

Notice of the 57th Annual General Meeting of Shareholders

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June 4, 2020

ORIX CORPORATION

This document is a translation of the Japanese language original prepared solely for convenience of reference (certain portions of the Japanese language original applicable to voting procedures in Japan that are not applicable to shareholders outside Japan have been omitted). In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail. Please note that certain portions of this document may not be applicable to shareholders outside Japan.

To Our Shareholders:

Makoto Inoue
Director,
Representative Executive Officer
ORIX CORPORATION
2-4-1, Hamamatsu-cho
Minato-ku, Tokyo, Japan

ORIX CORPORATION

Notice of the 57th Annual General Meeting of Shareholders

We cordially would like to inform you that the 57th Annual General Meeting of Shareholders of ORIX CORPORATION (the “Company”) to be held as set forth below.

Details

1. **Date and Time:** Friday, June 26, 2020 at 10:00 a.m. (JST)
2. **Place:** [Hiten], Grand Prince Hotel New Takanawa
3-13-1, Takanawa, Minato-ku, Tokyo, Japan
*Please be informed that presents will not be provided on the day of the General Meeting of Shareholders.

3. **Agenda of the Meeting:**
Matters to be reported:

1. The business report and the consolidated financial statements for the 57th fiscal year (from April 1, 2019 to March 31, 2020), as well as the audit reports of the public accounting firm and the Audit Committee for consolidated financial statements
2. Financial statements for the 57th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal Election of Twelve (12) Directors

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- In case there are any changes in relation to the reference documents for the General Meeting of Shareholders and the business reports, the financial statement and the consolidated financial statement, we will notify you through the following Company’s website.
 - Of the attached documents to the Notice of the 57th Annual General Meeting of Shareholders, the following items are disclosed on the Company’s website, in compliance with related laws and the provisions of Article 13 of the Company’s Articles of Incorporation. They are not provided in the attached documents to this Notice. Therefore, the attachments to the Notice are a part of the business report, the financial statement and the consolidated financial statement audited by the Audit Committee and the Independent Auditor in preparing the audit reports.
 - I . Business Report, Stock Acquisition Rights
 - II . Business Report, Matters Concerning the Independent Auditor
 - III . Business Report, ORIX Corporate Governance
 - IV . Consolidated Financial Statements (U.S. GAAP), Consolidated Statement of Changes in Equity
 - V . Consolidated Financial Statements (U.S. GAAP), Notes to the Consolidated Financial Statements
 - VI . Financial Statements (Japanese GAAP), Non-Consolidated Statement of Changes in Net Assets
 - VII . Financial Statements (Japanese GAAP), Notes to Non-Consolidated Financial Statements
 - We will post the Notice of Resolution at the 57th Annual General Meeting of Shareholders on the following Company’s website.
The Company’s website: https://www.orix.co.jp/grp/en/ir/library/shareholder_meeting/

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Twelve (12) Directors

The terms of office of all 12 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Consequently, the shareholders are requested to elect 12 Directors based on the decision by the Nominating Committee.

The Nominating Committee has appointed candidates for Directors of such mix that ensures the Board of Directors will have a balance and diversity of knowledge, experience and capability as a whole. In particular, when appointing the candidates for Outside Directors, the Nominating Committee has appointed candidates determined to be able to appropriately perform the duties of Outside Director such as making proposals for important matters in the Company's management and overseeing corporate management. The Company determines that the candidates for Outside Directors possess sufficient independence as they meet the 'Requirements for Independent Directors' established by the Nominating Committee and the requirements for independent director prescribed by the Tokyo Stock Exchange, Inc. in Japan.

Candidates for the 12 Director positions are as follows (Of the 12 candidates for Director, there are ten male candidates and two female candidates (percentage of female candidates: 16.6%)).):

| No. | Name | Current Positions and Responsibilities in the Company | |
|-----|---------------------------------------|--|--|
| 1 | Makoto Inoue -Renominated- | Member of the Board of Directors, Representative Executive Officer, President and Chief Executive Officer, Responsible for Group Strategy Business Unit, Nominating Committee | |
| 2 | Shuji Irie -Renominated- | Member of the Board of Directors, Senior Managing Executive Officer, Head of Investment and Operation Headquarters | |
| 3 | Shoji Taniguchi -Renominated- | Member of the Board of the Directors, Senior Managing Executive Officer, Responsible for Treasury and Accounting Headquarters, Responsible for Enterprise Risk Management Headquarters, Responsible for Corporate Planning Department, Responsible for Corporate Communications Department, Assistant to CEO | |
| 4 | Satoru Matsuzaki -Renominated- | Member of the Board of Directors, Senior Managing Executive Officer, Head of Corporate Business Headquarters | |
| 5 | Stan Koyanagi -Renominated- | Member of the Board of Directors, Managing Executive Officer, Global General Counsel | |
| 6 | Yoshiteru Suzuki -Newly Nominated- | Senior Managing Executive Officer, President and Chief Executive Officer, ORIX Corporation USA | |
| 7 | Ryuji Yasuda -Renominated- | Member of the Board of Directors, Compensation Committee (Chairperson), Nominating Committee | Outside Director Independent Director |
| 8 | Heizo Takenaka -Renominated- | Member of the Board of Directors, Audit Committee | Outside Director Independent Director |
| 9 | Michael Cusumano -Renominated- | Member of the Board of Directors, Compensation Committee | Outside Director Independent Director |
| 10 | Sakie Akiyama -Renominated- | Member of the Board of Directors, Nominating Committee | Outside Director Independent Director |
| 11 | Hiroshi Watanabe -Newly Nominated- | | Outside Director Independent Director |
| 12 | Aiko Sekine -Newly Nominated- | | Outside Director Independent Director |

