

ORIX CORP  
Form 20-F  
June 23, 2016  
Table of Contents

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 2016  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report:  
Commission file number: 001-14856

## ORIX KABUSHIKI KAISHA

*(Exact name of Registrant as specified in its charter)*

**ORIX CORPORATION**

*(Translation of Registrant's name into English)*

**Japan**

*(Jurisdiction of incorporation or organization)*

**World Trade Center Building, 2-4-1 Hamamatsu-cho, Minato-ku**

**Tokyo 105-6135, Japan**

*(Address of principal executive offices)*

Edgar Filing: ORIX CORP - Form 20-F

Yukio Uchimura

World Trade Center Building, 2-4-1 Hamamatsu-cho, Minato-ku

Tokyo 105-6135, Japan

Telephone: +81-3-3435-1273

Facsimile: +81-3-3435-1276

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
(1) Common stock without par value (the Shares )	New York Stock Exchange*
(2) American depository shares (the ADSs ), each of which represents five shares	New York Stock Exchange

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

None

**Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.**

As of March 31, 2016, 1,324,058,828 Shares were outstanding, including Shares that were represented by 5,021,883 ADSs.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note: Checking the box above will not relieve any Registrant required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

Indicate by check mark whether the Registrant:(1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrant submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

## Edgar Filing: ORIX CORP - Form 20-F

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing.

U.S. GAAP    International Financial Reporting Standards as issued by the International Accounting Standards Board    Other

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow.

Item 17    Item 18

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes    No

### **(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)**

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes    No

\* Not for trading, but only for technical purposes in connection with the registration of the ADSs.

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>Certain Defined Terms, Conventions and Presentation of Financial Information</u>	ii
<u>Forward-Looking Statements</u>	ii
<b><u>PART I</u></b>	<b>1</b>
Item 1. <u>Identity of Directors, Senior Management and Advisers</u>	1
Item 2. <u>Offer Statistics and Expected Timetable</u>	1
Item 3. <u>Key Information</u>	1
Item 4. <u>Information on the Company</u>	12
Item 4A. <u>Unresolved Staff Comments</u>	30
Item 5. <u>Operating and Financial Review and Prospects</u>	30
Item 6. <u>Directors, Senior Management and Employees</u>	111
Item 7. <u>Major Shareholders and Related Party Transactions</u>	131
Item 8. <u>Financial Information</u>	133
Item 9. <u>The Offer and Listing</u>	134
Item 10. <u>Additional Information</u>	135
Item 11. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	150
Item 12. <u>Description of Securities Other than Equity Securities</u>	152
<b><u>PART II</u></b>	<b>154</b>
Item 13. <u>Defaults, Dividend Arrearages and Delinquencies</u>	154
Item 14. <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	154
Item 15. <u>Controls and Procedures</u>	154
Item 16A. <u>Audit Committee Financial Expert</u>	155
Item 16B. <u>Code of Ethics</u>	155
Item 16C. <u>Principal Accountant Fees and Services</u>	155
Item 16D. <u>Exemptions from the Listing Standards for Audit Committees</u>	156
Item 16E. <u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>	156
Item 16F. <u>Change in Registrant's Certifying Accountant.</u>	156
Item 16G. <u>Corporate Governance</u>	156
<b><u>PART III</u></b>	<b>158</b>
Item 17. <u>Financial Statements</u>	158
Item 18. <u>Financial Statements</u>	158
Item 19. <u>Exhibits</u>	159
<b><u>SIGNATURES</u></b>	<b>160</b>
<b><u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u></b>	<b>F-1</b>
<b><u>EXHIBIT INDEX</u></b>	

**Table of Contents**

**CERTAIN DEFINED TERMS, CONVENTIONS AND  
PRESENTATION OF FINANCIAL INFORMATION**

As used in this annual report, unless the context otherwise requires, the **Company** and **ORIX** refer to ORIX Corporation, and **ORIX Group**, **Group**, **we**, **us**, **our** and similar terms refer to ORIX Corporation and its subsidiaries.

In this annual report, **subsidiary** and **subsidiaries** refer to consolidated subsidiaries of ORIX, generally companies in which ORIX owns more than 50% of the outstanding voting stock and exercises effective control over the companies' operations; and **affiliate** and **affiliates** refer to all of our affiliates accounted for by the equity method, generally companies in which ORIX has the ability to exercise significant influence over their operations by way of 20-50% ownership of the outstanding voting stock or other means.

The consolidated financial statements of ORIX have been prepared in accordance with accounting principles generally accepted in the United States of America ( **U.S. GAAP** ). For certain entities where we hold majority voting interests but noncontrolling shareholders have substantive participating rights to decisions that occur as part of the ordinary course of the business, the equity method is applied pursuant to FASB Accounting Standards Codification ( **ASC** ) 810-10-25-2 to 14 ( **Consolidation - The Effect of Noncontrolling Rights on Consolidation** ). In addition, the consolidated financial statements also include variable interest entities ( **VIEs** ) of which the Company and its subsidiaries are primary beneficiaries pursuant to ASC 810 ( **Consolidation** ). Unless otherwise stated or the context otherwise requires, all amounts in such financial statements are expressed in Japanese yen.

References in this annual report to **¥** or **yen** are to Japanese yen and references to **US\$, \$** or **dollars** are to United States dollars.

Certain monetary amounts and percentage data included in this annual report have been subject to rounding adjustments for the convenience of the reader. Accordingly, figures shown as totals in tables may not be equal to the arithmetic sums of the figures that precede them.

The Company's fiscal year ends on March 31. The fiscal year ended March 31, 2016 is referred to throughout this annual report as **fiscal 2016**, and other fiscal years are referred to in a corresponding manner. References to years not specified as being fiscal years are to calendar years.

Effective April 1, 2013, the Company implemented a 10-for-1 stock split of shares of its common stock and amended its unit share system such that one hundred shares constitute one unit. The total number of authorized shares of ORIX's common stock increased from 259,000,000 shares to 2,590,000,000 shares, and the total number of shares of ORIX's common stock issued increased from 124,871,476 shares to 1,248,714,760 shares. As a result of the stock split, the ratio of ADSs (which may be evidenced by one or more American Depositary Receipts or **ADRs** ) to underlying shares changed from 0.5 underlying shares per 1 ADS to 5 underlying shares per 1 ADS. Unless indicated otherwise, numbers of Shares of ORIX's common stock, per Share information for ORIX's common stock, for example historical dividend information, and ORIX's ADS information in this annual report have been retroactively adjusted to reflect the 10-for-1 stock split effective on April 1, 2013.

**FORWARD-LOOKING STATEMENTS**

## Edgar Filing: ORIX CORP - Form 20-F

This annual report contains statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. When included in this annual report, the words will, should, expects, intends, anticipates, estimates and similar expressions, others, identify forward looking statements. Such statements, which include, but are not limited to, statements contained in Item 3. Key Information Risk Factors, Item 5. Operating and Financial Review and Prospects and

**Table of Contents**

Item 11. Quantitative and Qualitative Disclosures About Market Risk, inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those set forth in such statements. These forward-looking statements are made only as of the filing date of this annual report. The Company expressly disclaims any obligation or undertaking to release any update or revision to any forward-looking statement contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

**Table of Contents****PART I****Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information****SELECTED FINANCIAL DATA**

The following selected consolidated financial information has been derived from our consolidated financial statements as of each of the dates and for each of the periods indicated below except for Number of employees. This information should be read in conjunction with and is qualified in its entirety by reference to our consolidated financial statements, including the notes thereto, included in this annual report in Item 18, which have been audited by KPMG AZSA LLC.

	2012	2013	Year ended March 31, 2014 (Millions of yen)	2015	2016
<b>Income statement data*1*2:</b>					
Total revenues	¥ 963,721	¥ 1,052,477	¥ 1,375,292	¥ 2,174,283	¥ 2,369,202
Total expenses	841,506	901,624	1,172,244	1,917,454	2,081,461
Operating income	122,215	150,853	203,048	256,829	287,741
Equity in net income of affiliates	1,983	13,836	18,368	30,531	45,694
Gains on sales of subsidiaries and affiliates and liquidation losses, net	3,317	7,883	64,923	20,575	57,867
Bargain purchase gain	0	0	0	36,082	0
Income before income taxes and discontinued operations	127,515	172,572	286,339	344,017	391,302
Income from continuing operations	82,907	118,890	187,786	254,960	270,990
Net income (loss) attributable to the noncontrolling interests	(332)	3,164	3,815	15,339	10,002
Net income attributable to the redeemable noncontrolling interests	2,724	3,985	4,108	4,970	819
Net income attributable to ORIX Corporation shareholders	83,509	111,909	187,364	234,948	260,169



**Table of Contents**

	2012	2013	As of March 31, 2014		2015	2016		
	(Millions of yen, except number of shares)							
<b>Balance sheet data*2:</b>								
Investment in Direct Financing Leases*3	¥ 900,886	¥ 989,380	¥ 1,094,073	¥ 1,216,454	¥ 1,190,136			
Installment Loans*3	2,769,898	2,691,171	2,315,555	2,478,054	2,592,233			
Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses	(136,588)	(104,264)	(84,796)	(72,326)	(60,071)			
Investment in Operating Leases	1,309,998	1,395,533	1,379,741	1,296,220	1,349,199			
Investment in Securities	1,147,390	1,093,668	1,214,452	2,846,257	2,344,792			
Property under Facility Operations	194,576	218,697	295,863	278,100	327,016			
Others	2,146,670	2,155,525	2,852,073	3,400,869	3,253,601			
<b>Total Assets</b>	<b>¥ 8,332,830</b>	<b>¥ 8,439,710</b>	<b>¥ 9,066,961</b>	<b>¥ 11,443,628</b>	<b>¥ 10,996,906</b>			
Short-term Debt, Long-term Debt and Deposits	¥ 5,828,967	¥ 5,560,847	¥ 5,367,412	¥ 5,705,110	¥ 5,689,002			
Policy Liabilities and Policy Account Balances	405,017	426,007	454,436	2,073,650	1,668,636			
Common Stock	144,026	194,039	219,546	220,056	220,469			
Additional Paid-in Capital	179,223	229,600	255,449	255,595	257,629			
ORIX Corporation Shareholders' Equity	1,380,736	1,643,596	1,919,346	2,152,198	2,310,431			
Number of Issued Shares	1,102,544,220	1,248,714,760	1,322,777,628	1,323,644,528	1,324,058,828			
Number of Outstanding Shares*4	1,075,217,210	1,221,433,050	1,309,444,294	1,308,642,971	1,309,514,020			
			As of and for the Year Ended March 31,					
			2012	2013	2014	2015	2016	
			(Yen and dollars, except ratios and number of employees)					
<b>Key ratios (%)*5:</b>								
Return on ORIX Corporation shareholders' equity ( ROE )			6.2	7.4	10.5	11.5	11.7	
Return on assets ( ROA )			0.99	1.33	2.14	2.29	2.32	
ORIX Corporation shareholders' equity ratio			16.6	19.5	21.2	18.8	21.0	
Allowance/investment in direct financing leases and installment loans			3.7	2.8	2.5	2.0	1.6	
<b>Per share data and employees:</b>								
ORIX Corporation shareholders' equity per share*6			¥ 1,284.15	¥ 1,345.63	¥ 1,465.77	¥ 1,644.60	¥ 1,764.34	
Basic earnings per share for income attributable to ORIX Corporation shareholders from continuing operations*7			74.24	103.09	142.00	179.24	198.73	
Basic earnings per share for net income attributable to ORIX Corporation shareholders			77.68	102.87	147.75	179.47	198.73	
Diluted earnings per share for net income attributable to ORIX Corporation shareholders			65.03	87.37	143.20	179.21	198.52	
Dividends applicable to fiscal year per share			9.00	13.00	23.00	36.00	45.75	
Dividends applicable to fiscal year per share*8			\$ 0.12	\$ 0.13	\$ 0.22	\$ 0.29	\$ 0.40	
Number of employees			17,488	19,043	25,977	31,035	33,333	

\*1 Certain line items presented in the consolidated statements of income have been changed starting from fiscal 2015. The amounts that had been previously reported have been reclassified for this change. For further information about the reclassifications of items presented in our consolidated financial statements, see Note 1 (ai) of Item 18. Financial Statements.

\*2 Prior-year amounts have been adjusted retrospectively to eliminate a lag period that previously existed between DAIKYO INCORPORATED ( DAIKYO ) and ORIX in fiscal 2015. For further information, see Note 1 (ah) of Item 18. Financial Statements.

\*3 The sum of assets considered 90 days or more past due and loans individually evaluated for impairment amounted to ¥319,819 million, ¥236,291 million, ¥155,860 million, ¥123,042 million and ¥94,327 million



**Table of Contents**

- as of March 31, 2012, 2013, 2014, 2015 and 2016, respectively. These sums included: (i) investment in direct financing leases considered 90 days or more past due of ¥17,441 million, ¥15,806 million, ¥13,887 million, ¥15,373 million and ¥12,556 million as of March 31, 2012, 2013, 2014, 2015 and 2016, respectively, (ii) installment loans (excluding loans individually evaluated for impairment) considered 90 days or more past due of ¥8,604 million, ¥7,745 million, ¥6,149 million, ¥6,635 million and ¥8,178 million as of March 31, 2012, 2013, 2014, 2015 and 2016, respectively, and (iii) installment loans individually evaluated for impairment of ¥293,774 million, ¥212,740 million, ¥135,824 million, ¥101,034 million and ¥73,593 million as of March 31, 2012, 2013, 2014, 2015 and 2016, respectively. See Item 5. Operating and Financial Review and Prospects Results of Operations Year Ended March 31, 2016 Compared to Year Ended March 31, 2015 Details of Operating Results Revenues, New Business Volumes and Investments Asset quality.
- \*4 The Company's shares held through the Board Incentive Plan Trust, which was established in July 2014 to provide shares at the time of retirement as compensation, are included in the number of treasury stock shares and excluded from the number of outstanding shares. The trust held 2,153,800 shares and 1,696,217 shares as of March 31, 2015 and 2016, respectively.
- \*5 Return on ORIX Corporation shareholders' equity is the ratio of net income attributable to ORIX Corporation shareholders for the period to average ORIX Corporation shareholders' equity based on fiscal year beginning and ending balances for the period. Return on assets is the ratio of net income attributable to ORIX Corporation shareholders for the period to average total assets based on fiscal year beginning and ending balances for the period. ORIX Corporation shareholders' equity ratio is the ratio as of the period end of ORIX Corporation shareholders' equity to total assets. Allowance/investment in direct financing leases and installment loans is the ratio as of the period end of the allowance for doubtful receivables on direct financing leases and probable loan losses to the sum of investment in direct financing leases and installment loans.
- \*6 ORIX Corporation shareholders' equity per share is the amount derived by dividing ORIX Corporation shareholders' equity by the number of outstanding shares.
- \*7 Basic earnings per share for income attributable to ORIX Corporation shareholders from continuing operations is the amount derived by dividing income attributable to ORIX Corporation shareholders from continuing operations by the weighted-average number of shares outstanding based on month-end balances during the fiscal year. The term basic earnings per share for income attributable to ORIX Corporation shareholders from continuing operations as used throughout this annual report has the meaning described above.
- \*8 The U.S. dollar amounts represent translations of the Japanese yen amounts using noon buying rates for Japanese yen per \$1.00 in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York in effect on the respective dividend payment dates.

**Table of Contents****EXCHANGE RATES**

The following table provides the noon buying rates for Japanese yen, expressed in Japanese yen per \$1.00 in New York City for cable transfers in foreign currencies. As of June 17, 2016, the noon buying rate for Japanese yen was ¥104.20 = \$1.00. No representation is made that the yen or dollar amounts referred to herein could have been or could be converted into dollars or yen, as the case may be, at any particular rate or at all.

	2012	2013	Year Ended March 31,		2016
			2014	2015	
(Yen per dollar)					
<b>Yen per dollar exchange rates:</b>					
High	¥ 85.26	¥ 96.16	¥ 105.25	¥ 121.50	¥ 125.58
Low	75.72	77.41	92.96	101.26	111.30
Average of the last days of the months	78.86	83.26	100.46	110.78	120.13
At period-end	82.41	94.16	102.98	119.96	112.42

The following table provides the high and low noon buying rates for yen, expressed in yen per \$1.00, during the months indicated.

	High	Low
<b>2015</b>		
December	¥ 123.52	¥ 120.27
<b>2016</b>		
January	¥ 121.05	¥ 116.38
February	121.06	111.36
March	113.94	111.30
April	112.06	106.90
May	110.75	106.34

**RISK FACTORS**

Investing in our securities involves risks. You should carefully consider the risks described below as well as all the other information in this annual report, including, but not limited to, our consolidated financial statements and related notes and Item 11. Quantitative and Qualitative Disclosures about Market Risk. Our business activities, financial condition and results of operations and the trading prices of our securities could be adversely affected by any of the factors discussed below or other factors. This annual report also contains forward-looking statements that involve uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, the risks faced by us described below and elsewhere in this annual report. See Forward-Looking Statements. Forward-looking statements in this section are made only as of the filing date of this annual report.

**1. Risks Related to our External Environment**

*(1) Global economic weakness and instability could adversely affect our business activities, financial condition and results of operations*

## Edgar Filing: ORIX CORP - Form 20-F

Our business is affected by general economic conditions and financial conditions in Japan and in foreign countries.

The world economy has been suppressed with low level of growth due primarily to falling commodity prices such as the price of crude oil and fluctuations in financial markets. Moderate economic growth is expected

## **Table of Contents**

among developed countries. Meanwhile, economic growth in emerging and developing countries is expected to be weak overall and disparity in economic growth among such countries continues to widen. In addition, political and geopolitical tensions in certain regions need to be monitored carefully.

The Japanese economic outlook is becoming increasingly unclear due primarily to economic slowdown in emerging countries and the adoption of negative interest rate policy by the Bank of Japan in the second half of the fiscal year despite positive corporate earnings during the first half.

Despite our attempts to minimize our exposure to an unstable economic climate through, for example, improving risk management procedures, future instability in the global economy could adversely affect our business activities, financial condition and results of operations.

### ***(2) We may lose market share or suffer reduced profitability as a result of competition based on pricing and other terms***

We compete on the basis of pricing, transaction structure, service quality and other terms. It is possible that our competitors may seek to compete aggressively on the basis of pricing and other terms through their advantageous funding costs or without regard to their profitability. As a result of such aggressive competition by our competitors, our market share or our profitability may decline.

### ***(3) Negative rumors could affect our business activities, financial condition, results of operations and share price***

Our business is built upon the confidence of our customers and market participants. Whether based on facts or not, negative rumors about our activities, our industries or the parties with whom we do business could harm our reputation and diminish confidence in our business. In such an event, we may lose customers or business opportunities, which could adversely affect our business activities, financial condition and results of operations, as well as our share price.

### ***(4) Our business may be adversely affected by economic fluctuations and political disturbances***

We conduct business operations in Japan as well as in the United States, Asia excluding Japan, Oceania, the Middle East and Europe. Outside Japan, we have large operations in the United States, Asia, Oceania and Europe. Shifts in commodity market prices and consumer demand, political instability or religious strife in these and other regions could adversely affect our business activities, financial condition and results of operations.

### ***(5) Our business activities, financial condition and results of operations may be adversely affected by unpredictable events***

Our business activities, financial condition and results of operations may be adversely affected by unpredictable events or any continuing effects caused by such events. Unpredictable events include man-made events, such as accidents, war, terrorism and insurgency, and natural events, such as earthquakes, storms, tsunamis, fires and outbreaks of infectious diseases. If any such event occurs, it may, among other things, cause

## Edgar Filing: ORIX CORP - Form 20-F

unexpectedly large market price movements or an unexpected deterioration of economic conditions in a country or region. If such a sudden and unpredictable event occurs, our business activities, financial condition and results of operations may be adversely affected.

### *(6) Dispositions of Shares may adversely affect market prices for our Shares*

As of June 21, 2016, four of our shareholders have filed large shareholder reports pursuant to the Financial Instruments and Exchange Act ( FIEA ) indicating, at the time of filing, beneficial ownership, as that term is used in the FIEA, of more than five percent of the total number of our outstanding Shares by the relevant

## **Table of Contents**

shareholder. Additionally, our shareholders may, for strategic, investment or other reasons, decide to reduce their shareholdings in ORIX. Dispositions of Shares, particularly dispositions of large numbers of Shares by major shareholders, may adversely affect market prices for our Shares. For information on major shareholders, see Item 7. Major Shareholders and Related Party Transactions.

If foreign investors reduce their investment in Japanese stocks due to changes in the global economy or political conditions, our share price could be adversely affected because a large percentage of our shares are owned by investors outside of Japan.

## **2. Credit Risk**

### *Our credit-related costs might increase*

We maintain an allowance for doubtful receivables on direct financing leases and probable loan losses. However, we cannot be sure that the allowance will be adequate to cover future credit losses. This allowance may be inadequate due to unexpected adverse changes in the Japanese and overseas economies in which we operate, or deterioration in the conditions of specific customers, industries or markets.

We constantly strive to improve our portfolio management, however, we may be required to make additional provisions in the future depending on the economic trends.

Furthermore, if adverse economic or market conditions affect the value of underlying collateral and guarantees, our credit-related costs other than the allowance might increase. If we need to increase our allowance for doubtful receivables on direct financing leases and probable loan losses, or our credit-related costs other than the allowance increase as a result of these changes or events, our business activities, financial condition and results of operations could be adversely affected.

## **3. Business Risk**

### *(1) We are exposed to risks from our diverse and expanding range of products and services, acquisitions of companies and assets, and entry into joint ventures and alliances*

We continue to expand the range of our businesses in Japan and overseas, including through acquisitions of companies and businesses. Such expansion may expose us to new and complex risks that we may be unable to fully control or foresee, and, as a result, we may incur unexpected and potentially substantial costs or losses. In addition, we may not achieve targeted results if business opportunities do not develop or increase as expected or if competitive pressures undermine profitability.

As part of our business expansion, we may acquire companies or businesses. If the results of operations of an acquired company or business are lower than what we expected at the time we made such acquisition, we could be required to make large write-downs of goodwill or other assets.



Our subsidiaries and affiliates have a wide range of business operations, including operations that are very different from our financial services business. If we fail to manage our investee companies effectively, we may experience financial losses as well as losses of future business opportunities. In addition, we may not be able to sell or otherwise dispose of investments at times or prices we initially expected or at all. We may also need to provide financial support, including credit support or equity investments, to some investee companies if their financial condition deteriorates.

From time to time we also enter into joint ventures and other alliances, and the success of these alliances is often dependent upon the operational capabilities, the financial stability and the legal environment of our counterparties. If an alliance suffers a decline in financial condition or is subject to operational instability because of a change in applicable laws or regulations, we may be required to pay in additional capital, reduce our investment at a loss, or terminate the alliance.

## **Table of Contents**

If any such events occur, our business activities, financial condition and results of operations may be adversely affected.

### ***(2) We are exposed to risks related to asset value volatility***

We invest in ships, aircraft, real estate and other assets in Japan and overseas. The market values of our investments are volatile and may decline substantially in the future.

Valuation losses of our assets are recorded based on the fair market values at the time when revaluation is conducted in accordance with applicable accounting principles. However, losses from the sale of these assets, including as a result of a sudden need for liquidity, may exceed the amount of recorded valuation losses.

We estimate the residual value for certain operating leases at the time of contract. Our estimates of the residual value of equipment are based on current market values of used equipment and assumptions about when and to what extent the equipment will become obsolete; however, we may need to recognize additional valuation losses if our estimates differ from actual trends in equipment valuation and the secondhand market, and we may incur losses if we are unable to collect such estimated residual amounts.

If any event described above occurs, our business activities, financial condition and results of operations may be adversely affected.

### ***(3) Risks related to our other businesses***

We operate a wide range of diversified businesses in Japan and overseas, including financial services business.

Entry into new businesses, and the results of operations following such entry, are accompanied by various uncertainties, and if any unanticipated risk does occur, it may adversely affect our business activities, financial condition and results of operations.

## **4. Market Risk**

### ***(1) Changes in market interest rates and currency exchange rates could adversely affect our assets and our business activities, financial condition and results of operations***

Our business activities are subject to risks relating to changes in market interest rates and currency exchange rates in Japan and overseas. Although we conduct asset-liability management ( ALM ), changes in the yield curve could adversely affect our results of operations.

## Edgar Filing: ORIX CORP - Form 20-F

When fund procurement costs increase due to actual or perceived increases in market interest rates, financing lease terms and loan interest rates for new transactions may diverge from the trend in market interest rates.

Changes in market interest rates could have an adverse effect on the credit quality of our assets and our asset structure. For example, with respect to floating-rate loan assets, if market interest rates increase, the repayment burdens of our customers may also increase, which could adversely affect the financial condition of such customers and their ability to repay their obligations to us. Alternatively, a decline in interest rates could result in increased prepayments of loans and a decrease in our assets.

Though we enter into derivative investments to hedge our market interest and currency risks, we may not be able to perfectly hedge against all risks arising from our business operations in foreign currencies and overseas investments. As a result, a significant change in interest rates or currency exchange rates could have an adverse impact on our business activities, financial condition and results of operations.

## **Table of Contents**

### ***(2) Our use of derivatives may adversely affect our business activities, financial condition and results of operations***

We use derivative instruments mainly to reduce fluctuations in the value of our investment portfolio and to hedge against interest rate and currency risks. However, it is possible that this risk management strategy may not be fully effective in all circumstances due to our operations failing to grasp their value or executing them properly or at all, or our failure to achieve the intended results of such hedging results due to the unavailability of offsetting or roll-over transactions under sudden turbulence in the market. Furthermore, our derivatives counterparties could fail to honor the terms of their contracts with us. Our derivative transactions may also be adversely affected in case our credit ratings are downgraded.

Our use of derivatives may adversely affect our business activities, financial condition and results of operations.

### ***(3) Fluctuations in market prices of stocks and bonds may adversely affect our business activities, financial condition and results of operations***

We hold investments in shares of private and public company stock, including shares of our equity method affiliates, and bonds, in Japan and overseas. The market values of our investment assets are volatile and may decline substantially in the future. A significant decline in the value of our investment assets could adversely affect our business activities, financial condition and results of operations.

## **5. Liquidity Risk (Risk Relating to Fund Procurement)**

### ***Our access to liquidity and capital may be restricted by economic conditions, instability in the financial markets or changes in our credit ratings***

Our primary sources of financing include: borrowings from banks and other institutional lenders, funding from capital markets (such as through issuances of bonds, medium-term notes or commercial paper ( CP ) and securitization of leases, loans receivables and other assets) and deposits. Such sources include a significant amount of short-term debt, such as CP and other short-term borrowings from various institutional lenders, and the portion of our long-term debt maturing in the current fiscal year. Some of our committed credit lines require us to comply with financial covenants.

Adverse economic conditions or financial market instability, among other things, may adversely affect our ability to raise new funds or to renew existing funding sources, and may subject us to increased funding costs or credit market volatility. If our access to liquidity is restricted, or if we are unable to obtain our required funding at acceptable costs, our business activities, financial condition and results of operations may be significantly and adversely affected.

We obtain credit ratings from ratings agencies. Downgrades of our credit ratings could result in increases in our interest expenses and could have an adverse effect on our fund-raising ability by increasing costs of issuing CP and corporate debt securities, decreasing investor demand for our securities, increasing our bank borrowing costs or reducing the amount of bank credit available to us. As a result, our business activities,

financial condition and results of operations may be significantly and adversely affected.

**6. Legal Risk**

*(1) A failure to maintain adequate controls to comply with regulations may harm our reputation and adversely affect our business activities, financial condition and results of operations*

Our business and employees in Japan are subject to laws, as well as regulatory oversight by government authorities who implement those laws, relating to the various sectors in which we operate. These include laws and regulations applicable to specific industries, such as the Moneylending Business Act, the Installment Sales

## **Table of Contents**

Act, the Insurance Business Act, the Banking Act, the Trust Business Act, the Building Lots and Buildings Transaction Business Act and the Building Standards Act, as well as laws applicable to our business activities, such as the Companies Act, the Financial Instruments and Exchange Act, the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade and the Act on the Protection of Personal Information.

Our businesses outside of Japan are also subject to the laws and regulations of the jurisdictions in which they operate and are subject to oversight by the regulatory authorities of those jurisdictions. For example, in addition to being subject to U.S. securities laws, we are also subject to the USA Patriot Act, which prohibits us from entering into any transactions with countries listed as state sponsors of terrorism, and the U.S. Foreign Corrupt Practices Act, which prohibits us from offering bribes to foreign public servants.

In addition, certain of our businesses are subject to industry-specific laws and regulations requiring, among other things, that each company conduct independent operations and maintain financial soundness and appropriateness of business activities. A total or partial suspension of operations or the revocation of one or more of our licenses may adversely affect our business activities, financial condition and results of operations.

