



## Notice Regarding Company Split (Simplified Absorption-Type Company Split) of Tsukuba Lease Corporation

Tokyo, Japan – April 13, 2026 – ORIX Corporation (“ORIX”) announced today that it has decided to implement an absorption-type company split (the “Company Split”), whereby ORIX and ORIX Auto Corporation (“ORIX Auto”), a consolidated subsidiary of ORIX, will act as the absorbing split successor companies (the “Successor Companies”), and Tsukuba Lease Corporation (“Tsukuba Lease”), a consolidated subsidiary of ORIX, will act as the absorbed split company (the “Split Company”). ORIX has also decided that, following the effectiveness of the Company Split, Tsukuba Lease will be dissolved and liquidated. The business currently operated by Tsukuba Lease will be continued by the Successor Companies after the Company Split.

As the Company Split is implemented as a simplified absorption-type company split involving ORIX’s consolidated subsidiary, ORIX is omitting certain disclosure items and details in this notice.

### 1. Purpose of the Company Split

The Company Split aims to enhance operational efficiency and effective utilization of management resources through a management integration within the ORIX Group, taking into account the future growth prospects of Tsukuba Lease. Tsukuba Lease is expected to be dissolved and liquidated following the Company Split.

### 2. Summary of the Company Split and Dissolution/Liquidation

#### (1) Schedule

|  |                |
|--|----------------|
| Date of Board Resolution for the Company Split and Dissolution/Liquidation | April 13, 2026 |
| Date of Execution of the Company Split Agreement (scheduled)               | Mid-May, 2026  |
| Effective Date of the Company Split (scheduled)                            | August 1, 2026 |

#### Notes:

- The Company Split qualifies as a simplified absorption-type company split pursuant to Article 796, Paragraph 2 of the Companies Act of Japan, and therefore no shareholders’ meeting pursuant to Article 795, Paragraph 1 of the Companies Act of Japan will be convened by ORIX.
- Because ORIX holds 90% or more of the voting rights of Tsukuba Lease and therefore has a special controlling relationship with Tsukuba Lease, the Company Split between ORIX and Tsukuba Lease qualifies as a short-form absorption-type company split pursuant to Article 784, Paragraph 1 of the Companies Act of Japan, and no shareholders’ meeting will be convened by Tsukuba Lease.
- The dissolution and liquidation of Tsukuba Lease will be carried out sequentially after the effective date of the Company Split.

#### (2) Method of the Company Split

The Company Split will be carried out through a simplified absorption-type company split and a short-form absorption-type company split, with ORIX and ORIX Auto as the Successor Companies and Tsukuba Lease as the Split Company.

#### (3) Details of Allotment in Connection with the Company Split

ORIX and ORIX Auto plan to pay, as consideration for the absorption-type company split, the valuation of Tsukuba Lease’s lease receivables and installment receivables business as of July 31, 2026. In determining such consideration, the valuation shall be calculated and determined based on their book value.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Company Split

None.

(5) Changes in Capital as a Result of the Company Split

There will be no change in ORIX's capital as a result of the Company Split.

(6) Rights and Obligations to be Succeeded by the Successor Companies

As a result of the Company Split, ORIX and ORIX Auto will succeed to the assets, liabilities, contractual positions, and the rights and obligations incidental thereto held by Tsukuba Lease, as of the effective date, within the scope specified in the absorption-type company split agreement.

(7) Prospects for the Performance of Obligations

With respect to the obligations to be assumed by ORIX and ORIX Auto on and after the effective date of the Company Split, ORIX has determined that there will be no issues with the performance of such obligations.