Nomination Criteria for Director Candidates

| Internal Director | Outside Director |
|--|---|
| <ul style="list-style-type: none"> • An individual with a high degree of expertise in ORIX's business and excellent business judgment and business administration skills • An individual with excellent business judgment and business administration skills | <ul style="list-style-type: none"> • An individual with a wealth of experience as a business administrator • An individual with professional knowledge related to corporate management in fields such as economics, business administration, law and accounting • An individual with extensive knowledge related to corporate management in areas such as politics, society, culture and academics |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|---|--|---|
| 1 | Makoto Inoue (Oct. 2, 1952) -Renominated- | <p>Apr. 1975 Joined the Company</p> <p>Jan. 2003 Deputy Head of Investment Banking Headquarters</p> <p>Feb. 2005 Assumed office of Executive Officer, the Company</p> <p>Jan. 2006 Assumed office of Managing Executive Officer, the Company</p> <p>Jun. 2009 Assumed office of Senior Managing Executive Officer, the Company</p> <p>Jun. 2010 Assumed office of Director and Deputy President, the Company</p> <p>Jan. 2011 Assumed office of Director, Representative Executive Officer, President, the Company (present) Chief Operating Officer</p> <p>Jan. 2014 Co-Chief Executive Officer</p> <p>Jun. 2014 Chief Executive Officer (present)</p> <p>Jan. 2017 Responsible for Group IoT Business Department, Responsible for New Business Development Department I and II</p> <p>Apr. 2017 Responsible for New Business Development</p> <p>May 2017 Responsible for Open Innovation Business Department</p> <p>Jan. 2018 Responsible for Group Strategy Business Unit (present)</p> <p><ORIX Committee Membership> Nominating Committee</p> <p><Reasons for nomination for Member of the Board of Directors> Mr. Makoto Inoue has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX Group through his service as President, Representative Executive Officer and Chief Executive Officer. He participated in all nine meetings of the Board of Directors during the fiscal year ended March 31, 2020. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be 10 years.</p> | 85,004 (445,948) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|---|---|
| 2 | Shuji Irie (Mar. 14, 1963) -Renominated- | <p>May 2001 Joined Mizuho Securities CO., Ltd.</p> <p>Apr. 2011 Joined the Company</p> <p>Sep. 2011 Deputy Head of Investment and Operation Headquarters</p> <p>Jan. 2013 Assumed office of Executive Officer, the Company</p> <p>Jan. 2014 Head of Investment and Operation Headquarters (present)</p> <p>Jan. 2016 Assumed office of Managing Executive Officer, the Company Responsible for Concession Business Development</p> <p>Jun. 2018 Assumed office of Member of the Board of Directors, Managing Executive officer, the Company</p> <p>Jan. 2020 Assumed office of Member of the Board of Directors, Senior Managing Executive Officer, the Company (present)</p> <p><Reasons for nomination for Member of the Board of Directors> Mr. Shuji Irie has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX Group through his business execution experience in the field of investment and operation. He participated in all nine meetings of the Board of Directors during the fiscal year ended March 31, 2020. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be two years.</p> | 2,858 (81,490) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|---|---|---|
| 3 | Shoji Taniguchi (Jan. 11, 1964) -Renominated- | <p>Apr. 1987 Joined the Company</p> <p>Apr. 1993 Joined Morgan Stanley & Co. LLC</p> <p>Jul. 2005 Co-head of Sales, Morgan Stanley Japan Ltd.</p> <p>Feb. 2010 Assumed office of President, RBS Securities Japan Ltd.</p> <p>Nov. 2015 Head of APAC, The Royal Bank of Scotland plc. (currently NatWest Markets Plc)</p> <p>Oct. 2018 Rejoined the Company</p> <p>Assumed office of Senior Advisor, the Company</p> <p>Assistant to CEO (present)</p> <p>Jan. 2019 Assumed office of Managing Executive Officer, the Company</p> <p>Responsible for Treasury and Accounting Headquarters (present)</p> <p>Jun. 2019 Assumed office of Member of the Board of Directors, Managing Executive Officer, the Company</p> <p>Jan. 2020 Assumed office of Member of the Board of Directors, Senior Managing Executive Officer, the Company (present)</p> <p>Responsible for Enterprise Risk Management Headquarters (present)</p> <p>Responsible for Corporate Planning Department (present)</p> <p>Responsible for Corporate Communications Department (present)</p> <p><Reasons for nomination for Member of the Board of Directors></p> <p>Mr. Shoji Taniguchi has wide-ranging experience and knowledge in corporate management through his past experiences, including President of RBS Securities Japan Ltd., and Head of APAC, The Royal Bank of Scotland plc. (currently NatWest Markets Plc). Moreover, at the Company, he has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX Group through his business execution experience in the field of assistant to CEO, treasury and accounting, corporate planning, corporate communications and enterprise risk management. He participated in all seven meetings of the Board of Directors since he assumed office Member of the Board of Directors during the fiscal year ended March 31, 2020. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc. gained from inside and outside the Company. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be one year.</p> | 15,000 (18,250) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|---|---|
| 4 | Satoru Matsuzaki (Apr. 12, 1966) -Renominated- | <p>Apr. 1989 Joined Crown Leasing Corporation</p> <p>Aug. 1997 Joined the Company</p> <p>May 2012 Special Advisor to Responsible for Corporate Communications Department</p> <p>Jan. 2013 Assumed office of Executive Officer, the Company</p> <p>Jun. 2015 Responsible for New Business Development Department I and II Head of Tokyo Sales Headquarters</p> <p>Jan. 2017 Head of Eastern Japan Sales Headquarters</p> <p>Jan. 2018 Assumed office of Managing Executive Officer, the Company Head of Domestic Sales Administrative Headquarters</p> <p>Jan. 2019 Head of Corporate Business Headquarters (present)</p> <p>Jun. 2019 Assumed office of Member of the Board of Directors, Managing Executive Officer, the Company</p> <p>Jan. 2020 Assumed office of Member of the Board of Directors, Senior Managing Executive Officer, the Company (present) Chairman, ORIX Auto Corporation (present) Chairman, ORIX Rentec Corporation (present)</p> <p><Reasons for nomination for Member of the Board of Directors> Mr. Satoru Matsuzaki has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX Group through his business execution experience in the field of corporate financial services and maintenance leasing. He participated in six out of seven meetings of the Board of Directors since he assumed office Member of the Board of Directors during the fiscal year ended March 31, 2020. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management given that he possesses extensive understanding of the Company's operations. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be one year.</p> | 8,458 (76,420) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|---|---|---|
| 5 | Stan Koyanagi (Dec. 25, 1960) -Renominated- | <p>Oct. 1985 Joined SHEPPARD, MULLIN, RICHTER & HAMPTON LLP</p> <p>Jan. 1993 Partner, GRAHAM & JAMES LLP (currently Squire Patton Boggs LLP)</p> <p>Mar. 1997 Vice President, ORIX USA Corporation (currently ORIX Corporation USA)</p> <p>Mar. 1999 General Counsel, Vice President and Manager, ORIX USA Corporation (currently ORIX Corporation USA)</p> <p>Jan. 2004 Vice President and Associate General Counsel, KB HOME</p> <p>Jul. 2013 Joined the Company Global General Counsel of Global Business Headquarters</p> <p>Jun. 2017 Assumed office of Member of the Board of Directors, Managing Executive Officer, the Company (present) Responsible for Enterprise Risk Management Global General Counsel (present)</p> <p>Jun. 2018 Head of Enterprise Risk Management Headquarters</p> <p>Jan. 2019 Responsible for Enterprise Risk Management Headquarters</p> <p><Reasons for nomination for Member of the Board of Directors> Mr. Stan Koyanagi served successively as the General Counsel of ORIX USA Corporation (currently ORIX Corporation USA) and the Vice President and Associate General Counsel of KB Home in the United States. He has extensive experience and advanced knowledge in overseas legal affairs. Moreover, at ORIX Corporation, he has a wealth of experience and advanced knowledge on the multifaceted business activities of the ORIX Group through his missions of Global General Counsel. He participated in all nine meetings of the Board of Directors during the fiscal year ended March 31, 2020. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc. gained from inside and outside the Company. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be three years.</p> | 0 (0) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|---|---|
| 6 | Yoshiteru Suzuki (Jan. 15, 1963) -Newly Nominated- | <p>Apr. 1985 Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)</p> <p>Jul. 1999 Partner, KPMG LLP</p> <p>Jun. 2002 Joined Cerberus Capital Management, L.P.</p> <p>Jan. 2010 Assumed office of Representative Director and President, Cerberus Japan K.K.</p> <p>Oct. 2015 Rejoined ORIX Corporation</p> <p>Jan. 2018 Assumed office of Executive Officer, the Company</p> <p>Assumed office of Deputy President, ORIX USA Corporation (currently ORIX Corporation USA)</p> <p>Jan. 2019 Assumed office of Managing Executive Officer, the Company</p> <p>Sep. 2019 Assumed office of President and Chief Executive Officer, ORIX Corporation USA (present)</p> <p>Jan. 2020 Assumed office of Senior Managing Executive Officer, the Company (present)</p> <p><Reasons for nomination for Member of the Board of Directors></p> <p>Mr. Yoshiteru Suzuki is a candidate for new Director. He has wide-ranging experience and knowledge incorporate management through his past experiences, including Representative Director and President, Cerberus Japan K.K. Moreover, at the Company, he has a wealth of experience and advanced knowledge relating to the diversified business activities of the ORIX Group through his business execution experience in the field of the United States. The Nominating Committee has appointed him as a new candidate for Member of the Board of Directors because it has determined that he can be expected to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., gained from inside and outside the company.</p> | 0 (27,295) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|--|---|
| 7 | <p>Ryuji Yasuda (Apr. 28, 1946)</p> <p>-Renominated-</p> <p>Candidate for Outside Director/ Independent Director</p> | <p>Jun. 1991 Director, McKinsey & Company</p> <p>Jun. 1996 Chairman, A. T. Kearney, Asia</p> <p>Jun. 2003 Assumed office of Chairman, J-Will Partners, Co., Ltd.</p> <p>Apr. 2004 Professor, Graduate School of International Corporate Strategy at Hitotsubashi University</p> <p>Jun. 2009 Assumed office of Outside Director, Yakult Honsha Co., Ltd. (present)</p> <p>Jun. 2013 Assumed office of Member of the Board of Directors, the Company (present)</p> <p>Jun. 2015 Assumed office of Outside Director, Benesse Holdings, Inc. (present)</p> <p>Mar. 2017 Adjunct Professor, Graduate School of International Corporate Strategy at Hitotsubashi University</p> <p>Apr. 2018 Adjunct Professor, Graduate School of Business Administration, Hitotsubashi University Department of International Corporate Strategy (present)</p> <p>Assumed office of Outside Director, Kansai Mirai Financial Group, Inc. (present)</p> <p>Mar. 2020 Assumed office of President, Tokyo Woman's Christian University (present)</p> <p><ORIX Committee Membership></p> <p>Compensation Committee (Chairperson), Nominating Committee</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)></p> <p>Mr. Ryuji Yasuda served successively as Director of McKinsey & Company and Chairman of A.T. Kearney, Asia, and currently serves as an adjunct professor at Graduate School of Business Administration, Hitotsubashi University Department of International Corporate Strategy. He has a specialized knowledge on corporate strategy acquired through a wide range of past experience.</p> <p>He participated in all nine meetings of the Board of Directors during the fiscal year ended March 31, 2020 and as Chairperson of Compensation Committee, he has actively expressed his opinions and made proposals during deliberations on Executive Officer's compensation system and compensation levels in order to enhance their role as medium- and long-term incentives, from an expertise in corporate strategy based on his wide-ranging experience and knowledge. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors (Outside Director) because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.</p> <p>His period in service as of the conclusion of this Annual General Meeting of Shareholders will be seven years.</p> | <p>0 (10,500)</p> |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|---|--|---|
| 8 | <p>Heizo Takenaka (Mar. 3, 1951)</p> <p>-Renominated-</p> <p>Candidate for Outside Director/ Independent Director</p> | <p>Apr. 1990 Assistant Professor, Faculty of Policy Management at Keio University</p> <p>Apr. 1996 Professor, Faculty of Policy Management at Keio University</p> <p>Apr. 2001 Minister of State for Economic and Fiscal Policy</p> <p>Sep. 2002 Minister of State for Financial Services and for Economic and Fiscal Policy</p> <p>Jul. 2004 Elected to House of Councilors</p> <p>Sep. 2004 Minister of State for Economic and Fiscal Policy and Communications and Privatization of Postal Services</p> <p>Oct. 2005 Minister for Internal Affairs and Communications and Privatization of Postal Services</p> <p>Dec. 2006 Assumed office of Director, Academyhills (present)</p> <p>Aug. 2009 Assumed office of Chairman and Director, PASONA Group Inc. (present)</p> <p>Apr. 2010 Professor, Faculty of Policy Management at Keio University</p> <p>Jun. 2015 Assumed office of Director, the Company (present)</p> <p>Apr. 2016 Professor, Faculty of Regional Development Studies at Toyo University (currently Faculty of Global and Regional Studies at Toyo University) (present)</p> <p>Assumed office of Director, Center for Global Innovation Studies at Toyo University (present)</p> <p>Jun. 2016 Assumed office of Director, SBI Holdings, Inc. (Outside) (present)</p> <p><ORIX Committee Membership></p> <p>Audit Committee</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)></p> <p>Mr. Heizo Takenaka served successively as Minister of State for Economic and Fiscal Policy, Minister of State for Financial Services, Minister of State for Communications and Privatization of Postal Services and Minister for Internal Affairs, and currently serves as Professor at Faculty of Global and Regional Studies at Toyo University. He has a deep understanding of the environment and events of business management and economics and financial policies both in Japan and overseas.</p> <p>He participated in all nine meetings of the Board of Directors during the fiscal year ended March 31, 2020 and has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting and Audit Committee, pointing to important matters regarding company management, using his expertise in economics and financial policies. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors (Outside Director) because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be five years.</p> | <p>0 (7,500)</p> |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|---|---|---|
| 9 | <p>Michael Cusumano (Sep. 5, 1954)</p> <p>-Renominated-</p> <p>Candidate for Outside Director/ Independent Director</p> | <p>Jul. 1986 Assistant Professor, Sloan School of Management at Massachusetts Institute of Technology</p> <p>Jul. 1996 Professor, Faculty of Management, Sloan School of Management at Massachusetts Institute of Technology (present)</p> <p>Jul. 2007 Professor, Faculty of Engineering Systems, School of Engineering at Massachusetts Institute of Technology</p> <p>Apr. 2016 Special Vice President and Dean, Tokyo University of Science</p> <p>Apr. 2019 Assumed office of Member of the Board of Directors, Ferratum Plc (Outside) (present)</p> <p>Jun. 2019 Assumed office of Member of the Board of Directors, the Company (Outside) (present)</p> <p>Apr. 2020 Senior Specially Appointed Professor, Tokyo University of Science (present)</p> <p><ORIX Committee Membership></p> <p>Compensation Committee</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)></p> <p>Mr. Michael Cusumano currently serves as Professor, Faculty of Management, Sloan School of Management at Massachusetts Institute of Technology, and as a global authority has a deep understanding of business strategy and technology management. He participated in all seven meetings of the Board of Directors since he assumed office Member of the Board of Directors during the fiscal year ended March 31, 2020 and has actively expressed his opinions and made proposals during deliberations at Board of Directors Meeting and Compensation Committee, pointing to important matters regarding company management, using his expertise in business strategy and technology management. The Nominating Committee has appointed him as a candidate for Member of the Board of Directors (Outside Director) because it has determined that he can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint. His period in service as of the conclusion of this Annual General Meeting of Shareholders will be one year.</p> | <p>0 (1,500)</p> |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|---|---|
| 10 | <p>Sakie Akiyama (Dec. 1, 1962)</p> <p>-Renominated-</p> <p>Candidate for Outside Director/ Independent Director</p> | <p>Apr. 1987 Joined Arthur Andersen & Co.</p> <p>Apr. 1994 Founded Saki Corporation Assumed office of Representative Director and Chief Executive Officer, Saki Corporation</p> <p>Oct 2018 Assumed office of Founder, Saki Corporation (present)</p> <p>Jun. 2019 Assumed office of Member of the Board of Directors, the Company (Outside) (present) Assumed office of Member of the Board of Directors, Sony Corporation (Outside) (present) Assumed office of Board of Directors, JAPAN POST HOLDINGS Co., Ltd. (Outside) (present)</p> <p>Jun. 2020 Assumed office of Member of the Board, Mitsubishi Corporation (Outside) (scheduled)</p> <p><ORIX Committee Membership> Nominating Committee</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)> Ms. Sakie Akiyama founded Saki Corporation and served as a Representative Director and Chief Executive Officer of Saki Corporation. She has wide - ranging experience and knowledge in corporate management. She participated in all seven meetings of the Board of Directors since she assumed office Member of the Board of Directors during the fiscal year ended March 31, 2020 and has actively expressed her opinions and made proposals during deliberations at Board of Directors Meeting and Nominating Committee, pointing to important matters regarding company management, using her expertise in corporate management. The Nominating Committee has appointed her as a candidate for Member of the Board of Directors (Outside Director) because it has determined that she can be expected to continue to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of her knowledge and experience, etc., from an independent and objective standpoint. Her period in service as of the conclusion of this Annual General Meeting of Shareholders will be one year.</p> | <p>0 (1,500)</p> |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|---|---|
| 11 | Hiroshi Watanabe (Jun. 26, 1949) -Newly Nominated- Candidate for Outside Director/ Independent Director | <p>Apr. 1972 Joined the Ministry of Finance</p> <p>Jan. 2003 Director-General, International Bureau, Ministry of Finance</p> <p>Jul. 2004 Vice Minister of Finance for International Affairs, Ministry of Finance</p> <p>Oct. 2007 Special Advisor, Japan Center for International Finance</p> <p>Apr. 2008 Professor, Graduate School of Commerce and Management, Faculty of Commerce and Management at Hitotsubashi University</p> <p>Oct. 2008 Assumed office of Deputy Governor, Japan Finance Corporation</p> <p>Apr. 2012 Assumed office of Deputy Governor, Japan Bank for International Cooperation</p> <p>Dec. 2013 Assumed office of Governor, Japan Bank for International Cooperation</p> <p>Oct. 2016 Assumed office of President, Institute for International Monetary Affairs (present)</p> <p>Jun. 2017 Assumed office of Director, Mitsubishi Materials Corporation (Outside) (present)</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)> Mr. Hiroshi Watanabe is a candidate for new Member of the Board of Directors (Outside Director). He served successively as in key positions at Ministry of Finance and Governor of Japan Bank for International Cooperation, and currently serves as President of Institute for International Monetary Affairs. He has a wealth of knowledge and experience as a finance and economic expert both in Japan and overseas, wide-ranging experience and knowledge of corporate management. The Nominating Committee has appointed him as a candidate for new Member of the Board of Directors (Outside Director) because it has determined he can be expected to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of his knowledge and experience, etc., from an independent and objective standpoint.</p> | 0 (0) |