Our efforts to implement thorough internal controls for compliance and legal risk management to prevent violations of applicable laws and regulations, may not be fully effective in preventing all violations. In addition, we engage in a wide range of businesses, and our expansion into new businesses through acquisitions may require us to revise or cause our current internal controls to cease to function adequately. In such cases, we may be subject to sanctions or penalties, which could apply to our officers or employees, if we fail to revise them properly or at all. Such events could adversely affect our business activities, financial condition, results of operations and reputation.

Regardless of whether we have violated any laws, if we become the subject of a governmental investigation, litigation or other proceeding in connection with our businesses, our business activities, financial condition and results of operations may be adversely affected.

### ***(2) Enactment of, or changes in, laws, regulations and accounting standards may affect our business activities, financial condition and results of operations***

Enactment of, or changes in, laws and regulations may affect the way that we conduct our business, the products or services that we may offer, as well as our customers, borrowers, invested companies and funding sources. Such enactment or changes may cause our costs to increase, or if relating to accounting standards, may significantly affect how we record and report our financial condition and results of operations, even if our underlying business fundamentals remain the same. As a result of such enactment or changes, our business activities, financial condition and results of operations could be adversely affected.

## **7. Operational Risk**

### ***(1) Failures in our computer and other information systems could interfere with our operations and damage our business activities, financial condition and results of operations***

## Edgar Filing: ORIX CORP - Form 20-F

We use information systems for financial transactions, personal information management, business monitoring and processing and as part of our business decision-making and risk management activities. Some of these information systems may be outsourced.

System shutdowns, malfunctions or failures, the mishandling of data or fraudulent acts by employees, vendors or other third parties, or infection by a computer virus, could have adverse effects on our operations, by causing, for example, delays in the receipt and payment of funds, the leak or destruction of confidential or personal information of our customers or employees, the generation of errors in information used by our management for business decision-making and risk management evaluation and planning, or the suspension of certain products or services we provide to our customers. In such event, our liquidity or the liquidity of customers who rely on us for financing or payment could be adversely affected.

## **Table of Contents**

Our information system equipment could suffer damage from a large-scale natural disaster or from terrorism, such as hacking or other unauthorized access. If networks or information systems fail, we could experience interruption of business activity, delay in the receipt and payment of funds, or substantial costs for recovery of functionality. As a result, our business activities, financial condition and results of operations may be adversely affected.

### ***(2) We may not be able to hire or retain qualified personnel***

Our businesses require a considerable investment in human resources and the retention of qualified personnel in order to successfully compete in markets in Japan and overseas. If we cannot develop, hire or retain the necessary qualified personnel, our business activities, financial condition and results of operations may be adversely affected.

### ***(3) If our internal control over financial reporting is insufficient, our share price, reputation and business activities may be adversely affected***

We have established and assessed our internal control over financial reporting in a manner intended to ensure compliance with the requirements of various laws and regulations. However, in future periods we or our independent registered public accounting firm may identify material weaknesses in our internal control over financial reporting, and such finding may cause us or our accountants to disclose that our internal control over financial reporting are ineffective, which could cause a loss of investor confidence in the reliability of our financial statements and cause our share price to fall. As a result, our business activities, financial condition and results of operations may be adversely affected.

### ***(4) Our risk management may not be effective***

We continuously seek to improve our risk management function. However, due to the rapid expansion of our business or significant changes in the business environment, our risk management may not be effective. As a result, our business activities, financial condition and results of operations could be adversely affected.

### ***(5) Other operational risks***

Our business entails many types of operational risks. Examples include inappropriate sales practices; inadequate handling of client and customer complaints; inadequate internal communication of necessary information; misconduct of officers, employees, agents, franchisees, trading associates, vendors or other third parties; errors in the settlement of accounts and conflicts with employees concerning labor and workplace management.

When we offer new products or services, we must ensure that we have the capacity to properly undertake and perform such operations. If we are unable to do so successfully, we may lose the confidence of the market and our customers which may cause us to suffer decreased profitability or force us to withdraw from such operations.



Our management attempts to control operational risk and maintain it at a level that we believe is appropriate. However, operational risk is part of the business environment in which we operate, and despite our control measures, our business activities, financial condition and results of operations may be adversely affected at any time due to this risk. Even if we do not incur direct pecuniary loss, our reputation may be adversely affected.

#### **8. Risks Related to Holding or Trading our Shares and ADRs**

*(1) Rights of shareholders under Japanese law may be different from those under the laws of other jurisdictions*

Our Articles of Incorporation, the regulations of our board of directors and the Companies Act govern our corporate affairs. Legal principles relating to matters such as the validity of corporate procedures, directors and

---

**Table of Contents**

officers' fiduciary duties and shareholders' rights are different from those that would apply if we were incorporated elsewhere. Shareholders' rights under Japanese law are different in some respects from shareholders' rights under the laws of jurisdictions within the United States and other countries. You may have more difficulty in asserting your rights as a shareholder than you would as a shareholder of a corporation organized in a jurisdiction outside Japan. For a detailed discussion of the relevant provisions of the Companies Act and our Articles of Incorporation, see Item 10. Additional Information Memorandum and Articles of Incorporation.

***(2) It may not be possible for investors to affect service of process within the United States upon ORIX or ORIX's directors or executive officers, or to enforce against ORIX or those persons judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States***

ORIX is a joint stock corporation formed in Japan. Most or all of ORIX's directors and executive officers are residents of countries other than the United States. Although some of ORIX's subsidiaries have substantial assets in the United States, substantially all of ORIX's assets and the assets of ORIX's directors and executive officers are located outside the United States. As a result, it may not be possible for investors to affect service of process within the United States upon ORIX or ORIX's directors and executive officers or to enforce against ORIX or those persons, in U.S. courts, judgments of U.S. courts predicated upon the civil liability provisions of U.S. securities laws. ORIX has been advised by its Japanese counsel that there is doubt, in original actions or in actions to enforce judgments of U.S. courts, as to the enforceability in Japan of civil liabilities based solely on U.S. securities laws. A Japanese court may refuse to allow an original action based on U.S. securities laws.

The United States and Japan do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil or commercial matters. Therefore, if you obtain a civil judgment by a U.S. court, you will not necessarily be able to enforce such judgment directly in Japan.

***(3) We may be a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. investors***

We believe that we may have been a passive foreign investment company (a PFIC) under the U.S. Internal Revenue Code of 1986, as amended, for the year to which this report relates because of the composition of our assets and the nature of our income. In addition, we may be a PFIC in the foreseeable future. Assuming this is the case, U.S. investors in our Shares or ADSs will be subject to special rules of taxation in respect of certain dividends or gains on such Shares or ADSs, including the treatment of gains realized on the disposition of, and certain dividends received on, the Shares or ADSs as ordinary income earned pro rata over a U.S. investor's holding period for such Shares or ADSs, taxed at the maximum rate applicable during the years in which such income is treated as earned, with the resulting tax liability subject to interest charges for a deemed deferral benefit. In addition, in the case of any dividends that are not subject to the foregoing rule, the favorable rates of tax applicable to certain dividends received by certain non-corporate U.S. investors would not be available. See Item 10. Additional Information Taxation United States Taxation. Investors are urged to consult their own tax advisors regarding all aspects of the income tax consequences of investing in our Shares or ADSs.

***(4) If you hold fewer than 100 Shares, you will not have all the rights of shareholders with 100 or more Shares***

One unit of our Shares is comprised of one hundred Shares. Each unit of the Shares has one vote. A holder who owns Shares other than in multiples of one hundred will own less than a whole unit (i.e., for the portion constituting of fewer than one hundred Shares.) The Companies Act imposes significant restrictions on the rights of holders of shares constituting less than a whole unit, which include restrictions on the right to vote. Under the unit share system, a holder of Shares constituting less than a unit has the right to require ORIX to purchase its Shares and the right to require ORIX to sell it additional Shares to create a whole unit. However, a holder of ADRs is not permitted to withdraw underlying

Shares representing less than one unit, which is

## **Table of Contents**

equivalent to 20 ADSs, and, as a practical matter, is unable to require ORIX to purchase those underlying Shares. The unit share system, however, does not affect the transferability of ADSs, which may be transferred in lots of any number of whole ADSs.

### ***(5) Foreign exchange fluctuations may affect the value of our securities and dividends***

Market prices for our ADSs may decline if the value of the yen declines against the dollar. In addition, the dollar amount of cash dividends or other cash payments made to holders of ADSs will decline if the value of the yen declines against the dollar.

### ***(6) A holder of ADRs has fewer rights than a shareholder and must act through the depositary to exercise those rights***

The rights of shareholders under Japanese law to take various actions, including voting shares, receiving dividends and distributions, bringing derivative actions, examining a company's accounting books and records and exercising dissenters' rights, are available only to holders of record on a company's register of shareholders. The Shares represented by our ADSs are registered in the name of a nominee of the depositary, through its custodian agent. Only the depositary is able to exercise those rights in connection with the deposited Shares. The depositary will make efforts to vote the Shares represented by our ADSs as instructed by the holders of the ADRs representing such ADSs and will pay to those holders the dividends and distributions collected from us. However, a holder of ADRs will not be able to directly bring a derivative action, examine our accounting books and exercise dissenters' rights through the depositary unless the depositary specifically undertakes to exercise those rights and is indemnified to its satisfaction by the holder for doing so.

## **Item 4. Information on the Company**

### **GENERAL**

ORIX is a joint stock corporation (*kabushiki kaisha*) formed under Japanese law. Our principal place of business is at World Trade Center Building, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo 105-6135, Japan, and our phone number is: +81 3 3435 3000. Our general contact URL is [https://ssl.orix-form.jp/ir/inquiry\\_e/](https://ssl.orix-form.jp/ir/inquiry_e/) and our corporate website URL is: <http://www.orix.co.jp/grp/en>. The information on our website is not incorporated by reference into this annual report. ORIX USA Corporation (ORIX USA) is ORIX's agent in the United States, and its principal place of business is at 1717 Main Street, Suite 1100, Dallas, Texas 75201, USA.

### **CORPORATE HISTORY**

ORIX was established in April, 1964 in Osaka, Japan as Orient Leasing Co., Ltd. by three trading companies and five banks that included Nichimen Corporation, Nissho Corporation and Iwai Corporation (presently Sojitz Corporation), the Sanwa Bank (presently The Bank of Tokyo-Mitsubishi UFJ, Ltd.), Toyo Trust & Banking (presently Mitsubishi UFJ Trust and Banking Corporation), the Industrial Bank of Japan and Nippon Kangyo Bank (presently Mizuho Bank, Ltd.), and the Bank of Kobe (presently Sumitomo Mitsui Banking Corporation).

## Edgar Filing: ORIX CORP - Form 20-F

Our initial development occurred during the period of sustained economic growth in Japan during the 1960s and the early 1970s. We capitalized on the growing demand in this period by expanding our portfolio of leasing assets.

During this time, our marketing strategy shifted from a focus on using the established networks of the trading companies and other initial shareholders to one that concentrated on independent marketing as the number of our branches expanded. In April 1970, we listed our Shares on the second section of the Osaka

## **Table of Contents**

Securities Exchange. Since February 1973, our Shares have been listed on the first sections of the Tokyo Stock Exchange and the Osaka Securities Exchange (which was integrated into Tokyo Stock Exchange in 2013). ORIX was also listed on the first section of the Nagoya Stock Exchange from February 1973 to October 2004.

ORIX set up a number of specialized leasing companies to tap new market potential, starting with the establishment of Orient Auto Leasing Corporation (presently ORIX Auto Corporation) in 1973 and Orient Instrument Rentals Corporation (presently ORIX Rentec Corporation), Japan's first electric measuring equipment rental company, in 1976. With the establishment of the credit company Family Consumer Credit Corporation (presently ORIX Credit Corporation, concentrating on card loans) in 1979, ORIX began to move into the retail market by offering financing services to individuals.

It was also during this time that ORIX began expanding overseas, commencing with the establishment of its first overseas office in Hong Kong in 1971, followed by Singapore (1972), Malaysia (1973), Indonesia (1975), the Philippines (1977) and Thailand (1978).

In the 1980s and early 1990s, ORIX established offices in Sri Lanka (1980), the United States (1981), Australia (1986), Pakistan (1986) and Taiwan (1991). The Japanese company Budget Rent-a-Car (presently ORIX Auto Corporation) was also established in 1985.

In 1989, we introduced a corporate identity program and changed our name to ORIX Corporation from Orient Leasing Co., Ltd. to reflect our increasingly international profile and diversification into financial services other than leasing.

In 1991 ORIX established ORIX Aviation Systems Limited in Ireland. In the same year, ORIX established ORIX Omaha Life Insurance Corporation (presently ORIX Life Insurance Corporation) and entered the life insurance business. In 1998 ORIX purchased Yamaichi Trust & Bank, Ltd. (presently ORIX Bank Corporation). In 1998, ORIX listed on the New York Stock Exchange (Ticker Symbol: IX) and, through registration with the SEC, has worked to further strengthen its corporate governance regulations. ORIX Real Estate Corporation was established in 1999 to concentrate on condominium development that was first begun in 1993 as well as develop office buildings in pursuit of improved real estate expertise. In 1999 we established ORIX Asset Management and Loan Services Corporation.

Since 2000, we have actively expanded our automobile-related operations by acquiring companies and assets. We combined seven automobile-related companies into ORIX Auto Corporation in 2005.

We have also continued our overseas expansion. In China, we established a rental company in Tianjin in 2004 and in 2005 established a leasing company in Shanghai. In 2009, we established a Chinese Headquarters in Dalian. We also set up local subsidiaries in Saudi Arabia (2001), the United Arab Emirates (2002) and Kazakhstan (2005).

In 2006, we entered the investment banking field in the United States with the acquisition of Houlihan Lokey, Inc. (Houlihan Lokey) (whose shares we partially sold through our wholly-owned subsidiary ORIX USA in August 2015). In 2010, we acquired RED Capital Group, a U.S.-based company that provides financing for multi-family, senior living and healthcare-related real estate development projects in the United States. In 2010, we also acquired Mariner Investment Group LLC, a leading independent SEC-registered hedge fund manager.

## Edgar Filing: ORIX CORP - Form 20-F

We managed ORIX Credit Corporation ( ORIX Credit ) over a continuous three-year period jointly with Sumitomo Mitsui Banking Corporation pursuant to an alliance established in July 2009. In June 2012, ORIX purchased all the shares of ORIX Credit, making ORIX Credit a wholly-owned subsidiary of ORIX.

In July 2013, ORIX acquired Robeco Groep N.V. ( Robeco ), a global asset management company based in the Netherlands, to pursue a new business model by combining finance with related services.

**Table of Contents**

In July 2014, we acquired Hartford Life Insurance K.K. ( HLIKK ) (presently ORIX Life Insurance Corporation). In December 2014, we acquired Yayoi Co., Ltd. ( Yayoi ), a software service provider targeting small businesses.

In December 2015, ORIX and VINCI Airports S.A.S., an airport concession holder and operator based in France, established Kansai Airports to operate and manage Kansai International Airport and Osaka International Airport.

**STRATEGY****Target Performance Indicators**

In its pursuit of sustainable growth, ORIX Group will use the following performance indicators: Net income attributable to ORIX Corporation shareholders to indicate profitability, ROE to indicate capital efficiency and ROA to indicate asset efficiency. ORIX aims to achieve a mid-term net income target of ¥300 billion for the fiscal year ending March 31, 2018, and to maintain ROE around 11% to 12% by striving to increase asset efficiency through quality asset expansion to capture business opportunities along with increased capital efficiency by strengthening profit-earning opportunities such as fee-based businesses.

Three-year trends in performance indicators are as follows.

		As of March 31,		
		2014	2015	2016
Net income attributable to ORIX Corporation shareholders	(Millions of yen)	¥ 187,364	¥ 234,948	¥ 260,169
ROE <sup>(1)</sup>	(%)	10.5	11.5	11.7
ROA <sup>(2)</sup>	(%)	2.14	2.29	2.32

(1) ROE is the ratio of Net income attributable to ORIX Corporation shareholders for the period to average ORIX Corporation shareholders equity based on fiscal year beginning and ending balances.

(2) ROA is the ratio of Net income attributable to ORIX Corporation shareholders for the period to average total assets based on fiscal year beginning and ending balances.

**Medium- Term Management Targets**

ORIX Group continues to provide innovative and flexible solutions to address changes in the market environment and customer needs. ORIX Group's diversified business portfolio consists of six business segments: Corporate Financial Services, Maintenance Leasing, Real Estate, Investment and Operation, Retail, and Overseas Business. These business segments are closely integrated with each other to create greater value through sharing know-how and expertise.



## Edgar Filing: ORIX CORP - Form 20-F

ORIX Group, using its diversified business portfolio as basis, intends to capitalize on its business foundation, client base, industry know-how and accumulated expertise, to continuously improve profitability by providing high value-added services to the market. Furthermore, under our mid-term strategy of Expansion in Non-Finance Business, ORIX Group aims to achieve sustainable profit growth.

Our strategy of Expansion in Non-Finance Business consists of Organic growth and New investment in key areas. With these principles, we will pursue new business arising from the changing business environment.

**Organic growth** : Deepen our strengths and expertise to further expand our existing operations both in Japan and abroad. Those in Japan include fee business, automobile-related business, facility operation business, and life insurance business. Those abroad include automobile-related business, and further diversification towards non-finance business.

**Table of Contents**

New investment in key areas : Continue to pursue new investment opportunities in key areas identified as the environment and energy-related business and principal investment in Japan and abroad, the network in Asia, global asset management, and concession business.

**Development of business structure toward the realization of management strategies**

It is vital for ORIX Group to continue to maintain and develop a business structure that can be flexibly and swiftly adapted to the changing business environment. ORIX will take the following three steps in order to achieve the aforementioned Medium-Term Management Targets.

*Further advancement of risk management:* Fortify ORIX Group's growth-supporting risk management foundation by enhancing the expertise necessary to manage risk, and further refining the ability to discern good risks from bad ones.

*Pursue transactions that are both socially responsible and economically viable:* Pursue transactions that are socially responsible from a social and environmental standpoint while providing products and services that are valued by clients and improve ORIX Group's overall profitability.

*Create a fulfilling workplace:* Focus on ORIX Group's strengths as a global organization to create a fulfilling work environment for all employees regardless of nationality, age, gender, background or position.

**PROFILE OF BUSINESS BY SEGMENT**

Our reportable segments are based on ASC 280 ( Segment Reporting ). For a discussion of the basis for the breakdown of segments, see Note 32 in Item 18. Financial Statements. The following table shows a breakdown of profits by segment for fiscal 2014, 2015 and 2016.

	Years ended March 31,		
	2014	2015	2016
	(Millions of yen)		
Corporate Financial Services	¥ 24,874	¥ 25,519	¥ 42,418
Maintenance Leasing	37,062	40,366	42,935
Real Estate	17,956	3,484	42,902
Investment and Operation	95,786	42,414	57,220
Retail	49,871	120,616	51,756
Overseas Business	69,688	104,143	142,879
Total segment profits	295,237	336,542	380,110
Difference between segment total and consolidated amounts	(8,898)	7,475	11,192
Total Consolidated Amounts	¥ 286,339	¥ 344,017	¥ 391,302

Each of our segments is briefly described below.

### **BUSINESS SEGMENTS**

ORIX organizes its businesses into six segments to facilitate strategy formulation, resource allocation and portfolio balancing at the segment level. These six business segments are: Corporate Financial Services, Maintenance Leasing, Real Estate, Investment and Operation, Retail and Overseas Business. Management believes that organizing our business into large, strategic units allows us to maximize our corporate value by identifying and cultivating strategic advantages vis-à-vis anticipated competitors in each area and by helping ORIX Group achieve competitive advantage.

## **Table of Contents**

An overview of operations, operating environment and operating strategy for each of the six segments follows.

### **Corporate Financial Services Segment**

#### *Overview of Operation*

Operating through a nationwide network, ORIX provides leasing and loans and other products and services to its core customer base of domestic small and medium-sized enterprises ( SMEs ). The Corporate Financial Services segment functions as the central point of contact for the entire ORIX Group by gathering information on customers and products/services and responding to customer needs, including in connection with business succession and overseas expansion.

This segment has its origin in the leasing business developed at the time of ORIX 's establishment in 1964. Even today, this segment serves as the foundation for the entire ORIX Group 's sales activities.

This segment promotes consolidated management by target sharing with other business segments and Group companies, both domestic and foreign. In this way, this segment creates cross-functional tie ups with Group customers in order to swiftly provide wide-ranging services backed by expertise.

#### *Operating Environment*

Despite the good earnings environment in corporate sector with some exceptions, the economy as a whole has been in an economic slowdown phase. The slowing of economic development mainly in emerging countries also has been growing uncertainty about the future of the world economy. Although we see rising stock prices with weak yen supported by the Bank of Japan 's monetary easing measures introduced in 2013, volatility of stock market has been rising impacted by the introduction of negative interest rate policy.

While we see an upward trend of loans by financial institutions, not only for large enterprises but medium-sized enterprises, the competition due to the low interest rates on loans is continuing.

#### *Mid-term Strategic Directions*

Shift from finance revenues to services income

Maximize synergy potential with Yayoi

Utilize domestic network to target growth areas

*Operating Strategy*

Through various transactions, sales personnel in the Corporate Financial Services segment deepen their understanding of the segment's customers, including their specific needs and management issues. With this segment constituting ORIX's sales platform, sales personnel develop and deliver optimum solutions to customers by leveraging the high-level expertise of the Group's business segments to expand the Group's business opportunities. We seek to enhance the profitability of the Group as a whole by expanding the customer base through stronger cooperation with Group companies. Moreover, we seek to increase revenues from fee business by providing products and services aligned with customer needs.

This segment promotes consolidated management by sharing business targets with other business segments and Group companies, both domestic and foreign, particularly ORIX Auto Corporation and ORIX Rentec Corporation. By promoting consolidated management, we seek to strengthen customer relations so that the customers of our Group companies including the customers of ORIX Auto Corporation will also become customers for other products and services offered by the Group.

## **Table of Contents**

The launch of solar panel sales has enabled the Corporate Financial Services segment to generate new customer relationships. This segment endeavors to expand transactions not only with customers who actually purchased solar panels but with all potential customers to whom it marketed solar panels by continuing to offer solutions to management issues, which lead to sales of the Group's products and services. This segment seeks to develop new businesses and services in order to expand the Group's customer base and build a more stable revenue base.

## **Maintenance Leasing Segment**

### ***Overview of Operation***

The Maintenance Leasing segment consists of ORIX's automobile and rental operations, both of which possess a high level of expertise.

In its automobile leasing business, ORIX engages in leasing, automobile rental and car sharing businesses. Automobile leasing operations began by offering leases including maintenance to corporate clients. Today, the segment's services include a complete range of vehicle maintenance outsourcing services requiring high-level expertise that encompasses solutions that meet clients' compliance, environmental and safety management needs. This segment also offers a broad spectrum of tailor-made services that address both corporate and individual client needs.

Having initially specialized in precision measuring equipment rentals for corporate customers, the rental business has greatly expanded the range of products it offers and currently includes IT-related equipment and medical equipment, environmental analysis equipment as well as tablet computers. The rental business also offers a diverse range of services such as technical support, sales of software packages, equipment calibration and asset management.

### ***Operating Environment***

Despite the good earnings environment in corporate sector with some exceptions, the economy as a whole has been in an economic slowdown phase. The slowing of economic development mainly in emerging countries also has been growing uncertainty about the future of the world economy. Demand for automobile leasing and truck rentals is expected to rise due to earthquake reconstruction, infrastructure and toughening plan, and an increase of the public works investment for the 2020 Tokyo Olympics and Paralympics.

Companies' needs for services related to compliance, safety management, and reduction of environmental impact are increasing together with a continued emphasis on reducing vehicle maintenance and administrative costs. Reflecting the change in individuals' perception of vehicles, there is a shift in consumption behavior from ownership to usage and sharing, and as a result, demand for car rental and car sharing services is rising.

The precision measuring equipment rental market in Japan is not expected to expand substantially, although there have been signs of a return of domestic manufacturing capacity in the manufacturing sector. On the other hand, the competitive landscape remains relatively stable owing to the high barriers to entry arising from substantial up-front investment and the difficulty of securing specialist personnel with the requisite expertise.

In the IT-related equipment field, the market for cloud computing services continues to grow, and there are signs of a shift in corporate IT investment from hardware ownership to service use. Whereas the PC market will likely remain flat over the medium term, the tablet market is expected to grow significantly.

*Mid-term Strategic Directions*

Further expansion of the business while maintaining high profitability

Capitalize on competitive advantage to increase market shares

Deepen expertise and develop solution business

## **Table of Contents**

### ***Operating Strategy***

The automobile business aims to increase its leased assets to reinforce and expand its customer base. In Japan, while the leasing rate of vehicle fleets for enterprises that own more than 30 vehicles is relatively high, it is very low for enterprises and individuals that own 30 vehicles or fewer. On the other hand, these smaller enterprises and individuals account for a large proportion of the vehicles owned in Japan. Therefore, the automobile business will strive to increase the proportion of the customer base consisting of smaller enterprises and individuals while continuing to grow the large-enterprises customer base. Moreover, we will strive to reinforce relationships with customers through cross-functional marketing activities with corporate sales departments in Japan that cut across the Group.

The automobile business is strengthening the provision of high value-added services. Seeking to ensure a stable revenue stream and differentiate itself from competitors, the automobile business leverages its consulting capabilities to select and offer optimum services to the customer from a wide range of vehicle management services. While continually reviewing the line-up of products and services in response to changes in the business environment and evolving customer needs, the automobile business develops new products and services to create new market segments. In addition, to promote the retail business, we will propose a wide range of approaches to car use, such as car rental and car sharing, to meet individual customer's diverse needs and provide elaborate services.

In the equipment rental business, while working to maintain high market share, we intend to expand and strengthen our revenue base by increasing the number of new customers by focusing on growth areas, increasing rental of high margin products and introducing new rental items. We will also expand our customer base and range of products in the fields of environment and energy, environmental analysis, electronic components and next-generation automobile development and promote medical equipment rentals that require a high level of expertise and other high value-added rentals by providing applications and cloud services designed to meet the needs of customers renting tablets. We will seek tie-ups with manufacturers and system companies in order to expand our products and services.

All of our businesses in the Maintenance Leasing segment will continue to strengthen business management and cost control to maintain high profitability and competitiveness.

### **Real Estate Segment**

#### ***Overview of Operation***

The Real Estate segment is mainly comprised of the real estate development, rental business, the facilities operating business and real estate investment advisory business.

In the real estate development and rental business, ORIX Group is involved not only in developing and leasing properties such as office buildings, commercial properties, logistics centers and residences but also in asset management and real estate finance, where ORIX Group has high level of expertise.



## Edgar Filing: ORIX CORP - Form 20-F

The facilities operations business handles hotels, Japanese inns, aquariums, golf courses, training facilities, senior housings, baseball stadiums, and theaters.

### *Operating Environment*

Since the Bank of Japan introduced negative interest rates as part of its monetary easing measures, the Japanese real estate market has been energized.

In the J-REIT market, property acquisitions have been increasing through initial public offerings, and public offerings by existing J-REITs. The market has shown rising sales prices with increased competition to acquire

## **Table of Contents**

properties, and has produced several large-scale real estate deals. In the office building market, there is a decline in the vacancy rate. Rental prices are trending upward, but their rates of increase are shrinking. With the upcoming 2020 Tokyo Olympics and Paralympics, Japanese real estate market has gained attention again. Active investments in tourism-related properties such as hotels and Japanese inns are now seen not only in urban areas but provincial areas as well.

We expect the facilities operation business to remain solid due to the increasing number of elderly persons traveling domestically and foreign tourists visiting Japan.

### ***Mid-term Strategic Directions***

Continue to shift business model towards one with higher stability and profitability

Develop new value-added services

Capitalize facility operation expertise in markets abroad

### ***Operating Strategy***

In the real estate rental business, we will enhance our portfolio by mainly keeping selling less liquid and economically sensitive properties and by promoting new investments in blue-chip properties.

In the real estate development business, we will promote the development of complex facilities based on accommodations not only in major urban areas but also in provincial areas abundant in tourism resources.

In the fee business, we will make the most of customer base and value-chain functions in the real estate business, that is, the real estate segment's strong points such as asset management, value-adding, leasing and finance.

In the facilities operation business, we will boost selective investments in hotels and Japanese inns. In operating our existing facilities, we will add value which we believe ORIX can generate and make them more attractive so that our customers can be fully satisfied with and want to visit them several more times.

Through these measures, we will turn this business into a business generating high and stable revenue.

**Investment and Operation Segment**

*Overview of Operation*

In the Investment and Operation business segment, ORIX is engaged in three core business activities: environment and energy-related business, principal investments and loan servicing.

