**Notice regarding Share Transfer of SGK Holdings Corporation, a Consolidated Subsidiary of ORIX Corporation**

TOKYO, Japan – March 4, 2026 – ORIX Corporation (”ORIX”) announced today that it has decided to enter into a share transfer agreement with the special purpose company (“The SPC”) organized by The Carlyle Group (”Carlyle”, including affiliated companies and other related business entities) and to transfer all shares in SGK Holdings Corporation (“SGK Holdings”), owned by OPI2002 Investment Partnership, a consolidated subsidiary of ORIX.

1. Purpose of transfer of all shares

SGK Holdings is a special purpose company established to acquire and own all shares of SUGIKO GROUP HOLDINGS CO., LTD. ("SUGIKO GHDS"), in which our company invested[*1] in 2020. SUGIKO GHDS is a holding company centered around SUGIKO CO., LTD. ("SUGIKO"), founded in 1953 and handles the rental of scaffolding and temporary construction materials.

SUGIKO has a long track record in providing scaffolding and temporary construction materials for repair and maintenance projects which require a high level of safety, such as petroleum plants and bridges. In addition, the company actively promotes digitalization by utilizing BIM[*2] to centrally manage information of construction projects in 3D models, thereby enhancing operational efficiency in construction sites.

Since our investment, ORIX has been working to enhance the corporate value of SUGIKO through strengthening governance, building a highly competitive organization, and supporting business growth by leveraging ORIX Group's sales network. SUGIKO continues solid performance, expecting both sales and operating profit for this term fiscal year to reach record highs.

On the other hand, the construction industry is experiencing significant changes in its business environment due to labor shortages and rising inflation. In such an environment, ORIX has determined that Carlyle , which has extensive investment experience and expertise in business management support in the infrastructure business sector, is the optimal partner for SUGIKO GHDS to enhance its corporate value continuously in the future, and decided to proceed with this share transfer.

Based on the long-term vision and the new three-year plan announced in 2025, ORIX is promoting capital recycling with the aim of improving ROE. ORIX will continue to provide growth-supporting investments that leverage the expertise and networks of ORIX Group, targeting companies with a stable business foundation and promising growth potential.

*1 ORIX Invests in Major Scaffolding and Temporary Construction Materials Rental Company SUGIKO (December 14, 2020)

*2 An abbreviation for Building Information Modeling. A system that reproduces buildings in 3D on a computer, allowing centralized management of building design, structural calculations, construction, and maintenance information.

2. Summary of Transfer of All Shares

| | | | |
|---|---|---|---|
| (1) | Method | Transfer of (issued) shares owned by the consolidated subsidiary of ORIX | |
| (2) | Shareholding ratio before and after | Before the transfer | OPI2002 Investment Partnership 90%, Others 10% |
| | | After the transfer | The SPC 100% |

3. Overview of Consolidated Subsidiary to be Transferred

| | | | |
|---|---|---|---|
| (1) | Name | SGK Holdings Corporation | |
| (2) | Location | 2-4-1, Hamamatsu-cho, Minato-ku, Tokyo | |
| (3) | Name and title of representative | Seiichi Miyake, Representative Director | |
| (4) | Description of business | Stock ownership | |
| (5) | Paid-in capital | 100 million yen | |
| (6) | Date of establishment | October 22, 2020 | |
| (7) | Major shareholders and shareholding ratio | OPI2002 Investment Partnership 90%, Others 10% | |
| (8) | Relationship between the listed company and aforementioned company | Capital relationship | OPI2002 Investment Partnership, a consolidated subsidiary of ORIX, owns 90% of the shares. |
| | | Personnel relationship | One of ORIX's Managing executive officers concurrently serves as the representative director of the company. Additionally, one of ORIX's employees concurrently serves as an auditor of the company. |
| | | Business relationship | Not applicable |
| (9) | Consolidated subsidiary results and financial position for the past three years (Unit: Mn JPY) | | |

