (i) or (ii) below (excluding employees who are insignificant).
 - (i) A person who falls under any of items 1 through 7 above
 - (ii) The Group's Executive Person or director who is not an Executive Person

(Reference) Corporate Governance

Basic Concept on Corporate Governance

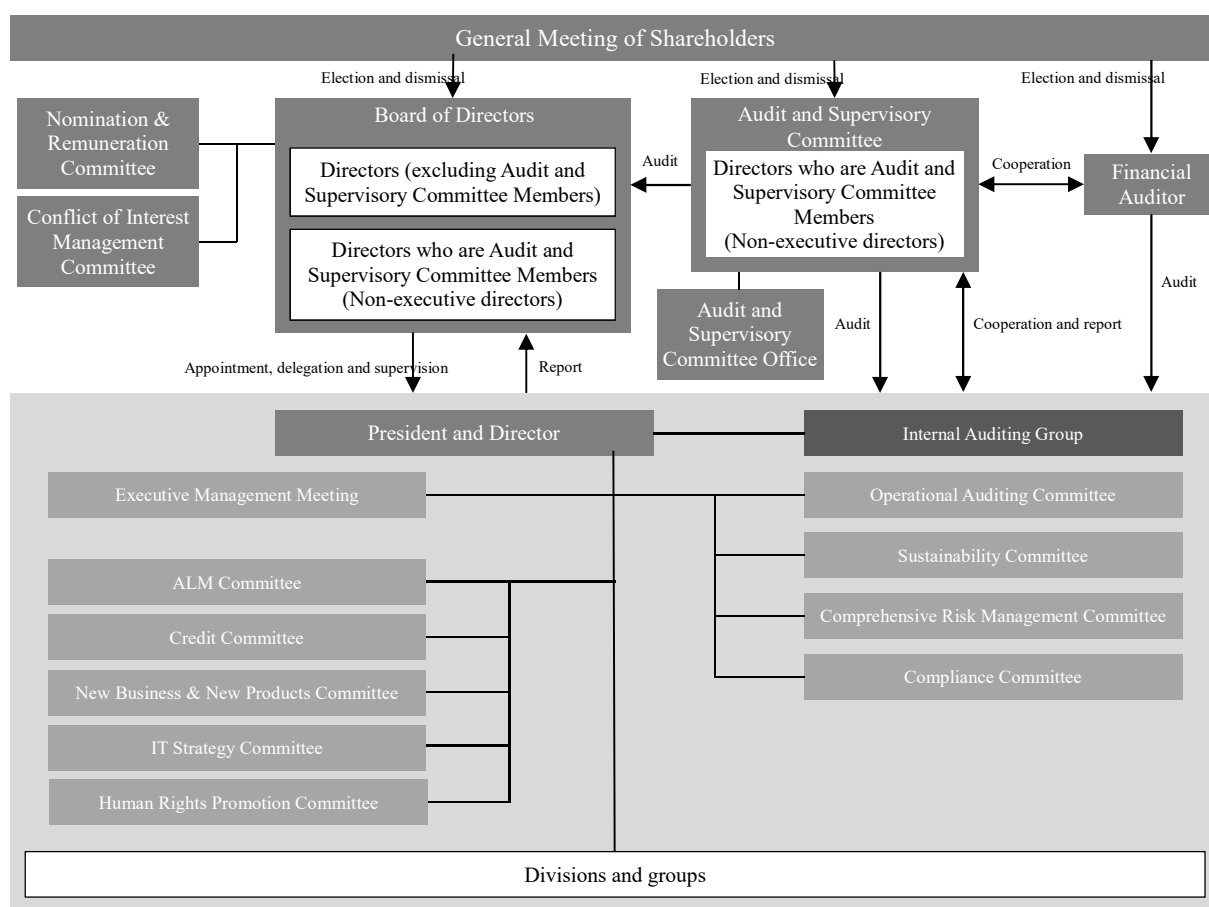
Based on our Corporate Philosophy and Orico's Sustainability Management Goals, the Company aims to realize a sustainable society and enhance our corporate value over the medium and long term as a trusted partner to our various stakeholders, including customers, shareholders and investors, business partners, local communities, and employees.

To this end, we believe in the importance of ensuring management transparency and fairness to stakeholders, as well as swift and decisive decision-making. We are undertaking initiatives to enhance our corporate governance, taking our management environment into account.

Basic Policy regarding Corporate Governance

1. The Company shall respect shareholders' rights and take appropriate actions to create an environment in which shareholders can exercise their rights appropriately and to ensure equal treatment of shareholders.
2. The Company recognizes the importance of its social responsibility and is committed to cooperating appropriately with stakeholders other than shareholders.
3. The Company shall appropriately disclose financial and non-financial information as required by laws and regulations and proactively provide information beyond what is required by laws and regulations.
4. The Company's Board of Directors will appropriately fulfill its roles and responsibilities toward the goal of achieving sustainable growth and enhancing corporate value over the medium and long term based on its fiduciary responsibility and accountability to shareholders.
5. The Company discloses information related to its business strategies, financial condition, business performance, etc. in a timely and appropriate manner, and also enhances investor relations activities to earn the trust and recognition of shareholders, investors, etc.

An outline of the executive organization regarding management decision-making, execution and supervision is shown below.



