

COUNTERPARTY CODE OF CONDUCT

Document information

Title	OCE-OUK Counterparty Code of Conduct
Version	First Edition
Date	8 June 2026

Introduction

ORIX Group¹ strives to uphold the highest business ethics and behaviour in our activities wherever we operate by adhering to four *Core Compliance Values: Integrity, Respect, Excellence and Commitment*.

ORIX Group wishes to work with Counterparties², which include our business partners and suppliers, who share our commitment to business integrity and act in a way that is consistent with these Core Compliance Values. We believe this joint commitment to ethical conduct is a strong foundation for trusted business relationships based on shared values.

This Counterparty Code of Conduct (“**Code**”) sets out Guiding Principles for behaviour and standards that align with and embody each of our Core Compliance Values. In all activities relating to ORIX Group, we expect all current and future Counterparties:

- to comply with all applicable laws and regulations and to adhere to the Core Compliance Values and Guiding Principles set forth below;
- to take responsibility for their conduct and the conduct of their employees and Subcontractors³;
- to take appropriate steps to ensure that they and their employees and Subcontractors understand and comply with this Code; and
- to take appropriate corrective measures, in consultation and coordination with ORIX as may be necessary, in the event areas of improvement are identified.

This Code is subject to modification from time to time. The provisions of this Code do not in any way prejudice any of ORIX Group’s rights and remedies under the relevant contracts with each Counterparty or otherwise.

This Code, has been adopted by ORIX Corporation Europe NV (“**OCE**”) and ORIX Corporation UK Limited (“**OUK**”) in alignment with the ORIX Group Counterparty of Conduct, a copy of which can be found on ORIX Corporation’s website: [ORIX Counterparty Code of Conduct](#)

1. **INTEGRITY** – conduct business with ethics and integrity

We:

- comply with all applicable laws, rules and regulations at all times, including those relating to anti-bribery and anti-corruption, anti-money laundering, combatting terrorist financing and applicable sanctions regimes, anti-competition, insider trading and do not involve ourselves in any fraudulent, illegal or unethical transactions or transactions with anti-social forces;
- not engage in any action, relationship or interest that is or could lead to a conflict of interest, including not employ or otherwise make payments to any employee of ORIX Group during the course of any transaction between the Counterparty and ORIX Group; and

¹ **ORIX Group** means ORIX Corporation, including its subsidiaries, joint ventures and affiliates that are effectively controlled by ORIX Corporation, directly or indirectly.

² **Counterparties** are third parties (other than another ORIX Group Company, any of the entities in its shareholders group or their respective employees) with whom an ORIX Group Company has any business relationship, including business partners and suppliers.

³ **Subcontractor** means any third party directly or indirectly engaged by a Counterparty to provide products or services to ORIX Group (directly or indirectly), whether as an agent, subcontractor, representative, consultant or otherwise. This therefore includes [Sub-Subcontractors] along the supply chain.

- maintain and provide, upon request, complete, accurate, timely and honest records of all transactions and matters related to the Counterparty's business with ORIX Group and employ appropriate quality audit and compliance processes with respect to such records.

Ethical standards should never be compromised for the sake of business results or otherwise.

2. **RESPECT** – respect people and community

We:

- create inclusive workplaces where all employees are treated with respect and dignity at all times and can thrive and feel a sense of belonging without discrimination or harassment;
- conduct business in a way that is conducive to protecting internationally recognized human rights and ensuring that they are not complicit in human rights abuses;
- not tolerate any form of forced labour, child labour or human trafficking in their own operations or in their supply chain in any form;
- develop and maintain a secure and safe work environment and not tolerate worker safety violations. Safety and security procedures should never be compromised to give preference to operational objectives; and
- respect workers' rights to freedom of association by meeting the relevant requirements of local law.

3. **EXCELLENCE** – strive for excellence in championing innovative solutions that add value for customers and society

We:

- treat ORIX Group and its employees, customers and other stakeholders fairly, in good faith and in an open, honest, and respectful manner;
- maintain the professional skills and knowledge needed to perform their responsibilities;
- strive to understand the needs of ORIX Group and its employees, customers and other stakeholders and offer products and services that are tailored to these needs;
- strive to create an inclusive culture in which different backgrounds, abilities, and perspectives are valued and respected; and
- respect the environment, observe all applicable environmental laws and regulations, and conduct business activities in a manner that promotes harmony with the local community and natural environment.

4. **COMMITMENT** – commit to safeguarding and protecting what has been entrusted to them

We ensure that:

- the property of ORIX Group, including its intellectual property, is only used for legitimate business purposes;
- intellectual property rights of others are respected; and
- privacy of all personal and confidential information is protected.

Counterparties must adopt and maintain processes to provide reasonable protections for personal, proprietary and confidential information, including information that they access, receive or process on behalf of ORIX Group.

5. **SPEAK UP** – reporting Compliance Concerns

In addition to the Core Compliance Values and Guiding Principles stated above, we expect our Counterparties to:

- have procedures in place to facilitate the reporting of compliance concerns by providing an open and transparent environment in which employees feel safe to “speak up,” in confidence and without fear of retaliation, through: (i) multiple accessible channels to report compliance concerns in good faith and free from the risk of retaliation; and (ii) procedures to ensure that compliance concerns are investigated promptly, fairly and in accordance with legal obligations; and
- to promptly notify ORIX Group of (i) any fines or administrative sanctions imposed against them which relate to the standards set out in this Code and (ii) any compliance concerns in relation to any activities connected to the ORIX Group. Compliance concerns may include any conduct by officers and employees of ORIX Group, those acting for the ORIX Group or otherwise connected to the activities of the ORIX Group, that is or may be in violation of law or regulations, human rights or our compliance policies.

Reports can be made through one of the following reporting channels which are accessible by any of our business partners or any external parties:

- **Usual ORIX Group Contact Point:** reporting to their usual OCE, OUK or other ORIX Group relationship contact point;
- **ORIX Group Company:** reporting to any of OCE’s or OUK’s management board members, directors or other senior management;
- **OCE Legal & Compliance Team:** reporting to OCE’s Legal & Compliance Team (report.concern@orixnv.com);
- **ORIX Global Compliance Department:** reporting to the ORIX Group Compliance Department in Tokyo; or
- **Whistleblowing Hotline:** reporting through the whistleblowing hotline operated by an independent third-party provider (NAVEX / EthicsPoint) on behalf of the ORIX Group. Reports can be made in writing through the web-portal or verbally through a secure “Click Connect” internet call, both routes accessed by this link [EthicsPoint - ORIX Corporation EU](#).

Reports to the ORIX Group may be made anonymously; however, please note that the ORIX Group may be limited in its ability to investigate or respond to the issues if it does not have sufficient information from which to follow up on such report. Reports and consultations are treated as confidential information and are handled carefully, acknowledged where possible, and followed up as appropriate, in line with applicable EU and Dutch whistleblower legislation.

The ORIX Group does not tolerate retaliation against anyone who reports compliance concerns in good faith.

Nothing in this Code prevents any Counterparty or their employees from reporting compliance concerns to any applicable regulatory authority in accordance with their rights or obligations under applicable law.