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(Securities Code: 8585)

June 7, 2018

To our shareholders:

Orient Corporation

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

Masaaki Kono,
President and Representative Director

Notice of the 58th Annual General Meeting of Shareholders

You are cordially invited to attend the 58th Annual General Meeting of Shareholders of Orient Corporation (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you can exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting right using any of the following methods by the end of business hours at 5:30 p.m. on Monday, June 25, 2018 (JST), the date immediately before the Meeting.

- Exercise of Voting Rights in Writing

Indicate your approval or disapproval on the enclosed voting form and send it to us to arrive by the above deadline.

- Exercise of Voting Rights by Electromagnetic Means (via the Internet, etc.)

Please exercise your voting rights by electromagnetic means by the above deadline.

- 1. Date and Time:** Tuesday, June 26, 2018, at 10:00 a.m. (JST)
(The reception 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 58th fiscal year (from April 1, 2017 to March 31, 2018), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2017 to March 31, 2018)

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 Three Directors

4. Matters prescribed for convocation

- (1) 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.
 - (2) In the event of more than one vote by electromagnetic means, the most recent vote shall be treated as valid.
 - (3) 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.
 - (4) 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, in writing of their intention and the reason to do so no later than June 22, 2018.
- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception.
 - If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, such changes will be noticed on the following website in Japanese only.

Website: <http://www.orico.co.jp/company/ir/stock/meeting/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company's basic policy on returning profits to shareholders is to maintain an appropriate level of shareholders' equity capital level and pay stable and continuous dividends by building a solid management base. The Company also considers the redemption of preferred stock as one of its management challenges.

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 stock and First Series Class I Preferred Stock at the end of the fiscal year under review.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

Common stock:	¥2.00 per share
	Total dividends: ¥3,436,683,000
First Series Class I Preferred Stock:	¥22.71 per share
	Total dividends: ¥1,589,700,000

(3) Effective date of dividends of surplus

Wednesday, June 27, 2018

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

1. Reasons for Amendments

The Company proposes to add a business purpose to Article 2 of the current Articles of Incorporation to deal with the expansion and diversification of business fields.

2. Details of Amendments

The details of amendments are as follows.

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: 1. to 21. (Omitted) (Newly established) <u>22.</u> to <u>38.</u> (Omitted)	(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: 1. to 21. (Unchanged) <u>22. funds transfer business</u> <u>23.</u> to <u>39.</u> (Unchanged)

Proposal No. 3: Election of Three Directors

Director Yoshihisa Suzuki resigned from the position on March 31, 2018, and Directors Kyohei Ogawa and Nobuo Setta will resign from the position at the closing of this Meeting. In that regard, based on the report from the Nomination & Remuneration Committee, the Company proposes the election of three Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
1	<p><u>New appointment</u></p> <p>Tomoaki Ookuma September 12, 1960 (57 years old)</p> <p>Number of the Company's shares owned: Common Shares 14,300</p>	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2004 General Manager of Customer Sales Administration Department, Business Promotion Group, Sales Division</p> <p>Apr. 2006 General Manager of Credit Card and Financing Planning Department, Customer Business Promotion Group, Sales Division</p> <p>Apr. 2008 General Manager of Tokyo Metropolitan Branches Department, Business Promotion Group, Sales Division</p> <p>Jul. 2010 General Manager of Branch Administration Department, Business Promotion Group, Operation Division</p> <p>Jun. 2012 Executive Officer</p> <p>Apr. 2014 Managing Executive Officer (current position)</p> <p>Apr. 2014 General Manager of Business Coordination Department</p> <p>Jun. 2015 In charge of Business Coordination & Administration Group, and General Manager of Business Coordination & Administration Department, Business Coordination & Administration Group (current position)</p>
	<p>[Reasons for nomination as candidate for Director]</p> <p>Since Tomoaki Ookuma joined the Company, he has been engaged in mainly promoting the installment credit business and credit card and financing business, and in administering the planning and sales divisions. At present, he administers overall business coordination and administration as a Managing Executive Officer. He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution 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	
2	<div>New appointment</div> <p>Satoshi Itagaki November 18, 1962 (55 years old)</p> <p>Number of the Company's shares owned: Common Shares 800</p>	Apr. 1985 Joined the Company Jun. 2011 General Manager, Business Planning Department, Business Promotion Group Jun. 2012 General Manager of Business Planning Department, Business Promotion Group Jun. 2014 Executive Officer Apr. 2016 In deputy charge of Business Promotion Group, and General Manager of Sales Administration Department, Business Promotion Group Jun. 2016 Managing Executive Officer (current position) Apr. 2017 In charge of Human Resources & General Affairs Group (current position)	
	<p>[Reasons for nomination as candidate for Director]</p> <p>Since Satoshi Itagaki joined the Company, he has been engaged for many years in work such as branch management and planning in the sales department. At present, he administers the Human Resources & General Affairs department as a Managing Executive Officer.</p> <p>He has superior managerial judgment and execution abilities based on his extensive experience and track record as a person responsible for business execution 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	
3	<div>New appointment</div> <div>Outside</div> <div>Tatsushi Shingu</div> <div>July 9, 1964 (53 years old)</div> <div>Number of the Company’s shares owned: 0</div>	Apr. 1987	Joined ITOCHU Corporation
		May 2008	General Manager, Mobile & Wireless Department
		Apr. 2012	Deputy Chief Operating Officer, ICT, Insurance & Logistics Division, and General Manager, Communication & Mobile Business Department
		Apr. 2015	Deputy Chief Operating Officer, ICT Division, and Planning & Administration Department, ICT, General Products & Realty Company, and CP & CITIC Business Development Department
		Apr. 2016	CAO (assigned to New York); and General Manager, Corporate Planning Division, ITOCHU International Inc., and President & CEO, ITOCHU Canada Ltd.
		Jul. 2016	CAO (assigned to New York); General Manager, Corporate Planning Division; and General Manager, Human Resources & General Affairs Division, ITOCHU International Inc., and President & CEO, ITOCHU Canada Ltd.
		Apr. 2017	Executive Officer of ITOCHU Corporation (current position)
		Apr. 2017	Chief Operating Officer, ICT Division
		Apr. 2018	President, ICT & Financial Business Company (current position)
		<div>[Reasons for nomination as candidate for Outside Director]</div> <div>Tatsushi Shingu has belonged for many years to the ICT Division at ITOCHU Corporation, which is one of the major shareholders as well as an important partner in business strategy of the Company. At present, he serves as a person responsible for business execution of the ICT & Financial Business Company. He has superior managerial judgment abilities based on his extensive experience in the major trading firm. 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 wide-ranging standpoint. Therefore, the Company proposes his election as new Outside Director. Further, ITOCHU Corporation is a major shareholder of the Company.</div> <div>[Limited liability agreement]</div> <div>If Mr. Shingu is elected, pursuant to Article 427, paragraph 1 of the Companies Act, the Company will enter into 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.</div>	