### 3. Overview of the Companies Involved in the Company Split

|   | Successor company in an absorption-type company split   | Successor company in an absorption-type company split                  | Split company in an absorption-type company split |
|---|---|--|---|
| (1) Name  | ORIX Corporation  | ORIX Auto Corporation  | Tsukuba Lease Corporation                         |
| (2) Location  | 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo   | 3-22-8 Shiba, Minato-ku, Tokyo   | 15-4 Higashi-Arai, Tsukuba City, Ibaraki          |
| (3) Name and title of representative                                  | Hidetake Takahashi, Member of the Board of Directors, Representative Executive Officer, President and Chief Executive Officer | Susumu Naito, President  | Akinobu Nagashima, Representative Director        |
| (4) Description of business   | Diversified Financial Services  | Automobile leasing, Rental, Car Sharing, and Sales of Used Automobiles | Leasing   |
| (5) Paid-in Capital   | JPY 221,111 million   | JPY 500 million  | JPY 20 million                                    |
| (6) Date of establishment   | April 1964  | June 1973  | June 1981   |
| (7) Number of shares issued   | 1,162,962,244 shares  | 100,000 shares   | 40,000 shares                                     |
| (8) Fiscal year-end   | March   | March  | March   |
| (9) Major shareholders and shareholding ratios (As of March 31, 2025) | The Master Trust Bank of Japan, Ltd. (Trust Account)<br>18.95%  | ORIX Corporation<br>100.00%  | ORIX Corporation<br>95.00%                        |
|   | Custody Bank of Japan, Ltd. (Trust Account)<br>8.37%  | -  | Tsukuba Bank, Ltd.<br>5.00%                       |
|   | STATE STREET BANK AND TRUST COMPANY 505001<br>3.03%   | -  | -   |

|  |  |   |   |
|--|--|---|---|
|  | CITIBANK, N.A.-NY, AS<br>DEPOSITARY BANK FOR<br>DEPOSITARY SHARE<br>HOLDERS<br>2.23% | - | - |
|  | STATE STREET BANK<br>WEST CLIENT-TREATY<br>505234<br>2.06%                           | - | - |

10. Financial conditions and operating results for the immediately preceding fiscal year

|                      | ORIX Corporation<br>(Consolidated)<br>(Fiscal Year Ended March<br>2025) | ORIX Auto Corporation<br>(Non-consolidated)<br>(Fiscal Year Ended March<br>2025) | Tsukuba Lease<br>Corporation<br>(Non-consolidated)<br>(Fiscal Year Ended March<br>2025) |
|----------------------|---|--|---|
| Net Assets           | JPY 4,089,782 million   | JPY 35,483 million   | JPY 990 million   |
| Total Assets         | JPY 16,866,251 million  | JPY 520,365 million  | JPY 4,176 million   |
| Net Assets per Share | JPY 3,599.24  | JPY 354,830  | JPY 24,738.79   |
| Revenues             | JPY 2,874,821 million   | JPY 368,070 million  | JPY 1,701 million   |
| Operating Profit     | JPY 331,826 million   | JPY 45,291 million   | JPY 37 million  |
| Ordinary Profit      | JPY 480,463 million   | JPY 46,550 million   | JPY 37 million  |
| Net Income           | JPY 351,630 million   | JPY 32,940 million   | JPY 25 million  |
| Net Income per Share | JPY 307.74  | JPY 329,400  | JPY 625.57  |

Note: As ORIX prepares its financial statements in accordance with U.S. GAAP, Total revenues are presented under the caption "Revenues," and Income before income taxes is presented under the caption "Ordinary Profit." In addition, net assets represent shareholders' equity of ORIX, and net income and per-share information represent amounts attributable to shareholders of ORIX.

4. Overview of the Business Division Subject to the Company Split and Liquidation

(1) Details of the Business Division Subject to the Company Split and Liquidation  
All lease and installment sales businesses currently conducted by Tsukuba Lease.

(2) Operating Results of the Business Division Subject to the Company Split and Liquidation (Fiscal year ended March 2025)

Revenues: JPY 1,701 million

(3) Items and Amounts of Assets and Liabilities Subject to the Company Split and Liquidation

(Unit: JPY million)

| Assets         |        | Liabilities         |        |
|----------------|--------|---------------------|--------|
| Item           | Amount | Item                | Amount |
| Current Assets | 4,136  | Current Liabilities | 1,994  |
| Fixed Assets   | 40     | Fixed Liabilities   | 1,193  |
| Total          | 4,176  | Total               | 3,186  |

5. Status after the Company Split and Dissolution/Liquidation

There will be no changes to ORIX's name, location, title and name of its representative, business description, capital, or fiscal year-end as a result of the Company Split and dissolution/liquidation.

## 6. Outlook

The impact of the Company Split and the subsequent dissolution/liquidation on ORIX's consolidated financial results is expected to be immaterial.

### **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.