| No. | Name (Date of Birth) | Career Summary, Current Position and Important Concurrent Position | Number of shares held (of which number of shares scheduled to be issued by share- based compensation plans) in the Company |
|-----|--|--|---|
| 12 | <p>Aiko Sekine (May 13, 1958)</p> <p>-Newly Nominated-</p> <p>Candidate for Outside Director/ Independent Director</p> | <p>Apr. 1981 Joined Citibank, N.A., Tokyo Branch</p> <p>Oct. 1985 Joined Aoyama Audit Corporation</p> <p>Mar. 1989 Certified as Public Accountant, Japan</p> <p>Jul. 2001 Partner of Chuo Aoyama Audit Corporation</p> <p>Sep. 2006 Partner of Aarata Audit Corporation (currently PricewaterhouseCoopers Aarata LLC)</p> <p>Jul. 2007 Executive Board Member of Japanese Institute of Certified Public Accountants</p> <p>Jan. 2008 Board Member of International Ethics Standards Board for Accountants, International Federation of Accountants</p> <p>Jul. 2010 Assumed office of Deputy President of Japanese Institute of Certified Public Accountants</p> <p>Jul. 2016 Assumed office of Chairman and President of Japanese Institute of Certified Public Accountants</p> <p>Jan. 2019 Member of the Nominating Committee, International Federation of Accountants (present)</p> <p>Jul. 2019 Advisor of Japanese Institute of Certified Public Accountants (present)</p> <p>Jun. 2020 Assumed office of Audit & Supervisory Board Member, Sumitomo Riko Company Limited (Outside) (scheduled)</p> <p>Assumed office of Audit & Supervisory Board Member, IHI Corporation (Outside) (scheduled)</p> <p><Reasons for nomination for Member of the Board of Directors (Outside Director)> Ms. Aiko Sekine is a candidate for new Member of the Board of Directors (Outside Director). She served on government and institutional finance and accounting councils both in Japan and overseas, and served as Partner of Aarata Audit Corporation and Chairman and President of Japanese Institute of CPAs. She has extensive knowledge as a professional accountant.</p> <p>The Nominating Committee has appointed her as a candidate for new Member of the Board of Directors (Outside Director) because it has determined she can be expected to fulfil a substantial role, including highly effective supervision of the Company's management by utilizing a wealth of her knowledge and experience, etc., from an independent and objective standpoint.</p> | <p>0 (0)</p> |

Notes: 1. The Nominating Committee established ‘Requirements for Independent Directors’ as set forth below, and all candidates for Outside Directors meet these requirements.

- (1) Independent Director must not be a principal trading partner*, or Executive Officer (including operating officers, hereinafter the same) or an employee of a principal trading partner of the ORIX Group as of now and during the last one year.

* A “principal trading partner” refers to an entity with a business connection with the ORIX Group with a transaction amount equivalent to 2% of consolidated total sales of either the ORIX Group or the entity (consolidated total revenues in the case of the ORIX Group) or one million US dollars, whichever is greater, in the latest fiscal year or the preceding three fiscal years.

- (2) Independent Director did not receive directly a large amount of compensation (10 million yen or higher in one fiscal year) outside the Director’s compensation from the ORIX Group in the latest fiscal year or the preceding three fiscal years. Further, no corporation or other entity for which such Independent Director serves as consultant, accounting specialist, or legal expert, received a large amount of compensation (equivalent to more than the greater of 2% of consolidated total revenues (or consolidated total sales), or one million US dollars) from the ORIX Group as of now and in the last one year.

- (3) Independent Director is not a major shareholder of the Company (holding 10% or higher of issued shares), or representative of the interests of a major shareholder as of now.

- (4) Independent Director was not an Executive Officer, etc. of a company having a relationship of concurrent directorship* with the Company in the latest fiscal year or the preceding three fiscal years.

* “Concurrent directorship” refers to such case that an Executive Officer of the Company or its subsidiaries serves as director of a company in which the Independent Director has been an Executive Officer, also assumes the post of Outside Director of the Company.

- (5) Independent Director was not a member of the executive board (limited to those who execute business) or any other person executing business (referring to an officer, corporate member or employee who executes business of the organization) of any organization (including public interest incorporated associations, public interest incorporated foundations and non-profit corporations) that have received a large amount of donation or assistance (annual average of 10 million yen or higher over the past three fiscal years) from the ORIX Group.

- (6) Independent Director did not serve as an accounting auditor, a certified public accountant (or tax accountant) as an accounting advisor, or a corporate member, a partner or a corporate worker of audit firm (or tax accountant corporation) of the ORIX Group who performed the audit work in person (excluding engagement as a supporting role) on the ORIX Group in of the latest fiscal year or the preceding three fiscal years.

- (7) None of their family members* falls under any of the following:

- 1) A person who was an Executive Officer, etc. or important employee of the ORIX Group during the past three years.
- 2) A person who falls under one of the requirements specified in (1) through (3), (5) or (6) above. For an employee in (1), however, such person shall be limited to an Executive Officer, for the second sentence in (2), such person shall be limited to a corporate member or a partner of the corporation or other entity and for (6), such person shall be limited to an Executive Officer or an employee who performs the audit on the ORIX Group in person.

* “Family members” include a spouse, those related within the second degree by consanguinity or affinity, or other kin living with the Director.

- (8) There must be no material conflict of interest or any possible conflict of interest that might influence the independent Director’s judgment in performing their duties as the Director.

2. Mr. Michael Cusumano and Ms. Aiko Sekine did not have past involvement in corporate management except as Outside Director, outside corporate auditor and outside audit & supervisory board member. However, they are nominated as candidates for Outside Director as it has been determined that they are able to appropriately perform the duties of Outside Director for the aforementioned reasons.

3. The Company has executed an agreement regarding limitation on liability with each Outside Director, which will limit his/her liability for damages pursuant to Article 423, Paragraph (1) of the Companies Act, set forth in Article 427, Paragraph 1 of the Companies Act. The maximum amount of liabilities provided in such agreement is equal to the Minimum Liability Amount set forth in Article 425, Paragraph (1) of the Companies Act. The Company expects to renew the said agreement with each of the candidates for Outside Director if they are appointed as Director.

4. It has been discovered that JAPAN POST Co., Ltd. and JAPAN POST INSURANCE Co., Ltd., which are subsidiaries of JAPAN POST HOLDINGS, where Sakie Akiyama serves as an Outside Director, carried out inappropriate insurance solicitation. Although she was not aware of this fact until she read the report, she regularly made recommendations at the meetings of the Board of Directors from the perspective of legal compliance. After the fact came to light, she instructed the company to thoroughly investigate the fact and prevent recurrence.

5. It has been discovered that Mitsubishi Cable Industries, Ltd., Mitsubishi Shindoh Co., Ltd., Mitsubishi Aluminum Company, Ltd., Tachibana Metal Mfg. Co., Ltd. and Diamet Corporation, which are consolidated subsidiaries of Mitsubishi Materials Corporation, where Hiroshi Watanabe serves as an Outside Director, carried out inappropriate acts such as rewriting data. Although he was not aware of either of these cases until the facts came to light, he regularly made statements from the perspective of strengthening the governance system at the meetings of the Board of Directors. After the fact was discovered, he instructed the company to thoroughly investigate the facts and prevent recurrence.
6. For reference, number of shares scheduled to be issued by share-based compensation plans refers to the number of shares that are scheduled to be delivered equivalent to the cumulative stock ownership points granted by the stock compensation system.
7. If this proposal is approved, the composition of the Nominating Committee, Audit Committee, and Compensation Committee and the chairpersons of each committee are as follows.
Nominating Committee: Sakie Akiyama (Chairperson), Ryuji Yasuda, Hiroshi Watanabe and Makoto Inoue
Audit Committee: Aiko Sekine (Chairperson), Heizo Takenaka and Hiroshi Watanabe
Compensation Committee: Ryuji Yasuda (Chairperson), Michael Cusumano and Aiko Sekine
8. Name on the family register of Aiko Sekine is Aiko Sano.

Business Report for the 57th Fiscal Year

From April 1, 2019 to March 31, 2020

1. Management's Basic Policy

(1) Management's Basic Policy

The corporate philosophy and management policy of the Company and its subsidiaries (collectively, "ORIX") are described below.

| | |
|----------------------|---|
| Corporate Philosophy | ORIX is constantly anticipating market needs and working to contribute to society by developing leading financial services on a global scale and striving to offer innovative products that create new value for customers. |
| Management Policy | <ul style="list-style-type: none">• ORIX strives to meet the diverse needs of its customers and to deepen trust by constantly providing superior services.• ORIX aims to strengthen its base of operations and achieve sustained growth by integrating its resources to promote synergies amongst different units.• ORIX makes efforts to develop a corporate culture that shares a sense of fulfillment and pride by developing personnel resources through corporate programs and promoting professional development.• ORIX aims to attain stable medium- and long-term growth in shareholder value by implementing these initiatives. |

(2) Target Performance Indicators

In its pursuit of sustainable growth, ORIX uses the following performance indicators: Net income attributable to ORIX Corporation shareholders to indicate profitability, ROE to indicate capital efficiency and credit ratings to indicate financial soundness.

In October 2019, ORIX changed three-year targets from fiscal year ending March 31, 2019 to fiscal year ending March 31, 2021 (4% to 8% net income annual growth and others), and set a net income target as ¥300 billion in fiscal year ending March 31, 2020 and a ROE target as 11% and higher in the mid-term.

Performance indicators of the current fiscal year are as follows.

| | | Fiscal Year ended March 31, |
|--|-------------------|-------------------------------------|
| | | 2020 |
| Net income attributable to ORIX Corporation shareholders | (Billions of yen) | 302.7 |
| ROE | (%) | 10.3 |
| Credit rating (long-term debt)..... | | Maintain A credit rating and higher |

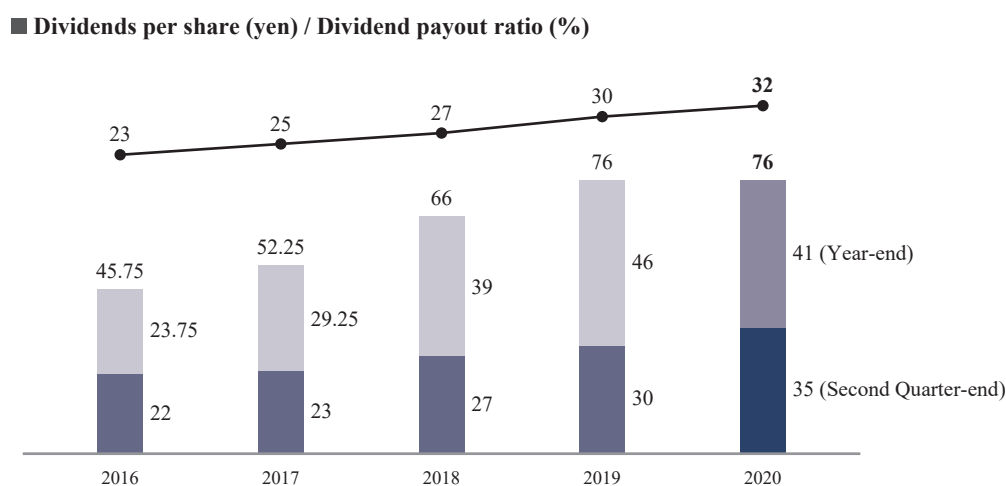
(3) Profit Distribution Policy and Dividends

The Company aims to increase shareholder value by utilizing profits earned from business activities that were secured primarily as retained earnings, to strengthen its business foundation and make investments for future growth. At the same time, the Company strives to make stable and sustainable distribution of dividends at a level in line with its business performance. In addition, with regards to the decision of whether to buy back shares, the Company aims to act with flexibility and swiftness while considering various factors such as the adequate level of the Company's retained earnings, the soundness of its financial condition and external factors such as changes in the business environment, share price and its trend and target performance indicators.

Based on this fundamental policy, the annual dividend has been decided at 76 yen per share (interim dividend paid was 35 yen per share and year-end dividend has been decided at 41 yen per share), which is the same as 76 yen per share in the previous fiscal year. The dividend payout ratio for the fiscal year ended March 31, 2020 becomes 32%. Regarding the payment of dividends, in accordance with Article 459, Paragraph 1 of the Companies Act, the Articles of Incorporation stipulates that the Company may pay dividends from surplus by resolution of the Board of Directors.

In the fiscal year ending March 31, 2020, ORIX repurchased ¥45.7 billion of own share in total from November 2019 to March 2020.

Five-year trends in dividends per share are as follows:



2. Current State of the Company

The matters described in 2. Current State of the Company are based on the terms, forms and preparation methods that have been required for issuance of American Depositary Receipt, etc. (hereinafter referred to as “U.S. GAAP”).