| Fiscal year | FY22.12 | FY23.12 | FY24.12 |
|---|---|---|---|
| Net assets | 24,802 | 26,505 | 28,029 |
| Total assets | 74,241 | 74,520 | 74,763 |
| Net assets per share | 29,696.24 yen | 29,807.92 yen | 29,905.04 yen |
| Sales | 33,169 | 35,628 | 36,585 |
| Operating profit | 3,702 | 2,923 | 2,618 |
| Recurring profit | 3,518 | 2,612 | 2,516 |
| Net income attributable to parent company shareholders | 1,924 | 1,624 | 1,496 |
| Net income per share | 769.43 yen | 649.71 yen | 598.42 yen |
| Dividend per share | 0 yen | 0 yen | 0 yen |

4. Overview of the Company to Which the Shares are Being Transferred

| | | | |
|---|---|---|---|
| (1) | Name | TCG2515 Co., Ltd. | |
| (2) | Location | 1-5-1, Marunouchi, Chiyoda-ku, Tokyo | |
| (3) | Name and title of representative | Genta Saito, Representative Director | |
| (4) | Description of Business | 1. Control and management of the business activities of companies by holding their shares or equity; and<br>2. Any other business incidental to or relating to the foregoing. | |
| (5) | Paid-in capital | 25,000 yen | |
| (6) | Date of establishment | January 21, 2026 | |
| (7) | Net assets | 50,000 yen | |
| (8) | Total assets | 50,000 yen | |
| (9) | Major shareholders and shareholding ratio | TCG2514 Co., Ltd. (100%) | |
| (10) | Relationship between the listed company and the aforementioned company | Capital relationship | Not applicable |
| | | Personnel relationship | Not applicable |
| | | Business relationship | Not applicable |
| | | Related party status | The SPC and its related parties and affiliates are not related parties of ORIX. |

5. Number of Shares to be Transferred, Transfer Price and Status of Shares Held Before and After Transfer

| | | |
|---|---|---|
| (1) | Number of shares held before the transfer | 2,249,999 shares<br>(Number of voting rights：2,249,999)<br>(Percentage of voting rights：90%) |
| (2) | Number of shares to be transferred | 2,249,999 shares<br>(Number of voting rights：2,249,999) |
| (3) | Transfer price | 95.8billion yen |
| (4) | Number of shares held after the transfer | 0 shares<br>(Number of voting rights：0)<br>(Percentage of voting rights：0%) |

6. Schedule of the transaction

| | | |
|---|---|---|
| (1) | Date of share transfer agreement for the transaction | March 4, 2026 |
| (2) | Effective date of the share transfer | Mid-April, 2026 (scheduled) |

7. Outlook

As a result of this transaction, ORIX will report a gain on the sale of approximately 62.3billion yen for the fiscal year ending March 31, 2027.

**Contact Information:**

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**About ORIX Group:**

ORIX Group (ORIX Corporation TSE: 8591; NYSE: IX) was established in 1964 and has grown from its roots in leasing in Japan to become a global, diverse, and unique corporate group. Today, it is active around the world in financing and investment, life insurance, banking, asset management, real estate, concession, environment and energy, automobile-related services, industrial/ICT equipment, ships and aircraft. Since expanding outside of Japan in 1971, ORIX Group has grown its business globally and now operates in around 30 countries and regions across the world with approximately 36,000 people. ORIX Group unites globally around its Purpose: “Finding Paths. Making Impact.” combining diverse expertise and innovative thinking to help our world develop in a sustainable way.
For more details, please visit our website: https://www.orix.co.jp/grp/en/
(As of September 30, 2025)

**Caution Concerning Forward Looking Statements:**

These documents may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on our current expectations and are subject to uncertainties and risks that could cause actual results that differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under “Risk Factors” in the Company’s annual report on Form 20-F filed with the United States Securities and Exchange Commission and under “(4) Risk Factors” of the “1. Summary of Consolidated Financial Results” of the “Consolidated Financial Results April 1, 2024 – March 31, 2025” furnished on Form 6-K.