Note: No special interest exists between any of the above candidates for Directors and the Company.

(Reference)

Policies of the Board of Directors in nominating candidates for Directors and Audit & Supervisory Board Members:

1. The Company's basic policy is that the Company's Board of Directors is composed of Directors, including Outside Directors, each of whom have diverse knowledge and experience, and should be constituted in a manner to achieve both such diversity and an appropriate size.
2. In nominating candidates for Directors, the Company believes that it is essential for an internal Director to have a high degree of specialist knowledge related to the Company's businesses, and superior managerial judgment and execution abilities, while an Outside Director to have extensive corporate management experiences; specialized expertise in areas including retail finance, economy, management, law and accounting; or deep knowledge into the circumstances surrounding corporate management. Taking these policies and requirements into consideration, candidates are determined through deliberation of the Board of Directors based on proposals submitted by President.
3. In nominating candidates for Audit & Supervisory Board members, the Company believes that they are required to have knowledge, experience and insight necessary to make judgments on compliance with applicable rules and legality of the execution of business by Directors and adequacy of accounting audits. Candidates are determined through deliberation of the Board of Directors based on proposals submitted by President and approved by the Audit & Supervisory Board.
4. The decision on the nomination of candidates for Directors and candidates for Audit & Supervisory Board members is made based on the consultation with and recommendations from the Nomination and Remuneration Committee, which mainly consists of Independent Outside Directors.

Independence Criteria for Outside Directors of the Company:

The Company requires that, in judging that an Outside Director is independent, the Outside Director shall not fall under any of the following currently or recently (i.e., at the time when the decision was made on the proposal to be submitted to a general meeting of shareholders for the nomination of the candidate).

1. A person who is an executive director, executive officer (*shikkoyaku* or *shikkoyakuin*), manager or other employee of the Company's parent or sister company (hereinafter referred to as "Executive Person") or who is a director of the Company's parent company who is not an Executive Person.
2. 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 most recent fiscal year is more than 2% of the Company's consolidated revenue (Note) or the said entity's consolidated revenue.
(Note) 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 of the Company or those 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 or other person equivalent thereto of such shareholder).
5. A consultant, an accounting expert or a legal professional who receives ¥10 million or more per year in the average of the last three financial years in cash or other forms except an officer's remuneration from the Group (if the said person is an organization such as corporation and association, a person who belongs to such organization).
6. A person who receives donations, etc. from the Group exceeding ¥10 million per year or 30% of the average annual total expenses of the person in the average of the last three financial years, whichever is higher (including a person who belongs to such corporate entity).
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 1 through 6 above.
8. A close relative (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 1 through 7 above
 - (ii) The Group's Executive Person or director who is not an Executive Person

(Reference)

Organizational Structure of the Board of Directors after Proposal No. 3 is Approved

Name			Positions and responsibilities in the Company
Masayuki Saito			Chairman and Director
Masaaki Kono			President and Representative Director
Yukihiro Miyake			Representative Director and Senior Managing Executive Officer, in charge of Corporate Compliance Group
Kosuke Maeda			Representative Director and Senior Managing Executive Officer, in charge of IT System Group
Hideki Matsuo			Representative Director and Senior Managing Executive Officer, in charge of Credit Collection Group
Kiyotaka Yabuta			Director and Senior Managing Executive Officer, in charge of Bank Loan Guarantee Group
Yoshio Nakabayashi			Director and Managing Executive Officer, in charge of Business Promotion Group and Business Development Group
Tomoaki Ookuma	New appointment		Director and Managing Executive Officer, in charge of Business Coordination & Administration Group and General Manager of Business Coordination & Administration Department, Business Coordination & Administration Group
Satoshi Itagaki	New appointment		Director and Managing Executive Officer, in charge of Human Resources & General Affairs Group
Chiharu Higuchi			Director and Executive Officer, in deputy charge of Business Development Group
Naoki Ohgo	Outside	Independent	Director
Shizue Inuzuka	Outside	Independent	Director
Tatsushi Shingu	New appointment	Outside	Director