(1) Progress and Results of the Company’s Business Activities

Operating Environment

Although the world economy in this fiscal year slowed down mainly due to intensifying the U.S.-China trade friction, expectations for a relaxation of the U.S.-China trade friction increased in addition to the active monetary easing of the U.S. monetary policy, and there were signs of a recovery in the economy by the end of 2019. However, from the beginning of 2020, the spread of the COVID-19 virus all over the world, and the governments of each country took measures such as restricting the movement of people to prevent the spread. It caused the loss of demand and disruption of supply chain, and due to the fear of recession, prices of risk assets have been adjusted globally. On the other hand, as a result of monetary easing by the authorities of each country and the large-scale financial policies of the governments in response to the sharp deterioration of employment and the cash flow of companies, the price of risk assets showed a moderate level toward the end of the fiscal year.

With the spread of the COVID-19 virus, the global economy will suffer a major downturn, and we anticipate that the situation will remain unpredictable during the convergence period.

Overview of Consolidated Business Performance (April 1, 2019 to March 31, 2020)

Total revenues decreased 6% to ¥2,280.3 billion compared to the previous fiscal year as a result of a decrease in sales of goods and real estate due primarily to a decrease in related revenues from consolidated subsidiaries in the private equity business.

Total expenses decreased 5% to ¥2,010.6 billion compared to the previous fiscal year due to a decrease in costs of goods and real estate sold in line with the aforementioned decrease in sales.

Income before income taxes increased 4% to ¥412.6 billion compared to the previous fiscal year as a result of increases in equity in net income of affiliates, and gains on sales of subsidiaries and affiliates and liquidation losses, net. On the other hand, net income attributable to ORIX Corporation shareholders decreased 7% to ¥302.7 billion compared to the previous fiscal year as a result of a decrease in provision for income taxes during the previous fiscal year due to the reversal of the deferred tax liabilities previously recorded for undistributed earnings of DAIKYO INCORPORATED (hereinafter, “DAIKYO”).

There was no significant impact on the business performance for the fiscal year ended March 31, 2020 due to the spread of the COVID-19 virus.

(2) Summary of Consolidated Financial Results

| | | Fiscal Year ended March 31, | | | |
|--|-------------------|-----------------------------|------------|------------|------------|
| | | 2017 | 2018 | 2019 | 2020 |
| Total Revenues | (millions of yen) | 2,678,659 | 2,862,771 | 2,434,864 | 2,280,329 |
| Operating Income | (millions of yen) | 329,224 | 336,195 | 329,438 | 269,681 |
| Net Income Attributable to ORIX Corporation Shareholders | (millions of yen) | 273,239 | 313,135 | 323,745 | 302,700 |
| Earnings Per Share | | | | | |
| | (Basic) (yen) | 208.88 | 244.40 | 252.92 | 237.38 |
| | (Diluted) (yen) | 208.68 | 244.15 | 252.70 | 237.17 |
| Shareholders' Equity Per Share | (yen) | 1,925.17 | 2,095.64 | 2,263.41 | 2,386.35 |
| Total Assets | (millions of yen) | 11,231,895 | 11,425,982 | 12,174,917 | 13,067,528 |
| Shareholders' Equity | (millions of yen) | 2,507,698 | 2,682,424 | 2,897,074 | 2,993,608 |
| ROE | (%) | 11.3 | 12.1 | 11.6 | 10.3 |
| ROA | (%) | 2.46 | 2.76 | 2.74 | 2.40 |
| Number of Employees | | 34,835 | 31,890 | 32,411 | 31,233 |

Notes: 1. Earnings Per Share and Shareholders' Equity Per Share are rounded to nearest hundredth of a yen. Other amounts are rounded to the nearest million yen.

2. Total Revenues do not include consumption tax.

(3) Summary of Principal Businesses, Principal Business Locations and Employees of ORIX (as of March 31, 2020)

| Business Segment | Principal Businesses Principal Business Locations | Number of Employees |
|---------------------------------|--|------------------------|
| Corporate Financial Services | Finance and fee business | 2,518 |
| | Tokyo, Osaka, Kanagawa, Aichi and Fukuoka | |
| Maintenance Leasing | Automobile leasing and rentals, car-sharing; test and measurement instruments and IT-related equipment rentals and leasing | 3,021 |
| | Tokyo, Osaka, Kanagawa, Aichi and Fukuoka | |
| Real Estate | Real estate development, rental and management; facility operation; real estate investment management | 8,674 |
| | Tokyo and Osaka | |
| Investment and Operation | Environment and energy, private equity and concession | 3,768 |
| | Tokyo and Osaka | |
| Retail | Life insurance, banking and card loan | 3,466 |
| | Tokyo, Osaka, Kanagawa, Aichi, Fukuoka and Nagasaki | |
| Overseas Business | Asset management, aircraft- and ship-related operations, private equity and finance | 7,778 |
| | U.S.A., Hong Kong, China, Malaysia, Indonesia, Australia, Ireland, and the Netherlands | |
| Subtotal | | 29,225 |
| Corporate | | 2,008 |
| Total | | 31,233 |

Notes: 1. Number of Employees refers to the number of employees of the Company and its subsidiaries.

2. ORIX's overseas business extends across 37 countries and regions worldwide.

(4) Segment Information

Corporate Financial Services Segment:

The segment serves as a core sales for the Group, and provides leases and loans to corporations through a nationwide sales network. In addition, we gather information on Group products and services, and are a single source for addressing customer needs.

Principal Business

Finance and fee business

| | As of March 31, 2020 |
|-------------------|----------------------|
| Asset composition | 9% |

| Billions of yen | | |
|-----------------|----------------------|------|
| | Year ended March 31, | |
| | 2019 | 2020 |
| Segment Profits | 25.5 | 14.6 |

| Billions of yen | |
|-----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 948.3 |

Summary of Performance

Segment revenues increased 2% to ¥97.0 billion compared to the previous fiscal year due to an increase in income of companies acquired in the previous fiscal year, an increase in revenues from finance leases as a result of our adoption of Accounting Standards Update 2016-02 (ASC 842 (“Leases”)) (hereinafter, “New Lease Standard”), and increases in income and sales of Yayoi Co., Ltd.

Segment profits decreased 43% to ¥14.6 billion compared to the previous fiscal year due to a decrease in fee income related to life insurance, as well as an increase in selling, general and administrative expenses resulting from the adoption of the New Lease Standard.

Maintenance Leasing Segment:

The automobile business provides comprehensive automobile services from leasing, rental, and car sharing to sales of used automobiles and fleet management services. The rental business offers a wide variety of rental products and provides the equipment customers need in a timely manner.

Principal Business

Automobile leasing and rentals, car-sharing; test and measurement instruments and IT-related equipment rentals and leasing

| | As of March 31, 2020 |
|-------------------|----------------------|
| Asset composition | 8% |

| | Billions of yen | |
|-----------------|----------------------|------|
| | Year ended March 31, | |
| | 2019 | 2020 |
| Segment Profits | 38.8 | 33.7 |

| | Billions of yen |
|----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 889.6 |

| |
|------------------------|
| Summary of Performance |
|------------------------|

Segment revenues increased 17% to ¥336.4 billion compared to the previous fiscal year due to increases in revenues from operating leases and revenues from finance leases as a result of our adoption of the New Lease Standard.

Segment profits decreased 13% to ¥33.7 billion compared to the previous fiscal year due to an increase in selling, general and administrative expenses resulting from the adoption of the New Lease Standard.

Real Estate Segment:

We develop and rent office buildings, commercial facilities, logistics centers, and other properties, and operate businesses such as asset management. In addition, we provide high-quality services in operating various facilities such as hotels, inns, and aquariums.

Principal Business

Real estate development, rental and management; facility operation; real estate investment management

| | |
|-------------------|----------------------|
| | As of March 31, 2020 |
| Asset composition | 7% |

| | Billions of yen | |
|-----------------|----------------------|------|
| | Year ended March 31, | |
| | 2019 | 2020 |
| Segment Profits | 89.2 | 76.9 |

| | Billions of yen |
|----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 749.7 |

| |
|------------------------|
| Summary of Performance |
|------------------------|

Segment revenues decreased 12% to ¥466.6 billion compared to the previous fiscal year due to a decrease in income, which is associated with a sale of ORIX Golf Management Corporation, as well as a decrease in sales of real estate resulting from a decrease in condominium delivered by DAIKYO.

Although there was a recognition of gains on sales of shares of a subsidiary which operates senior housings, segment profits decreased 14% to ¥76.9 billion compared to the previous fiscal year due to the above reasons.

Investment and Operation Segment:

We operate in the renewable energy business and the electric power retail business. We also make private equity investments in Japan and overseas, and use the expertise of the Group to increase the corporate value of our investees. The concession business operates three airports in Kansai area and a wastewater treatment plant.

Principal Business

Environment and energy, private equity and concession

| | |
|-------------------|----------------------|
| | As of March 31, 2020 |
| Asset composition | 8% |

Billions of yen

| | Year ended March 31, | |
|-----------------|----------------------|------|
| | 2019 | 2020 |
| Segment Profits | 38.2 | 55.7 |

Billions of yen

| | |
|----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 847.1 |

| |
|------------------------|
| Summary of Performance |
|------------------------|

Segment revenues decreased 27% to ¥451.2 billion compared to the previous fiscal year due to a decrease in sales of goods by a subsidiary in the private equity business.

Segment profits increased 46% to ¥55.7 billion compared to the previous fiscal year due to the recognition of gains on sales of investee stock in private equity business.

Retail Segment:

In the life insurance business, we provide simple, easily understood products, primarily through agency sales and mail order and Internet sales. In the banking business, we focus on areas of real estate investment loans. In the card loan business, we leverage our credit expertise to guarantee unsecured loans for other financial institutions.

Principal Business

Life insurance, banking and card loan

| | |
|-------------------|----------------------|
| | As of March 31, 2020 |
| Asset composition | 38% |

| | Billions of yen | |
|-----------------|----------------------|------|
| | Year ended March 31, | |
| | 2019 | 2020 |
| Segment Profits | 84.2 | 80.4 |

| | Billions of yen |
|----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 4,183.9 |

| |
|------------------------|
| Summary of Performance |
|------------------------|

Segment revenues increased 6% to ¥454.8 billion compared to the previous fiscal year due to an increase in life insurance premiums in line with an increase in new insurance contracts, and an increase in the interest revenue from real estate investment loan in the banking business.

Segment profits decreased 5% to ¥80.4 billion compared to the previous fiscal year due to a decrease in investment return of our life insurance business, which is associated with significant gains recognized on a sale of real estate property during the previous fiscal year.

Overseas Business Segment:

In the United States, we conduct financial services businesses, securities investment and private equity. In Asia, we conduct financial services businesses with deep local ties. In our asset management and aircraft- and ship-related operations, we conduct operations that leverage our expertise globally.

Principal Business

Asset management, aircraft- and ship-related operations, private equity and finance

| | |
|-------------------|----------------------|
| | As of March 31, 2020 |
| Asset composition | 30% |

| | Billions of yen | |
|-----------------|----------------------|-------|
| | Year ended March 31, | |
| | 2019 | 2020 |
| Segment Profits | 125.4 | 156.4 |

| | Billions of yen |
|----------------|----------------------|
| | As of March 31, 2020 |
| Segment Assets | 3,287.4 |

| |
|------------------------|
| Summary of Performance |
|------------------------|

Despite increases in finance revenues in the United States and in gains on sales of investment securities through selling an investee in Asia, segment revenues decreased 1% to ¥486.3 billion compared to the previous fiscal year due to exchange rate changes.

Segment profits increased 25% to ¥156.4 billion compared to the previous fiscal year due to an increase in equity in net income of affiliates from Avolon Holdings Limited (hereinafter, “Avolon”), a leading global aircraft leasing company whose shares were acquired in the previous fiscal year, an increase in gains on sales of shares of subsidiaries and affiliates in the United States and Europe.

(5) Funding Situation (Significant factors only)

1) The funding situation

At the end of the current fiscal year, the funding of ORIX balanced at ¥6,847.9 billion composed of short/long term debts and deposits.

The borrowings from financial institutions vary in sources by major banks, regional banks, foreign banks, life insurance companies, casualty insurance companies and others. The number of our lenders exceeded 200 as of March 31, 2020. The funding from capital markets consist of corporate bonds, medium-term notes (“MTN”), commercial paper (“CP”), and payables under securitized assets.

For the current fiscal year, we have placed importance on lengthening the tenor of debts and carrying out measures such as dispersing the amount of repayment. We also issued unsecured subordinated bonds with interest deferral clauses and prepayment clauses. We intend to continue to strengthen our financial condition, while maintaining appropriately diverse funding.