For more than ten years, ORIX has been actively involved in the environment and energy-related business through the collection and disposal of waste generated from end-of-lease assets. In fiscal 2016, we made decision to invest in a large scale wind power project in India, with the infrastructure development and investment company INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED to further strengthen energy-related business in Asia.

The principal investment business invests in private equity both in Japan and overseas and capitalizes on the expertise and collective strength of the Group to increase the corporate value of investees.

The loan servicing business invests in non-performing loans and engages in joint operations of business rehabilitation support companies through capital alliances with financial institutions.

## **Table of Contents**

In addition, in April 2016 we commenced operation of the Kansai and Osaka International Airport as a concession business.

### ***Operating Environment***

In Japan, in the environment and energy-related business, despite signs that the feed-in tariff program for renewable energy may be revamped, renewable energy will be important in the medium to long term, and the scope of our domestic environment and energy-related business continues to expand to areas outside of solar power, including wind power and geothermal power generation. Other industries are entering into this field ahead of the full deregulation of the retail electricity market, which was implemented in April 2016 under the Amended Electricity Business Act, and there has been a sharp rise in power producers and suppliers (PPS) in the past few years. Overseas, especially in Asia, economic growth is accelerating demand for energy. We expect this increase to continue.

In the M&A market, we expect increased demand for investment, finance and advisory services in line with increases in cross-border transactions by Japanese businesses, as well as corporate restructuring, privatization of subsidiaries and business succession planning in SMEs.

In the non-performing loan market, domestic financial institutions were expected to liquidate their non-performing loans following the expiration of the SME Finance Facilitation Act at the end of March 2013. However, these financial institutions have not taken such liquidation measures to date, and there have been only a few investment opportunities.

### ***Mid-term Strategic Directions***

Target growth opportunities with stable revenue streams

Push the environment and energy-related business forward to the next stage

Investment in new business fields

### ***Operating Strategy***

In our environment and energy-related business, we will increase investment in renewable energy. In Japan, we will focus on the development of energy sources other than solar power, such as wind power, geothermal power and biomass, and will work together with our domestic sales and marketing divisions. We aim to become one of Japan's leading renewable energy power companies. We also seek to expand the business ahead of the deregulation of the electricity retail market. Overseas, we will focus on power generation businesses in Asia.

In the principal investment business, we will leverage our track record to carefully select and actively invest in foreign and domestic business operations. After investing, we will provide hands-on support backed by specialists, use our business platform of the Group to develop a base of customers and business partners and implement other measures to improve the corporate value of investees in a manner unique to ORIX. We

## Edgar Filing: ORIX CORP - Form 20-F

will seek opportunistic investments without limiting the industries we invest in. In Japan, we emphasize domestic investment in medical-related fields, IT services and the food industry.

In the areas of loan servicing and non-performing loan investment, we will perform service contract and debt acquisition to capture each financial institution's unique needs and circumstances, such as industry realignment. In addition, we will continue to pursue profit-generating opportunities, leveraging our loan servicing experience and expertise in the areas of management support (e.g., business succession, business rehabilitation), operation of corporate rehabilitation funds together with financial institution. We also enter into joint operations with business rehabilitation support companies through capital alliances.

## **Table of Contents**

### **Retail Segment**

#### ***Overview of Operation***

The Retail business segment consists of life insurance business, banking business and card loan business.

ORIX Life Insurance was founded in 1991 and operates mainly through agencies and mail order sales. On July 1, 2014, ORIX Life Insurance Corporation ( ORIX Life Insurance ) acquired HLIKK, and the two companies merged on July 1, 2015. Regarding the banking business, ORIX Bank Corporation ( ORIX Bank ) inherited the housing loan business ORIX began handling in 1980 and is now involved in corporate lending and other services. ORIX Bank began card loan operations in March 2012.

ORIX Credit is a card loan provider established in 1979. For approximately three years from July 2009, ORIX Credit was managed as a joint venture with Sumitomo Mitsui Banking Corporation before being re-consolidated as a wholly owned subsidiary of ORIX Group following the purchase of all of ORIX Credit s shares in June 2012.

ORIX Bank and ORIX Credit have been consolidating management to actively expand their card loan operations.

#### ***Operating Environment***

In the domestic life insurance market, while demand for death benefits is showing little growth, demand for so-called third-sector insurance medical insurance and cancer insurance, among others is increasing. Meanwhile, the sales channels for insurance products continue to diversify to include bank, internet and direct shop sales. In the investment environment, along with the negative interest introduced, also observed the movement of the price increase of insurance premiums stop selling and new contracts of some products.

In the banking industry, loan balances and the types of borrowers are increasing. Meanwhile, loan interest rates are declining due to intensified competition. Furthermore, financing demand by individual investors investing in rental condominiums continues to grow.

In the card loan market, due to a reduction of the maximum permissible interest rates under the Act of Regulation of Receiving of Capital Subscription, Debt and Interest Rates, etc. and the introduction of restrictions on the allowable volume of loans under the Money Lending Business Act, there has been a rapid decrease in loan balances and the number of loan providers. However, there are signs that the reduction in loan balances has bottomed out, and that banks are beginning to expand their individual unsecured loan lending activities.

#### ***Mid-term Strategic Directions***

Grow from mid size insurer to a major insurer

Expand card loan business via integrated management of ORIX Bank and ORIX Credit

*Operating Strategy*

In this segment, as an overall strategy, we will continue to provide products with a high level of customer satisfaction and develop a new market aimed at individual customers while continuing to enhance our efficiency and unique expertise in niche markets.

ORIX Life Insurance will continue to enhance its products lineup with new insurance products developed to meet customer needs. In addition to third-sector insurance such as cancer and medical treatment insurance, the company will focus on first-sector insurance such as life insurance and increasing the number of contracts.

## **Table of Contents**

Regarding sales channel, while supporting continuous growth in the existing agency channel, we intend to expand direct distribution channels. We will also seek to improve our financial strength by improving business efficiency.

ORIX Bank will keep manipulating and raising funds efficiently with high loan-deposit-ratio in order to meet active demand for money. In the housing-loan business, the company will increase its loan balance by making full use of its networks and know-how accumulated over many years.

The card loan business plans to expand in two ways to acquire potential demand in the shrinking market. The first is to increase card loan balance through the collaboration of ORIX Bank and ORIX Credit by taking advantage of their human-and knowledge resources. The second is to expand card loan guarantee to other financial institutions by utilizing ORIX Credit's know-how of credit screening.

## **Overseas Business Segment**

### *Overview of Operation*

In the Overseas Business segment, in the United States, asset management is at the heart of efforts to expand non-finance business boasting a high level of expertise in the fields of corporate finance, securities investment, M&A advisory, loan origination and servicing and also fund management.

Since first expanding into Hong Kong in 1971, ORIX Group has established an overseas network spanning 544 bases in 36 countries and regions. Underpinned by a leasing, automobile leasing and corporate finance operating base that is aligned with the conditions of each country, the Overseas Business segment engages in real estate-related investments, principal investment and non-performing loan investment activities, as well as aircraft and shipping businesses that includes leasing, management, investment, intermediary and sales activities.

Furthermore, the Overseas Business segment conducts asset management operations for individual and corporate clients through Robeco, a Dutch asset manager that became a consolidated subsidiary of ORIX Group in July 2013. In 2014, ORIX launched a private equity fund with Robeco and the Asian Development Bank for the purpose of investing in environment and energy-related projects and low-carbon projects in Asia. We are steadily pursuing collaboration within the Group to expand this business.

### *Operating Environment*

In the United States, the Federal Reserve ended the quantitative easing program and made a decision to discontinue negative interest rate policy. The United States economy continues to show steady growth, supported by a recovery in the job market, solid housing demand and higher personal spending. Going forward, we expect the United States economy to drive the global economy.



## Edgar Filing: ORIX CORP - Form 20-F

In Asia, while China is in the process of shifting the emphasis of its economic policy away from high growth and toward stable growth, other emerging economies are expected to see increases in investments with a focus on high growth, due in part to economic resurgence among developed countries.

In the airline industry, despite lingering uncertainty within the global economy, the travel market continues to grow. Although in Europe the airline industry performance is still struggling, in Asia and the United States the industry has gradually recovered. The flow of capital into the aircraft leasing market is continuing.

In the shipping industry, there are still no signs of recovery.

## **Table of Contents**

### ***Mid-term Strategic Directions***

Position as the driver for Group's growth and profitability

Expansion of asset management business

Aggressively develop aircraft and shipping business

### ***Operating Strategy***

In the United States, in addition to maintaining a stable presence in our traditional business of investing in municipal bonds, CMBS and other fixed-income securities and providing corporate finance services, we seek to enhance Red Capital Group's loan structuring and servicing services and Mariner Investment Group's fund management services. In addition, we endeavor to invest in the field of healthcare and using our local subsidiary in Brazil as base to expand into fields such as asset management, structured finance and investment banking through M&A and capital participation in South America.

In Asia, Oceania, the Middle East and Europe, while seeking to maintain stable profits from the financial services business platform of our existing local subsidiaries, which offer locally based lending and leasing, we plan to diversify our business into related fields. We will promote new investment activities in as-yet unexplored areas.

In the aircraft business, we will proceed to carefully select the type of aircraft for our portfolio and make new investments. In addition to pursuing opportunities to profit from Company-owned assets, we will seek to generate fees selling aircraft to investors and retaining management of the aircraft.

In addition to the sustained growth of Robeco, we will endeavor to expand the asset management business and also consider new investments.

## **DIVISIONS, MAJOR SUBSIDIARIES AND AFFILIATES**

A list of major subsidiaries can be found in Exhibit 8.1.

## **CAPITAL PRINCIPAL EXPENDITURES AND DIVESTITURES**

## Edgar Filing: ORIX CORP - Form 20-F

We are a financial services company with significant leasing, lending, real estate development and other operations based on investment in tangible assets. As such, we are continually acquiring and developing such assets as part of our business. A detailed discussion of these activities is presented elsewhere in this annual report, including in other parts of Item 4. Information on the Company and in Item 5. Operating and Financial Review and Prospects.

In general, we seek to expand and deepen our product and service offerings and enhance our financial performance through acquisitions of businesses or assets. We continually review acquisition opportunities, and selectively pursue such opportunities. We have in the past deployed a significant amount of capital for acquisition activities and expect to continue to make investments, on a selective basis. For a discussion of certain of our past acquisitions, see Item 4. Information on the Company Corporate History.

**Table of Contents****PROPERTY, PLANT AND EQUIPMENT**

Because our main business is to provide various financial services to our clients, we do not own any material factories or facilities that manufacture products. We have no plans to build any factories that manufacture products.

The following table shows the book values of the primary facilities we own, which include three office buildings, one hotel and one solar power station.

	As of March 31, 2016	
	Book Value (Millions of yen)	Land Space <sup>(1)</sup> (Thousands of m <sup>2</sup> )
Office building (Tachikawa, Tokyo)	¥ 13,941	3
Office building (Shiba, Minato-ku, Tokyo)	30,805	2
Office building (Osaka, Osaka)	10,519	2
Hotel (Beppu, Oita)	11,068	159
Solar power station (Tomakomai, Hokkaido)	13,596	

<sup>(1)</sup> Land space is provided only for those facilities where we own the land.

The office building (Roppongi, Minato-ku, Tokyo) reported as of March 31, 2015 has changed to an operating lease property as of March 31, 2016.

We plan to make capital expenditures totaling approximately ¥486,000 million to support the growth and development of our operating lease business and power generation business during fiscal 2017. The following table shows a breakdown of planned capital expenditures and includes the estimated investment amounts and expected methods of financing the expenditures.

	Estimated investment amounts (Millions of yen)	Fiscal 2017 Expected methods of financing
Operating lease equipment and property	¥ 450,000	Funds on hand, bank borrowings, etc.
Power generation equipment	36,000	Funds on hand, bank borrowings, etc.
Total	¥ 486,000	

Our operations are generally conducted in leased office space in cities throughout Japan and in other countries in which we operate. We believe our leased office space is suitable and adequate for our needs. We utilize, or expect to utilize in the near future, substantially all of our leased office space.

We own office buildings, apartment buildings and recreational facilities for our employees and others with an aggregate book value of ¥120,173 million as of March 31, 2016.

As of March 31, 2016, the acquisition cost of equipment we held for operating leases amounted to ¥1,868,457 million, consisting of ¥1,076,697 million of transportation equipment, ¥239,262 million of measuring and information-related equipment, ¥531,155 million of real estate and ¥21,343 million of others, before accumulated depreciation. Accumulated depreciation on equipment held for operating leases was ¥542,868 million as of the same date.

**Table of Contents**

**SEASONALITY**

Our business is not materially affected by seasonality.

**RAW MATERIALS**

Our business does not materially depend on the supply of raw materials.

**PATENTS, LICENSES AND CONTRACTS**

Our business and profitability are not materially dependent on any patents or licenses, industrial, commercial or financial contracts, or new manufacturing processes.

**BUSINESS REGULATION**

ORIX and its group companies in Japan are incorporated under, and our corporate activities are governed by, the Companies Act. However, ORIX and its group companies are involved in diverse businesses in overseas jurisdictions, including in Asia, North America, Middle East and Europe, and are therefore subject to various regulations and supervision in each jurisdiction in which they operate, including, but not limited to, regulations relating to business and investment approvals, antitrust, anti-bribery, consumer and business taxation, foreign exchange controls, intellectual property and personal information protection.

The next section describes the laws and regulations of our business in Japan, the United States and Europe, our major area of operation outside Japan.

**JAPAN**

There is no general regulatory regime which governs the conduct of our direct financing lease and operating lease businesses in Japan, although various laws regulate certain aspects of particular lease transactions, depending on the type of leased property.

The major regulations that govern our businesses are as follows:

***Moneylending Business***

ORIX and certain of our group companies are engaged in the moneylending business in Japan. The moneylending business is regulated by the Interest Rate Restriction Act, the Act Regulating the Receipt of Contributions, the Receipt of Deposits and Interest Rates and the Moneylending Business Act. The Moneylending Business Act requires that all companies engaged in moneylending business register with the Prime Minister and the relevant prefectural governors. Registered moneylenders are regulated by the Financial Services Agency ( FSA ), and are required to report to or notify the FSA, providing specified documents such as their annual business reports. Accordingly, pursuant to the Moneylending Business Act, ORIX and certain of our group companies register with the Prime Minister and various prefectural governors and provide the necessary reporting and notification to the FSA. The FSA has the power to issue business improvement orders to suspend all or part of a business s activities, or to revoke the registration of a moneylender that has violated the law.

***Real Estate Business***

ORIX and certain of our group companies, including ORIX Real Estate Corporation and DAIKYO, are engaged in the real estate business in Japan, including buying and selling land and buildings. Companies engaged

## **Table of Contents**

in such operations are required to be licensed by the Ministry of Land, Infrastructure and Transport ( MoLIT ) and relevant prefectural governors under the Building Lots and Buildings Transaction Business Act, and their operations are regulated by such laws, including the maintenance of registered real estate transaction managers on staff and the provision and delivery of material information to counterparties. DAIKYO has the Construction Business License from MoLIT.

Inns and hotels operated by ORIX Real Estate Corporation have the license from relevant prefectural governors under the Inns and Hotels Act.

### ***Car Rental Business***

ORIX Auto Corporation ( OAC ) is registered with the MoLIT under the Road Transportation Law to engage in the car rental business in Japan and is subject to the requirements of this law and is licensed by the Minister of MoLIT.

### ***Insurance Business***

ORIX Life Insurance is engaged in the life insurance business and has a license from the Prime Minister under the Insurance Business Act. The FSA has broad regulatory powers over the life insurance business of ORIX Life Insurance, including the authority to grant or, under certain conditions, revoke its operating license, to request information regarding its business or financial condition and to conduct on-site inspections. ORIX Life Insurance generally must also receive FSA approval for the sale of new products and to set new pricing terms. In addition, under the Insurance Business Act regulations, any party attempting to acquire voting rights in an insurance company at or above a specified threshold must receive approval from the Prime Minister. We have received such approval as a major shareholder in ORIX Life Insurance. Insurance solicitation, which we and our group companies conduct, is also governed by the Insurance Business Act. We and certain of our group companies, such as OAC, are registered as life insurance agents with the Prime Minister.

### ***Financial Instruments Exchange Business***

Certain businesses conducted by ORIX and our group companies in Japan are governed by the Financial Instruments and Exchange Act, the main purpose of which is to establish comprehensive and cross-sectional protection for investors. The financial instruments business as defined in the Financial Instruments and Exchange Act has four classifications, depending on the type of business; (1) First Class Financial Instruments Exchange Business, (2) Second Class Financial Instruments Exchange Business, (3) Investment Management Business, and (4) Investment Advisory and Agency Business. All companies engaged in such businesses are required to register with the Prime Minister, and thereby are designated registered financial instruments traders. Along with registered financial instruments traders, companies engaged in the financial instruments intermediary business, which is also governed by the Financial Instruments and Exchange Act, are regulated by the FSA and are required to file certain reports or notifications with the FSA. The FSA has the power to order improvement of a business, or suspension of a part or the whole of a business, or to revoke the registration of such a trader that has violated the law. Business regulations applicable to ORIX and our group companies are as follows:

#### ***(1) First Class Financial Instruments Exchange Business***



## Edgar Filing: ORIX CORP - Form 20-F

ORIX Whole Sale Securities Corporation ( ORIX Whole Sale ) is registered with the Prime Minister under the Financial Instruments and Exchange Act. In addition, under the Financial Instruments and Exchange Act, any entity possessing voting rights in a securities company (first class financial instruments trader) or its parent company at or above a specified threshold is considered a major shareholder and must report its shareholding to the Prime Minister. ORIX has filed such a report as a major shareholder of ORIX Whole Sale.

## **Table of Contents**

### *(2) Second Class Financial Instruments Exchange Business*

ORIX and certain of our group companies are registered with the Prime Minister under the Financial Instruments and Exchange Act to conduct the second class financial instruments exchange business.

### *(3) Investment Management Business*

ORIX Asset Management Corporation ( OAM ), a wholly owned subsidiary, is registered with the Prime Minister under the Financial Instruments and Exchange Act as an investment manager. OAM is responsible for the asset management of a real estate investment corporation, ORIX JREIT Inc., which is listed on the Tokyo Stock Exchange. In addition, ORIX Real Estate Investment Advisory Corporation ( ORIA ) is registered with the Prime Minister to engage in the investment management business. Under the Financial Instruments and Exchange Act, any entity possessing voting rights in an investment manager at or above a specified threshold is considered a major shareholder and must report its shareholding to the Prime Minister. ORIX has filed such a report as a major shareholder with regard to OAM.

### *(4) Investment Advisory and Agency Business*

ORIA, Mariner Japan Ltd., a subsidiary of Mariner Investment Group LLC, and Robeco Japan Company Ltd., a subsidiary of Robeco, are registered with the Prime Minister under the Financial Instruments and Exchange Act to engage in the investment advisory and agency business and regulated by the FSA.

### *(5) Financial Instruments Intermediary Business*

The financial instruments intermediary business that we conduct is also regulated by the Financial Instruments and Exchange Act. ORIX is registered with the Prime Minister under the Financial Instruments and Exchange Act to conduct business as a financial instruments intermediary.

### ***Banking and Trust Business***

ORIX Bank is licensed by the Prime Minister to engage in the banking and trust business and is regulated under the Banking Act and the Act on Engagement in Trust Business by Financial Institutions. The Banking Act governs the general banking business and the Act on Engagement in Trust Business by Financial Institutions and the Trust Business Act govern the trust business. Our trust contract agency business is also governed by the Trust Business Act, and we are registered with the Prime Minister to engage in the trust contract agency business. In addition, under the Banking Act, any entity that attempts to obtain voting rights in a bank at or above a specified threshold must receive permission from the Prime Minister. ORIX has received such permission as a major shareholder of ORIX Bank.

***Debt Management and Collection Business***

ORIX Asset Management & Loan Services Corporation ( OAMLS ) is engaged in the loan servicing business and the business of managing and collecting certain assets. Consequently, OAMLS is regulated under the Act on Special Measures Concerning Business of Management and Collection of Claims. OAMLS is licensed by the Minister of Justice under such law to engage in the loan servicing business.

***Waste Management***

ORIX Environmental Resources Management Corporation and ORIX Eco Services Corporation provide waste management services regulated by the Waste Management and Public Cleansing Act and have the permission from the relevant prefectural governors.

## **Table of Contents**

### ***Regulation on Share Acquisitions***

Certain activities of ORIX and our group companies are regulated by the Foreign Exchange and Foreign Trade Law of Japan and regulations promulgated thereunder (the Foreign Exchange Regulations ).

Under the Foreign Exchange Regulations, ORIX and certain of our group companies in Japan are regulated as residents conducting capital transactions or foreign direct investments.

To conduct such activities under the Foreign Exchange Regulations, notices or reports are required to be filed with the Minister of Finance through the Bank of Japan.

## **OUTSIDE JAPAN**

ORIX USA is incorporated under the laws of the state of Delaware, and its corporate activities are governed by the Delaware General Corporation Law.

The SEC, the Financial Industry Regulation Authority ( FINRA ) and various state agencies regulate the issuance and sale of securities and the activities of broker-dealers, investment companies and investment advisers in the United States. ORIX USA 's majority-owned subsidiary, Mariner Investment Group, LLC ( Mariner ), is a registered investment adviser and has an affiliated limited purpose broker-dealer, Mariner Group Capital Markets, Inc. ( MGCM ). Both Mariner and MGCM are registered and regulated by the SEC. ORIX USA 's wholly-owned subsidiary, RED Capital Group, LLC, has a subsidiary, RED Capital Markets, LLC, that is registered as a broker-dealer and regulated by the SEC. All of our SEC-registered broker dealers are also regulated by FINRA. ORIX USA and its other subsidiaries are not subject to these regulations but must comply with U.S. federal and state securities laws.

ORIX USA 's corporate finance, real estate finance and development, equipment finance, public finance and special servicing businesses are subject to numerous state and federal laws and regulations. Commercial and real estate loans may be governed by the USA Patriot Act, the Equal Credit Opportunity Act and Regulation B thereunder, the Flood Disaster Protection Act, the National Flood Insurance Reform Act of 1994 and state usury laws. Real estate transactions are also governed by state real property and foreclosure laws. ORIX USA 's secured finance transactions are governed by the Uniform Commercial Code, as adopted by the various states. ORIX USA is registered with or has obtained licenses from the various state agencies that regulate the activity of commercial lenders in such states. For example, its consolidated subsidiary ORIX Corporate Capital Inc. is a Delaware Licensed Lender, and its consolidated subsidiary, ORIX Ventures, LLC, is licensed as a California Finance Lender.

In May 2010, ORIX USA acquired RED Capital Group, LLC, a Columbus, Ohio-headquartered provider of debt and equity capital, as well as advisory services, to the housing, health care and real estate industries. RED Capital Group, LLC, and its subsidiaries must comply with rules and regulations administered by the Government National Mortgage Association, the Federal National Mortgage Association, the Department of Housing and Urban Development and the Federal Housing Administration. RED Mortgage Capital, LLC, and RED Capital Partners, LLC are licensed California Finance Lenders.

## Edgar Filing: ORIX CORP - Form 20-F

In December 2010, ORIX USA acquired MIG Holdings, LLC, the parent company of Mariner. Mariner is registered with the SEC as an investment advisor and is headquartered in Harrison, New York, with additional offices in New York City, Boston, London and Tokyo. In addition, Mariner is registered as a commodity pool operator with the U.S. Commodity Futures Trading Commission and a member of the National Futures Association.

Disruptions in the U.S. financial markets starting in 2007 caused lawmakers and regulators to evaluate the effectiveness of their oversight of the financial services industry, and eventually resulted in the adoption of the Dodd-Frank Wall Street Reform and Consumer Protection Act ( Dodd-Frank Act ) by the U.S. Congress in

## Table of Contents

January 2010. Certain regulations promulgated under the Dodd-Frank Act may affect our business operations. For example, the Dodd-Frank Act establishes the Financial Stability Oversight Counsel ( FSOC ) charged with, among other things, designating systemically important nonbank financial institutions for heightened supervisory requirements and prudential standards, supervision and regulation. In April 2012, the FSOC adopted its final rule and issued interpretive guidelines on criteria for designating systemically important nonbank financial institutions. The FSOC has not as of this date designated ORIX as a systemically important nonbank financial institution.

Outside of the United States, Mariner Europe Ltd. is authorized and regulated by the Financial Conduct Authority ( FCA ) in UK as such is subject to minimum regulatory capital requirements. Mariner Europe Ltd. is categorized as a limited license firm by the FCA for capital purposes. It is an investment management firm. Other majority-owned subsidiaries include Mariner Investment Group, LLC, which has a Korean representative office registered with the Korean Ministry of Strategy and Finance.

On July 1, 2013, ORIX acquired approximately 90.01% (90% plus one share) of the total voting shares (equity interests) of Robeco, the ultimate holding company of the Robeco Group. The Robeco Group consists of the following regulated entities:

Robeco Institutional Asset Management B.V. ( RIAM ), a subsidiary of Robeco, is authorized and regulated by *The Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten ( AFM ))* and *The Dutch Central Bank (De Nederlandsche Bank ( DNB ))* in the Netherlands, *inter alia*, to offer certain investment services. RIAM has branches and representative offices worldwide, including in China, Dubai, Germany, Korea, Spain, Italy and the United Kingdom, each of which either benefits from RIAM 's European passport or is subject to local regulatory supervision.

Transtrend B.V., a subsidiary of Robeco that offers asset management and commodity trading advisory services, is authorized and regulated by AFM and DNB, and is also registered with the National Futures Association in the United States ( NFA ) and regulated by the NFA and the Commodity Futures Trading Commission in the United States ( CFTC ).

Harbor Capital Advisors, Inc., Robeco Investment Management, Inc., RobecoSAM US, Inc. and Robeco Institutional Asset Management US, Inc. are registered with and regulated by the SEC to provide investment advisory services in the United States. Robeco Securities L.L.C. and Harbor Funds Distributors Inc. are investment advisors (broker-dealers) registered with the SEC and members of the FINRA.

RobecoSAM AG, a subsidiary of Robeco, is authorized and regulated by the *Swiss Financial Market Supervisory Authority ( FINMA )*.

Robeco Luxembourg S.A., a subsidiary of Robeco, is authorized and regulated by the *Commission de Surveillance du Secteur Financier* in Luxembourg ( CSSF ).

Robeco Hong Kong Ltd. ( RHK ), a subsidiary of Robeco, is licensed by the *Securities & Futures Commission of Hong Kong ( SFC )* to offer asset management and investment advisory services. RHK has a branch in Australia which has been approved by the *Australian Securities and Investments Commission ( ASIC )*.

**LEGAL PROCEEDINGS**

We are a plaintiff or a defendant in various lawsuits arising in the ordinary course of our business. We aggressively manage our pending litigation and assess appropriate responses to lawsuits in light of a number of factors, including the potential impact of the actions on the conduct of our operations. In the opinion of

**Table of Contents**

management, none of the pending legal matters is expected to have a material adverse effect on our financial condition or results of operations. However, there can be no assurance that an adverse decision in one or more of these lawsuits will not have a material adverse effect.

**Item 4A. Unresolved Staff Comments**

None.

**Item 5. Operating and Financial Review and Prospects****Table of Contents for Item 5**

	<b>Page</b>
<u>Overview</u>	30
<u>Critical Accounting Policies and Estimates</u>	31
<u>Fair Value of Investment and Rental Property</u>	41
<u>Results of Operations</u>	41
<u>Liquidity and Capital Resources</u>	90
<u>Cash Flows</u>	95
<u>Commitments for Capital Expenditures</u>	96
<u>Off-Balance Sheet Arrangements</u>	96
<u>Research and Development, Patents and Licenses, Etc.</u>	97
<u>Trend Information</u>	97
<u>Tabular Disclosure of Contractual Obligations</u>	98
<u>Recent Developments</u>	98
<u>Non-GAAP Financial Measures</u>	102
<u>Risk Management</u>	103
<u>Governmental and Political Policies and Factors</u>	111

**OVERVIEW**

The following discussion provides management's explanation of factors and events that have significantly affected our financial condition and results of operations. Also included is management's assessment of factors and trends which are anticipated to have a material effect on our financial condition and results of operations in the future. However, please be advised that our financial condition and results of operations in the future may also be affected by factors other than those discussed here. This discussion should be read in conjunction with Item 3. Key Information Risk Factors and Item 18. Financial Statements included in this annual report.

**Market Environment**



## Edgar Filing: ORIX CORP - Form 20-F

The world economy has been suppressed with low level of growth due primarily to falling commodity prices such as the price of crude oil and fluctuations in financial markets. Moderate economic growth is expected among developed countries. Meanwhile, economic growth in emerging and developing countries is expected to be weak overall and disparity in economic growth among such countries continues to widen. In addition, political and geopolitical tensions in certain regions need to be monitored carefully.

