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**FOR IMMEDIATE RELEASE**

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**Announcement Regarding a Stock Option Program  
(Issuance of Stock Acquisition Rights to Employees and Others)**

At a meeting of ORIX Corporation's Board of Directors held on May 9, 2008, it was resolved to raise a proposal as an agenda item for approval at the 45th Annual General Meeting of Shareholders of the Company, which is scheduled to be held on June 24, 2008. The agenda item is to delegate the Board of Directors of the Company to set offering conditions for issuing stock acquisition rights as part of a stock option program, as shown below, to employees of the Company, and directors and employees of subsidiaries and affiliates of the Company.

**1. Overview of the Stock Option Program**

Stock acquisition rights that can be exercised to acquire common shares of the Company will be offered in accordance with the provisions contained in Articles 236, 238, and 239 of the Company Law.

**2. Recipients of the Stock Acquisition Rights**

The stock acquisition rights are to be issued to employees of the Company, and directors and employees of subsidiaries and affiliates of the Company. The aforementioned employees of the Company include those concurrently serving as directors, corporate auditors or employees of subsidiaries and affiliates of the Company.

**3. Reason for the need to issue Stock Acquisition Rights under especially favorable terms.**

In order to further increase the incentive of the aforementioned recipients to raise corporate profits and further increase corporate value.

**4. Outline of the Stock Acquisition Rights**

**(1) Type and number of shares to be issued upon exercise of the stock acquisition rights**

10 common shares per one stock acquisition right.

In the case that a stock split (including gratis issue) or reverse stock split takes effect after the conclusion of the 45th Annual General Meeting of Shareholders of the Company, the number of shares for stock acquisition rights will be adjusted using the following calculation method. However, the adjustment will only be done for those stocks of stock acquisition rights that have not been exercised at the time of such stock split or stock merger. Furthermore, upon adjustment fractions of one stock will be rounded down.

Number of Stock After Adjustment=Number of Stock Prior to Adjustment X Ratio for Stock Split or Stock Merger

In addition, the number of shares for stock acquisition rights will be adjusted to a reasonable extent if there is a merger, spin-off, exchange of stock, stock transfer, or any other inevitable reasons after the closing of the 45th Annual General Meeting of Shareholders of the Company.

**(2) Number of the stock acquisition rights to be issued**

Maximum of 12,200. The maximum total stock to be issued or transferred upon exercise of the stock

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acquisition rights will be 122,000. However, this number to be issued or transferred upon exercise of the stock acquisition rights will be adjusted if there is any adjustment made in the number of shares, as a purpose of the stock acquisition rights, as per (1) above.

(3) Necessity of Payment for the Stock Acquisition Rights

No payment is required for stock acquisition rights.

(4) Amount to be Invested at Time of Exercising Stock Acquisition Rights and Calculation Method Used  
Amount to be invested into the Company at time of exercising one unit of the stock acquisition rights shall be the product of the amount to be paid in at the time of exercising stock acquisition rights per share to be determined by description below (hereinafter referred to as the "Exercise Price"), and the number of shares to be issued per unit of the stock acquisition rights set forth in (1) above.

The exercise price shall be the average closing price of common shares on the Tokyo Stock Exchange for the 30 trading days commencing 45 days previous to, and not including, the date on which the Company decides the exercise price (excluding days in which no shares are traded), which is one day prior to the issue date, and rounded upwards to the nearest yen.

However, if this average price is less than the closing price on the date on which the Company decides the exercise price, the closing price of such date, or, if there is no closing price on such date, the closing price of the closest preceding day, shall be used.

In addition, the exercise price of the stock acquisition rights will be adjusted to a reasonable extent if there is a stock split, reverse stock split or a merger, spin-off, exchange of stock, stock transfer, or any other inevitable reasons after the closing of the 45th Annual General Meeting of Shareholders of the Company.

(5) Exercise period of the stock acquisition rights

From two years following the day of the setting of the offering of conditions for issuing stock acquisition rights by our executive officer, delegated by the Board of Directors of the Company, to June 24, 2018.

(6) Conditions for exercising the stock acquisition rights

The conditions for exercising the stock acquisition rights shall be stipulated in a contract between ORIX Corporation and the recipients of the stock acquisition rights.

(7) Reason for Acquisition of the Stock Acquisition Rights

1. If a bill to approve a contract for the Company to become the non-surviving entity of a merger, a bill to approve a contract for the Company to become a divested company through a divestiture, or to approve a newly-created divestiture plan, or a bill to approve a contract for the Company to become a wholly-owned subsidiary due to a share-swap contract or to approve a share-transfer plan, has been approved by the General Meeting of Shareholders of the Company (a decision by the meeting of the Board of Directors of the Company or by our executive officer delegated by the Board of Directors, if an approval by the General Meeting of Shareholders is not necessary) then the stock acquisition rights may be cancelled at no cost to the Company, by an executive officer delegated by the Board of Directors or by a decision made by the meeting of the Board of Directors, on a date to be determined.

2. If a holder with stock acquisition rights relinquishes a part of or entire stock acquisition rights, then the stock acquisition rights may be cancelled at no cost to the Company.

(8) Condition for transfer of the Stock Acquisition Rights

The transfer of stock acquisition rights is subject to the approval of ORIX's Board of Directors.

(9) Necessary Adjustments or Changes in Conditions for Exercising Stock Acquisition Rights and the Shortening of the Exercise Period for Stock Acquisition Rights in the Case of an Organizational Restructuring such as a Merger

In the event that the decision by the meeting of the Board of Directors of the Company effects a merger,

demerger, share-swap, share-transfer or other organizational restructuring as stipulated under the Company Law, or in the event of reform or abolition of related laws and ordinances, which becomes effective after the conclusion of the 45th Annual General Meeting of Shareholders, the decision by the meeting of the Board of Directors of the Company or our executive officer delegated by the Board of Directors, to the extent reasonable, will make necessary adjustments or changes in the conditions for exercising stock acquisition rights and the shortening of the exercise period for stock acquisition rights and has the ability to restrict the exercising of stock acquisition rights, other than as stipulated in the aforementioned clauses (1) and (4),

(10) Increased capital and capital reserves in case of issuing shares upon exercise of the stock acquisition rights

1. The amount of increased capital in issuing shares upon exercise of the stock acquisition rights is to be equal to one half of the limit amount of increased capital based on the calculation in accordance with Section 1 of Article 40 in Company Calculation Regulations (*kaisha keisan kisoku*). Fractions less than one yen will be rounded up.

2. The amount of increased capital reserves in issuing shares upon exercise of the stock acquisition rights is to be equal to the amount that will be reduced due to the increased capital amount as mentioned in 1. above, from the limit amount of increased capital also mentioned in 1. above.

Note: The above matters are subject to the approval at the 45th Annual General Meeting of Shareholders of the Company, which is scheduled to be held on June 24, 2008.

#### **About ORIX**

ORIX Corporation (TSE: 8591; NYSE: IX) is an integrated financial services group based in Tokyo, Japan, providing innovative value-added products and services to both corporate and retail customers. With operations in 26 countries and regions worldwide, ORIX's activities include corporate financial services, such as leases and loans, as well as automobile operations, rental operations, real estate-related finance, real estate, life insurance, and investment banking. For more details, please visit our website at: [www.orix.co.jp/grp/index\\_e.htm](http://www.orix.co.jp/grp/index_e.htm)

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 to 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. Business Risks" of the "Summary of Consolidated Financial Results" of the "Consolidated Financial Results April 1, 2007 – March 31, 2008."

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