2) Capital expenditures

In the fiscal year ended March 31, 2020, ¥493.7 billion of capital expenditures were made in operating lease investment mainly in Overseas Business segment, Maintenance Leasing segment and Real Estate segment. In addition, ¥48.0 billion of capital expenditures were made in office facilities and equipment other than rental purpose facilities, mainly in solar power generation equipment in Investment and Operation segment.

3) Assignment of business, merger, company split, share acquisition and sales

No items to report.

4) Main lenders and the amount of borrowings (As of March 31, 2020)

The borrowings of ORIX are mainly made by the Company. Main lenders of the Company at the end of the fiscal year are as follows.

| Millions of yen | |
|--|----------------------------------|
| Lender | Outstanding Amount of Borrowings |
| MUFG Bank, Ltd. | 293,108 |
| Mizuho Bank, Ltd. | 202,839 |
| Sumitomo Mitsui Banking Corporation | 182,885 |
| Japan Bank for International Cooperation | 101,163 |
| Sumitomo Mitsui Trust Bank, Limited | 98,403 |

Note: Amounts less than one million yen have been rounded off.

(6) Corporate Challenges to be Addressed

ORIX believe it is important to constantly maintain and evolve a corporate structure that adapts flexibly and quickly to the business environment. We are making various efforts to achieve sustainable growth as follows.

- Promotion of sustainability: We formed ORIX Sustainability Team and established ORIX Sustainability Policy, ORIX Human Rights Policy, ORIX Sustainable Investment and Lending Policy. We are trying to add sustainability elements when selecting investment and lending cases and setting each business unit targets (KPI), and firmly establish these policies.
- Strengthen of integrated risk management: At the ERM Headquarter established in June 2017, we have been promoting the further advancement of non-financial risk management as well as internal control. In the fiscal year ending March 2020, we broadened the risk management target by including non-financial risk check into the process of examining and monitoring of investing cases.
- Strengthen of information security and digital transformation (promotion of informatization): To respond to cyber attack risk, which is becoming a serious management risk, we established Information Security Department in June 2018 and enhanced security measures. In addition, to respond to changes in the business environment and situations where new technologies in the world pose a threat to existing businesses, we established Data Transformation Department and Digital Innovation Department in August 2019. We are working to improve the profitability of new businesses and existing businesses by effectively utilizing the vast amount of transaction data accumulated so far and solving problems by utilizing AI.

Reference: Sustainability at ORIX, Priority Issues

ORIX has a diversified business model, meaning different parts of our business impact, and are impacted by, different sustainability issues. For our efforts and contributions to society to be as effective as possible, it is important that we focus on the areas where we have the most impact. At present, we have identified the following material issues for us to address as priority issues in our sustainability efforts. We have also linked these key topics to the United Nations Sustainable Development Goals (SDGs) to show how we contribute to sustainability in a global context. We are committed to continuously re-assessing and refining our analysis. This means that our list of priority issues may change as our business grows and expands into new areas.

Automobiles;

- Promoting environmentally friendly driving

Road traffic represents a significant share of global greenhouse gases and other emissions. By supporting our customers in choosing fuel-efficient vehicles and promoting fuel-efficient driving, we can help our customers reach their own environmental ambitions and thereby contribute to the transition to a low-carbon society.

Related SDGs: 11; Sustainable cities and communities, 13; Climate action

- Promoting safe driving

Upholding the highest safety standards of our leasing, rental and car-sharing vehicles to protect the health and safety of our customers is of the highest priority. Besides ensuring high safety standards of the vehicles we are also committed to promoting safe driving practices.

Related SDGs: 3; Good health and well-being

Real Estate;

- Sustainability considerations in real estate investment and management

Environmental and social factors are becoming increasingly important in real estate investment. Buildings with higher environmental performance and buildings that integrate the tenants' well-being into their design and operation are likely to grow in demand among tenants wishing to improve their own sustainability performance and are also likely to have lower operating costs. These factors in turn affect the market value of such properties, leading to creation of both environmental, social and economic value. Further, buildings consume significant amounts of energy for heating, cooling, lighting and appliances. Water is also consumed through the use of fixtures and appliances. By working towards environmental efficiency of our buildings, we are able to reduce our environmental footprint while at the same time optimizing operational cost efficiency.

Related SDGs: This issue has the potential to contribute to all SDGs, not just one specific goal.

- Social considerations in real estate management

To support the prosperity of individuals and the local communities in which we operate, it is important that we consider social aspects such as accessibility and safety in the management of our real estate portfolio. Not only does this enable us to build strong relationships with our stakeholders but it also strengthens our brand and license to operate.

Related SDGs: 11; Sustainable cities and communities

Environment and Energy;

- Investment in and operation of renewable energy generation

The expansion of renewable energy is happening at an ever-increasing pace as the world transitions away from fossil fuels. By investing in and operating renewable energy sources such as solar and geothermal energy, we are supporting this transition while at the same time securing long-term revenue sources.

Related SDGs: 7; Affordable and clean energy, 13; Climate action

- Conservation of biodiversity

Biodiversity refers to the variety of ecosystems and species in the natural environment. These ecosystems provide humans with functions that support societies and economies. Human activities such as development activities put pressures on the natural environment. Including biodiversity considerations in the planning and development of new projects is key to identifying any issues at an early stage and taking action to protect sensitive ecosystems necessary for human well-being.

Related SDGs: 15; Life on land

(7) Significant Parent Company, Subsidiaries and Affiliates

1) Parent company

No items to report.

2) Significant subsidiaries (As of March 31, 2020)

| Business Segment | Company Name | Capital (millions of yen unless stated otherwise) | ORIX Voting Power ratios (%) | Principal Businesses |
|------------------------------------|---|---|------------------------------------|---|
| Corporate Financial Services | Yayoi Co., Ltd. | 50 | 99 | Development, Marketing, and Support of Business Management Software and Related Services |
| Maintenance Leasing | ORIX Auto Corporation | 500 | 100 | Automobile Leasing, Rental, Car Sharing, Sales of Used Automobiles |
| | ORIX Rentec Corporation | 730 | 100 | Rental and Leasing of Test and Measurement Instruments and IT-Related Equipment |
| Real Estate | ORIX Real Estate Corporation | 200 | 100 | Real Estate Investment, Development, Rental, Facilities Operation and Management |
| | ORIX Real Estate Investment Advisors Corporation | 50 | 100 | Real Estate Investment and Advisory Services |
| | ORIX Asset Management Corporation | 100 | 100 | Asset Management of J-REIT |
| | DAIKYO INCORPORATED | 100 | 100 (100) | Housing Development and Sales, Redevelopment |
| Retail | ORIX Life Insurance Corporation | 59,000 | 100 | Life Insurance |
| | ORIX Bank Corporation | 45,000 | 100 | Banking |
| | ORIX Credit Corporation | 4,800 | 100 | Consumer Finance Services |
| Overseas Business | ORIX Corporation USA | USD730,017 thousand | 100 | Financial Services |
| | ORIX Asia Limited | HKD14,000 thousand | 100 | Leasing, Automobile |
| | | USD29,200 thousand | | Leasing, Lending, Banking |
| | ORIX Leasing Malaysia Berhad | RM50,532 thousand | 100 | Leasing, Lending |
| | PT. ORIX Indonesia Finance | IDR420,000 million | 85 | Leasing, Automobile Leasing |
| | ORIX Australia Corporation Limited | AUD30,000 thousand | 100 | Automobile Leasing and Truck Rentals |
| | ORIX Aviation Systems Limited | USD23,100 thousand | 100 | Aircraft Leasing, Aircraft Asset Management, Aircraft-Related Technical Services |
| | ORIX (China) Investment Co., Ltd. | RMB1,690,347 thousand | 100 | Leasing, Equity Investment, Other Financial Services |
| | ORIX Capital Korea Corporation | KRW170,000 million | 100 | Automobile Leasing, Leasing, Lending |
| | ORIX Corporation Europe N.V. | EUR4,538 thousand | 100 | Asset Management |

Notes: 1. ORIX Voting Power ratios are rounded down to the nearest whole figures. The figures in the () are the indirect holding ratios.

2. Capital amounts are rounded down to millions of yen. (Foreign currency amounts are rounded down to the displayed unit.)

3) Specified subsidiaries

No items to report.

4) Significant affiliates (As of March 31, 2020)

The significant affiliates were Avolon (30% owned through ORIX Aviation Systems Limited), the aircraft leasing company in Overseas Business segment, and Kansai Airports (40% owned), the airport operating company in Investment and Operation segment.

(8) Fundamental Policy Regarding Shareholders with Controlling Interest

The Company does not currently have a fundamental policy with regard to measures in response to shareholders with sufficient voting rights to give them control over corporate management. Moreover, the Company does not currently have takeover defense measures.

The Company plans to proceed with prudent consideration of this issue in light of changes in relevant laws and regulations and in the operating environment, with the intent of taking related measures, if necessary.

(9) Other Significant Matters

No items to report.

3. Stock Information (As of March 31, 2020)

(1) Total Number of Shares Authorized: 2,590,000,000 shares

(2) Total Number of Shares Issued: 1,324,629,128 shares

(3) Number of Shareholders: 603,966

(4) Major Shareholders (Top 10)

| Name | Number of Shares Held (Thousands) | Percentage of Total Shares Issued (%) |
|--|--------------------------------------|---|
| Japan Trustee Services Bank, Ltd. (Trust Account) | 106,417 | 8.47 |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 99,484 | 7.92 |
| Japan Trustee Services Bank, Ltd. (Trust Account 9) | 31,280 | 2.49 |
| Japan Trustee Services Bank, Ltd. (Trust Account 7) | 29,260 | 2.32 |
| SSBTC CLIENT OMNIBUS ACCOUNT | 27,184 | 2.16 |
| Japan Trustee Services Bank, Ltd. (Trust Account 5) | 25,145 | 2.00 |
| CITIBANK, N.A.-NY, AS DEPOSITARY BANK FOR DEPOSITARY SHARE HOLDERS | 23,515 | 1.87 |
| BNYM AS AGT/CLTS 10 PERCENT | 23,460 | 1.86 |
| JP MORGAN CHASE BANK 385151 | 22,440 | 1.78 |
| STATE STREET BANK WEST CLIENT-TREATY 505234 | 19,732 | 1.57 |

Notes: 1. Numbers of shares held are rounded down to the nearest thousand.

2. Percentages of total shares issued are rounded down to the second decimal place.

3. In addition to the above, the Company holds 68,680 thousand shares of treasury stock. Pursuant to Article 308, Paragraph 2 of the Companies Act, these shares have no voting rights. The percentages of total shares issued above are calculated excluding the treasury stock (68,680 thousand shares).

(5) Other Significant Matters Relating to Shares

1) Share Repurchase

The share repurchase based on the resolution at the Board of Directors meeting held on October 28, 2019 was completed. The details of share repurchase subsequent to the balance sheet date are as follows.

| | |
|-----------------------------------|---|
| • Class of shares acquired | Common shares |
| • Total number of shares acquired | 8,224,900 shares |
| • Total value of shares acquired | 10,088,218,300 yen |
| • Acquisition period | April 1, 2020 – May 8, 2020 |
| • Acquisition method | Market purchases based on the discretionary dealing contract regarding repurchase of own shares |

2) Cancellation of Own Shares

Regarding the cancellation of own shares based on the resolution at the Board of Directors meeting held on October 28, 2019, the number of shares to be cancelled has been determined. The details of cancellation of own shares subsequent to the balance sheet date are as follows.

| | |
|------------------------------------|-------------------|
| • Class of shares to be cancelled | Common shares |
| • Number of shares to be cancelled | 10,674,148 shares |
| • Scheduled cancellation date | May 29, 2020 |