The Japanese economic outlook is becoming increasingly unclear due primarily to economic slowdown in emerging countries and the adoption of negative interest rate policy by the Bank of Japan in the second half of fiscal 2016 despite positive corporate earnings during the first half.

## **Table of Contents**

### **Results Overview**

Net Income Attributable to ORIX Corporation Shareholders for fiscal 2016 increased 11% to ¥260,169 million compared to fiscal 2015, primary due to a significant increase in profits from the Real Estate segment, Overseas Business segment, Corporate Financial Services segment, Investment and Operation segment, and a robust performance from Maintenance Leasing segment, although the Retail segment's profits decreased.

The main factors underlying our performance in fiscal 2016 are outlined below.

The Corporate Financial Services segment's profits increased due primarily to an increase in services income, sales of goods and gains on sales of investment securities.

The Maintenance Leasing segment's profits increased due primarily to an increase in operating leases revenues.

The Real Estate segment's profits increased due primarily to an increase in services income and a decrease in write-downs of long-lived assets.

The Investment and Operation segment's profits increased due primarily to an increase in services income and the recognition of gains on sales of shares of subsidiaries.

The Retail segment's profits decreased due primarily to the recognition of a bargain purchase gain from the acquisition of HLIKK during fiscal 2015. HLIKK was merged into ORIX Life Insurance on July 1, 2015.

The Overseas Business segment's profits increased due primarily to the recognition of a gain on the partial divestment of Houlihan Lokey shares in connection with its initial public offering in the United States and an increase in income from affiliates in the Americas.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Accounting estimates are an integral part of the financial statements prepared by management and are based upon management's current judgments. Note 1 of Item 18. Financial Statements includes a summary of the significant accounting policies used in the preparation of our consolidated financial statements. Certain accounting estimates are particularly sensitive because of their significance to the consolidated financial statements and the possibility that future events affecting the estimates may differ significantly from management's current judgments. We consider the accounting estimates discussed in this section to be critical for us for two reasons. First, the estimates require us to make assumptions about matters that are highly uncertain at the time the accounting estimates are made. Second, different estimates that we reasonably could have used in the relevant period, or changes in the accounting estimates that are reasonably likely to occur from period to period, could have a material impact on the presentation of our financial condition, changes in financial condition or results of operations. We

believe the following represent our critical accounting policies and estimates.

## **FAIR VALUE MEASUREMENTS**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, a number of significant judgments, assumptions and estimates may be required. If observable market prices are not available, we use internally-developed valuation techniques, such as discounted cash flow methodologies, to measure fair value. These valuation techniques involve determination of assumptions that market participants would use in pricing the asset or liability. This determination involves significant judgment, and the use of different assumptions and/or valuation techniques could have a material impact on our financial condition or results of operations. Significant assumptions used in measuring fair values have a pervasive effect on various estimates,

**Table of Contents**

such as estimates of the allowance for real estate collateral-dependent loans, measurement of impairment of investments in securities, measurement of impairment of goodwill and intangible assets that have indefinite useful lives, measurement of impairment of long-lived assets and recurring measurements of loans held for sale, investments in securities and derivative instruments.

ASC 820 classifies and prioritizes inputs used in valuation techniques to measure fair value into the following three levels:

Level 1 Inputs of quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3 Unobservable inputs for the assets or liabilities.

ASC 820 differentiates between those assets and liabilities required to be carried at fair value at every reporting period (recurring) and those assets and liabilities that are only required to be adjusted to fair value under certain circumstances (nonrecurring). We mainly measure loans held for sale, trading securities, available-for-sale securities, other securities, derivatives, reinsurance recoverables in other assets and variable annuity and variable life insurance contracts in policy liabilities and policy account balances at fair value on a recurring basis. Certain subsidiaries measure certain loans held for sale, certain foreign government bonds and equity securities in available-for-sale securities, certain fund investments in other securities, certain reinsurance recoverables, and variable annuity and variable life insurance contracts at fair value on a recurring basis as they elected the fair value option under ASC 825 ( Financial Instruments ).

The following table presents recorded amounts of major financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2016:

	March 31, 2016			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Millions of yen)				
<b>Financial Assets:</b>				
Loans held for sale	¥ 20,673	¥ 0	¥ 20,673	¥ 0
Trading securities	725,821	37,592	688,229	0
Available-for-sale securities	1,347,890	99,347	1,149,021	99,522
Other securities	17,751	0	0	17,751
Derivative assets	33,747	48	25,491	8,208
Other assets	37,855	0	0	37,855
Total	¥ 2,183,737	¥ 136,987	¥ 1,883,414	¥ 163,336

**Financial Liabilities:**

Edgar Filing: ORIX CORP - Form 20-F

Derivative liabilities	¥ 19,870	¥ 533	¥ 19,337	¥ 0
Policy Liabilities and Policy Account Balances	795,001	0	0	795,001
Total	¥ 814,871	¥ 533	¥ 19,337	¥ 795,001

Compared to financial assets classified as Level 1 and Level 2, measurements of financial assets classified as Level 3 are particularly sensitive because of their significance to the financial statements and the possibility that future events affecting the fair value measurements may differ significantly from management's current measurements.

**Table of Contents**

As of March 31, 2016, financial assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) and the percentages of total assets were as follows:

	March 31, 2016	
	Significant Unobservable Inputs (Level 3) (Millions of yen, except percentage data)	Percentage of Total Assets (%)
<b>Level 3 Assets:</b>		
Available-for-sale securities	¥ 99,522	1
Corporate debt securities	5	0
Specified bonds issued by SPEs in Japan	3,461	0
CMBS and RMBS in the Americas	38,493	0
Other asset-backed securities and debt securities	57,563	1
Other securities	17,751	0
Investment funds	17,751	0
Derivative assets	8,208	0
Options held/written and other	8,208	0
Other assets	37,855	0
Reinsurance recoverables	37,855	0
<b>Total Level 3 financial assets</b>	<b>¥ 163,336</b>	<b>1</b>
<b>Total assets</b>	<b>¥ 10,996,906</b>	<b>100</b>

As of March 31, 2016, the amount of financial assets classified as Level 3 was ¥163,336 million, financial assets that we measured at fair value on a recurring basis. Level 3 assets represent 1% of our total assets.

Available-for-sale securities classified as Level 3 are mainly CMBS and RMBS in the Americas and other asset-backed securities and debt securities. CMBS and RMBS in the Americas and other asset-backed securities and debt securities classified as Level 3 available-for-sale securities were ¥38,493 million and ¥57,563 million as of March 31, 2016, which are 39% and 58% of total Level 3 available-for-sale securities, respectively.

When evaluating the specified bonds issued by SPEs in Japan, we estimate the fair value by discounting future cash flows using a discount rate based on market interest rates and a risk premium. The future cash flows for the specified bonds issued by the SPEs in Japan are estimated based on contractual principal and interest repayment schedules on each of the specified bonds issued by the SPEs. Since the discount rate is not observable for the specified bonds, we use an internally developed model to estimate a risk premium considering the value of the real estate collateral (which also involves unobservable inputs in many cases when using valuation techniques such as discounted cash flow methodologies) and the seniority of the bonds. Under the model, we consider the loan-to-value ratio and other relevant available information to reflect both the credit risk and the liquidity risk in our own estimate of the risk premium. Generally, the higher the loan-to-value ratio, the larger the risk premium we estimate under the model. The fair value of the specified bonds issued by SPEs in Japan rises when the fair value of the collateral real estate rises and the discount rate declines. The fair value of the specified bonds issued by SPEs in Japan declines when the fair value of the collateral real estate declines and the discount rate rises.

With respect to the CMBS and RMBS in the Americas and other asset-backed securities, we determined that due to the lack of observable trades for older vintage and below investment grade securities we continue to limit the reliance on independent pricing service vendors and brokers. As a result, we established internally developed pricing models (Level 3 inputs) using valuation techniques such as discounted cash flow methodologies in order to estimate fair value of these securities and classified them as Level 3. Under the models, we use anticipated cash flows of the security discounted at a risk-adjusted discount rate that incorporates our estimate of credit risk

## **Table of Contents**

and liquidity risk that a market participant would consider. The cash flows are estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security. An increase (decrease) in the discount rate or default rate would result in a decrease (increase) in the fair value of CMBS and RMBS in the Americas and other asset-backed securities.

In determining whether a market is active or inactive, we evaluate various factors such as the lack of recent transactions, price quotations that are not based on current information or vary substantially over time or among market makers, a significant increase in implied risk premium, a wide bid-ask spread, significant decline in new issuances, little or no public information (e.g., a principal-to-principal market) and other factors.

For more discussion, see Note 2 of Item 18. Financial Statements.

## **ALLOWANCE FOR DOUBTFUL RECEIVABLES ON DIRECT FINANCING LEASES AND PROBABLE LOAN LOSSES**

The allowance for doubtful receivables on direct financing leases and probable loan losses represents management's estimate of probable losses inherent in the portfolio. This evaluation process is subject to numerous estimates and judgments. The estimate made in determining the allowance for doubtful receivables on direct financing leases and probable loan losses is a critical accounting estimate for all of our segments.

In developing the allowance for doubtful receivables on direct financing leases and probable loan losses, we consider, among other things, the following factors:

business characteristics and financial condition of the obligors;

current economic conditions and trends;

prior charge-off experience;

current delinquencies and delinquency trends; and

value of underlying collateral and guarantees.

We individually develop the allowance for credit losses for impaired loans. For non-impaired loans, including loans that are not individually evaluated for impairment, and direct financing leases, we evaluate prior charge-off experience, segmented by industry of the debtor and the purpose of the loans, and develop the allowance for credit losses based on such prior charge-off experiences as well as current economic conditions.



## Edgar Filing: ORIX CORP - Form 20-F

Impaired loans are individually evaluated for a valuation allowance based on the present value of expected future cash flows, the loan's observable market price or, if the loan is collateral-dependent, the fair value of the collateral securing the loan. For a non-recourse loan, in principle, the estimated collectible amount is determined based on the fair value of the collateral securing the loan, as such loan is collateral-dependent. Further, for certain non-recourse loans, the estimated collectible amount is determined based on the present value of expected future cash flows from each loan. The fair value of the real estate collateral securing the loans is determined using appraisals prepared by independent third-party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flows methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate. We generally obtain a new appraisal once a fiscal year. In addition, we periodically monitor circumstances of the real estate collateral and then obtain a new appraisal in situations involving a significant change in economic and/or physical conditions that may materially affect its fair value. For impaired purchased loans, we develop the allowance for credit losses based on the difference between the book value and the estimated collectible amount of such loans.

We charge off doubtful receivables when the likelihood of any future collection is believed to be minimal based upon an evaluation of the relevant debtors' creditworthiness and recoverability from the collateral.

## **Table of Contents**

### **IMPAIRMENT OF INVESTMENT IN SECURITIES**

The company and its subsidiaries recognize impairment of investment in securities (except trading securities) as follows.

For available-for-sale securities, the Company and its subsidiaries generally recognize losses related to equity securities for which the fair value has been significantly below the acquisition cost (or current carrying value if an adjustment has been made in the past) for more than six months. Also, the Company and its subsidiaries charge against income losses related to equity securities in situations where, even though the fair value has not remained significantly below the carrying value for six months, the decline in the fair value of an equity security is based on the issuer's specific economic conditions and not just general declines in the related market and where it is considered unlikely that the fair value of the equity security will recover within six months.

For debt securities, where the fair value is less than the amortized cost, the Company and its subsidiaries consider whether those securities are other-than-temporarily impaired using all available information about their collectability. The Company and its subsidiaries do not consider a debt security to be other-than-temporarily impaired if (1) the Company and its subsidiaries do not intend to sell the debt security, (2) it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis and (3) the present value of estimated cash flows will fully cover the amortized cost of the security. On the other hand, the Company and its subsidiaries consider a debt security to be other-than-temporarily impaired if any of the above mentioned three conditions are not met. When the Company and its subsidiaries deem a debt security to be other-than-temporarily impaired, the Company and its subsidiaries recognize the entire difference between the amortized cost and the fair value of the debt securities in earnings if the Company and its subsidiaries intend to sell the debt security or it is more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss. However, if the Company and its subsidiaries do not intend to sell the debt security and it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss, the Company and its subsidiaries separate the difference between the amortized cost and the fair value of the debt securities into the credit loss component and the non-credit loss component. The credit loss component is recognized in earnings, and the non-credit loss component is recognized in other comprehensive income (loss), net of applicable income taxes.

In assessing whether available-for-sale debt securities are other-than-temporarily impaired, the Company and its subsidiaries consider all available information relevant to the collectability of the security, including but not limited to the following factors:

duration and the extent to which the fair value has been less than the amortized cost basis;

continuing analysis of the underlying collateral, age of the collateral, business climate, economic conditions and geographical considerations;

historical loss rates and past performance of similar assets;

trends in delinquencies and charge-offs;

payment structure and subordination levels of the debt security;

changes to the rating of the security by a rating agency; and

subsequent changes in the fair value of the security after the balance sheet date.

For other securities, when the Company and its subsidiaries determine the decline in value is other than temporary, the Company and its subsidiaries reduce the carrying value of the security to the fair value and charge against income losses related to these other securities in situations.

---

## **Table of Contents**

Determinations of whether a decline in value is other than temporary often involve estimating the outcome of future events that are highly uncertain at the time the estimates are made. Management's judgment, mainly based on objective factors, is required in determining whether there are any fact that an impairment loss should be recognized at the balance sheet date. In view of the diversity and volume of our shareholdings, the highly volatile equity markets make it difficult to determine whether the declines are other than temporary.

If the financial condition of an investee deteriorates, its forecasted performance is not met or actual market conditions are less favorable than those projected by management, the Company and its subsidiaries may charge against income additional losses on investment in securities.

The accounting estimates relating to impairment of investment in securities could affect all segments.

## **IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS THAT HAVE INDEFINITE USEFUL LIVES**

We test for impairment of goodwill and any intangible assets that have indefinite useful lives at least annually. Additionally, if events or changes in circumstances indicate that the asset might be impaired, we test for impairment when such events or changes occur.

We have the option to perform a qualitative assessment to determine whether to calculate the fair value of a reporting unit under the first step of the two-step goodwill impairment test. If, after assessing the totality of events or circumstances, we determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then we do not perform the two-step impairment test. However, if we conclude otherwise, we proceed to perform the first step of the two-step impairment test. The first step of goodwill impairment test, used to identify potential impairment, calculates the fair value of the reporting unit and compares the fair value with the carrying amount of the reporting unit. If the fair value of the reporting unit falls below its carrying amount, the second step of the goodwill impairment test is performed to measure the amount of impairment loss. The second step of the goodwill impairment test compares implied fair value of goodwill with its carrying amount. If the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner used to determine the amount of goodwill recognized in a business combination. We test the goodwill either at the operating segment level or one level below the operating segments. We perform the qualitative assessment for some goodwill but bypass the qualitative assessment and proceed directly to the first step of the two-step impairment test for other goodwill.

We have the option to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, we conclude that it is not more likely than not that the indefinite-lived asset is impaired, then we do not perform the quantitative impairment test. However, if we conclude otherwise, we calculate the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. We perform the qualitative assessment for some indefinite-lived intangible assets but bypass the qualitative assessment and perform the quantitative assessment for other indefinite-lived intangible assets.

The fair value of a reporting unit under the first step and the second step is determined by estimating the outcome of future events and assumptions made by management. Similarly, estimates and assumptions are used in determining the fair value of any intangible asset that have indefinite useful lives. When necessary, we refer to an evaluation by a third party in determining the fair value of a reporting unit; however, such determinations are often made by using discounted cash flows analyses performed by us. This approach uses numerous estimates and assumptions, including projected future cash flows of a reporting unit, discount rates reflecting the inherent risk and growth rate. If actual cash flows or any items which affect a fair value are less favorable than those projected by management due to economic conditions or our own risk

in the reporting unit, we may charge additional losses to income.

## **Table of Contents**

The accounting estimates relating to impairment of goodwill and any intangible assets that have indefinite useful lives could affect all segments.

### **IMPAIRMENT OF LONG-LIVED ASSETS**

We periodically perform an impairment review for long-lived assets held and used in operations, including tangible assets, intangible assets being amortized and real estate development projects. The assets are tested for recoverability whenever events or changes in circumstances indicate that those assets might be impaired, including, but not limited to, the following:

significant decline in the market value of an asset;

significant deterioration in the usage range and method, or physical condition, of an asset;

significant deterioration of legal regulatory or business environments, including an adverse action or assessment by a relevant regulator;

acquisition and construction costs substantially exceeding estimates;

continued operating loss or actual or potential loss of cash flows; or

potential loss on a planned sale.

When we determine that assets might be impaired based upon the existence of one or more of the above factors or other factors, we estimate the future cash flows expected to be generated by those assets. Our estimates of the future cash flows are based upon historical trends adjusted to reflect our best estimate of future market and operating conditions. Our estimates also include the expected future periods in which future cash flows are expected. As a result of the recoverability test, when the sum of the estimated future undiscounted cash flows expected to be generated by those assets is less than its carrying amount, and when its fair value is less than its carrying amount, we determine the amount of impairment based on the fair value of those assets.

If the asset is considered impaired, an impairment charge is recorded for the amount by which the carrying amount of the asset exceeds fair value. We determine the fair value using appraisals prepared by independent third-party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques, as appropriate. If actual market and operating conditions under which assets are operated are less favorable than those projected by management, resulting in lower expected future cash flows or shorter expected future periods to generate such cash flows, additional impairment charges may be required. In addition, changes in estimates resulting in lower fair values due to unanticipated changes in business or operating assumptions could adversely affect the valuations of long-lived assets.

The accounting estimates relating to impairment of long-lived assets could affect all segments.

**UNGUARANTEED RESIDUAL VALUE FOR DIRECT FINANCING LEASES AND OPERATING LEASES**

We estimate unguaranteed residual values of leased equipment except real estate, which is explained in Impairment of Long-lived Assets described above, when we calculate unearned lease income to be recognized as income over the lease term for direct financing leases and when we calculate depreciation amounts for operating leases that carry inherently higher obsolescence and resale risks. Our estimates are based upon current market values of used equipment and estimates of when and how much equipment will become obsolete, and actual recovery being experienced for similar used equipment. If actual demand for re-lease or actual market conditions of used equipment is less favorable than that projected by management, write-downs of unguaranteed residual value may be required.

The accounting estimates relating to unguaranteed residual value for direct financing leases and operating leases affect mainly the Corporate Financial Services, Maintenance Leasing and Overseas Business segments.

**Table of Contents****INSURANCE POLICY LIABILITIES AND DEFERRED POLICY ACQUISITION COSTS**

A certain subsidiary writes life insurance policies to customers. Policy liabilities and policy account balances for future policy benefits are measured using the net level premium method, based on actuarial estimates of the amount of future policyholder benefits. The policies are characterized as long-duration policies and mainly consist of whole life, term life, endowments, medical insurance and individual annuity insurance contracts. For policies other than individual annuity insurance contracts, computation of policy liabilities necessarily includes assumptions about mortality, morbidity, lapse rates, future yields on related investments and other factors applicable at the time the policies are written. The subsidiary continually evaluates the potential for changes in the estimates and assumptions applied in determining policy liabilities, both positive and negative, and uses the results of these evaluations to adjust recorded liabilities as well as underwriting criteria and product offerings. If actual assumption data, such as mortality, morbidity, lapse rates, investment returns and other factors, do not properly reflect future policyholder benefits, we may establish a premium deficiency reserve.

A certain subsidiary elected the fair value option for the entire variable annuity and variable life insurance contracts in accordance with ASC 825 ( Financial Instruments ) with changes in the fair value recognized in earnings. The changes in fair value of the variable annuity and variable life insurance contracts are linked to the fair value of the investment in securities managed on behalf of variable annuity and variable life policyholders. Additionally, the subsidiary provides minimum guarantees to variable annuity and variable life policyholders under which it is exposed to the risk of compensating losses incurred by the policyholders to the extent contractually required. Therefore, the subsidiary adjusts the fair value of the underlying investments by incorporating changes in fair value of the minimum guarantee risk in the evaluation of the fair value of the entire variable annuity and variable life insurance contracts. The fair value of the minimum guarantee risk is measured using discounted cash flow methodologies based on discount rates, mortality, lapse rates, annuitization rates and other factors.

Certain subsidiaries ceded a portion of its minimum guarantee risk related to variable annuity and variable life insurance contracts to reinsurance companies in order to mitigate the risk and elected the fair value option under ASC 825 ( Financial Instruments ) for the reinsurance contracts with the remaining risk economically hedged through derivative contracts. The reinsurance contracts do not relieve the subsidiary from the obligation as the primary obligor to compensate certain losses incurred by the policyholders, and the default of the reinsurance companies may impose additional losses on the subsidiary.

Policy liabilities and policy account balances for fixed annuity insurance contracts are measured based on the single-premiums plus interest based on expected rate and fair value adjustments relating to the acquisition of a subsidiary, less withdrawals, expenses and other charges.

ASC 944 ( Financial Services Insurance ) requires insurance companies to defer certain costs related directly to the successful acquisition of new or renewal insurance contracts, or deferred policy acquisition costs, and amortize them over the respective policy periods in proportion to anticipated premium revenue. These deferred policy acquisition costs consist primarily of first-year commissions, except for recurring policy maintenance costs and certain variable costs and expenses for underwriting policies. Periodically, deferred policy acquisition costs are reviewed to determine whether relevant insurance and investment income are expected to recover the unamortized balance of the deferred acquisition costs. When such costs are expected to be unrecoverable, they are charged to income in that period. If the historical data, such as lapse rates, investment returns, mortality, morbidity, expense margins and surrender charges, which we use to calculate these assumptions, do not properly reflect future profitability, additional amortization may be required.

The accounting estimates relating to insurance policy liabilities and deferred policy acquisition costs affect the Retail segment.



## **Table of Contents**

### **ASSESSING HEDGE EFFECTIVENESS AND MEASURING INEFFECTIVENESS**

We use foreign currency swap agreements, interest rate swap agreements and foreign exchange contracts for hedging purposes and apply fair value hedge, cash flow hedge or net investment hedge accounting to measure and account for subsequent changes in their fair value.

To qualify for hedge accounting, details of the hedging relationship are formally documented at the inception of the arrangement, including the risk management objective, hedging strategy, hedged item, specific risks that are to be hedged, the derivative instrument and how effectiveness is being assessed. Derivatives for hedging purposes must be highly effective in offsetting either changes in fair value or cash flows, as appropriate, for the risk being hedged and effectiveness needs to be assessed at the inception of the relationship.

Hedge effectiveness is assessed quarterly on a retrospective and prospective basis. Ineffectiveness is also measured quarterly, with the results recognized in earnings. If specified criteria for the assumption of effectiveness are not met at hedge inception or upon quarterly testing, then hedge accounting is discontinued. To assess effectiveness and measure ineffectiveness, we use techniques including regression analysis and the cumulative dollar offset method.

The accounting estimates used to assess hedge effectiveness and measure ineffectiveness could affect our primarily Overseas Business segment.

### **PENSION PLANS**

The determination of our projected benefit obligation and expense for our employee pension benefits is mainly dependent on the size of the employee population, actuarial assumptions, expected long-term rate of return on plan assets and the discount rate used in the accounting.

Pension expense is directly related to the number of employees covered by the plans. Increased employment through internal growth or acquisition would result in increased pension expense.

In estimating the projected benefit obligation, actuaries make assumptions regarding mortality rates, turnover rates, retirement rates and rates of compensation increase. In accordance with ASC 715 ( Compensation Retirement Benefits ), actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore, affect expense in future periods.

We determine the expected long-term rate of return on plan assets annually based on the composition of the pension asset portfolios and the expected long-term rate of return on these portfolios. The expected long-term rate of return is designed to approximate the long-term rate of return actually earned on the plans' assets over time to ensure that funds are available to meet the pension obligations that result from the services provided by employees. We use a number of factors to determine the reasonableness of the expected rate of return, including actual historical returns on the asset classes of the plans' portfolios and independent projections of returns of the various asset classes.

## Edgar Filing: ORIX CORP - Form 20-F

We use March 31 as a measurement date for our pension assets and projected benefit obligation balances under all of our material plans. If we were to assume a 1% increase or decrease in the expected long-term rate of return, holding the discount rate and other actuarial assumptions constant, pension expense for fiscal 2016 would decrease or increase, respectively, by approximately ¥1,982 million.

Discount rates are used to determine the present value of our future pension obligations. The discount rates are reflective of rates available on long-term, high-quality fixed-income debt instruments with maturities that closely correspond to the timing of defined benefit payments. Discount rates are determined annually on the measurement date.

## **Table of Contents**

If we were to assume a 1% increase in the discount rate, and keep the expected long-term rate of return and other actuarial assumptions constant, pension expense for fiscal 2016 would decrease by approximately ¥2,479 million. If we were to assume a 1% decrease in the discount rate, and keep other assumptions constant, pension expense for fiscal 2016 would increase by approximately ¥2,654 million.

While we believe the estimates and assumptions used in our pension accounting are appropriate, differences in actual results or changes in these assumptions or estimates could adversely affect our pension obligations and future expenses.

## **INCOME TAXES**

In preparing the consolidated financial statements, we make estimates relating to income taxes of the Company and its subsidiaries in each of the jurisdictions in which we operate. The process involves estimating our actual current income tax position together with assessing temporary differences resulting from different treatment of items for income tax reporting and financial reporting purposes. Such differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheets. We must then assess the likelihood of whether our deferred tax assets will be recovered from future taxable income, and, to the extent we believe that realizability is not more likely than not, we must establish a valuation allowance. When we establish a valuation allowance or increase this allowance during a period, we must include an expense within the provision for income taxes in the consolidated statements of income.

Significant management judgments are required in determining our provision for income taxes, current income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. We file tax returns in Japan and certain foreign tax jurisdictions and recognize the financial statement effects of a tax position taken or expected to be taken in a tax return when it is more likely than not, based on the technical merits, that the position will be sustained upon tax examination, including resolution of any related appeals or litigation processes, and measure tax positions that meet the recognition threshold at the largest amount of tax benefit that is greater than 50 percent likely to be realized upon settlement with the taxing authority. Management judgments, including the interpretations about the application of the complex tax laws of Japan and certain foreign tax jurisdictions, are required in the process of evaluating tax positions; therefore, these judgments may differ from the actual results. We have recorded a valuation allowance due to uncertainties about our ability to utilize certain deferred tax assets, primarily certain net operating loss carryforwards, before they expire. Although utilization of the net operating loss carryforwards is not assured, management believes it is more likely than not that all of the deferred tax assets, net of the valuation allowance, will be realized. The valuation allowance is based on our estimates of taxable income by jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable. If actual results differ from these estimates or if we adjust these estimates in future periods, we may need to establish additional valuation allowances, which could materially impact the consolidated financial position and results of operations.

## **DISCUSSION WITH AND REVIEW BY THE AUDIT COMMITTEE**

Our management discussed the development and selection of each critical accounting estimate with our Audit Committee in June 2016.

**Table of Contents****FAIR VALUE OF INVESTMENT AND RENTAL PROPERTY**

We own real estate such as rental office buildings, rental logistics centers, rental commercial facilities other than office buildings, rental condominiums and land which is utilized for development as operating leases. A large portion of our real estate held for investment and rental is located around major cities in Japan such as Tokyo. The following table sets forth the carrying amount of investment and rental property as of the beginning and end of fiscal 2016, as well as the fair value as of the end of fiscal 2016.

Balance at April 1, 2015	Year ended March 31, 2016		Balance at March 31, 2016	Fair value at March 31, 2016*2
	Carrying amount*1	Change amount		
¥573,177		(Millions of yen)	¥513,899	¥596,687
	¥(59,278)			

\*1 Carrying amounts are stated as cost less accumulated depreciation.

\*2 Fair value is either obtained from appraisal reports by external qualified appraisers, calculated by internal appraisal department in accordance with Real estate appraisal standards, or calculated by other reasonable internal calculation utilizing similar methods.

Investment and rental property revenue and expense for fiscal 2016 were as follows:

Revenue*1	Year ended March 31, 2016		Net
	Expense*2		
¥81,781	¥54,566		¥27,215

\*1 Revenue consists of revenue from leases and gains on sales of real estate under operating leases. Revenue from leases is composed of real estate-related revenues from Operating leases and Life insurance premiums and related investment income.

\*2 Expense consists of costs related to the above revenue such as depreciation expense, repair cost, insurance cost, tax and duty which are included in Costs of operating leases, and Write-downs of long-lived assets.

**RESULTS OF OPERATIONS****GUIDE TO OUR CONSOLIDATED STATEMENT OF INCOME**

The following discussion and analysis provide information that management believes to be relevant to an understanding of our consolidated financial condition and results of operations. This discussion should be read in conjunction with our consolidated financial statements, including the notes thereto, included in this annual report. See Item 18. Financial Statements.

