

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

ORION OFFICE REIT INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 (1) Title of each class of securities to which transaction applies:
 (2) Aggregate number of securities to which transaction applies:
 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee
 (3) is calculated and state how it was determined):
 (4) Proposed maximum aggregate value of transaction:
 (5) Total fee paid:
 Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 (1) Amount Previously Paid:
 (2) Form, Schedule or Registration Statement No.:
 (3) Filing Party:
 (4) Date Filed:
-

Your **Vote** Counts!

ORION OFFICE REIT INC.

2023 Annual Meeting
Vote by May 15, 2023
11:59 PM ET



ORION OFFICE REIT INC.
2398 E. CAMELBACK ROAD, SUITE 1060
PHOENIX, ARIZONA 85016

V02066-P88382

You own shares of common stock in ORION OFFICE REIT INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 16, 2023.**

Get informed before you vote

View the Notice, Proxy Statement, Proxy Card and the Annual Report to Stockholders online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 2, 2023. If you would like to request a paper or email copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 16, 2023
11:30 A.M. (Eastern Time)

Virtually at:
www.virtualshareholdermeeting.com/ONL2023

*To be admitted to the Annual Meeting at www.virtualshareholdermeeting.com/ONL2023, you must have the control number on your proxy card or voting instruction form or notice you received prior to the meeting. Please check the meeting materials for any additional special requirements for meeting attendance.

VI.1

Vote at www.Proxy

THIS IS NOT A VOTE

This is an overview of the proposals to be voted on at the upcoming stockholder meeting. For more information, please see the reverse side to vote these items.

Voting Items

1. Elect the five director nominees until the next Annual Meeting.
Nominees:
 - 1a. Paul H. McDowell
 - 1b. Reginald H. Gilyard
 - 1c. Kathleen R. Allen
 - 1d. Richard J. Lieb
 - 1e. Gregory J. Whyte
2. Ratify the appointment of the independent members of the Audit Committee for the year ending December 31, 2023;

NOTE: The proxies are authorized to vote on any other proposals that may be presented at the Annual Meeting or any adjournment thereof.

Prefer to receive an email