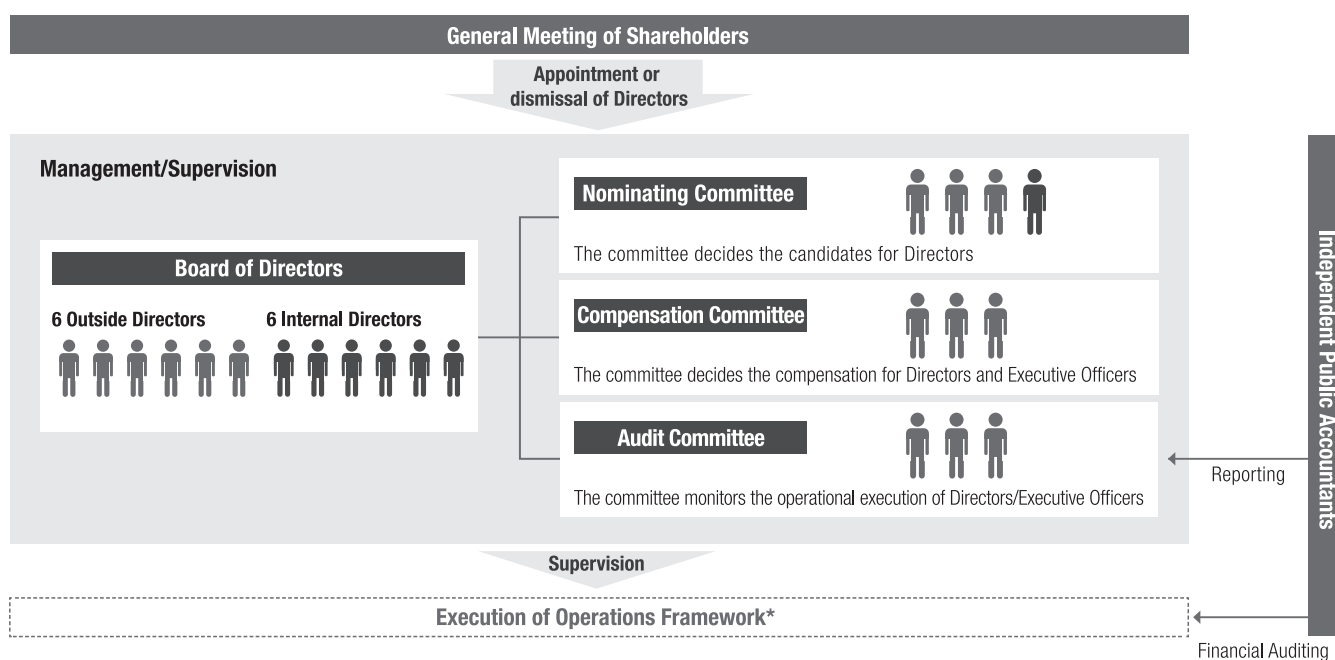
Basic Policy on Corporate Governance

ORIX believes that a robust corporate governance system is a vital element of effective enhanced management and therefore has established sound and transparent corporate governance to carry out appropriate business activities in line with our core policies and ensure objective management.

The Company's Corporate Governance System is characterized by the following four points:

- separation of execution and supervision through a “Company with Nominating Committee, etc.” board model;
- Audit and Compensation Committees composed entirely of outside directors and Nominating Committee composed of a majority of outside directors, with the chairperson of each committee being appointed from among outside directors;
- all outside directors satisfying “Requirements for Independent Directors” (Please refer to Proposal, “Election of Twelve (12) Directors” in the reference documents for the General Meeting of Shareholders); and
- all outside directors being highly qualified in their respective fields.

A diagram outlining the Company's Corporate Governance System as of March 31, 2020 is as follows.



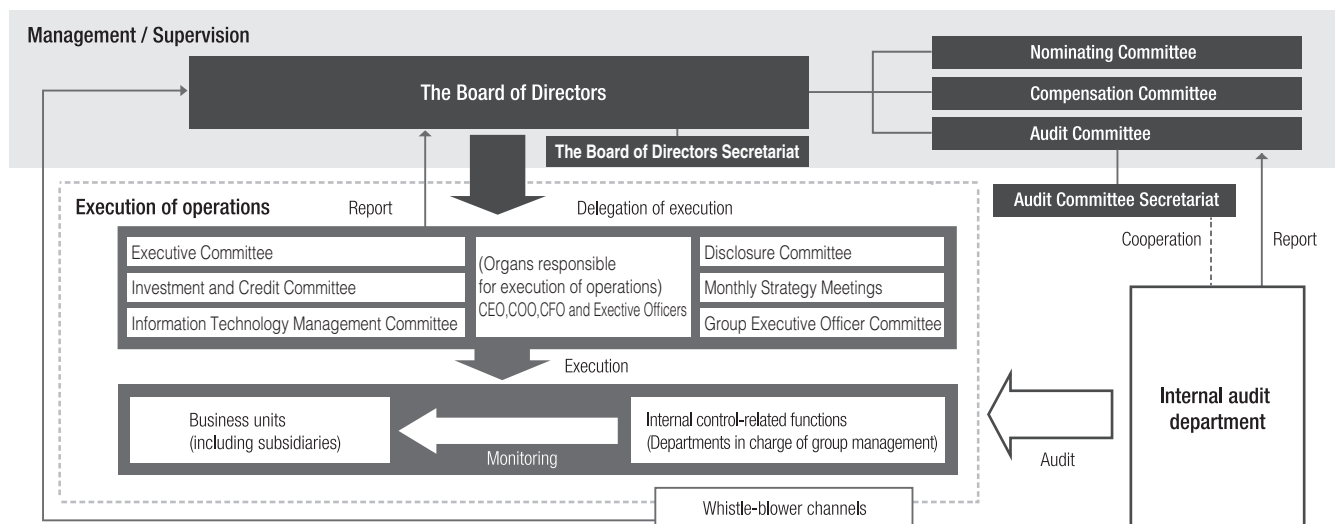
* Please refer to P.37 for the Execution of Operations Framework.

For details on attendance by directors at Board of Directors meetings and the structure and activities of the three committees, please refer to “III. ORIX Corporate Governance” in the “Matters available on the website in relation to the Notice of the 57th Annual General Meeting of Shareholders.”

Internal Control System of ORIX

A diagram outlining the “framework for securing the adequacy of ORIX business procedures (Fundamental Policies of the Internal Control System)” resolved at the Board of Directors of the Company is as follows.

Regarding the outline of the resolution on the Fundamental Policies of the Internal Control System in accordance with Article 416 of the Companies Act and the operation thereof, please refer to “III. ORIX Corporate Governance - 3. Internal Control System of ORIX” in the “Matters available on the website in relation to the Notice of the 57th Annual General Meeting of Shareholders.”



4. Directors and Executive Officers

(1) Directors

(As of March 31, 2020)

| Name | Current Positions (on Committees) | Significant Concurrent Position(s) |
|------------------|--|---|
| Makoto Inoue | Nominating Committee | |
| Yuichi Nishigori | | |
| Shuji Irie | | |
| Shoji Taniguchi | | |
| Satoru Matsuzaki | | |
| Stan Koyanagi | | |
| Eiko Tsujiyama | Audit Committee (Chairperson), Compensation Committee | Emeritus Professor, Waseda University Corporate Auditor, Lawson, Inc. (Outside) Audit & Supervisory Board Member, NTT DOCOMO, INC. (Outside) |
| Nobuaki Usui | Nominating Committee (Chairperson), Audit Committee | Auditor, Miroku Jyoho Service Co., Ltd. (Outside) |
| Ryuji Yasuda | Compensation Committee (Chairperson), Nominating Committee | Adjunct Professor, Graduate School of Business Administration, Hitotsubashi University Department of International Corporate Strategy Director, Yakult Honsha Co., Ltd. (Outside) Director, Benesse Holdings, Inc. (Outside) Director, Kansai Mirai Financial Group, Inc. (Outside) President, Tokyo Woman's Christian University |
| Heizo Takenaka | Audit Committee | Professor, Faculty of Global and Regional Studies at Toyo University Director, Center for Global Innovation Studies at Toyo University Director, Academyhills Chairman and Director, PASONA Group Inc. Director, SBI Holdings, Inc. (Outside) |
| Michael Cusumano | Compensation Committee | Professor, Faculty of Management, Sloan School of Management at Massachusetts Institute of Technology Member of the Board of Directors, Ferratum Plc (Outside) |
| Sakie Akiyama | Nominating Committee | Founder, Saki Corporation Member of the Board of Directors, Sony Corporation (Outside) Board of Directors, JAPAN POST HOLDINGS Co., Ltd. (Outside) |

Notes: 1. Makoto Inoue, Yuichi Nishigori, Shuji Irie, Shoji Taniguchi, Satoru Matsuzaki and Stan Koyanagi also serve as Executive Officers.

2. Eiko Tsujiyama, Nobuaki Usui, Ryuji Yasuda, Heizo Takenaka, Michael Cusumano and Sakie Akiyama are Outside Directors. Appointment of Independent Directors is mandated by Tokyo Stock Exchange, Inc. to protect the interests of general shareholders; all the Company's Outside Directors are registered as Independent Directors.

3. Shoji Taniguchi, Satoru Matsuzaki, Michael Cusumano and Sakie Akiyama were newly elected as Director at the 56th Annual General Meeting of Shareholders held on June 21, 2019.

4. Eiko Tsujiyama is qualified as a certified public accountant and possesses considerable knowledge relating to finance and accounting.

5. For details of significant concurrent positions held by Directors who also serve as Executive Officers, please refer to the column headed Significant Concurrent Position(s) under (2) below.

6. The Company does not have full-time audit committee member based on the evaluation that the effectiveness of the audit by the audit committee is assured by the following measures:

- a - upon assignment by the Appointed Audit Member, the executive officer in charge of the Internal Audit Department of the Company attends important ORIX meetings and reports necessary information to the Audit Committee in a timely manner; and
- b - based on the annual audit plan approved by the Audit Committee, the Internal Audit Department of the Company conducts internal audits and reports results and status of improvements to the Audit Committee.

(2) Executive Officers

(As of March 31, 2020)

| Position(s) | Name | Responsibilities | Significant Concurrent Position(s) |
|---|--------------------|---|--|
| Representative Executive Officer, President | Makoto Inoue | Chief Executive Officer Responsible for Group Strategy Business Unit | |
| Senior Managing Executive Officer | Yuichi Nishigori | Responsible for Energy and Eco Services Business Headquarters | Director, Ubiteq, INC. |
| Senior Managing Executive Officer | Shuji Irie | Head of Investment and Operation Headquarters | |
| Senior Managing Executive Officer | Shoji Taniguchi | Responsible for Treasury and Accounting Headquarters Responsible for Enterprise Risk Management Headquarters Responsible for Corporate Planning Department Responsible for Corporate Communications Department Assistant to CEO | |
| Senior Managing Executive Officer | Satoru Matsuzaki | Head of Corporate Business Headquarters | Chairman, ORIX Auto Corporation Chairman, ORIX Rentec Corporation |
| Senior Managing Executive Officer | Kiyoshi Fushitani | Head of East Asia Business Headquarters Head of Global Transportation Services Headquarters | |
| Senior Managing Executive Officer | Yoshiteru Suzuki | President and Chief Executive Officer, ORIX Corporation USA | |
| Managing Executive Officer | Stan Koyanagi | Global General Counsel | |
| Managing Executive Officer | Yasuaki Mikami | Head of Group Human Resources and Corporate Administration Headquarters Responsible for Secretariat of The Board of Directors Responsible for Work Style Reform | |
| Executive Officer | Harukazu Yamaguchi | Group Strategy Business Unit Responsible for Global Business Group | |
| Executive Officer | Hitomaro Yano | Head of Treasury and Accounting Headquarters | |
| Executive Officer | Toyonori Takahashi | Group Kansai Representative Responsible for MICE-IR Office Responsible for Real Estate Sales Department | Senior Managing Executive Officer, ORIX Real Estate Corporation |
| Executive Officer | Yasuhiro Tsuboi | Head of Credit and Investment Management Headquarters | |
| Executive Officer | Michio Minato | Group Strategy Business Unit | President, ORIX Baseball Club Co., Ltd. |
| Executive Officer | Tetsuya Kotera | Deputy Head of Corporate Business Headquarters | |
| Executive Officer | Eiji Arita | Deputy Head of Corporate Business Headquarters | |
| Executive Officer | Seiichi Miyake | Deputy Head of Investment and Operation Headquarters | |
| Executive Officer | Hidetake Takahashi | Head of Energy and Eco Services Business Headquarters | |

| Position(s) | Name | Responsibilities | Significant Concurrent Position(s) |
|--------------------------------|-------------------|--|------------------------------------|
| Executive Officer | Tomoko Kageura | Head of Enterprise Risk Management Headquarters Responsible for Global General Counsel Office | |
| Executive Officer | Nobuki Watanabe | Responsible for CEO's Office Responsible for New Business Development Department | |
| (Retired on October 31, 2019) | | | |
| Managing Executive Officer | Hideto Nishitani | Assistant to CEO | |
| (Retired on December 31, 2019) | | | |
| Managing Executive Officer | Kazutaka Shimoura | Head of Credit and Investment Management Headquarters | |
| Executive Officer | Toshinari Fukaya | Head of Real Estate Headquarters Responsible for Finance and Investment Department | |
| Executive Officer | Yoshiko Fujii | Responsible for Global General Counsel Office | |
| Executive Officer | Takayuki Okamoto | Head of Enterprise Risk Management Headquarters | |

Notes: 1. Makoto Inoue, Yuichi Nishigori, Shuji Irie, Shoji Taniguchi, Satoru Matsuzaki and Stan Koyanagi also serve as Directors.