## Edgar Filing: ORIX CORP - Form 20-F

Our consolidated results of operations are presented in the accompanying financial statements with sub-categorization of revenues and expenses designed to enable the reader to better understand the diversified operating activities contributing to our overall operating performance.

As further described in Item 4. Information on the Company, after developing the Japanese leasing market in 1964, we extended the scope of our operations into various types of businesses which have become significant contributors to our consolidated operating results. Our initial leasing business has expanded into the provision of broader financial services, including direct lending to our lessees and other customers. Initial direct lending broadened into diversified finance such as housing loans, loans secured by real estate, unsecured loans and non-recourse loans. Through our lending experience, we developed a loan servicing business and a loan securitization business. Through experience gained by our focusing on real estate as collateral for loans, we also developed our real estate leasing, development and management operations.

## Table of Contents

Furthermore, we also expanded our business by adding securities-related operations, to generate capital gains. Thereafter, we established and acquired a number of subsidiaries and affiliates in Japan and overseas to expand our operations into businesses such as banking, life insurance, real estate and asset management. The Investment and Operation Headquarters selectively invests in companies and actively seeks to fulfill the needs of companies involved in or considering M&A activity, including, among other things, management buyouts, privatization or carve-outs of subsidiaries or business units and business succession.

The diversified nature of our operations is reflected in our presentation of operating results through the categorization of our revenues and expenses to align with operating activities. We categorize our revenues into finance revenues, gains on investment securities and dividends, operating leases, life insurance premiums and related investment income, sales of goods and real estate and services income, and these revenues are summarized into a subtotal of Total revenues consisting of our Operating Income on our consolidated statements of income.

The following provides supplemental explanation of certain account captions on our consolidated statements of income:

Finance revenues include primarily direct financing leases, interest on loans and interest on investment securities because we believe that capital we deploy is fungible and, whether used to provide financing in the form of loans and leases or through investment in debt securities, the decision to deploy the capital is a banking-type operation that shares the common objective of managing earning assets to generate a positive spread over our cost of borrowings.

Securities investment activities originated by the Company were extended to certain group companies, including our subsidiaries operating in the Americas. As a result, gains on investment securities and dividends have grown and become one of our major revenue sources.

Services income consists of revenues derived from various operations that are considered a part of our recurring operating activities, such as asset management and servicing, real estate management and contract work, facilities management related business, commissions for advisory services, automobile related business, and environment and energy related business.

Similar to our revenues, we categorize our expenses based on our diversified operating activities. Total expenses includes mainly interest expense, costs of operating leases, life insurance costs, costs of goods and real estate sold, services expense and selling, general and administrative expenses.

Services expense is directly associated with the sales and revenues separately reported within services income. Interest expense is based on monies borrowed mainly to fund revenue-generating assets, including to purchase equipment for leases, extend loans and invest in securities and real estate operations. We also consider the principal part of selling, general and administrative expenses to be directly related to the generation of revenues. Therefore, they have been included within Total expenses deducted to derive Operating Income. We similarly view the provision for doubtful receivables and probable loan losses to be directly related to our finance activities and accordingly have included it within Total expenses. As our principal operations consist of providing financial products and/or finance-related services to our customers, these expenses are directly related to the potential risks and changes in these products and services. See Year Ended March 31, 2016 Compared to Year Ended March 31, 2015 and Year Ended March 31, 2015 Compared to Year Ended March 31, 2014.

We have historically reflected write-downs of long-lived assets under Operating Income as related assets, primarily real estate assets, representing significant operating assets under management or development. Accordingly, the write-downs were considered to represent an

appropriate component of Operating Income

**Table of Contents**

derived from the related real estate investment activities. Similarly, as we have identified investment in securities to represent an operating component of our financing activities, write-downs of securities are presented under Operating Income.

We believe that our financial statement presentation, as explained above, with the expanded presentation of revenues and expenses, aids in the comprehension of our diversified operating activities in Japan and overseas and supports the fair presentation of our consolidated statements of income.

**YEAR ENDED MARCH 31, 2016 COMPARED TO YEAR ENDED MARCH 31, 2015****Performance Summary****Financial Results**

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except ratios, per Share data and percentages)			
Total revenues	¥ 2,174,283	¥ 2,369,202	¥ 194,919	9
Total expenses	1,917,454	2,081,461	164,007	9
Income before Income Taxes and Discontinued Operations	344,017	391,302	47,285	14
Net Income Attributable to ORIX Corporation Shareholders	234,948	260,169	25,221	11
Earnings per Share (Basic)	179.47	198.73	19.26	11
(Diluted)	179.21	198.52	19.31	11
ROE* <sup>1</sup>	11.5	11.7	0.2	
ROA* <sup>2</sup>	2.29	2.32	0.03	

\*<sup>1</sup> ROE is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average ORIX Corporation Shareholders Equity based on fiscal year beginning and ending balances.

\*<sup>2</sup> ROA is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average Total Assets based on fiscal year beginning and ending balances.

Total revenues for fiscal 2016 increased 9% to ¥2,369,202 million compared to ¥2,174,283 million during fiscal 2015. Finance revenues increased due primarily to an increase in the average balance of installment loans. In addition, sales of goods and real estate increased due primarily to revenues generated by subsidiaries acquired during fiscal 2015. Meanwhile, given the significant market improvement during fiscal 2015, life insurance premiums and related investment income for fiscal 2016 decreased on a year-on-year basis, due to a significant decrease in investment income from variable annuity and variable life insurance contracts held by HLIKK. HLIKK was merged into ORIX Life Insurance on July 1, 2015.

Total expenses increased 9% to ¥2,081,461 million compared to ¥1,917,454 million during fiscal 2015. Costs of goods and real estate sold increased in line with the aforementioned revenue increases. On the other hand, life insurance costs decreased due to a reversal of liability reserve in line with the aforementioned decrease in investment income from variable annuity and variable life insurance contracts held by HLIKK. In addition, write-downs of long-lived assets decreased compared to fiscal 2015 in which an impairment of large-scale properties under



facility operation and leased real estate was recorded.

Equity in net income of affiliates increased due primarily to an increase in the income from the affiliates in the Americas. Gains on sales of subsidiaries and affiliates and liquidation losses, net increased compared to fiscal 2015 due primarily to the recognition of a gain on the partial divestment of shares of Houlihan Lokey, in connection with its initial public offering in the United States and its becoming an equity method affiliate.

**Table of Contents**

As a result of the foregoing, income before income taxes and discontinued operations for fiscal 2016 increased 14% to ¥391,302 million compared to ¥344,017 million during fiscal 2015, and net income attributable to ORIX Corporation shareholders increased 11% to ¥260,169 million compared to ¥234,948 million during fiscal 2015.

**Balance Sheet data**

	As of March 31,		Change Amount	Change Percent (%)
	2015	2016		
	(Millions of yen except ratios, per share and percentages)			
Total Assets	¥ 11,443,628	¥ 10,996,906	¥ (446,722)	(4)
(Segment assets)	9,170,249	8,972,449	(197,800)	(2)
Total Liabilities	9,058,656	8,516,620	(542,036)	(6)
(Long- and Short-term debt)	4,417,730	4,290,530	(127,200)	(3)
(Deposits)	1,287,380	1,398,472	111,092	9
ORIX Corporation Shareholders' Equity	2,152,198	2,310,431	158,233	7
ORIX Corporation Shareholders' Equity per share	1,644.60	1,764.34	119.74	7
ORIX Corporation Shareholders' Equity ratio <sup>*1</sup>	18.8%	21.0%	2.2%	
Adjusted ORIX Corporation Shareholders' Equity ratio <sup>*2</sup>	19.3%	21.6%	2.3%	
D/E ratio (Debt-to-equity ratio) (Long- and Short-term debt (excluding deposits) / ORIX Corporation Shareholders' Equity)	2.1x	1.9x	(0.2)x	
Adjusted D/E ratio <sup>*2</sup>	1.9x	1.7x	(0.2)x	

<sup>\*1</sup> ORIX Corporation Shareholders' Equity ratio is the ratio as of the period end of ORIX Corporation Shareholders' Equity to total assets.

<sup>\*2</sup> Adjusted ORIX Corporation Shareholders' Equity ratio and Adjusted D/E ratio are non-GAAP financial measures presented on an adjusted basis that excludes the effect of consolidating certain VIEs on our assets or liabilities and reverses the cumulative effect on our retained earnings of such consolidation, which resulted from applying the accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010. For a discussion of these and other non-GAAP financial measures, including a quantitative reconciliation to the most directly comparable GAAP financial measures, please see "Non-GAAP Financial Measures" in this Item 5.

Total assets decreased 4% to ¥10,996,906 million compared to ¥11,443,628 million as of March 31, 2015. Installment loans increased due primarily to an increase in the banking business in Japan and an increase in corporate lending in the Americas and installment loans resulted from the acquisition of an auto loan company in Asia. In addition, investment in operating leases increased due primarily to purchases of aircraft in the Overseas Business segment. Meanwhile, investment in securities decreased due primarily to surrender of variable annuity and variable life insurance contracts held by HLIKK and a decrease in investment income from these contracts. Segment assets decreased 2% to ¥8,972,449 million compared to the balance as of March 31, 2015.

We manage our balance of interest-bearing liabilities at an appropriate level taking into account the condition of assets, our liquidity on hand as well as the domestic and overseas financial environments. As a result, long- and short-term debt decreased and deposits increased compared to the balance as of March 31, 2015. In addition, policy liabilities and policy account balances decreased compared to the balance as of March 31, 2015 due to the surrender of variable annuity and variable life insurance contracts held by HLIKK and a reversal of liability reserve in line with the decrease in investment income as mentioned above.

Shareholders' equity increased 7% to ¥2,310,431 million compared to the balance as of March 31, 2015 due primarily to an increase in retained earnings.



**Table of Contents****Details of Operating Results**

The following is a discussion of certain items in the consolidated statements of income, operating assets in the consolidated balance sheets and other selected financial information, including on a segment by segment basis.

**Segment Information**

Our business is organized into six segments that are based on major products, nature of services, customer base, and management organizations to facilitate strategy formulation, resource allocation and portfolio rebalancing at the segment level. Our six business segments are: Corporate Financial Services, Maintenance Leasing, Real Estate, Investment and Operation, Retail and Overseas Business.

Financial information about our operating segments reported below is separately available to, and evaluated regularly by, management in deciding how to allocate resources and in assessing performance. We evaluate the performance of these segments based on income before income taxes and discontinued operations, adjusted for results of discontinued operations, net income attributable to the noncontrolling interests and net income attributable to the redeemable noncontrolling interests before applicable tax effect. Tax expenses are not included in segment profits.

For a description of the business activities of our segments, see Item 4. Information on the Company Business Segments. See Note 34 of Item 18. Financial Statements for additional segment information, a discussion of how we prepare our segment information and the reconciliation of segment totals to consolidated financial statement amounts.

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Segment Revenues:</b>				
Corporate Financial Services	¥ 85,502	¥ 107,150	¥ 21,648	25
Maintenance Leasing	263,499	271,662	8,163	3
Real Estate	182,321	191,540	9,219	5
Investment and Operation	666,120	1,028,355	362,235	54
Retail	425,977	254,289	(171,688)	(40)
Overseas Business	561,893	526,008	(35,885)	(6)
Segment Total	2,185,312	2,379,004	193,692	9
Difference between Segment Total and Consolidated Amounts	(11,029)	(9,802)	1,227	
Consolidated Amounts	¥ 2,174,283	¥ 2,369,202	¥ 194,919	9

Note: Results of discontinued operations are included in segment revenues of each segment.



**Table of Contents**

	Year ended March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Segment Profits:</b>				
Corporate Financial Services	¥ 25,519	¥ 42,418	¥ 16,899	66
Maintenance Leasing	40,366	42,935	2,569	6
Real Estate	3,484	42,902	39,418	
Investment and Operation	42,414	57,220	14,806	35
Retail	120,616	51,756	(68,860)	(57)
Overseas Business	104,143	142,879	38,736	37
Segment Total	336,542	380,110	43,568	13
Difference between Segment Total and Consolidated Amounts	7,475	11,192	3,717	50
Consolidated Amounts	¥ 344,017	¥ 391,302	¥ 47,285	14

Note: Segment profit is calculated based on income before income taxes and discontinued operations, adjusted for results of discontinued operations, net income attributable to the noncontrolling interests and net income attributable to the redeemable noncontrolling interests before applicable tax effect. Tax expenses are not included in segment profits.

	As of March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Segment Assets:</b>				
Corporate Financial Services	¥ 1,132,468	¥ 1,049,867	¥ (82,601)	(7)
Maintenance Leasing	662,851	731,329	68,478	10
Real Estate	835,386	739,592	(95,794)	(11)
Investment and Operation	660,014	704,156	44,142	7
Retail	3,700,635	3,462,772	(237,863)	(6)
Overseas Business	2,178,895	2,284,733	105,838	5
Segment Total	9,170,249	8,972,449	(197,800)	(2)
Difference between Segment Total and Consolidated Amounts	2,273,379	2,024,457	(248,922)	(11)
Consolidated Amounts	¥ 11,443,628	¥ 10,996,906	¥ (446,722)	(4)

**Corporate Financial Services Segment**

This segment is involved in lending, leasing and fee business.

The Japanese economic outlook is becoming increasingly unclear due primarily to economic slowdown in emerging countries and the adoption of negative interest rate policy by the Bank of Japan in the second half of fiscal 2016 despite positive corporate earnings during the first half. The balance of outstanding loans at financial institutions continues to increase and interest rates on loans remain at low levels.

## Edgar Filing: ORIX CORP - Form 20-F

Segment revenues increased 25% to ¥107,150 million during fiscal 2016 compared to ¥85,502 million during fiscal 2015 due to increases in services income and sales of goods primarily from revenue generated by Yayoi, which we acquired on December 22, 2014, and a robust fee business that serves domestic small- and medium-sized enterprise customers. In addition, gains on sales of investment securities were recognized during fiscal 2016, which offset a decrease in finance revenues in line with the decreased average balance of installment loans.

**Table of Contents**

While segment expenses increased compared to fiscal 2015 due primarily to an increase in selling, general and administrative expenses following the consolidation of Yayoi, segment profits increased 66% to ¥42,418 million during fiscal 2016 compared to ¥25,519 million during fiscal 2015.

Segment assets decreased 7% to ¥1,049,867 million as of March 31, 2016 compared to March 31, 2015 due primarily to decreases in installment loans and investment in direct financing leases.

	Year ended March 31,		Amount	Change	
	2015	2016		Amount	Percent (%)
	(Millions of yen, except percentage data)				
Finance revenues	¥ 35,624	¥ 34,215	¥(1,409)	(4)	
Operating leases	24,473	25,461	988	4	
Services income	21,997	35,744	13,747	62	
Gains on investment securities and dividends, and other	3,408	11,730	8,322	244	
<b>Total Segment Revenues</b>	<b>85,502</b>	<b>107,150</b>	<b>21,648</b>	<b>25</b>	
Interest expense	8,627	7,214	(1,413)	(16)	
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	1,252	(676)	(1,928)		
Other than the above	50,691	58,968	8,277	16	
<b>Total Segment Expenses</b>	<b>60,570</b>	<b>65,506</b>	<b>4,936</b>	<b>8</b>	
Segment Operating Income	24,932	41,644	16,712	67	
Equity in Net income (Loss) of Affiliates, and others	587	774	187	32	
Segment Profits	¥ 25,519	¥ 42,418	¥ 16,899	66	

	As of March 31,		Amount	Change	
	2015	2016		Amount	Percent (%)
	(Millions of yen, except percentage data)				
Investment in direct financing leases	¥ 461,704	¥ 431,603	¥ (30,101)	(7)	
Installment loans	461,277	411,824	(49,453)	(11)	
Investment in operating leases	30,329	28,695	(1,634)	(5)	
Investment in securities	45,415	36,542	(8,873)	(20)	
Property under facility operations	5,930	11,294	5,364	90	
Inventories	55	53	(2)	(4)	
Advances for investment in operating leases	202	1,737	1,535	760	
Investment in affiliates	20,875	22,755	1,880	9	
Advances for property under facility operations	772	304	(468)	(61)	
Goodwill and other intangible assets acquired in business combinations	105,909	105,060	(849)	(1)	
<b>Total Segment Assets</b>	<b>¥ 1,132,468</b>	<b>¥ 1,049,867</b>	<b>¥ (82,601)</b>	<b>(7)</b>	

**Maintenance Leasing Segment**



This segment consists of automobile leasing and rentals, car sharing and test and measurement instruments and IT-related equipment rentals and leasing.

**Table of Contents**

Revenues have been growing through the high value-added services provided towards the demands in capital investment for boosting competitiveness and further cost reduction while corporate capital investment in general has been decreasing. The volume of new auto leases in Japan during fiscal 2016 was similar to the level of fiscal 2015.

Segment revenues increased 3% to ¥271,662 million during fiscal 2016 compared to ¥263,499 million during fiscal 2015 due primarily to increases in operating leases revenues and finance revenues resulting from the steady expansion of assets in the automobile business and in services income derived from value-added services such as maintenance.

Despite an increase in segment expenses due primarily to increases in the costs of operating leases, services expense, and selling, general and administrative expenses, which were in line with revenue growth, segment profits increased 6% to ¥42,935 million during fiscal 2016 compared to ¥40,366 million during fiscal 2015.

Segment assets increased 10% to ¥731,329 million as of March 31, 2016 compared to March 31, 2015 due primarily to an increase in leasing assets, mainly in the automobile business.

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 11,103	¥ 12,067	¥ 964	9
Operating leases	185,699	188,815	3,116	2
Services income	62,535	66,841	4,306	7
Sales of goods and real estate, and other	4,162	3,939	(223)	(5)
<b>Total Segment Revenues</b>	<b>263,499</b>	<b>271,662</b>	<b>8,163</b>	<b>3</b>
Interest expense	3,690	3,545	(145)	(4)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	374	27	(347)	(93)
Other than the above	218,982	225,148	6,166	3
<b>Total Segment Expenses</b>	<b>223,046</b>	<b>228,720</b>	<b>5,674</b>	<b>3</b>
Segment Operating Income	40,453	42,942	2,489	6
Equity in Net income (Loss) of Affiliates, and others	(87)	(7)	80	
<b>Segment Profits</b>	<b>¥ 40,366</b>	<b>¥ 42,935</b>	<b>¥ 2,569</b>	<b>6</b>

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 184,907	¥ 245,257	¥ 60,350	33
Investment in operating leases	473,035	481,031	7,996	2
Investment in securities	1,130	1,214	84	7
Property under facility operations	576	718	142	25
Inventories	463	374	(89)	(19)
Advances for investment in operating leases	241	314	73	30

Edgar Filing: ORIX CORP - Form 20-F

Investment in affiliates	2,074	1,996	(78)	(4)
Goodwill and other intangible assets acquired in business combinations	425	425		
<b>Total Segment Assets</b>	<b>¥ 662,851</b>	<b>¥ 731,329</b>	<b>¥ 68,478</b>	<b>10</b>

**Table of Contents****Real Estate Segment**

This segment consists of real estate development and rental, facility operation, REIT asset management, and real estate investment advisory services.

The real estate market has remained active due primarily to the quantitative easing policy of the Bank of Japan, including the adoption of negative interest rates. Land prices have been high and office rents and vacancy rates in the Japanese office building market continue to show signs of improvement especially in the Greater Tokyo area. Furthermore, due to an increase in the number of tourists from abroad, we are seeing increases in the occupancy rates and average daily rates of hotels and Japanese inns. Meanwhile, we are also seeing a trend where sales prices of condominiums stopped rising and domestic property acquisitions by foreign funds decreasing.

Segment revenues increased 5% to ¥191,540 million during fiscal 2016 compared to ¥182,321 million during fiscal 2015 due primarily to an increase in services income from the facility operation business, despite a decrease in rental revenues, which are included in operating leases revenues, in line with a decrease in the balance of real estate assets.

Segment expenses decreased compared to fiscal 2015 due primarily to a decrease in write-downs of long-lived assets and decreases in interest expense and costs of operating leases in line with decreased asset balance.

As a result of the foregoing, segment profits increased significantly by approximately twelve times to ¥42,902 million during fiscal 2016 compared to ¥3,484 million during fiscal 2015.

Segment assets decreased 11% to ¥739,592 million as of March 31, 2016 compared to March 31, 2015 due primarily to a decrease in investment in operating leases, which resulted from sales of rental properties, and a decrease in installment loans and investment in securities.

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 4,057	¥ 6,720	¥ 2,663	66
Operating leases	63,765	60,253	(3,512)	(6)
Services income	104,115	110,630	6,515	6
Sales of goods and real estate, and other	10,384	13,937	3,553	34
<b>Total Segment Revenues</b>	<b>182,321</b>	<b>191,540</b>	<b>9,219</b>	<b>5</b>
Interest expense	6,968	4,676	(2,292)	(33)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	29,714	8,338	(21,376)	(72)
Other than the above	151,385	141,609	(9,776)	(6)
<b>Total Segment Expenses</b>	<b>188,067</b>	<b>154,623</b>	<b>(33,444)</b>	<b>(18)</b>

Edgar Filing: ORIX CORP - Form 20-F

Segment Operating Income	(5,746)	36,917	42,663	
Equity in Net income (Loss) of Affiliates, and others	9,230	5,985	(3,245)	(35)
Segment Profits	¥ 3,484	¥ 42,902	¥ 39,418	

**Table of Contents**

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 22,277	¥ 21,541	¥ (736)	(3)
Installment loans	22,811	5,821	(16,990)	(74)
Investment in operating leases	423,825	375,050	(48,775)	(12)
Investment in securities	21,718	5,861	(15,857)	(73)
Property under facility operations	172,207	177,510	5,303	3
Inventories	12,484	3,597	(8,887)	(71)
Advances for investment in operating leases	44,666	38,486	(6,180)	(14)
Investment in affiliates	91,275	91,010	(265)	(0)
Advances for property under facility operations	12,055	8,829	(3,226)	(27)
Goodwill and other intangible assets acquired in business combinations	12,068	11,887	(181)	(1)
<b>Total Segment Assets</b>	<b>¥ 835,386</b>	<b>¥ 739,592</b>	<b>¥ (95,794)</b>	<b>(11)</b>

**Investment and Operation Segment**

This segment consists of environment and energy-related business, principal investment, and loan servicing (asset recovery).

In Japan, while the government is reassessing its renewable energy purchase program, the significance of renewable energy in the mid- to long-term is on the rise with investment targets expanding beyond solar power generation projects to include wind and geothermal power generation projects. In the capital market, since January 2016, size of M&A transactions appear to have decreased despite an increase in the total number of M&A transactions closed during fiscal 2016 compared to fiscal 2015 in which several large cross-border M&A transactions took place.

Segment revenues increased 54% to ¥1,028,355 million during fiscal 2016 compared to ¥666,120 million during fiscal 2015 due primarily to a significant increase in sales of goods and real estate contributed by subsidiaries acquired during fiscal 2015 and an increase in gains on sale of condominium by DAIKYO. An increase in the amount of services income from the environment and energy-related business also contributed.

Segment expenses also increased compared to fiscal 2015 due to an increase in expenses in connection with subsidiaries including DAIKYO and the environment and energy-related business, each of which increased in line with segment revenues expansion.

As a result of the foregoing and the recognition of gains on sales of shares of subsidiaries, segment profits increased 35% to ¥57,220 million during fiscal 2016 compared to ¥42,414 million during fiscal 2015.

Segment assets increased 7% to ¥704,156 million as of March 31, 2016 compared to March 31, 2015 due primarily to an increase in property under facility operations in the environment and energy-related business and investment in affiliates resulting from the investment in the facility operation business of the Kansai and Osaka International Airports. Meanwhile, installment loans, investment in securities and inventories decreased.



**Table of Contents**

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 15,650	¥ 12,625	¥ (3,025)	(19)
Gains on investment securities and dividends	9,309	10,270	961	10
Sales of goods and real estate	371,402	718,902	347,500	94
Services income	260,360	277,163	16,803	6
Operating leases, and other	9,399	9,395	(4)	(0)
<b>Total Segment Revenues</b>	<b>666,120</b>	<b>1,028,355</b>	<b>362,235</b>	<b>54</b>
Interest expense	3,609	3,539	(70)	(2)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	1,297	(424)	(1,721)	
Other than the above	627,411	980,121	352,710	56
<b>Total Segment Expenses</b>	<b>632,317</b>	<b>983,236</b>	<b>350,919</b>	<b>55</b>
<b>Segment Operating Income</b>	<b>33,803</b>	<b>45,119</b>	<b>11,316</b>	<b>33</b>
Gains on Sales of Subsidiaries and Affiliates and Liquidation Losses, net, and others	8,611	12,101	3,490	41
<b>Segment Profits</b>	<b>¥ 42,414</b>	<b>¥ 57,220</b>	<b>¥ 14,806</b>	<b>35</b>

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 15,092	¥ 21,133	¥ 6,041	40
Installment loans	93,196	75,996	(17,200)	(18)
Investment in operating leases	23,388	24,378	990	4
Investment in securities	112,896	71,705	(41,191)	(36)
Property under facility operations	90,895	130,568	39,673	44
Inventories	116,549	98,016	(18,533)	(16)
Advances for investment in operating leases	16	404	388	
Investment in affiliates	51,108	108,237	57,129	112
Advances for property under facility operations	30,861	38,628	7,767	25
Goodwill and other intangible assets acquired in business combinations	126,013	135,091	9,078	7
<b>Total Segment Assets</b>	<b>¥ 660,014</b>	<b>¥ 704,156</b>	<b>¥ 44,142</b>	<b>7</b>

**Retail Segment**

This segment consists of life insurance, banking and card loan business.

Although the life insurance business in Japan is affected by macroeconomic factors such as population decline, we are seeing an increasing number of companies launching new insurance products in response to the rising demand for medical insurance. On the other hand, with the introduction of negative interest rate policy, we are also seeing certain discontinued products and increased insurance premium for new contract.



## Edgar Filing: ORIX CORP - Form 20-F

In the consumer finance sector, banks and other lenders are expanding their assets to further secure new revenue streams, and competition in the lending business continues to intensify on the back of the current low interest rate environment.

Segment revenues decreased 40% to ¥254,289 million during fiscal 2016 compared to ¥425,977 million during fiscal 2015 due to a significant decrease in investment income from variable annuity and variable life insurance contracts held by HLIKK, offsetting a steady increase in life insurance revenue generated by ORIX Life Insurance and an increase in finance revenues in the banking business.

**Table of Contents**

Segment expenses decreased compared to fiscal 2015 due primarily to a reversal of liability reserve for the aforementioned decrease in investment income of HLIKK.

As a result of the foregoing and the recognition of a bargain purchase gain from the acquisition of HLIKK during fiscal 2015, segment profits decreased 57% to ¥51,756 million during fiscal 2016 compared to ¥120,616 million during fiscal 2015.

Segment assets decreased 6% to ¥3,462,772 million as of March 31, 2016 compared to March 31, 2015 due primarily to a substantial decrease in investment in securities held by HLIKK, offsetting an increase in installment loans in the banking business.

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
Finance revenues	¥ 52,510	¥ 55,318	¥ 2,808	5
Life insurance premiums and related investment income	352,537	190,805	(161,732)	(46)
Services income, and other	20,930	8,166	(12,764)	(61)
<b>Total Segment Revenues</b>	<b>425,977</b>	<b>254,289</b>	<b>(171,688)</b>	<b>(40)</b>
Interest expense	5,669	4,654	(1,015)	(18)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	3,975	7,370	3,395	85
Other than the above	332,432	191,304	(141,128)	(42)
<b>Total Segment Expenses</b>	<b>342,076</b>	<b>203,328</b>	<b>(138,748)</b>	<b>(41)</b>
<b>Segment Operating Income</b>	<b>83,901</b>	<b>50,961</b>	<b>(32,940)</b>	<b>(39)</b>
Bargain Purchase Gain, and others	36,715	795	(35,920)	(98)
<b>Segment Profits</b>	<b>¥ 120,616</b>	<b>¥ 51,756</b>	<b>¥ (68,860)</b>	<b>(57)</b>

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
Investment in direct financing leases	¥ 2,740	¥ 1,198	¥ (1,542)	(56)
Installment loans	1,376,710	1,496,407	119,697	9
Investment in operating leases	50,587	52,359	1,772	4
Investment in securities	2,246,912	1,893,631	(353,281)	(16)
Investment in affiliates	3,785	911	(2,874)	(76)
Goodwill and other intangible assets acquired in business combinations	19,901	18,266	(1,635)	(8)
<b>Total Segment Assets</b>	<b>¥ 3,700,635</b>	<b>¥ 3,462,772</b>	<b>¥ (237,863)</b>	<b>(6)</b>

**Overseas Business Segment**

## Edgar Filing: ORIX CORP - Form 20-F

This segment consists of leasing, lending, investment in bonds, asset management and ship- and aircraft-related operations.