(Reference)

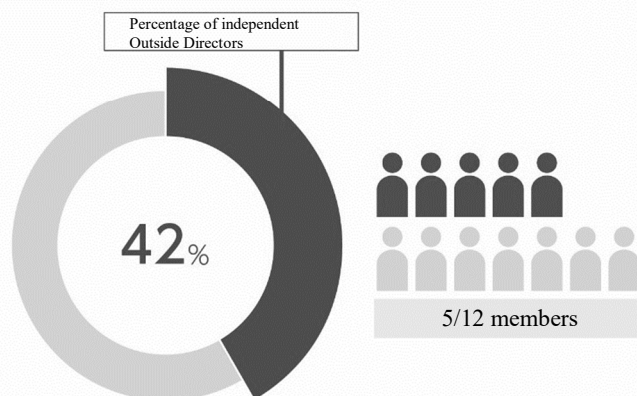
Composition ratio of independent Outside Directors in the Board of Directors and other committees

As of March 31, 2025

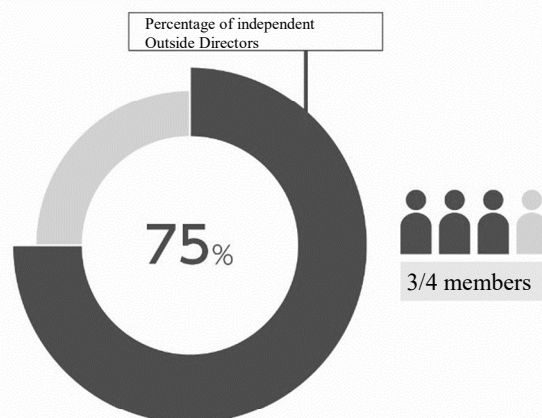
Independent
: Outside
Directors

: Directors

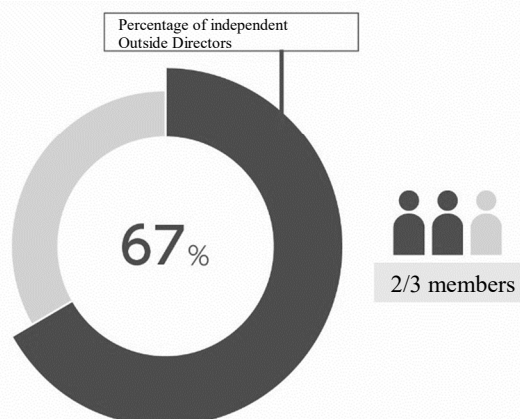
Board of Directors



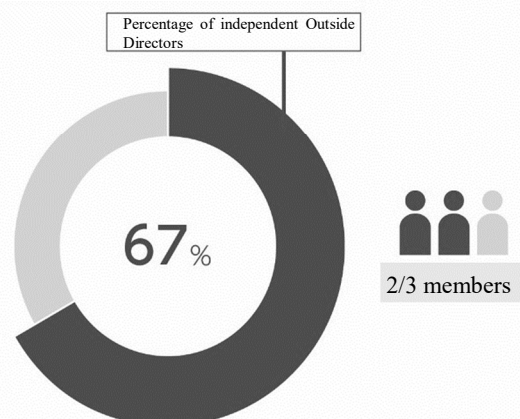
Audit and Supervisory Committee



Nomination & Remuneration Committee



Conflict of Interest Management Committee



(Reference)

Skill matrix for the Board of Directors

The skills necessary for the Board of Directors

The Company places importance on strategy formulation and supervisory functions by the Board of Directors, and is working to achieve a balance of knowledge, experience, and capabilities, as well as diversity and appropriate size for the entire Board of Directors.

Additionally, to realize the “establishment of a financial model unique to Orient Corporation” set forth in the Medium-Term Management Plan, in other words, “establishment of a business foundation with the competitive abilities Orient Corporation is known for that originates with the resolution of materialities (key issues),” the following are eight skills that Company Directors should possess.

Those are (i) Corporate management, (ii) Sustainability, (iii) Business insight, (iv) Finance/ Accounting, (v) Governance/ Risk management/Legal affairs/Compliance, (vi) Human resource/ Organization, (vii) Digital and (viii) Marketing.

Composition of the Board of Directors after Proposal No. 3 is approved and adopted

Male: M Female: F

	Sex	Years in Office	Independent Outside	(i) Corporate management	(ii) Sustainability	(iii) Business insight	(iv) Finance/ Accounting	(v) Governance/ Risk management/ Legal affairs/ Compliance	(vi) Human resource/ Organization	(vii) Digital	(viii) Marketing
Director											
Inside											
Tetsuo Iimori	M	5 years		○	○	○	○	○	○		○
Makoto Umemiya	M	1 year		○	○	○	○	○	○	○	
Hideyuki Matsuoka	M	0 year			○	○		○	○		
Kazuaki Baba	M	0 year			○	○	○	○			
Outside											
Kazumi Nishino	F	6 years	○		○				○		○
Shigeaki Honjo	M	3 years	○		○			○		○	
Keiko Hirayama	F	0 year	○		○				○	○	○
Directors (Audit and Supervisory Committee Members)											
Inside											
Yuji Fukasawa	M	6 years*			○	○	○	○			
Outside											
Yuki Sakurai	M	9 years*	○	○	○		○	○	○		○
Gan Matsui	M	8 years*	○		○			○	○		
Yuka Ogasawara	F	1 year	○		○		○				○

*The total number of years in office as Auditor & Supervisory Board Member and Director (Audit and Supervisory Committee Member).

*The above list does not cover all of the skills and experience possessed by each individual.