2. Toyonori Takahashi, Michio Minato, Tetsuya Kotera, Eiji Arita, Seiichi Miyake, Hidetake Takahashi, Tomoko Kageura and Nobuki Watanabe assumed the post of Executive Officer during the fiscal year ended March 31, 2020.

3. Name on the family register of Tomoko Kageura is Tomoko Kanda, Yoshiko Fujii is Yoshiko Hirano.

(3) Compensation in Fiscal 2020

1) Matters relating to the policy regarding amount and calculation of compensation for Directors and Executive Officers

The Company decides its compensation policy for fiscal 2020 by means of its Compensation Committee comprising Outside Directors.

ORIX's business objective is to increase shareholder value over the medium- to long-term. ORIX believes in the importance of each Director's and Executive Officer's responsibly performing his or her duties and cooperation among different business units in order to achieve continued growth of ORIX.

The Compensation Committee believes that in order to accomplish such business objectives, Directors and Executive Officers should place emphasis not only on performance during the current fiscal year, but also on medium- to long-term results. Accordingly, under the basic policy that compensation should provide effective incentives. ORIX takes such factors into account when making decisions regarding the compensation system and compensation levels for Directors and Executive Officers.

Taking this basic policy into consideration, we have established separate policies for the compensation of Directors and Executive Officers in accordance with their respective roles.

Compensation Policy for Directors

- The compensation policy for Directors who are not also Executive Officers aims for composition of compensation that is effective in maintaining supervisory and oversight functions of Executive Officers' performance in business operations, which is the main duty of Directors. Specifically, ORIX's compensation structure for Directors consists of fixed compensation and share-based compensation.
- Fixed compensation is, in principal, a certain amount that is added to the compensation of the chairperson and member of each committee.

- Share-based compensation reflecting medium- to long-term performance is granted at the time of retirement in the form of ORIX's shares, which is calculated based on the number of points earned and accumulated by the individual while in office until the end of his or her directorship.
- In addition, the Company strives to maintain a competitive level of compensation with Director compensation according to the role fulfilled, and receives third-party research reports on Director compensation for this purpose.

Compensation Policy for Executive Officers

- The compensation policy for Executive Officers, including those who are also Directors, aims for a level of compensation that is effective in maintaining business operation functions, while also incorporating a component that is linked to current period business performance. Specifically, ORIX's compensation structure for Executive Officers consists of fixed compensation, performance-linked compensation, and share-based compensation.
- Fixed compensation is decided for each individual based on a standard amount for each position.
- For Executive Officers, compensation linked to business performance for fiscal 2020 uses the level of achievement of the consolidated net income target as a performance indicator, adjusting 50% of the position-based standard amount within the range of 0% to 200% while, at the same time, using the level of achievement of the target of the division for which the relevant Executive Officer was responsible, adjusting 50% of the position-based standard amount within the range of 0% to 300%. In the case of the Representative Executive Officers, the consolidated net income target is used as a performance indicator, adjusting the standard amount within the range of 0% to 200%.
- Share-based compensation reflecting medium- to long-term performance is granted as a certain number of points based on a standard amount for each position while in office, and the amount of the payment is decided according to the share price at the time of an individual executive officer's retirement.
- In addition, based on the outcome of a third-party compensation research agency investigation, the Company strives to maintain a competitive level of compensation with executive officer compensation functioning as an effective incentive.

Compensation System for Executive Officers

As basic policy for compensation of Executive Officers, the ratio of fixed compensation, performance-linked compensation (annual bonus) and share-based compensation is set to 5:2:3, and the variable portion of the total compensation to 50%. In consideration of the proportion of responsibility, the ratio for the above items for the Chief Executive Officer and President (CEO), is set to 1:1:1. Also, the compensation for Executive Officers based in overseas subsidiaries and Executive Officers with a high degree of specialization, etc., is decided upon deliberation for each individual and in consideration of the local compensation system and level, and specialization.

2) Total amount of compensation for Directors and Executive Officers

| Position | Fixed compensation | | Performance-linked compensation (planned) | | Share component of compensation | | Total compensation | |
|-------------------------------|--------------------|-------------------------------|---|-------------------------------|---------------------------------|-------------------------------|--------------------|-------------------------------|
| | Number of People | Amount Paid (Millions of yen) | Number of People | Amount Paid (Millions of yen) | Number of People | Amount Paid (Millions of yen) | Number of People | Amount Paid (Millions of yen) |
| Directors (Outside Directors) | 8 (8) | 94 (94) | - | - | 8 (8) | 14 (14) | 8 (8) | 109 (109) |
| Executive Officers | 25 | 499 | 25 | 229 | 25 | 363 | 25 | 1,092 |
| Total | 33 | 594 | 25 | 229 | 33 | 377 | 33 | 1,201 |

- Notes: 1. The number of people and amounts paid in the table above include two Directors and five Executive Officers (including those serving concurrently as Directors and Executive Officers) who retired during fiscal 2020. As of March 31, 2020, there were 12 Directors (including six Outside Directors) and 20 Executive Officers (including those serving concurrently as Directors and Executive Officers).
2. In fiscal 2020, no persons serving concurrently as Directors and Executive Officers were remunerated as Directors. The total compensation figure for the eight people serving concurrently as Directors and Executive Officers is shown in the Executive Officers line.
3. The share component of the compensation system is a system in which Directors and Executive Officers are awarded a prescribed number of points during their period of service, and at the time of retirement, ORIX's shares are delivered through a trust to them in accordance with the number of points they have accumulated. The amount paid listed in the table above is calculated by multiplying the number of points confirmed to be provided as the portion for fiscal 2020 by the stock market price paid by the trust when ORIX's shares were acquired (¥1,594 per share).
The actual total amount of the share component of compensation paid in fiscal 2020 was ¥572 million paid to two Directors and four Executive Officers (including those serving concurrently as Directors and Executive Officers) who retired during fiscal 2020 and two Executive Officer who retired before the end of fiscal 2019. This amount is not included in the amount paid of share component of compensation stated in the above table.
4. The Company did not provide stock options in the form of stock acquisition rights in fiscal 2020.
5. Figures shown are rounded down to the nearest million yen.

* Please refer to the following Company's website for the further details of compensation for Directors and Executive Officers.

Form 20-F (US SEC Filings): <https://www.orix.co.jp/grp/en/ir/library/>

(4) Matters Relating to Directors and Executive Officers Who Retired or Were Dismissed During Fiscal 2020

For details of the executive officers who retired during the fiscal year ended March 31, 2020, refer to "(2) Executive Officers" above.

(5) Outside Directors

1) Significant concurrent positions

Please refer to (1) Directors above in the column entitled Significant Concurrent Position(s). There are no significant matters to be disclosed concerning relationships between the Company and the other entities at which the Outside Directors have significant concurrent positions.

2) Relationship with the Company or specially related business entities of the Company

To the Company's knowledge, the Outside Directors are not a spouse or other relative within the third degree of relationship of any persons executing business, etc. of the Company or its specially related business entities.

3) Main activities

| Name | Status of attendance at Board of Directors Meetings and Audit Committee Meetings held in the fiscal year ended March 31, 2020 | Statements made at Board of Directors Meetings and Audit Committee Meetings |
|------------------|---|---|
| Eiko Tsujiyama | Attended 8 of 9 meetings of the Board of Directors Attended 7 of 8 meetings of the Audit Committee | She made necessary statements in an appropriate timeframe and manner by utilizing her abundant experience and specialist knowledge as a professional accountant. She led deliberation in committee meetings of the Audit Committee as the Chairperson of the Audit Committee. |
| Nobuaki Usui | Attended 9 of 9 meetings of the Board of Directors Attended 8 of 8 meetings of the Audit Committee | He made necessary statements in an appropriate timeframe and manner based on abundant experience and extensive insight as a specialist in finance and tax. |
| Ryuji Yasuda | Attended 9 of 9 meetings of the Board of Directors Attended 2 of 2 meetings of the Audit Committee held when he was a committee member | He made necessary statements in an appropriate timeframe and manner based on abundant knowledge as a corporate strategy specialist. |
| Heizo Takenaka | Attended 9 of 9 meetings of the Board of Directors Attended 8 of 8 meetings of the Audit Committee | He made necessary statements in an appropriate timeframe and manner based on abundant experience and extensive insight as a specialist in economic and monetary policy. |
| Michael Cusumano | Attended 7 of 7 meetings of the Board of Directors since he assumed the post of Director | He made necessary statements in an appropriate timeframe and manner based on extensive insight as an expert in business strategy and technology management, from a global perspective. |
| Sakie Akiyama | Attended 7 of 7 meetings of the Board of Directors since she assumed the post of Director | She made necessary statements in an appropriate timeframe and manner based on broad experience and insight as a corporate executive. |

4) Agreement limiting liability

The Company has executed an agreement with each Outside Director, which will limit his/her liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, set forth in Article 427, Paragraph 1 of the Companies Act (so-called “Agreement limiting liability”). The maximum amount of liabilities provided in such agreement is equal to the Minimum Liability Amount set forth in Article 425, Paragraph 1 of the Companies Act. The Company has not executed the said agreement with non-Executive Directors (excluding Outside Directors) and the accounting auditor.

5) Total amount of compensation to Outside Directors for the fiscal year ended March 31, 2020

The total amount of compensation to Outside Directors is the same as the amount paid in the column entitled Total Compensation for Directors of (3) 1) above. No compensation is received from subsidiaries of the Company.

6) Statements or objections from Outside Directors about the above description of the Outside Directors

There are no specific statements or objections from the Outside Directors about the details of matters stated in 1)–5) above.

(6) Other Significant Matters Concerning Directors and Executive Officers (including persons appointed after the closing day of the fiscal year ended March 31, 2020)

No items to report.

CONSOLIDATED BALANCE SHEET (U.S. GAAP)
AS OF MARCH 31, 2020
ORIX Corporation and Subsidiaries

| | Millions of yen |
|---|-------------------|
| ASSETS | |
| Cash and Cash Equivalents | 982,666 |
| Restricted Cash | 152,618 |
| Net Investment in Leases | 1,080,964 |
| Installment Loans | 3,740,486 |
| The amount which is measured at fair value by electing the fair value option is as follows: | |
| March 31, 2020 ¥90,893 million | |
| Allowance for Doubtful Receivables on Finance Leases and Probable Loan Losses | (56,836) |
| Investment in Operating Leases | 1,400,001 |
| Investment in Securities | 2,245,323 |
| The amount which is measured at fair value by electing the fair value option is as follows: | |
| March 31, 2020 ¥25,295 million | |
| Property under Facility Operations | 562,485 |
| Investment in Affiliates | 821,662 |
| Trade Notes, Accounts and Other Receivable | 312,744 |
| Inventories | 126,013 |
| Office Facilities | 203,930 |
| Other Assets | 1,495,472 |
| The amount which is measured at fair value by electing the fair value option is as follows: | |
| March 31, 2020 ¥18,206 million | |
| Total Assets | 13,067,528 |

Note: The assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of those VIEs are below:

| | Millions of yen |
|---|-----------------|
| ASSETS | |
| Cash and Cash Equivalents | 7,117 |
| Net Investment in Leases (Net of Allowance for Doubtful Receivables on Finance Leases and Probable Loan Losses) | 3,377 |
| Installment Loans (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses) | 218,268 |
| Investment in Operating Leases | 75,904 |
| Property under Facility Operations | 296,208 |
| Investment in Affiliates | 51,456 |
| Other | 136,641 |
| Total Assets | 788,971 |

Millions of yen

| | |
|---|-------------------|
| LIABILITIES AND EQUITY | |
| Liabilities: | |
| Short-term Debt | 336,832 |
| Deposits | 2,231,703 |
| Trade Notes, Accounts and Other Payable | 282,727 |
| Policy Liabilities and Policy Account Balances | 1,591,475 |
| The amount which is measured at fair value by electing the fair value option is as follows: | |
| March 31, 2020 | ¥300,739 million |
| Income Taxes: | |
| Current | 28,203 |
| Deferred | 328,147 |
| Long-term Debt | 4,279,354 |
| Other Liabilities | 912,921 |
| Total Liabilities | 9,991,362 |
| Redeemable Noncontrolling Interests | 10,331 |
| Commitments and Contingent Liabilities | |
| Equity: | |
| Common Stock | 221,111 |
| Additional Paid-in Capital | 257,638 |
| Retained Earnings | 2,754,461 |
| Accumulated Other Comprehensive Income (Loss) | (118,532) |
| Treasury Stock, at Cost | (121,070) |
| Total ORIX Corporation Shareholders' Equity | 2,993,608 |
| Noncontrolling Interests | 72,227 |
| Total Equity | 3,065,835 |
| Total Liabilities and Equity | 13,067,528 |