The world economy has been suppressed with low level of growth due primarily to falling commodity prices such as the price of crude oil and fluctuations in financial markets. While moderate economic growth is expected among developed countries, economic growth in emerging and developing countries is expected to be weak overall and disparity in economic growth among such countries continues to widen. In addition, political and geopolitical tensions in certain regions need to be monitored carefully.

**Table of Contents**

Segment revenues decreased 6% to ¥526,008 million during fiscal 2016 compared to ¥561,893 million during fiscal 2015 due to a decrease in gains on sales of investment securities and the deconsolidation of Houlihan Lokey, despite increases in sales of goods and finance revenues in the Americas, and increases in operating leases revenues in Asia.

Segment expenses decreased compared to fiscal 2015 due to the deconsolidation of Houlihan Lokey, despite an increase in costs of operating leases.

Segment profits increased 37% to ¥142,879 million during fiscal 2016 compared to ¥104,143 million during fiscal 2015 due primarily to the recognition of a gain on the partial divestment of Houlihan Lokey shares in connection with its initial public offering in the United States and an increase in income from affiliates in the Americas.

Segment assets increased 5% to ¥2,284,733 million as of March 31, 2016 compared to March 31, 2015 due primarily to an increase in investment in operating leases by the aircraft-related operations and an increase in corporate lending in the Americas and an increase in installment loans resulted from the acquisition of an auto loan company in Asia.

	Year ended March 31,		Amount	Change	
	2015	2016		Amount	Percent (%)
	(Millions of yen, except percentage data)				
Finance revenues	¥ 63,259	¥ 75,004	¥ 11,745		19
Gains on investment securities and dividends	30,466	16,113	(14,353)		(47)
Operating leases	82,113	91,973	9,860		12
Services income	321,527	250,085	(71,442)		(22)
Sales of goods and real estate, and other	64,528	92,833	28,305		44
<b>Total Segment Revenues</b>	<b>561,893</b>	<b>526,008</b>	<b>(35,885)</b>		<b>(6)</b>
Interest expense	29,989	33,356	3,367		11
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	19,921	16,226	(3,695)		(19)
Other than the above	413,180	402,568	(10,612)		(3)
<b>Total Segment Expenses</b>	<b>463,090</b>	<b>452,150</b>	<b>(10,940)</b>		<b>(2)</b>
<b>Segment Operating Income</b>	<b>98,803</b>	<b>73,858</b>	<b>(24,945)</b>		<b>(25)</b>
Gains on Sales of Subsidiaries and Affiliates and Liquidation Losses, net, and others	5,340	69,021	63,681		
<b>Segment Profits</b>	<b>¥ 104,143</b>	<b>¥ 142,879</b>	<b>¥ 38,736</b>		<b>37</b>

	As of March 31,		Amount	Change	
	2015	2016		Amount	Percent (%)
	(Millions of yen, except percentage data)				
Investment in direct financing leases	¥ 386,567	¥ 351,010	¥ (35,557)		(9)
Installment loans	344,108	407,870	63,762		19
Investment in operating leases	278,665	375,401	96,736		35

Edgar Filing: ORIX CORP - Form 20-F

Investment in securities	404,322	383,227	(21,095)	(5)
Property under facility operations	26,867	23,762	(3,105)	(12)
Inventories	35,925	37,782	1,857	5
Advances for investment in operating leases	4,434	5,302	868	20
Investment in affiliates	209,027	305,674	96,647	46
Advances for property under facility operations		39	39	
Goodwill and other intangible assets acquired in business combinations	488,980	394,666	(94,314)	(19)
<b>Total Segment Assets</b>	<b>¥ 2,178,895</b>	<b>¥ 2,284,733</b>	<b>¥ 105,838</b>	<b>5</b>

**Table of Contents****Revenues, New Business Volumes and Investments****Finance revenues**

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Finance revenues:</b>				
Finance revenues	¥ 186,883	¥ 200,889	¥ 14,006	7

Finance revenues increased 7% from fiscal 2015 to ¥200,889 million for fiscal 2016 primarily due to an increase in the average balance of installment loans in the Americas.

**Direct financing leases**

	As of and for the year ended		Change	
	March 31,	2016	Amount	Percent (%)
	2015	(Millions of yen, except percentage data)		
<b>Direct financing leases:</b>				
New equipment acquisitions	¥ 595,351	¥ 527,575	¥ (67,776)	(11)
Japan	376,249	329,691	(46,558)	(12)
Overseas	219,102	197,884	(21,218)	(10)
Investment in direct financing leases	1,216,454	1,190,136	(26,318)	(2)

New equipment acquisitions related to direct financing leases decreased 11% to ¥527,575 million compared to fiscal 2015. In Japan, new equipment acquisitions decreased 12% in fiscal 2016 as compared to fiscal 2015, and overseas, new equipment acquisitions decreased 10% in fiscal 2016 compared to fiscal 2015.

Investment in direct financing leases as of March 31, 2016 decreased 2% to ¥1,190,136 million compared to March 31, 2015 due to the effect of yen appreciation and decreases in new equipment acquisitions described above.

As of March 31, 2016, no single lessee represented more than 1% of the balance of direct financing leases. As of March 31, 2016, 71% of our direct financing leases were to lessees in Japan, while 29% were to overseas lessees. Approximately 7% of our direct financing leases were to lessees in Malaysia and approximately 6% of our direct financing leases were to lessees in Hong Kong. No other overseas country represented more than 5% of our total portfolio of direct financing leases.

Edgar Filing: ORIX CORP - Form 20-F

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
<b>Investment in direct financing leases by category:</b>				
Transportation equipment	¥ 432,313	¥ 455,556	¥ 23,243	5
Industrial equipment	245,032	268,208	23,176	9
Electronics	158,289	159,991	1,702	1
Information-related and office equipment	103,580	102,161	(1,419)	(1)
Commercial services equipment	67,805	54,090	(13,715)	(20)
Other	209,435	150,130	(59,305)	(28)
<b>Total</b>	<b>¥ 1,216,454</b>	<b>¥ 1,190,136</b>	<b>¥ (26,318)</b>	<b>(2)</b>

For further information, see Note 5 of Item 18. Financial Statements.

**Table of Contents****Installment loans**

	As of and for the year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Installment loans:</b>				
New loans added	¥ 1,110,054	¥ 1,102,279	¥ (7,775)	(1)
Japan	843,149	808,075	(35,074)	(4)
Overseas	266,905	294,204	27,299	10
Installment loans	2,478,054	2,592,233	114,179	5

Note: The balance of installment loans related to our life insurance operations are included in installment loans in our consolidated balance sheets; however, income and losses on these loans are recorded in life insurance premiums and related investment income in our consolidated statements of income.

New loans added decreased 1% to ¥1,102,279 million compared to fiscal 2015. In Japan, new loans added decreased 4% to ¥808,075 million in fiscal 2016 as compared to fiscal 2015, and overseas, new loans added increased 10% to ¥294,204 million compared to fiscal 2015 due to increased lending activity in the Americas and Asia.

The balance of installment loans as of March 31, 2016 increased 5% to ¥2,592,233 million compared to March 31, 2015 due to increase of housing loans and card loans.

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Installment loans:</b>				
<b>Consumer borrowers in Japan</b>				
Housing loans	¥ 1,048,216	¥ 1,122,088	¥ 73,872	7
Card loans	243,225	260,533	17,308	7
Other	22,866	23,466	600	3
Subtotal	1,314,307	1,406,087	91,780	7
<b>Corporate borrowers in Japan</b>				
Real estate companies	227,568	230,001	2,433	1
Non-recourse loans	41,535	19,951	(21,584)	(52)
Commercial, industrial and other companies	401,718	365,371	(36,347)	(9)
Subtotal	670,821	615,323	(55,498)	(8)
<b>Overseas</b>				
Non-recourse loans	83,233	61,260	(21,973)	(26)
Commercial, industrial companies and other	367,401	479,039	111,638	30
Subtotal	450,634	540,299	89,665	20
Purchased loans*	42,292	30,524	(11,768)	(28)



## Edgar Filing: ORIX CORP - Form 20-F

Total	¥ 2,478,054	¥ 2,592,233	¥ 114,179	5
-------	-------------	-------------	-----------	---

- \* Purchased loans represent loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely in accordance with ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ).

As of March 31, 2016, ¥15,917 million, or 1%, of our portfolio of installment loans to consumer and corporate borrowers in Japan related to our life insurance operations. We reflect income from these loans as life insurance premiums and related investment income in our consolidated statements of income.

**Table of Contents**

As of March 31, 2016, ¥290,848 million, or 11%, of the balance of installment loans were outstanding to real estate companies in Japan and overseas. Of this amount, ¥8,612 million, or 0.3% of the balance of installment loans, were loans individually evaluated for impairment. We recognized an allowance of ¥2,140 million on these impaired loans. As of March 31, 2016, we had installment loans outstanding in the amount of ¥101,281 million, or 4% of the balance of installment loans, to companies in the entertainment industry. Of this amount, ¥2,429 million, or 0.1% of the balance of installment loans, were loans individually evaluated for impairment. We recognized an allowance of ¥840 million on these impaired loans.

The balance of installment loans to consumer borrowers in Japan as of March 31, 2016 increased 7% to ¥1,406,087 million compared to the balance as of March 31, 2015, primarily due to an increase in the balance of housing loans. The balance of installment loans to corporate borrowers in Japan as of March 31, 2016 decreased 8%, to ¥615,323 million, compared to the balance as of March 31, 2015, primarily due to a decrease in the balance of non-recourse loans. The balance of installment loans overseas, excluding purchased loans, as of March 31, 2016 increased 20%, to ¥540,299 million, compared to the balance as of March 31, 2015, primarily due to increased lending activity in the Americas.

For further information, see Note 7 of Item 18. Financial Statements.

**Asset quality***Direct financing leases*

	As of March 31,	
	2015	2016
	(Millions of yen, except	
	percentage data)	
<b>90+ days past-due direct financing leases and allowances for direct financing leases:</b>		
90+ days past-due direct financing leases	¥ 15,373	¥ 12,556
90+ days past-due direct financing leases as a percentage of the balance of investment in direct financing leases	1.26%	1.06%
Provision as a percentage of average balance of investment in direct financing leases*	0.27%	0.23%
Allowance for direct financing leases	¥ 15,204	¥ 13,380
Allowance for direct financing leases as a percentage of the balance of investment in direct financing leases	1.25%	1.12%
The ratio of charge-offs as a percentage of the average balance of investment in direct financing leases	0.33%	0.34%

\* Average balances are calculated on the basis of fiscal beginning balance and fiscal quarter-end balances.

The balance of 90+ days past-due direct financing leases decreased ¥2,817 million to ¥12,556 million as of March 31, 2016 compared to March 31, 2015. As a result, the ratio of 90+ days past-due direct financing leases decreased 0.2% from March 31, 2015 to 1.06%.

We believe that the ratio of allowance for doubtful receivables as a percentage of the balance of investment in direct financing leases provides a reasonable indication that our allowance for doubtful receivables was appropriate as of March 31, 2016 for the following reasons:

lease receivables are generally diversified and the amount of realized loss on any particular contract is likely to be relatively small; and

all lease contracts are secured by collateral consisting of the underlying leased equipment, and we can expect to recover at least a portion of the outstanding lease receivables by selling the collateral.

**Table of Contents***Loans not individually evaluated for impairment*

	2015	As of March 31, 2016 (Millions of yen, except percentage data)
<b>90+ days past-due loans and allowance for installment loans:</b>		
90+ days past-due loans not individually evaluated for impairment	¥ 6,635	¥ 8,178
90+ days past-due loans not individually evaluated for impairment as a percentage of the balance of installment loans not individually evaluated for impairment	0.28%	0.32%
Provision as a percentage of average balance of installment loans not individually evaluated for impairment*	0.36%	0.42%
Allowance for probable loan losses on installment loans exclusive of those loans individually evaluated for impairment	¥ 22,743	¥ 24,158
Allowance for probable loan losses on installment loans exclusive of those loans individually evaluated for impairment as a percentage of the balance of installment loans not individually evaluated for impairment	0.96%	0.96%
The ratio of charge-offs as a percentage of the average balance of loans not individually evaluated for impairment	0.29%	0.37%

\* Average balances are calculated on the basis of fiscal year's beginning balance and fiscal quarter-end balances.

The balance of 90+ days past-due loans not individually evaluated for impairment that are not individually significant and accordingly are evaluated for impairment as a homogeneous group increased ¥1,543 million to ¥8,178 million as of March 31, 2016 compared to March 31, 2015.

	2015	As of March 31, 2016 (Millions of yen)
<b>90+ days past-due loans not individually evaluated for impairment:</b>		
Consumer borrowers in Japan		
Housing loans	¥ 3,877	¥ 2,267
Card loans	824	657
Other	1,913	3,452
Subtotal	6,614	6,376
Overseas		
Housing loans	21	1,802
Total	¥ 6,635	¥ 8,178

We make allowance for housing loans, card loans and other loans in Japan after careful evaluation of the value of collateral underlying the loans, past loss experience and any economic conditions that we believe may affect the default rate. We determine the allowance for our other items on the basis of past loss experience, general economic conditions and the current portfolio composition.



**Table of Contents***Loans individually evaluated for impairment*

	As of March 31,	
	2015	2016
	(Millions of yen)	
<b>Loans individually evaluated for impairment:</b>		
Impaired loans	¥ 101,034	¥ 73,593
Effect of the application of the accounting standards for the consolidation of VIEs*1	11,877	1,296
Impaired loans requiring an allowance	82,630	58,992
Effect of the application of the accounting standards for the consolidation of VIEs*1	11,877	1,296
Allowance for loans individually evaluated for impairment*2	34,379	22,533
Effect of the application of the accounting standards for the consolidation of VIEs*1	6,930	541

\*1 These are the ending balances as of the dates indicated attributable to VIEs requiring consolidation under the accounting standards for consolidation of VIEs under ASU 2009-16 and ASU 2009-17.

\*2 The allowance is individually evaluated based on the present value of expected future cash flows, the loans' observable market price or the fair value of the collateral securing the loans if the loans are collateral dependent.

New provision for probable loan losses was ¥258 million in fiscal 2015 and ¥1,369 million of reversal in fiscal 2016, and charge-off of impaired loans was ¥15,346 million in fiscal 2015 and ¥4,527 million in fiscal 2016. New provision for probable loan losses decreased ¥1,627 million compared to fiscal 2015. Charge-off of impaired loans decreased ¥10,819 million compared to fiscal 2015.

The table below sets forth the outstanding balance of impaired loans by region and type of borrower as of the dates indicated. Consumer loans in Japan primarily consist of restructured smaller-balance homogeneous loans individually evaluated for impairment.

	As of March 31,	
	2015	2016
	(Millions of yen)	
<b>Impaired loans:</b>		
Consumer borrowers in Japan		
Housing loans	¥ 5,354	¥ 4,511
Card loans	3,741	4,123
Other	2,895	4,916
Subtotal	11,990	13,550
Corporate borrowers in Japan		
Real estate companies	15,951	8,612
Non-recourse loans	5,285	5,068
Commercial, industrial and other companies	23,475	17,477
Subtotal	44,711	31,157
Overseas		
Non-recourse loans	16,747	5,989
Commercial, industrial companies and other	12,370	11,884
Subtotal	29,117	17,873

Edgar Filing: ORIX CORP - Form 20-F

Purchased loans	15,216	11,013
<b>Total</b>	<b>¥ 101,034</b>	<b>¥ 73,593</b>

For further information, see Note 8 of Item 18. Financial Statements.

**Table of Contents*****Provision for doubtful receivables and probable loan losses***

We recognize provision for doubtful receivables and probable loan losses for direct financing leases and installment loans.

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Provision for doubtful receivables on direct financing leases and probable loan losses:</b>				
Beginning balance	¥ 84,796	¥ 72,326	¥ (12,470)	(15)
Direct financing leases	15,384	15,204	(180)	(1)
Loans not individually evaluated for impairment	20,257	22,743	2,486	12
Loans individually evaluated for impairment	49,155	34,379	(14,776)	(30)
Provision (reversal)	11,631	11,717	86	1
Direct financing leases	3,145	2,787	(358)	(11)
Loans not individually evaluated for impairment	8,228	10,299	2,071	25
Loans individually evaluated for impairment	258	(1,369)	(1,627)	
Charge-offs (net)	(25,793)	(17,504)	8,289	(32)
Direct financing leases	(3,774)	(4,062)	(288)	8
Loans not individually evaluated for impairment	(6,673)	(8,915)	(2,242)	34
Loans individually evaluated for impairment	(15,346)	(4,527)	10,819	(71)
Other*	1,692	(6,468)	(8,160)	
Direct financing leases	449	(549)	(998)	(222)
Loans not individually evaluated for impairment	931	31	(900)	(97)
Loans individually evaluated for impairment	312	(5,950)	(6,262)	
Ending balance	72,326	60,071	(12,255)	(17)
Direct financing leases	15,204	13,380	(1,824)	(12)
Loans not individually evaluated for impairment	22,743	24,158	1,415	6
Loans individually evaluated for impairment	34,379	22,533	(11,846)	(34)

\* Other mainly includes foreign currency translation adjustments and others.

For further information, see Note 8 of Item 18. Financial Statements.

***Investment in Securities***

	As of and for the year ended		Change	
	2015	2016	Amount	Percent (%)
	March 31, (Millions of yen, except percentage data)			
<b>Investment in securities:</b>				
New securities added	¥ 1,030,426	¥ 898,230	¥ (132,196)	(13)
Japan	899,144	766,016	(133,128)	(15)
Overseas	131,282	132,214	932	1
Investment in securities	2,846,257	2,344,792	(501,465)	(18)



## Edgar Filing: ORIX CORP - Form 20-F

Note: The balance of investment in securities related to our life insurance operations are included in investment in securities in our consolidated balance sheets; however, income and losses on these investment in securities are recorded in life insurance premiums and related investment income in our consolidated statements of income.

**Table of Contents**

New securities added decreased 13% to ¥898,230 million in fiscal 2016 compared to fiscal 2015. New securities added in Japan decreased 15% in fiscal 2016 compared to fiscal 2015 primarily due to a decrease in investments in Japanese government bond securities. New securities added overseas increased 1% in fiscal 2016 compared to fiscal 2015.

The balance of our investment in securities as of March 31, 2016 decreased 18% to ¥2,344,792 million compared to March 31, 2015.

	As of March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Investment in securities by security type:</b>				
Trading securities	¥ 1,190,131	¥ 725,821	¥ (464,310)	(39)
Available-for-sale securities	1,356,840	1,347,890	(8,950)	(1)
Held-to-maturity securities	115,599	114,858	(741)	(1)
Other securities	183,687	156,223	(27,464)	(15)
Total	¥ 2,846,257	¥ 2,344,792	¥ (501,465)	(18)

Investments in trading securities decreased 39% in March 31, 2016 compared to March 31, 2015 primarily due to a decrease in the assets under management of variable annuity and variable life insurance contracts. Investments in available-for-sale securities decreased 1% in March 31, 2016 compared to March 31, 2015. Held-to-maturity securities mainly consist of our life insurance business's investment in Japanese government bonds. Other securities decreased 15% in March 31, 2016 compared to March 31, 2015 mainly due to sale of non-marketable equity securities.

For further information, see Note 9 of Item 18. Financial Statements.

**Gains on investment securities and dividends**

	Year ended March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Gains on investment securities and dividends:</b>				
Net gains on investment securities	¥ 50,617	¥ 31,134	¥ (19,483)	(38)
Dividends income, other	5,778	4,652	(1,126)	(19)
Total	¥ 56,395	¥ 35,786	¥ (20,609)	(37)

Note: Income and losses on investment in securities related to our life insurance operations are recorded in life insurance premiums and related investment income in our consolidated statements of income.

Gains on investment securities and dividends decreased 37% to ¥35,786 million in fiscal 2016 compared to fiscal 2015 mainly due to a decrease in net gains on investment securities. Net gains on investment securities decreased 38% to ¥31,134 million in fiscal 2016 compared to fiscal 2015 primarily due to the gain on the sale of shares in Monex Group Inc., recorded in fiscal 2015. Dividend income, other decreased 19%

¥4,652 million in fiscal 2016 compared to fiscal 2015.

As of March 31, 2016, gross unrealized gains on available-for-sale securities, including those held in connection with our life insurance operations, were ¥81,231 million, compared to ¥76,643 million as of March 31, 2015. As of March 31, 2016, gross unrealized losses on available-for-sale securities, including those held in connection with our life insurance operations, were ¥16,654 million, compared to ¥2,815 million as of March 31, 2015.

For further information, see Note 22 of Item 18. Financial Statements.

**Table of Contents****Operating leases**

	As of and for the year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Operating leases:</b>				
Operating lease revenues	¥ 363,095	¥ 373,910	¥ 10,815	3
Costs of operating leases	238,157	245,069	6,912	3
New equipment acquisitions	313,996	463,770	149,774	48
Japan	210,703	195,170	(15,533)	(7)
Overseas	103,293	268,600	165,307	160
Investment in operating leases	1,296,220	1,349,199	52,979	4

Revenues from operating leases in fiscal 2016 increased 3% to ¥373,910 million compared to fiscal 2015 primarily due to an increase in revenue from automobile operations in Japan and other Asian markets, and an increase in aircraft leasing overseas, despite a decrease in revenue from real estate leasing. In fiscal 2015 and 2016, gains from the disposition of operating lease assets that were included in operating lease revenues, were ¥34,425 million and ¥38,340 million, respectively.

Costs of operating leases increased 3% to ¥245,069 million in fiscal 2016 compared to fiscal 2015 primarily due to an increase in depreciation expenses resulting from a year on year increase in the average balance of investment in transportation equipment operating leases, despite a decrease in costs from real estate leasing.

New equipment acquisitions related to operating leases increased 48% to ¥463,770 million in fiscal 2016 compared to fiscal 2015 primarily due to an increase in purchases of aircraft overseas.

Investment in operating leases as of March 31, 2016 increased 4% to ¥1,349,199 million compared to as of March 31, 2015.

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Investment in operating leases by category:</b>				
Transportation equipment	¥ 644,840	¥ 755,425	¥ 110,585	17
Measuring and information-related equipment	95,652	90,208	(5,444)	(6)
Real estate	528,159	472,021	(56,138)	(11)
Other	6,055	7,935	1,880	31
Accrued rental receivables	21,514	23,610	2,096	10
Total	¥ 1,296,220	¥ 1,349,199	¥ 52,979	4

Investment in transportation equipment operating leases as of March 31, 2016 increased 17% to ¥755,425 million compared to as of March 31, 2015 primarily due to an increase in new equipment acquisitions in aircraft and automobile operations. Investment in real estate operating leases as of March 31, 2016 decreased 11% to ¥472,021 million compared to as of March 31, 2015, primarily due to sales of real estate in Japan.

For further information, see Note 6 of Item 18. Financial Statements.

**Table of Contents***Life insurance*

We reflect all income and losses (other than provision for doubtful receivables and probable loan losses) that we recognize on securities, installment loans, real estate under operating leases and other investments held in connection with our life insurance operations as life insurance premiums and related investment income in our consolidated statements of income.

	Year ended March 31,		Change Amount	Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Life insurance premiums and related investment income and life insurance costs:</b>				
Life insurance premiums	¥ 186,547	¥ 209,120	¥ 22,573	12
Life insurance-related investment income (loss)	164,946	(19,699)	(184,645)	
Total	¥ 351,493	¥ 189,421	¥ (162,072)	(46)
Life insurance costs	¥ 271,948	¥ 121,282	¥ (150,666)	(55)

	Year ended March 31,		Change Amount	Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Breakdown of life insurance-related investment income (loss):</b>				
Net income on investment securities	¥ 184,681	¥ (22,003)	¥ (206,684)	
Gains (losses) recognized in income on derivative	(28,227)	1,633	29,860	
Interest on loans, income on real estate under operating leases, and others	8,492	671	(7,821)	(92)
Total	¥ 164,946	¥ (19,699)	¥ (184,645)	

Life insurance premiums and related investment income decreased 46% to ¥189,421 million in fiscal 2016 compared to fiscal 2015.

Life insurance premiums increased 12% to ¥209,120 million in fiscal 2016 compared to fiscal 2015 due to an increase in the number of policies in force.

Life insurance-related investment income was losses of ¥19,699 million in fiscal 2016 compared to gains of ¥164,946 million in fiscal 2015 due to a decrease in net income on investment securities. Net income on investment securities decreased due to a significant decrease in investment income from variable annuity and variable life insurance contracts held by HLIKK, caused by the significant market improvement in fiscal 2015. On the other hand, net gains or losses from derivative contracts held to economically hedge the minimum guarantee risk relating to these variable annuity and variable life insurance contracts increased. In addition, interest on loans, income on real estate under operating leases, and others decreased due to recognition of gains on sales of real estate under operating leases in fiscal 2015.

Life insurance costs decreased 55% to ¥121,282 million in fiscal 2016 compared to fiscal 2015 due to a reversal of liability reserve in line with the aforementioned decrease in investment income from variable annuity and variable life insurance contracts held by HLIKK.



**Table of Contents**

	As of March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Investments by life insurance operations:</b>				
Trading securities	¥ 1,165,347	¥ 704,313	¥ (461,034)	(40)
Available-for-sale debt securities	617,094	711,303	94,209	15
Available-for-sale equity securities	12,232	18,873	6,641	54
Held-to-maturity securities	115,160	114,564	(596)	(1)
Other securities	6	6	0	0
<b>Total investment in securities</b>	<b>1,909,839</b>	<b>1,549,059</b>	<b>(360,780)</b>	<b>(19)</b>
Installment loans, real estate under operating leases and other investments	68,139	69,020	881	1
<b>Total</b>	<b>¥ 1,977,978</b>	<b>¥ 1,618,079</b>	<b>¥ (359,899)</b>	<b>(18)</b>

Investment in securities as of March 31, 2016 decreased 19% to ¥1,549,059 million compared to as of March 31, 2015 due to a decrease in trading securities as a result of surrender of variable annuity and variable life insurance contracts held by HLIKK, while available-for-sale debt securities increased.

For further information, see Note 23 of Item 18. Financial Statements.

**Sales of goods and real estate, Inventories**

	Year ended March 31,		Amount	Change Percent (%)
	2015	2016		
(Millions of yen, except percentage data)				
<b>Sales of goods and real estate, Inventories:</b>				
Sales of goods and real estate	¥ 450,869	¥ 834,010	¥ 383,141	85
Costs of goods and real estate sold	402,021	748,259	346,238	86
Inventories	165,540	139,950	(25,590)	(15)

Sales of goods and real estate increased 85% to ¥834,010 million compared to fiscal 2015 due to contributions from the subsidiaries acquired during fiscal 2015 and an increase in gains on sales of condominiums by DAIKYO.

Costs of goods and real estate sold increased 86% to ¥748,259 million compared to fiscal 2015 due to an increase in expenses in connection with acquired subsidiaries and DAIKYO as described above. We recorded ¥5,241 million and ¥168 million of write-downs for fiscal 2015 and 2016, respectively. Costs of goods and real estate sold include the upfront costs associated with advertising and creating model rooms.

Inventories as of March 31, 2016 decreased 15% to ¥139,950 million compared to as of March 31, 2015.



For further information, see Note 24 of Item 18. Financial Statements.

*Services, Property under Facility Operations*

	As of and for the year ended		Amount	Change Percent (%)
	2015	March 31, 2016		
(Millions of yen, except percentage data)				
<b>Services, Property under Facility Operations</b>				
Services income	¥ 765,548	¥ 735,186	¥ (30,362)	(4)
Services expense	425,676	445,387	19,711	5
New assets added	148,071	164,500	16,429	11
Japan	147,348	163,932	16,584	11
Overseas	723	568	(155)	(21)
Property under Facility Operations	278,100	327,016	48,916	18

## **Table of Contents**

Services income decreased 4% to ¥735,186 million in fiscal 2016 as compared to fiscal 2015 primarily due to sales of subsidiaries, in spite of solid contributions of the environment and energy-related business.

Services expense increased 5% to ¥445,387 million in fiscal 2016 as compared to fiscal 2015 mainly resulting from the recognition of expenses from the environment and energy-related business.

New assets added for other operating transactions include property under facility operations and real estate for sale, such as residential condominiums. New assets added for other operating transactions were up 11% to ¥164,500 million in fiscal 2016 as compared to fiscal 2015 due to purchases of electric power facilities and completion of property under facility operations.

Property under facility operations as of March 31, 2016 increased 18% to ¥327,016 million compared to as of March 31, 2015 due to purchases of electric power facilities and the newly acquired subsidiaries.

For further information, see Note 25 of Item 18. Financial Statements.

## ***Expenses***

### ***Interest expense***

Interest expense remained relatively flat in fiscal 2016 at ¥72,821 million as compared to ¥72,647 million in fiscal 2015. Our total outstanding short-term debt, long-term debt and deposits as of March 31, 2016 at ¥5,689,002 million remained relatively flat compared to ¥5,705,110 million as of March 31, 2015.

The average interest rate on our short-term debt, long-term debt and deposits in domestic currency, calculated on the basis of average monthly balances, decreased to 0.6 % in fiscal 2016, from 0.8% in fiscal 2015. The average interest rate on our short-term debt, long-term debt and deposits in foreign currency, calculated on the basis of average monthly balances, decreased to 2.7% in fiscal 2016, from 2.9% in fiscal 2015. For more information regarding our interest rate risk, see Item 3. Key Information Risk Factors. For more information regarding our outstanding debt, see Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources Short-term and long-term debt and deposits.

### ***Other (income) and expense, net***

Other (income) and expense, net included a net expense of ¥23,674 million during fiscal 2015 and a net income of ¥3,729 million during fiscal 2016. Foreign currency transaction losses (gains) included in other (income) and expense, net included gains of ¥27 million in fiscal 2016 as compared to losses of ¥6,129 million in fiscal 2015. We recognized impairment losses on goodwill included in other (income) and expense, net in the amount of ¥325 million in fiscal 2016 compared to ¥9,845 million of impairment losses on goodwill during fiscal 2015. For further

information on our goodwill, see Note 13 of Item 18. Financial Statements.

*Selling, general and administrative expenses*

	Year ended March 31,		Change	
	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Selling, general and administrative expenses:</b>				
Personnel expenses	¥ 265,159	¥ 246,909	¥ (18,250)	(7)
Selling expenses	62,997	70,379	7,382	12
Administrative expenses	94,949	100,294	5,345	6
Depreciation of office facilities	4,711	5,110	399	8
Total	¥ 427,816	¥ 422,692	¥ (5,124)	(1)

## **Table of Contents**

Employee salaries and other personnel expenses accounted for 58% of selling, general and administrative expenses in fiscal 2016, and the remaining portion consists of other expenses, such as rent for office space, communication expenses and travel expenses. Selling, general and administrative expenses in fiscal 2016 decreased 1% year on year mainly due to the deconsolidation of Houlihan Lokey, despite an increase in the number of consolidated subsidiaries.

### ***Write-downs of long-lived assets***

As a result of impairment reviews we performed in fiscal 2016 for long-lived assets in Japan and overseas, such as golf courses, office buildings, commercial facilities other than office buildings, condominiums, and land undeveloped or under construction, write-downs of long-lived assets decreased 61% to ¥13,448 million in fiscal 2016 compared to fiscal 2015. These write-downs, which are reflected as write-downs of long-lived assets, consist of impairment losses of ¥8,038 million on eleven office buildings, ¥2,061 million on five commercial facilities other than office buildings, ¥780 million on one condominium, ¥22 million on one parcel of lands undeveloped or under construction, and ¥2,547 million on other long-lived assets, because the assets were classified as held for sale or the carrying amount exceeded the estimated undiscounted future cash flows. In addition, write-downs of other long-lived assets in fiscal 2016 include write-downs of ¥2,338 million of two aircraft. For further information, see Note 26 of Item 18. Financial Statements.

### ***Write-downs of securities***

Write-downs of securities in fiscal 2016 were mainly for marketable equity securities. In fiscal 2016, write-downs of securities decreased 50% to ¥4,515 million in fiscal 2016 compared to ¥8,997 million in fiscal 2015. For further information, see Note 9 of Item 18. Financial Statements.

### ***Equity in net income of affiliates***

Equity in net income of affiliates increased in fiscal 2016 to ¥45,694 million compared to ¥30,531 million in fiscal 2015 primarily due to contributions from investment in affiliates in the Americas. For further information, see Note 12 of Item 18. Financial Statements.

### ***Gains on sales of subsidiaries and affiliates and liquidation losses, net***

Gains on sales of subsidiaries and affiliates and liquidation losses, net increased to ¥57,867 million in fiscal 2016 as compared to ¥20,575 million in fiscal 2015 due to the recognition of a gain on the partial divestment of shares of Houlihan Lokey, in connection with its initial public offering in the United States and its becoming an equity method affiliate in fiscal 2016. For further information, see Note 3 of Item 18. Financial Statements.

### ***Bargain Purchase Gain***

## Edgar Filing: ORIX CORP - Form 20-F

We recognized no bargain purchase gain in fiscal 2016 compared to ¥36,082 million in fiscal 2015 due to the acquisition of HLIKK. For further information, see Note 3 of Item 18. Financial Statements.

### *Provision for income taxes*

Provision for income taxes in fiscal 2016 was ¥120,312 million, compared to ¥89,057 million in fiscal 2015. The increase of ¥31,255 million was primarily due to higher income before income taxes and discontinued operations. For discussion of income taxes and the details of the new Japanese tax law, see Note 16 of Item 18. Financial Statements.

### *Discontinued operations*

In fiscal 2016, there was no income or loss from discontinued operations. For further information, see Note 27 of Item 18. Financial Statements.

**Table of Contents*****Net income attributable to the noncontrolling interests***

Net income attributable to the noncontrolling interests was recorded as a result of the noncontrolling interests in earnings of certain of our subsidiaries. Net income attributable to the noncontrolling interests in fiscal 2016 was ¥10,002 million, compared to ¥15,339 million in fiscal 2015.

***Net income attributable to the redeemable noncontrolling interests***

Net income attributable to the redeemable noncontrolling interests was recorded as a result of the noncontrolling interests in the earnings of our subsidiaries that issued redeemable stock. Net income attributable to the redeemable noncontrolling interests in fiscal 2016 was ¥819 million, compared to ¥4,970 million in fiscal 2015. For further information, see Note 18 of Item 18. Financial Statements.

**YEAR ENDED MARCH 31, 2015 COMPARED TO YEAR ENDED MARCH 31, 2014****Performance Summary*****Financial Results***

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except ratios, per share data and percentages)			
Total revenues	¥ 1,375,292	¥ 2,174,283	¥ 798,991	58
Total expenses	1,172,244	1,917,454	745,210	64
Income before Income Taxes and Discontinued Operations	286,339	344,017	57,678	20
Net Income Attributable to ORIX Corporation Shareholders	187,364	234,948	47,584	25
Earnings per share (Basic)	147.75	179.47	31.72	21
(Diluted)	143.20	179.21	36.01	25
ROE* <sup>1</sup>	10.5	11.5	1.0	
ROA* <sup>2</sup>	2.14	2.29	0.15	

\*<sup>1</sup> ROE is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average ORIX Corporation Shareholders Equity based on fiscal year beginning and ending balances.

\*<sup>2</sup> ROA is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average Total Assets based on fiscal year beginning and ending balance.

Total revenues for fiscal 2015 increased 58% to ¥2,174,283 million compared to ¥1,375,292 million during fiscal 2014. Life insurance premiums and related investment income increased as a result of the recognition of investment income from underlying investments related to variable annuity and variable life insurance contracts in connection with the consolidation of HLIKK, which we acquired on July 1, 2014. In addition, services income increased due to contributions from DAIKYO, which became a consolidated subsidiary on February 27, 2014, from

## Edgar Filing: ORIX CORP - Form 20-F

Robeco, which was acquired on July 1, 2013, and from other newly consolidated subsidiaries acquired, as well as expansion of our environment and energy-related business. Sales of goods and real estate increased primarily due to contributions from newly acquired and consolidated subsidiaries and DAIKYO.

Total expenses for fiscal 2015 increased 64% to ¥1,917,454 million compared to ¥1,172,244 million during fiscal 2014. In line with the abovementioned revenue increases, life insurance costs, services expense, and costs of goods and real estate sold also increased. Selling, general and administrative expenses also increased due in part to an increase in the number of consolidated subsidiaries and strong performance of fee business in the Americas.

Meanwhile, HLIKK consolidation resulted in a bargain purchase gain in fiscal 2015 in an amount representing the excess of fair value of the net assets acquired over the fair value of the consideration transferred.

**Table of Contents**

As a result of the foregoing, income before income taxes and discontinued operations for fiscal 2015 increased 20% to ¥344,017 million compared to ¥286,339 million during fiscal 2014, and net income attributable to ORIX Corporation shareholders during fiscal 2015 increased 25% to ¥234,948 million compared to ¥187,364 million during fiscal 2014.

Starting from fiscal 2015 we made changes to line items presented in the consolidated balance sheets, the consolidated statements of income, and the consolidated statements of cash flows. These changes aim to reflect fairly the changing revenues structure of ORIX Group, namely the increasing proportion of revenues from non-finance businesses, which has resulted from continued diversification of our business activities and also an increase in the number of subsidiaries acquired and consolidated in recent years. For instance, in the consolidated statements of income, revenues from transactions previously classified under other operating revenues and revenues from asset management and servicing have been reclassified into services income, a new line item that reflects actual business transactions more accurately. In the consolidated balance sheets, while there are no major changes, other operating assets has been changed to property under facility operations. The consolidated financial statements in fiscal 2014 have been adjusted retrospectively to reflect these changes. For details of the changes made to the consolidated financial statements, refer to Note 1 of Item 18. Financial Statements.

Since its acquisition on February 27, 2014, the Company had been consolidating DAIKYO on a lag basis. In order to reflect DAIKYO's financial position and results of operations and cash flows in the Company's consolidated financial statements in a concurrent manner, the Company eliminated the lag period and has aligned DAIKYO's fiscal year end with the Company's fiscal year end of March 31 during fiscal 2015. Because the elimination of a lag period represents a change in accounting principle, the Company retrospectively adjusted the consolidated financial statements of fiscal 2014.

**Balance Sheet data**

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen except ratios, per share and percentages)			
Total Assets*1*2	¥ 9,066,961	¥ 11,443,628	¥ 2,376,667	26
(Segment assets)	7,267,798	9,170,249	1,902,451	26
Total Liabilities*1*2	6,917,419	9,058,656	2,141,237	31
(Long- and Short-term debt)	4,160,999	4,417,730	256,731	6
(Deposits)	1,206,413	1,287,380	80,967	7
ORIX Corporation Shareholders' Equity	1,919,346	2,152,198	232,852	12
ORIX Corporation Shareholders' Equity per share	1,465.77	1,644.60	178.83	12
ORIX Corporation Shareholders' Equity ratio*	21.2%	18.8%	(2.4)%	
Adjusted ORIX Corporation Shareholders' Equity ratio*	21.8%	19.3%	(2.5)%	
D/E ratio (Debt-to-equity ratio) (Long- and Short-term debt (excluding deposits) / ORIX Corporation Shareholders' Equity)	2.2x	2.1x	(0.1)x	
Adjusted D/E ratio*4	2.0x	1.9x	(0.1)x	

\*1 Certain line items presented in the consolidated balance sheets have been changed starting from fiscal 2015. The amounts in fiscal 2014 have been reclassified for this change.

\*2 Fiscal 2014 amounts have been adjusted for the retrospective elimination of a lag period that previously existed between DAIKYO and ORIX in fiscal 2015.

\*3 ORIX Corporation Shareholders' Equity ratio is the ratio as of the period end of ORIX Corporation Shareholders' Equity to total assets.

\*4 Adjusted ORIX Corporation Shareholders' Equity ratio and Adjusted D/E ratio are non-GAAP financial measures presented on an adjusted basis that excludes the effect of consolidating certain VIEs on our assets



## **Table of Contents**

or liabilities and reverses the cumulative effect on our retained earnings of such consolidation, which resulted from applying the accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010. For a discussion of these and other non-GAAP financial measures, including a quantitative reconciliation to the most directly comparable GAAP financial measures, please see *Non-GAAP Financial Measures* in this Item 5.

Total assets as of March 31, 2015 increased 26% to ¥11,443,628 million compared to ¥9,066,961 million on March 31, 2014. Investment in securities and other assets increased primarily in conjunction with the acquisition of HLIKK. In addition, installment loans increased primarily in the Americas. Meanwhile, investment in operating leases decreased due to sales of rental properties and aircraft. Segment assets increased 26% compared to March 31, 2014, to ¥9,170,249 million.

We manage the balance of interest-bearing liabilities at an appropriate level taking into account the condition of assets and liquidity on-hand as well as the domestic and overseas financial environments. As a result, short-term debt decreased, and long-term debt and deposits increased compared to fiscal 2014. In addition, policy liabilities and policy account balances for variable annuity and variable life insurance contracts increased in connection with the consolidation of HLIKK.

ORIX Corporation Shareholders' Equity as of March 31, 2015 increased 12% to ¥2,152,198 million compared to March 31, 2014, primarily due to an increase in retained earnings.

## **Details of Operating Results**

The following is a discussion of items in the consolidated statements of income, operating assets in the consolidated balance sheets and other selected financial information. See *Item 4. Information on the Company Profile of Business by Segment*.

### ***Segment Information***

Our business is organized into six segments that are based on major products, nature of services, customer base, and management organizations to facilitate strategy formulation, resource allocation and portfolio rebalancing at the segment level. Our six business segments are: Corporate Financial Services, Maintenance Leasing, Real Estate, Investment and Operation, Retail and Overseas Business.

Financial information about our operating segments reported below is separately available to, and evaluated regularly by, management in deciding how to allocate resources and in assessing performance. We evaluate the performance of these segments based on income before income taxes and discontinued operations, adjusted for results of discontinued operations, net income attributable to the noncontrolling interests and net income attributable to the redeemable noncontrolling interests before applicable tax effect. Tax expenses are not included in segment profits.

Historically, when presenting operating results of segments, revenues from inter-segment transactions have not been included in the revenues of each segment. However, due to the increasing number of inter-segment transactions, we decided to include revenues from inter-segment transactions into the revenues of each segment starting from fiscal 2015. As a result of this change, segment revenues for fiscal 2014 have been adjusted accordingly. Nevertheless, the impact of this change on segment revenues was insignificant in amount for all periods presented.

In addition, during fiscal 2015, the closing date of the accounting period of DAIKYO, which is included in Investment and Operation segment has been changed in order to eliminate a lag period that previously existed between DAIKYO and ORIX. Based on this change, the financial statements for fiscal 2014 have been adjusted retrospectively.

**Table of Contents**

For a description of the business activities of our segments, see Item 4. Information on the Company Business Segments. See Note 32 of Item 18. Financial Statements for additional segment information, a discussion of how we prepare our segment information and the reconciliation of segment totals to consolidated financial statement amounts.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Segment Revenues:</b>				
Corporate Financial Services	¥ 78,825	¥ 85,502	¥ 6,677	8
Maintenance Leasing	251,328	263,499	12,171	5
Real Estate	203,382	182,321	(21,061)	(10)
Investment and Operation	236,879	666,120	429,241	181
Retail	211,612	425,977	214,365	101
Overseas Business	412,157	561,893	149,736	36
Segment Total	1,394,183	2,185,312	791,129	57
Difference between Segment Total and Consolidated Amounts	(18,891)	(11,029)	7,862	
Consolidated Amounts	¥ 1,375,292	¥ 2,174,283	¥ 798,991	58

Note: Results of discontinued operations are included in segment revenues of each segment.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Segment Profits:</b>				
Corporate Financial Services	¥ 24,874	¥ 25,519	¥ 645	3
Maintenance Leasing	37,062	40,366	3,304	9
Real Estate	17,956	3,484	(14,472)	(81)
Investment and Operation	95,786	42,414	(53,372)	(56)
Retail	49,871	120,616	70,745	142
Overseas Business	69,688	104,143	34,455	49
Segment Total	295,237	336,542	41,305	14
Difference between Segment Total and Consolidated Amounts	(8,898)	7,475	16,373	
Consolidated Amounts	¥ 286,339	¥ 344,017	¥ 57,678	20

Note: Segment profit is based on income before income taxes and discontinued operations, adjusted for results of discontinued operations, net income attributable to the noncontrolling interests and net income attributable to the redeemable noncontrolling interests before applicable tax effect. Tax expenses are not included in segment profits.

**Table of Contents**

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Segment Assets:</b>				
Corporate Financial Services	¥ 992,078	¥ 1,132,468	¥ 140,390	14
Maintenance Leasing	622,009	662,851	40,842	7
Real Estate	962,404	835,386	(127,018)	(13)
Investment and Operation	552,183	660,014	107,831	20
Retail	2,166,986	3,700,635	1,533,649	71
Overseas Business	1,972,138	2,178,895	206,757	10
Segment Total	7,267,798	9,170,249	1,902,451	26
Difference between Segment Total and Consolidated Amounts	1,799,163	2,273,379	474,216	26
Consolidated Amounts	¥ 9,066,961	¥ 11,443,628	¥ 2,376,667	26

***Corporate Financial Services Segment***

This segment is involved in lending, leasing and fee business.

In Japan, despite the negative impact on consumer spending and housing investment from the consumption tax hike that went into effect in April 2014, capital expenditures are expected to increase due to continued improvement in corporate revenues. We are also seeing an increase in lending by financial institutions to SMEs in addition to large corporations, while the competition in the lending business continues to intensify.

Segment revenues increased 8% to ¥85,502 million compared to ¥78,825 million during fiscal 2014 due to an increase in sales of goods and services income resulting primarily from revenue contribution from Yayoi, which we acquired on December 22, 2014, and robust fee business including solar panel and life insurance sales to domestic SMEs, offsetting a decrease in finance revenues in line with the decreased average installment loan balances.

Segment expenses increased compared to fiscal 2014, but overall, segment profits increased 3% to ¥25,519 million during fiscal 2015 compared to ¥24,874 million during fiscal 2014.

**Table of Contents**

Segment assets increased 14% to ¥1,132,468 million as of March 31, 2015 compared to March 31, 2014 due primarily to the inclusion of goodwill and other intangible assets recorded following the consolidation of Yayoi, offsetting a decrease in installment loans.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 37,235	¥ 35,624	¥ (1,611)	(4)
Operating leases	25,627	24,473	(1,154)	(5)
Services income	14,858	21,997	7,139	48
Sales of goods and real estate, and other	1,105	3,408	2,303	208
<b>Total Segment Revenues</b>	<b>78,825</b>	<b>85,502</b>	<b>6,677</b>	<b>8</b>
Interest expense	8,594	8,627	33	0
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	(822)	1,252	2,074	
Other than the above	46,814	50,691	3,877	8
<b>Total Segment Expenses</b>	<b>54,586</b>	<b>60,570</b>	<b>5,984</b>	<b>11</b>
Segment Operating Income	24,239	24,932	693	3
Equity in Net income (Loss) of Affiliates, and others	635	587	(48)	(8)
Segment Profits	¥ 24,874	¥ 25,519	¥ 645	3

  

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 450,295	¥ 461,704	¥ 11,409	3
Installment loans	470,684	461,277	(9,407)	(2)
Investment in operating leases	26,184	30,329	4,145	16
Investment in securities	21,337	45,415	24,078	113
Property under facility operations	2,524	5,930	3,406	135
Inventories	667	55	(612)	(92)
Advances for investment in operating leases	41	202	161	393
Investment in affiliates	18,909	20,875	1,966	10
Advances for property under facility operations	40	772	732	
Goodwill and other intangible assets acquired in business combinations	1,397	105,909	104,512	
<b>Total Segment Assets</b>	<b>¥ 992,078</b>	<b>¥ 1,132,468</b>	<b>¥ 140,390</b>	<b>14</b>

**Maintenance Leasing Segment**

This segment consists of automobile leasing and rentals, and car sharing and test and measurement instruments and IT-related equipment rentals and leasing.

## Edgar Filing: ORIX CORP - Form 20-F

The Japanese automobile leasing industry has been experiencing steady recovery in the number of new auto leases in line with Japan's gradual economic recovery, despite the temporary negative impact of the consumption tax hike that went into effect in April 2014.

Segment revenues increased 5% to ¥263,499 million during fiscal 2015 from ¥251,328 million during fiscal 2014 due primarily to an increase in operating leases revenues and finance revenues resulting from the steady expansion of assets in the automobile-related business, and an increase in services income derived from value-added services.

**Table of Contents**

Meanwhile segment expenses increased due primarily to an increase in the costs of operating leases which was in line with revenues growth. As a result of the foregoing, segment profits increased 9% to ¥40,366 million during fiscal 2015 compared to ¥37,062 million during fiscal 2014.

Segment assets increased 7% to ¥662,851 million as of March 31, 2015 compared to March 31, 2014 due primarily to steady increases in investment in operating leases and investment in direct financing leases.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 9,472	¥ 11,103	¥ 1,631	17
Operating leases	177,103	185,699	8,596	5
Services income	60,275	62,535	2,260	4
Sales of goods and real estate, and other	4,478	4,162	(316)	(7)
<b>Total Segment Revenues</b>	<b>251,328</b>	<b>263,499</b>	<b>12,171</b>	<b>5</b>
Interest expense	3,687	3,690	3	0
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	1,654	374	(1,280)	(77)
Other than the above	208,982	218,982	10,000	5
<b>Total Segment Expenses</b>	<b>214,323</b>	<b>223,046</b>	<b>8,723</b>	<b>4</b>
Segment Operating Income	37,005	40,453	3,448	9
Equity in Net income (Loss) of Affiliates, and others	57	(87)	(144)	
Segment Profits	¥ 37,062	¥ 40,366	¥ 3,304	9

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 149,965	¥ 184,907	¥ 34,942	23
Investment in operating leases	467,983	473,035	5,052	1
Investment in securities	892	1,130	238	27
Property under facility operations	443	576	133	30
Inventories	340	463	123	36
Advances for investment in operating leases	383	241	(142)	(37)
Investment in affiliates	1,718	2,074	356	21
Goodwill and other intangible assets acquired in business combinations	285	425	140	49
<b>Total Segment Assets</b>	<b>¥ 622,009</b>	<b>¥ 662,851</b>	<b>¥ 40,842</b>	<b>7</b>

**Real Estate Segment**

This segment consists of real estate development, rental and financing, facility operation, REIT asset management, and real estate investment advisory services.

Office rents and vacancy rates in the Japanese office building market are continuing to show signs of improvement. J-REIT and foreign investors are becoming more active in property acquisitions, and we are also seeing increased sales of large-scale real estate and rising sales prices due to increased competition among buyers. Furthermore, with increasing number of tourists from abroad, we are seeing improvement in the occupancy rate and average daily rate of hotels and Japanese inns. In the condominium market, we are seeing signs of weakening sales of new condominium units following the consumption tax hike that went into effect in April 2014.



**Table of Contents**

Segment revenues decreased 10% to ¥182,321 million in fiscal 2015 compared to ¥203,382 million in fiscal 2014 due primarily to decrease in rental revenues, which are included in operating leases revenues and finance revenues. The revenue decrease is in line with the decreased asset balance and decrease in sales of real estate due to fewer condominiums sold. On the other hand, gains on sales of real estate under operating leases, which are included in operating leases revenues, and services income both increased. The increase in services income was due primarily to solid performance by the facility operation business and increased fees from asset management.

Segment expenses remained at almost the same level compared to fiscal 2014 with a decrease in the cost of real estate sold offset by an increase in write-downs of long-lived assets.

As a result of the foregoing, segment profits decreased 81% to ¥3,484 million during fiscal 2015 compared to ¥17,956 million during fiscal 2014.

Segment assets decreased 13% to ¥835,386 million as of March 31, 2015 compared to March 31, 2014 due primarily to a decrease in investment in operating leases which resulted from sales of rental properties.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 6,132	¥ 4,057	¥ (2,075)	(34)
Operating leases	66,624	63,765	(2,859)	(4)
Services income	101,836	104,115	2,279	2
Sales of goods and real estate, and other	28,790	10,384	(18,406)	(64)
<b>Total Segment Revenues</b>	<b>203,382</b>	<b>182,321</b>	<b>(21,061)</b>	<b>(10)</b>
Interest expense	9,018	6,968	(2,050)	(23)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	21,819	29,714	7,895	36
Other than the above	159,483	151,385	(8,098)	(5)
<b>Total Segment Expenses</b>	<b>190,320</b>	<b>188,067</b>	<b>(2,253)</b>	<b>(1)</b>
Segment Operating Income	13,062	(5,746)	(18,808)	
Equity in Net income (Loss) of Affiliates, and others	4,894	9,230	4,336	89
Segment Profits	¥ 17,956	¥ 3,484	¥ (14,472)	(81)

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 17,541	¥ 22,277	¥ 4,736	27
Installment loans	42,757	22,811	(19,946)	(47)
Investment in operating leases	527,065	423,825	(103,240)	(20)
Investment in securities	25,074	21,718	(3,356)	(13)
Property under facility operations	166,646	172,207	5,561	3
Inventories	19,418	12,484	(6,934)	(36)

Edgar Filing: ORIX CORP - Form 20-F

Advances for investment in operating leases	61,575	44,666	(16,909)	(27)
Investment in affiliates	62,504	91,275	28,771	46
Advances for property under facility operations	18,732	12,055	(6,677)	(36)
Goodwill and other intangible assets acquired in business combinations	21,092	12,068	(9,024)	(43)
<b>Total Segment Assets</b>	<b>¥ 962,404</b>	<b>¥ 835,386</b>	<b>¥ (127,018)</b>	<b>(13)</b>

**Table of Contents****Investment and Operation Segment**

This segment consists of environment and energy-related business, principal investment, and loan servicing (asset recovery).

In the Japanese environment and energy-related business, even though the government is reassessing the feed-in tariff program for renewable energy, the significance of renewable energy in the mid-long term is on the rise, with investment targets expanding beyond solar power generation projects to include wind and geothermal power generation projects. In the capital markets, the fiscal year ended March 31, 2015 marked the fifth consecutive year of increase in the number of initial public offerings. This favorable capital markets environment has continued into fiscal 2015.

Segment revenues increased 181% to ¥666,120 million during fiscal 2015 compared to ¥236,879 million during fiscal 2014 due to increases in services income and sales of goods and real estate contributed by newly acquired subsidiaries, environment and energy-related business, and consolidation of DAIKYO.

Segment expenses also increased compared to fiscal 2014 due to increase in expenses in connection with newly acquired subsidiaries, DAIKYO, and the environment and energy-related business.

Meanwhile, because we recognized a valuation gain in connection with DAIKYO becoming a consolidated subsidiary from an equity method affiliate during fiscal 2014, segment profits decreased 56% to ¥42,414 million during fiscal 2015 from ¥95,786 million during fiscal 2014.

Segment assets increased 20% to ¥660,014 million as of March 31, 2015 compared to March 31, 2014 due primarily to an increase in property under facility operations contributed by the newly acquired subsidiaries and environment and energy-related business, and an increase in inventories of DAIKYO, which offset a decrease in installment loans in the loan servicing business.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 18,350	¥ 15,650	¥ (2,700)	(15)
Gains on investment securities and dividends	9,732	9,309	(423)	(4)
Sales of goods and real estate	120,596	371,402	250,806	208
Services income	86,062	260,360	174,298	203
Operating leases, and other	2,139	9,399	7,260	339
Total Segment Revenues	236,879	666,120	429,241	181
Interest expense	4,077	3,609	(468)	(11)
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	4,402	1,297	(3,105)	(71)
Other than the above	200,428	627,411	426,983	213
Total Segment Expenses	208,907	632,317	423,410	203

Edgar Filing: ORIX CORP - Form 20-F

Segment Operating Income	27,972	33,803	5,831	21
Equity in Net income (Loss) of Affiliates, and others	67,814	8,611	(59,203)	(87)
Segment Profits	¥ 95,786	¥ 42,414	¥ (53,372)	(56)

**Table of Contents**

	As of March 31,		Change Amount	Change Percent (%)
	2014	2015		
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 14,702	¥ 15,092	¥ 390	3
Installment loans	118,848	93,196	(25,652)	(22)
Investment in operating leases	16,811	23,388	6,577	39
Investment in securities	95,072	112,896	17,824	19
Property under facility operations	53,589	90,895	37,306	70
Inventories	81,661	116,549	34,888	43
Advances for investment in operating leases	378	16	(362)	(96)
Investment in affiliates	59,759	51,108	(8,651)	(14)
Advances for property under facility operations	4,693	30,861	26,168	558
Goodwill and other intangible assets acquired in business combinations	106,670	126,013	19,343	18
<b>Total Segment Assets</b>	<b>¥ 552,183</b>	<b>¥ 660,014</b>	<b>¥ 107,831</b>	<b>20</b>

**Retail Segment**

This segment consists of life insurance, banking and card loan business.

Although the life insurance business is being affected by macroeconomic factors such as domestic population decline, we are seeing increasing numbers of companies developing new products in response to the rising demand for medical insurance. In the consumer finance sector, loan demand is increasing due to improved consumer confidence resulting from Japan's economic recovery, and consumer finance providers are enhancing their marketing activities accordingly.