Note: The liabilities of consolidated VIEs for which creditors (or beneficial interest holders) do not have recourse to the general credit of the Company and its subsidiaries are below:

Millions of yen

| | |
|---|----------------|
| LIABILITIES | |
| Short-term Debt | 6,030 |
| Trade Notes, Accounts and Other Payable | 3,140 |
| Long-term Debt | 464,904 |
| Other | 45,671 |
| Total Liabilities | 519,745 |

CONSOLIDATED STATEMENT OF INCOME (U.S. GAAP)
FOR THE YEAR ENDED MARCH 31, 2020

| | Millions of yen |
|---|------------------|
| Revenues : | |
| Finance Revenues | 276,864 |
| Gains on Investment Securities and Dividends | 22,499 |
| Operating Leases | 430,665 |
| Life Insurance Premiums and Related Investment Income | 367,778 |
| Sales of Goods and Real Estate | 406,511 |
| Services Income | 776,012 |
| Total Revenues | 2,280,329 |
| Expenses : | |
| Interest Expense | 99,138 |
| Costs of Operating Leases | 289,604 |
| Life Insurance Costs | 269,425 |
| Costs of Goods and Real Estate Sold | 354,006 |
| Services Expense | 483,914 |
| Other (Income) and Expense | 14,925 |
| Selling, General and Administrative Expenses | 460,199 |
| Provision for Doubtful Receivables and Probable Loan Losses | 24,425 |
| Write-Downs of Long-Lived Assets | 3,043 |
| Write-Downs of Securities | 11,969 |
| Total Expenses | 2,010,648 |
| Operating Income | 269,681 |
| Equity in Net Income of Affiliates | 67,924 |
| Gains on Sales of Subsidiaries and Affiliates and Liquidation Losses, Net | 74,001 |
| Bargain Purchase Gain | 955 |
| Income Before Income Taxes | 412,561 |
| Provision for Income Taxes | 105,837 |
| Net Income | 306,724 |
| Net Income Attributable to the Noncontrolling Interests | 3,640 |
| Net Income Attributable to the Redeemable Noncontrolling Interests | 384 |
| Net Income Attributable to ORIX Corporation Shareholders | 302,700 |

NON-CONSOLIDATED BALANCE SHEET (Japanese GAAP)
AS OF MARCH 31, 2020
ORIX Corporation

| | Millions of yen |
|--|------------------|
| ASSETS | |
| Current assets | 2,751,366 |
| Cash and deposits | 266,114 |
| Accounts receivable - trade | 12,249 |
| Accounts receivable - installment sales | 72,886 |
| Lease receivables | 98,164 |
| Lease investment assets | 225,053 |
| Installment loans | 2,001,610 |
| Inventories | 47 |
| Advance payments - trade | 3,605 |
| Prepaid expenses | 5,894 |
| Other | 101,185 |
| Allowance for doubtful receivables | (35,445) |
| Non-current assets | 2,070,508 |
| Property, plant and equipment | 226,151 |
| Assets for lease | 196,398 |
| Assets for lease | 180,424 |
| Advances for purchases of assets for lease | 15,973 |
| Office Facilities | 29,752 |
| Buildings | 2,348 |
| Structures | 99 |
| Machinery and equipment | 21,781 |
| Tools, furniture and fixtures | 740 |
| Land | 744 |
| Leased assets | 13 |
| Construction in progress | 4,023 |
| Intangible assets | 2,807 |
| Software | 1,061 |
| Trademark right | 0 |
| Telephone subscription right | 162 |
| Other | 1,583 |
| Investments and other assets | 1,841,549 |
| Investment securities | 60,053 |
| Shares of subsidiaries and affiliates | 1,444,769 |
| Investments in other securities of subsidiaries and affiliates | 261,539 |
| Investments in capital | 248 |
| Long-term loans receivable from employees | 38 |
| Bad debts | 364 |
| Prepaid pension cost | 34,003 |
| Deferred tax assets | 22,783 |
| Other | 17,825 |
| Allowance for doubtful receivables | (77) |
| Total Assets | 4,821,874 |

| | |
|---|------------------|
| LIABILITIES | |
| Current liabilities | 823,069 |
| Trade notes payable | 68 |
| Trade accounts payable | 28,847 |
| Short-term debt | 306,704 |
| Current portion of long-term debt | 200,979 |
| Commercial papers | 21,500 |
| Current portion of bonds | 148,158 |
| Lease obligations | 1,551 |
| Accrued expenses | 17,341 |
| Deposits received | 27,441 |
| Unearned revenue | 8,871 |
| Deferred profit on installment sales | 5,770 |
| Provision for loss on guarantees | 5,696 |
| Other | 50,139 |
| Non-current liabilities | 2,736,409 |
| Bonds payable | 825,133 |
| Long-term debt | 1,792,894 |
| Lease obligations | 3,732 |
| Allowance for directors' retirement benefits | 1,977 |
| Asset retirement obligations | 4,065 |
| Other | 108,605 |
| Total Liabilities | 3,559,479 |
| Net Assets | |
| Shareholders' equity | 1,258,464 |
| Common stock | 221,111 |
| Capital surplus | 248,290 |
| Legal capital surplus | 248,290 |
| Other capital surplus | 0 |
| Retained earnings | 910,133 |
| Other retained earnings | 910,133 |
| Reserve for special depreciation | 2,232 |
| Retained earnings brought forward | 907,900 |
| Treasury stock | (121,070) |
| Valuation and translation adjustments | 3,930 |
| Net unrealized gains on other securities | 4,617 |
| Deferred gains or losses on hedges | (686) |
| Total Net Assets | 1,262,395 |
| Total Liabilities and Net Assets | 4,821,874 |

NON-CONSOLIDATED STATEMENT OF INCOME (Japanese GAAP)
FOR THE YEAR ENDED MARCH 31, 2020

| | Millions of yen |
|--|-----------------|
| Net Sales | 596,504 |
| Cost of Sales | 354,910 |
| Gross Profit | 241,594 |
| Selling, General and Administrative Expenses | 75,687 |
| Operating Income | 165,906 |
| Non-operating Income | 31,255 |
| Gains on investments in securities | 27,510 |
| Dividend income | 542 |
| Interest on securities | 624 |
| Miscellaneous income | 2,578 |
| Non-operating Expenses | 8,418 |
| Expenses on investments in securities | 2,433 |
| Interest on bonds | 1,483 |
| Bond issuance cost | 718 |
| Interest expenses | 3,459 |
| Miscellaneous expenses | 323 |
| Ordinary Income | 188,743 |
| Extraordinary Income | 37,214 |
| Gain on sales of securities of subsidiaries and affiliates | 34,899 |
| Other | 2,314 |
| Extraordinary Losses | 7,696 |
| Loss on valuation of investment securities | 4,311 |
| Impairment loss | 2,083 |
| Loss on valuation of securities of subsidiaries and affiliates | 1,110 |
| Other | 190 |
| Income Before Income Taxes | 218,261 |
| Income Taxes - Current | 5,442 |
| Income Taxes - Deferred | (10,733) |
| Net Income | 223,552 |

Independent Auditor's Report

May 21, 2020

The Board of Directors of ORIX Corporation:

KPMG AZSA LLC
Tokyo Office, Japan

Yutaka Terasawa (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Shin Suzuki (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the related notes of ORIX Corporation and its consolidated subsidiaries (collectively referred to as “the Group”), as at March 31, 2020 and for the year from April 1, 2019 to March 31, 2020 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with the second sentence of Article 120-1 of the Ordinance of Companies Accounting, as applied mutatis mutandis pursuant to Article 120-3-3 of the said Ordinance, that prescribes some omissions of disclosure items required under U.S. Generally Accepted Accounting Principles.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and The Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the second sentence of Article 120-1 of the Ordinance of Companies Accounting, as applied mutatis mutandis pursuant to Article 120-3-3 of the said Ordinance, that prescribes some omissions of disclosure items required under U.S. Generally Accepted Accounting Principles, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the second sentence of Article 120-1 of the Ordinance of Companies Accounting, as applied mutatis mutandis pursuant to Article 120-3-3 of the said Ordinance, that prescribes some omissions of disclosure items required under U.S. Generally Accepted Accounting Principles.

The audit committee is responsible for overseeing the executive officer's and directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with the second sentence of Article 120-1 of the Ordinance of Companies Accounting, as applied mutatis mutandis pursuant to Article 120-3-3 of the said Ordinance, that prescribes some omissions of disclosure items required under U.S. Generally Accepted Accounting Principles, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act at the Group's responsibility.

Independent Auditor's Report

May 21, 2020

The Board of Directors of ORIX Corporation:

KPMG AZSA LLC
Tokyo Office, Japan

Yutaka Terasawa (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Shin Suzuki (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the supplementary schedules of ORIX Corporation (“the Company”) as at March 31, 2020 and for the year from April 1, 2019 to March 31, 2020 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and Others* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and The Audit Committee for the Financial Statements and Others

Management is responsible for the preparation and fair presentation of the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee is responsible for overseeing the executive officers' and directors' performance of their duties including the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and Others

Our objectives are to obtain reasonable assurance about whether the financial statements and the supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the supplementary schedules, including the disclosures, and whether the financial statements and the supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act at the Company's responsibility.

Audit Committee's Report

The Audit Committee has conducted audits concerning the execution of duties by Directors and Executive Officers for the 57th fiscal year from April 1, 2019 to March 31, 2020, and hereby reports the auditing methods and the results as follows.

1. Auditing methods and their contents

The Audit Committee observed and examined the resolutions of the Board of Directors regarding system stipulated in (b) and (e), Item 1, Paragraph 1 of Article 416 of the Companies Act and the system designed and implemented based on said resolutions (internal control system), we have received periodic reports about the status of the implementation and operation of the system from Directors, Executive Officers, and employees, etc., and we have requested explanations from them as necessary and expressed our views on these matters. The Audit Committee has audited in the following manner.

- (1) Pursuant to the audit policy, assigned duties and other rules that the Audit Committee decided, and in cooperation with the Company's internal audit department, we have attended the important meetings; received reports from Directors, Executive Officers and others on the execution of their duties, and sought explanations as necessary, inspected important documents of management's decision making and others; and investigated the status of the business operations and assets at the head office and other main places of business. Meanwhile, we communicated and exchanged information with Directors, Corporate Auditors, etc. of subsidiaries, and received reports from subsidiaries on their operations whenever necessary.
- (2) We also observed and verified that the accounting auditor implemented appropriate audits while maintaining independence, received reports from the accounting auditor on the execution of their duties, and sought explanations whenever necessary. Furthermore, we received notice from the accounting auditor that "The system for ensuring that duties are performed properly" (matters set forth in each item of Article 131 of the Ordinance on Accounting of Companies) had been established in accordance with the "Quality Management Standards Regarding Audits" (Business Accounting Council; October 28, 2005), etc., and sought explanations whenever necessary.

Based on the above methods, we examined Business Report and the supporting schedules, Financial Statements (Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Net Assets, and Notes to Non-Consolidated Financial Statements under Japanese GAAP) and the supporting schedules and Consolidated Financial Statements (Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Equity, and Notes to Consolidated Financial Statements under U.S. GAAP) for the fiscal year under review.

2. Audit results

(1) Results of audit of Business Report, etc.

- i. We regard that the Business Report and the supporting schedules fairly present the status of the Company in accordance with the laws and regulations and the Articles of Incorporation.
- ii. As for the performance of duties by Directors or Executive Officers, we find no significant evidence of wrongful act or violation of laws and regulations, nor the Articles of Incorporation.
- iii. We regard the content of the resolution by the Board of Directors regarding internal control system is appropriate, and, furthermore, all actions of Directors and Executive Officers with respect to implementing internal control system were carried out appropriately.

(2) Results of the audit of Financial Statements and the supporting schedules

We regard that the auditing methods and results by KPMG AZSA LLC are appropriate.

(3) Results of the audit of Consolidated Financial Statements

We regard that the auditing methods and results by KPMG AZSA LLC are appropriate.

May 21, 2020

The Audit Committee, ORIX Corporation

Member of the Audit Committee: Eiko Tsujiyama (Seal)

Member of the Audit Committee: Nobuaki Usui (Seal)

Member of the Audit Committee: Heizo Takenaka (Seal)

Note: The three members of Audit Committee are all Outside Directors provided for in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.