Segment revenues increased 101% to ¥425,977 million during fiscal 2015 compared to ¥211,612 million during fiscal 2014 due to recognition of a gain on sale of shares of Monex Group Inc. and an increase in revenues resulting from the acquisition of HLIKK on July 1, 2014. In addition, an increase in finance revenues in the banking business and an increase in revenues driven by growth in the number of policies in force in the life insurance business also contributed to higher segment revenues.

Segment expenses increased compared to fiscal 2014 due primarily to an increase in insurance related expenses in connection with the consolidation of HLIKK, in addition to an increase in selling, general, and administrative expenses.

In addition to the foregoing, with a bargain purchase gain resulting from the acquisition of HLIKK, segment profits increased 142% to ¥120,616 million compared to ¥49,871 million during fiscal 2014.

Segment assets increased 71% to ¥3,700,635 million compared to March 31, 2014 as a result of an increase in investment in securities being held by HLIKK, in addition to an increase in assets in the banking business.



**Table of Contents**

HLIKK has discontinued selling insurance products since June 2009. ORIX Life Insurance plans to merge with HLIKK on July 1, 2015.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 50,406	¥ 52,510	¥ 2,104	4
Life insurance premiums and related investment income	155,822	352,537	196,715	126
Gains on investment securities and dividends, and other	5,384	20,930	15,546	289
<b>Total Segment Revenues</b>	<b>211,612</b>	<b>425,977</b>	<b>214,365</b>	<b>101</b>
Interest expense	5,593	5,669	76	1
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities other than the above	3,485	3,975	490	14
Other than the above	156,582	332,432	175,850	112
<b>Total Segment Expenses</b>	<b>165,660</b>	<b>342,076</b>	<b>176,416</b>	<b>106</b>
<b>Segment Operating Income</b>	<b>45,952</b>	<b>83,901</b>	<b>37,949</b>	<b>83</b>
Bargain Purchase Gain, and others	3,919	36,715	32,796	837
<b>Segment Profits</b>	<b>¥ 49,871</b>	<b>¥ 120,616</b>	<b>¥ 70,745</b>	<b>142</b>

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 4,679	¥ 2,740	¥ (1,939)	(41)
Installment loans	1,276,837	1,376,710	99,873	8
Investment in operating leases	76,873	50,587	(26,286)	(34)
Investment in securities	776,091	2,246,912	1,470,821	190
Investment in affiliates	10,971	3,785	(7,186)	(65)
Goodwill and other intangible assets acquired in business combinations	21,535	19,901	(1,634)	(8)
<b>Total Segment Assets</b>	<b>¥ 2,166,986</b>	<b>¥ 3,700,635</b>	<b>¥ 1,533,649</b>	<b>71</b>

**Overseas Business Segment**

This segment consists of leasing, lending, investment in bonds, investment banking, asset management, and ship- and aircraft-related operations.

While the world economy is now on the course of recovery, thanks to solid economic growth in the Americas and other countries, protracted low growth rate of European economies, economic deterioration of resource exporting countries due to the sharp decline of oil prices, and downward revision of China's economic growth rate target are continuing to create uneven economic landscapes among different economies.

## Edgar Filing: ORIX CORP - Form 20-F

Segment revenues increased 36% to ¥561,893 million during fiscal 2015 compared to ¥412,157 million during fiscal 2014 due primarily to an increase in services income resulting from greater fee revenues contributed by business operations in the United States and by the asset management business of Robeco, which we acquired on July 1, 2013.

Segment expenses increased compared to fiscal 2014 due primarily to an increase in expenses from asset management business of Robeco, in addition to an increase in selling, general, and administrative expenses.



**Table of Contents**

In addition to the foregoing, we recognized a gain on partial sale of shares of STX Energy Co., Ltd. (presently GS E&R Corp., hereinafter, STX Energy), which as a result of the sale changed from a consolidated subsidiary to an equity method affiliate. Segment profits increased 49% to ¥104,143 million compared to ¥69,688 million during fiscal 2014.

Segment assets increased 10% to ¥2,178,895 million compared to March 31, 2014 due primarily to increases in installment loans and investment in securities in the Americas offsetting a decrease in property under facility operations due to sale of partial shares of STX Energy.

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Finance revenues	¥ 57,328	¥ 63,259	¥ 5,931	10
Gains on investment securities and dividends	15,813	30,466	14,653	93
Operating leases	76,591	82,113	5,522	7
Services income	228,827	321,527	92,700	41
Sales of goods and real estate, and other	33,598	64,528	30,930	92
<b>Total Segment Revenues</b>	<b>412,157</b>	<b>561,893</b>	<b>149,736</b>	<b>36</b>
Interest expense	28,087	29,989	1,902	7
Provision for doubtful receivables and probable loan losses and write-downs of long-lived assets and securities	13,132	19,921	6,789	52
Other than the above	296,640	413,180	116,540	39
<b>Total Segment Expenses</b>	<b>337,859</b>	<b>463,090</b>	<b>125,231</b>	<b>37</b>
<b>Segment Operating Income</b>	<b>74,298</b>	<b>98,803</b>	<b>24,505</b>	<b>33</b>
Equity in Net income (Loss) of Affiliates, and others	(4,610)	5,340	9,950	
<b>Segment Profits</b>	<b>¥ 69,688</b>	<b>¥ 104,143</b>	<b>¥ 34,455</b>	<b>49</b>

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
Investment in direct financing leases	¥ 332,635	¥ 386,567	¥ 53,932	16
Installment loans	246,845	344,108	97,263	39
Investment in operating leases	263,978	278,665	14,687	6
Investment in securities	323,288	404,322	81,034	25
Property under facility operations	89,570	26,867	(62,703)	(70)
Inventories	3,888	35,925	32,037	824
Advances for investment in operating leases	17,541	4,434	(13,107)	(75)
Investment in affiliates	143,454	209,027	65,573	46
Advances for property under facility operations	27,066	0	(27,066)	(100)
Goodwill and other intangible assets acquired in business combinations	523,873	488,980	(34,893)	(7)
<b>Total Segment Assets</b>	<b>¥ 1,972,138</b>	<b>¥ 2,178,895</b>	<b>¥ 206,757</b>	<b>10</b>

**Table of Contents****Revenues, New Business Volumes and Investments****Finance revenues**

	For the year ended March 31,		Amount	Change Percent (%)
	2014	2015		
(Millions of yen, except percentage data)				
<b>Finance revenues:</b>				
Finance revenues	¥ 191,700	¥ 186,883	¥ (4,817)	(3)

Finance revenues decreased 3% from fiscal 2014 to ¥186,883 million for fiscal 2015 primarily due to a decrease in the average balance of installment loans of VIEs in the Americas.

**Direct financing leases**

	As of and for the year ended March 31,		Amount	Change Percent (%)
	2014	2015		
(Millions of yen, except percentage data)				
<b>Direct financing leases:</b>				
New equipment acquisitions	¥ 560,665	¥ 595,351	¥ 34,686	6
Japan	366,177	376,249	10,072	3
Overseas	194,488	219,102	24,614	13
Investment in direct financing leases	1,094,073	1,216,454	122,381	11

The balance of direct financing leases increased in fiscal 2015 compared to fiscal 2014 primarily due to an increase in new equipment acquisitions overseas, particularly in Asia.

New equipment acquisitions related to direct financing leases increased 6% to ¥595,351 million compared to fiscal 2014. New equipment acquisitions for operations in Japan increased 3% in fiscal 2015, and new equipment acquisition for overseas operations increased 13% in fiscal 2015, as compared to fiscal 2014.

Investment in direct financing leases as of March 31, 2015 increased 11% to ¥1,216,454 million compared to March 31, 2014 due to the effect of yen depreciation and the increases in new equipment described above.

As of March 31, 2015, no single lessee represented more than 2% of our total portfolio of direct financing leases. As of March 31, 2015, 68% of our direct financing leases were to lessees in Japan, while 32% were to overseas lessees. Approximately 8% of our direct financing leases were to lessees in Malaysia and approximately 5% of our direct financing leases were to lessees in Indonesia. No other overseas country represented more than 5% of our total portfolio of direct financing leases.

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
<b>Investment in direct financing leases by category:</b>				
Transportation equipment	¥ 386,913	¥ 432,313	¥ 45,400	12
Industrial equipment	199,731	245,032	45,301	23
Electronics	151,885	158,289	6,404	4
Information-related and office equipment	95,719	103,580	7,861	8
Commercial services equipment	70,781	67,805	(2,976)	(4)
Other	189,044	209,435	20,391	11
Total	¥ 1,094,073	¥ 1,216,454	¥ 122,381	11

**Table of Contents****Installment loans**

	As of and for the year ended		Amount	Change	
	2014	March 31, 2015		Amount	Percent (%)
(Millions of yen, except percentage data)					
<b>Installment loans:</b>					
New loans added	¥ 1,034,726	¥ 1,110,054	¥ 75,328		7
Japan	813,327	843,149	29,822		4
Overseas	221,399	266,905	45,506		21
Installment loans	2,315,555	2,478,054	162,499		7

Note: The balance of installment loans related to our life insurance operations are included in installment loans in our consolidated balance sheets; however, income and losses on these loans are recorded in life insurance premiums and related investment income in our consolidated statements of income.

New loans added increased 7% to ¥1,110,054 million compared to fiscal 2014. In Japan, new loans added increased 4% to ¥843,149 million in fiscal 2015 as compared to fiscal 2014 due to an increase in housing loans in Japan, and overseas, new loans added increased 21% to ¥266,905 million compared to fiscal 2014 due to increased lending activity in the Americas and Asia.

The balance of installment loans as of March 31, 2015 increased 7% to ¥2,478,054 million compared to March 31, 2014 due to the effect of yen depreciation and increased lending activity in the Americas and Asia.

The following table sets forth the balance of our installment loans to borrowers in Japan and overseas as of March 31, 2014 and 2015, further categorized by the type of borrower (i.e., consumer or corporate) for borrowers in Japan. As of March 31, 2015, ¥13,933 million, or 1%, of our portfolio of installment loans to consumer and corporate borrowers in Japan related to our life insurance operations. We reflect income from these loans as life insurance premiums and related investment income in our consolidated statements of income.

	As of March 31,		Amount	Change	
	2014	2015		Amount	Percent (%)
(Millions of yen, except percentage data)					
<b>Installment loans:</b>					
<b>Consumer borrowers in Japan</b>					
Housing loans	¥ 973,439	¥ 1,048,216	¥ 74,777		8
Card loans	228,868	243,225	14,357		6
Other	24,875	22,866	(2,009)		(8)
Subtotal	1,227,182	1,314,307	87,125		7
<b>Corporate borrowers in Japan</b>					
Real estate companies	228,062	227,568	(494)		(0)
Non-recourse loans	72,625	41,535	(31,090)		(43)
Commercial, industrial and other companies	409,846	401,718	(8,128)		(2)

Edgar Filing: ORIX CORP - Form 20-F

Subtotal	710,533	670,821	(39,712)	(6)
<b>Overseas</b>				
Non-recourse loans	101,579	83,233	(18,346)	(18)
Commercial, industrial companies and other	222,920	367,401	144,481	65
Subtotal	324,499	450,634	126,135	39
Purchased loans*	53,341	42,292	(11,049)	(21)
Total	¥ 2,315,555	¥ 2,478,054	¥ 162,499	7

\* Purchased loans represent loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely in accordance with ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ).

**Table of Contents**

As of March 31, 2015, ¥271,966 million, or 11%, of all installment loans were outstanding to real estate companies in Japan and overseas. Of this amount, ¥21,107 million, or 0.9% of all installment loans, were loans individually evaluated for impairment. We recognized an allowance of ¥5,099 million on these impaired loans. As of March 31, 2015, we had installment loans outstanding in the amount of ¥106,173 million, or 4% of all installment loans, to companies in the entertainment industry. Of this amount, ¥4,472 million, or 0.2% of all installment loans, were loans individually evaluated for impairment. We recognized an allowance of ¥1,429 million on these impaired loans.

The balance of loans to consumer borrowers in Japan as of March 31, 2015 increased 7% to ¥1,314,307 million compared to the balance as of March 31, 2014. The balance of loans to corporate borrowers in Japan as of March 31, 2015 decreased 6%, to ¥670,821 million, compared to the balance as of March 31, 2014, primarily due to a decrease in the balance of non-recourse loans. The balance of loans overseas, excluding purchased loans, as of March 31, 2015 increased 39%, to ¥450,634 million, compared to the balance as of March 31, 2014, primarily due to increased lending activity in the Americas.

**Asset quality***Direct financing leases*

	As of March 31, 2014                      2015 (Millions of yen, except percentage data)	
<b>90+ days past-due direct financing leases and allowances for direct financing leases:</b>		
90+ days past-due direct financing leases	¥ 13,887	¥ 15,373
90+ days past-due direct financing leases as a percentage of the balance of investment in direct financing leases	1.27%	1.26%
Provision as a percentage of average balance of investment in direct financing leases*	0.35%	0.27%
Allowance for direct financing leases	¥ 15,384	¥ 15,204
Allowance for direct financing leases as a percentage of the balance of investment in direct financing leases	1.41%	1.25%
The ratio of charge-offs as a percentage of the average balance of investment in direct financing leases	0.42%	0.33%

\* Average balances are calculated on the basis of fiscal beginning balance and fiscal quarter-end balances.

The balance of 90+ days past-due direct financing leases increased ¥1,486 million to ¥15,373 million compared to March 31, 2014. As a result, the ratio of 90+ days past-due direct financing leases decreased 0.01% from March 31, 2014 to 1.26%.

We believe that the ratio of allowance for doubtful receivables as a percentage of the balance of investment in direct financing leases provides a reasonable indication that our allowance for doubtful receivables was appropriate as of March 31, 2015 for the following reasons:

lease receivables are generally diversified and the amount of realized loss on any particular contract is likely to be relatively small; and

all lease contracts are secured by collateral consisting of the underlying leased equipment, and we can expect to recover at least a portion of the outstanding lease receivables by selling the collateral.



**Table of Contents***Loans not individually evaluated for impairment*

	As of March 31, 2014                      2015 (Millions of yen, except percentage data)	
<b>90+ days past-due loans and allowance for installment loans:</b>		
90+ days past-due loans not individually evaluated for impairment	¥ 6,149	¥ 6,635
90+ days past-due loans not individually evaluated for impairment as a percentage of the balance of installment loans not individually evaluated for impairment	0.28%	0.28%
Provision as a percentage of average balance of installment loans not individually evaluated for impairment*	0.10%	0.36%
Allowance for probable loan losses on installment loans exclusive of those loans individually evaluated for impairment	¥ 20,257	¥ 22,743
Allowance for probable loan losses on installment loans exclusive of those loans individually evaluated for impairment as a percentage of the balance of installment loans not individually evaluated for impairment	0.93%	0.96%
The ratio of charge-offs as a percentage of the average balance of loans not individually evaluated for impairment	0.24%	0.29%

\* Average balances are calculated on the basis of fiscal year's beginning balance and fiscal quarter-end balances.

The balance of 90+ days past-due loans not individually evaluated for impairment that are not individually significant and accordingly are evaluated for impairment as a homogeneous group increased 8% to ¥6,635 million as of March 31 2015 compared to March 31, 2014.

	As of March 31, 2014                      2015 (Millions of yen)	
<b>90+ days past-due loans not individually evaluated for impairment:</b>		
Consumer borrowers in Japan		
Housing loans	¥ 4,148	¥ 3,877
Card loans	720	824
Other	1,218	1,913
Subtotal	6,086	6,614
Overseas		
Housing loans	63	21
Total	¥ 6,149	¥ 6,635

We make allowance for housing loans, card loans and other loans in Japan after careful evaluation of the value of collateral underlying the loans, past loss experience and any economic conditions that we believe may affect the default rate. We determine the allowance for our other items on the basis of past loss experience, general economic conditions and the current portfolio composition.



**Table of Contents***Loans individually evaluated for impairment*

	As of March 31,	
	2014	2015
	(Millions of yen)	
<b>Loans individually evaluated for impairment:</b>		
Impaired loans	¥ 135,824	¥ 101,034
Effect of the application of the accounting standards for the consolidation of VIEs* <sup>1</sup>	15,776	11,877
Impaired loans requiring an allowance	110,775	82,630
Effect of the application of the accounting standards for the consolidation of VIEs* <sup>1</sup>	12,718	11,877
Allowance for loans individually evaluated for impairment* <sup>2</sup>	49,155	34,379
Effect of the application of the accounting standards for the consolidation of VIEs* <sup>1</sup>	6,827	6,930

\*<sup>1</sup> These are the ending balances as of the dates indicated attributable to VIEs requiring consolidation under the accounting standards for consolidation of VIEs under ASU 2009-16 and ASU 2009-17.

\*<sup>2</sup> The allowance is individually evaluated based on the present value of expected future cash flows, the loans observable market price or the fair value of the collateral securing the loans if the loans are collateral dependent.

New provision for probable loan losses was ¥7,839 million in fiscal 2014 and ¥258 million in fiscal 2015, and charge-off of impaired loans was ¥18,296 million in fiscal 2014 and ¥15,346 million in fiscal 2015. New provision for probable loan losses decreased ¥7,581 million compared to fiscal 2014 due to a decrease in the amount of non-performing loan. Charge-off of impaired loans decreased ¥2,950 million compared to fiscal 2014.

The table below sets forth the outstanding balance of impaired loans by region and type of borrower as of the dates indicated. Consumer loans in Japan primarily consist of restructured smaller-balance homogeneous loans individually evaluated for impairment.

	As of March 31,	
	2014	2015
	(Millions of yen)	
<b>Impaired loans:</b>		
Consumer borrowers in Japan		
Housing loans	¥ 7,312	¥ 5,354
Card loans	2,950	3,741
Other	1,529	2,895
Subtotal	11,791	11,990
Corporate borrowers in Japan		
Real estate companies	28,869	15,951
Non-recourse loans	7,868	5,285
Commercial, industrial and other companies	35,810	23,475
Subtotal	72,547	44,711
Overseas		
Non-recourse loans	17,034	16,747
Commercial, industrial companies and other	11,377	12,370

Edgar Filing: ORIX CORP - Form 20-F

Subtotal	28,411	29,117
Purchased loans	23,075	15,216
Total	¥ 135,824	¥ 101,034

**Table of Contents****Provision for doubtful receivables and probable loan losses**

We recognize provision for doubtful receivables and probable loan losses for direct financing leases and installment loans.

	As of and for the year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Provision for doubtful receivables on direct financing leases and probable loan losses:</b>				
Beginning balance	¥ 104,264	¥ 84,796	¥ (19,468)	(19)
Direct financing leases	15,830	15,384	(446)	(3)
Loans not individually evaluated for impairment	23,283	20,257	(3,026)	(13)
Loans individually evaluated for impairment	65,151	49,155	(15,996)	(25)
Provision	13,838	11,631	(2,207)	(16)
Direct financing leases	3,651	3,145	(506)	(14)
Loans not individually evaluated for impairment	2,348	8,228	5,880	250
Loans individually evaluated for impairment	7,839	258	(7,581)	(97)
Charge-offs (net)	(28,116)	(25,793)	2,323	(8)
Direct financing leases	(4,351)	(3,774)	577	(13)
Loans not individually evaluated for impairment	(5,469)	(6,673)	(1,204)	22
Loans individually evaluated for impairment	(18,296)	(15,346)	2,950	(16)
Other*	(5,190)	1,692	6,882	
Direct financing leases	254	449	195	77
Loans not individually evaluated for impairment	95	931	836	880
Loans individually evaluated for impairment	(5,539)	312	5,851	
Ending balance	84,796	72,326	(12,470)	(15)
Direct financing leases	15,384	15,204	(180)	(1)
Loans not individually evaluated for impairment	20,257	22,743	2,486	12
Loans individually evaluated for impairment	49,155	34,379	(14,776)	(30)

\* Other mainly includes foreign currency translation adjustments and others.

**Investment in Securities**

	As of and for the year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Investment in securities:</b>				
New securities added	¥ 930,526	¥ 1,030,426	¥ 99,900	11
Japan	855,100	899,144	44,044	5
Overseas	75,426	131,282	55,856	74
Investment in securities	1,214,452	2,846,257	1,631,805	134

Note: The balance of investment in securities related to our life insurance operations are included in investment in securities in the consolidated balance sheets. Income and losses on investment in securities related to our life insurance operations are recorded in life insurance premiums and related investment income in our consolidated statements of income.



**Table of Contents**

New securities added increased 11% to ¥1,030,426 million in fiscal 2015 compared to fiscal 2014. New securities added in Japan increased 5% in fiscal 2015 compared to fiscal 2014 primarily due to an increase in investments in municipal bonds and corporate debt securities. New securities added overseas increased 74% in fiscal 2015 compared to fiscal 2014 primarily due to an increase in investments in CMBS and RMBS in the Americas.

The balance of our investment in securities as of March 31, 2015 increased 134% to ¥2,846,257 million compared to March 31, 2014.

	As of March 31,		Amount	Change	
	2014	2015		Percent (%)	
(Millions of yen, except percentage data)					
<b>Investment in securities by security type:</b>					
Trading securities	¥ 16,079	¥ 1,190,131	¥ 1,174,052		
Available-for-sale securities	881,493	1,356,840	475,347		54
Held-to-maturity securities	96,731	115,599	18,868		20
Other securities	220,149	183,687	(36,462)		(17)
Total	¥ 1,214,452	¥ 2,846,257	¥ 1,631,805		134

Investments in trading securities increased to ¥1,190,131 million in March 31, 2015 compared to March 31, 2014 primarily due to the consolidation of HLIKK. Investments in available-for-sale securities increased 54% to ¥1,356,840 million in March 31, 2015 compared to March 31, 2014 primarily due to increased balances of municipal bonds and corporate debt securities. Held-to-maturity securities increased mainly as a result of our life insurance business's investment in Japanese government bonds. Other securities decreased 17% to ¥183,687 million in March 31, 2015 compared to March 31, 2014 mainly due to sale of non-marketable equity securities.

For further information on investment in securities, see Note 9 of Item 18. Financial Statements.

**Gains on investment securities and dividends**

	Year ended March 31,		Amount	Change	
	2014	2015		Percent (%)	
(Millions of yen, except percentage data)					
<b>Gains on investment securities and dividends:</b>					
Net gains on investment securities	¥ 19,412	¥ 50,617	¥ 31,205		161
Dividends income, other	7,769	5,778	(1,991)		(26)
Total	¥ 27,181	¥ 56,395	¥ 29,214		107

Note: Income and losses on investment in securities related to our life insurance operations are recorded in life insurance premiums and related investment income in our consolidated statements of income.

## Edgar Filing: ORIX CORP - Form 20-F

Gains on investment securities and dividends increased 107% to ¥56,395 million in fiscal 2015 compared to fiscal 2014 due to an increase in net gains on investment securities. Net gains on investment securities increased 161% to ¥50,617 million in fiscal 2015 compared to fiscal 2014 primarily due to the gain on the sale of shares in Monex Group Inc., recorded in fiscal 2015. Dividend income, other decreased 26% to ¥5,778 million in fiscal 2015 compared to fiscal 2014.

As of March 31, 2015, gross unrealized gains on available-for-sale securities, including those held in connection with our life insurance operations, were ¥76,643 million, compared to ¥62,522 million as of March 31, 2014. As of March 31, 2015, gross unrealized losses on available-for-sale securities, including those held in connection with our life insurance operations, were ¥2,815 million, compared to ¥2,466 million as of March 31, 2014.

**Table of Contents****Operating leases**

	As of and for the year ended March 31,		Amount	Change Percent (%)
	2014	2015		
(Millions of yen, except percentage data)				
<b>Operating leases:</b>				
Operating lease revenues	¥ 330,606	¥ 363,095	¥ 32,489	10
Costs of operating leases	216,568	238,157	21,589	10
New equipment acquisitions	326,329	313,996	(12,333)	(4)
Japan	223,952	210,703	(13,249)	(6)
Overseas	102,377	103,293	916	1
Investment in operating leases	1,379,741	1,296,220	(83,521)	(6)

Revenues from operating leases in fiscal 2015 increased 10% to ¥363,095 million compared to fiscal 2014 mainly due to an increase in revenue from automobile operations and rental operations such as measuring and information-related equipment in Japan and other Asian markets, and the contribution of revenues by the consolidation of DAIKYO. In fiscal 2014 and 2015, gains from the disposition of operating lease assets that were included in operating lease revenues, were ¥23,692 million and ¥34,425 million, respectively.

Costs of operating leases increased 10% to ¥238,157 million in fiscal 2015 compared to fiscal 2014 mainly due to an increase in depreciation expenses resulting from a year on year increase in the average balance of investment in transportation equipment operating leases and the consolidation of DAIKYO.

New equipment acquisitions related to operating leases decreased 4% to ¥313,996 million in fiscal 2015 compared to fiscal 2014 mainly due to a decrease in purchases of measuring and information-related equipment in Japan.

Investment in operating leases as of March 31, 2015 decreased 6% to ¥1,296,220 million compared to March 31, 2014 due to continuous sales of large amounts of real estate.

	As of March 31,		Amount	Change Percent (%)
	2014	2015		
(Millions of yen, except percentage data)				
<b>Investment in operating leases by category:</b>				
Transportation equipment	¥ 605,064	¥ 644,840	¥ 39,776	7
Measuring and information-related equipment	96,914	95,652	(1,262)	(1)
Real estate	653,422	528,159	(125,263)	(19)
Other	4,053	6,055	2,002	49
Accrued rental receivables	20,288	21,514	1,226	6
Total	¥ 1,379,741	¥ 1,296,220	¥ (83,521)	(6)

Investment in operating leases as of March 31, 2015 decreased 6% compared to March 31, 2014, mainly due to the effect of sales of large amounts of real estate, despite an increase in investment in automobile operations and the effect of yen depreciation. Investment in transportation equipment operating leases as of March 31, 2015 increased 7% compared to March 31, 2014 mainly due to an increase in new equipment

## Edgar Filing: ORIX CORP - Form 20-F

acquisitions in Japan and other Asian markets. Investment in real estate operating leases as of March 31, 2015 decreased 19% compared to March 31, 2014, mainly due to continuous sales of real estate in Japan.



**Table of Contents***Life insurance*

We reflect all income and losses (other than provision for doubtful receivables and probable loan losses) that we recognize on securities, installment loans, real estate under operating leases and other investments held in connection with our life insurance operations as life insurance premiums and related investment income in our consolidated statements of income.

	Year ended March 31, 2014	2015	Amount	Change Percent (%)
	(Millions of yen, except percentage data)			
<b>Life insurance premiums and related investment income and life insurance costs:</b>				
Life insurance premiums	¥ 145,464	¥ 186,547	¥ 41,083	28
Life insurance-related investment income	9,942	164,946	155,004	
Total	¥ 155,406	¥ 351,493	¥ 196,087	126
Life insurance costs	¥ 108,343	¥ 271,948	¥ 163,605	151

	Year ended March 31, 2014	2015	Amount	Change Percent (%)
	(Millions of yen, except percentage data)			
<b>Breakdown of life insurance-related investment income:</b>				
Net income on investment securities	¥ 6,421	¥ 184,681	¥ 178,260	
Gains (losses) recognized in income on derivative	0	(28,227)	(28,227)	
Interest on loans, income on real estate under operating leases, and others	3,521	8,492	4,971	141
Total	¥ 9,942	¥ 164,946	¥ 155,004	

Life insurance premiums and related investment income increased 126% to ¥351,493 million in fiscal 2015 compared to fiscal 2014.

Life insurance premiums increased 28% to ¥186,547 million in fiscal 2015 compared to fiscal 2014 due to an increase in the number of policies in force and the consolidation of HLIKK.

With respect to life insurance-related investment income, net income on investment securities increased due to the consolidation of investment assets for variable annuity and variable life insurance contracts managed by HLIKK. On the other hand, losses recognized in income on derivative were recorded due to economic hedging a portion of the minimum guarantee risk relating to these variable annuity and variable life insurance contracts. As a result, life insurance-related investment income increased to ¥164,946 million in fiscal 2015 compared to fiscal 2014.

**Table of Contents**

Life insurance costs increased 151% to ¥271,948 million in fiscal 2015 compared to fiscal 2014 due to the consolidation of HLIKK along with the increase in life insurance-related investment income described above.

	As of March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Investments by life insurance operations:</b>				
Trading securities	¥ 0	¥ 1,165,347	¥ 1,165,347	
Available-for-sale debt securities	363,108	617,094	253,986	70
Available-for-sale equity securities	7,612	12,232	4,620	61
Held-to-maturity securities	95,304	115,160	19,856	21
Other securities	6	6	0	0
<b>Total investment in securities</b>	<b>466,030</b>	<b>1,909,839</b>	<b>1,443,809</b>	<b>310</b>
Installment loans, real estate under operating leases and other investments	116,175	68,139	(48,036)	(41)
<b>Total</b>	<b>¥ 582,205</b>	<b>¥ 1,977,978</b>	<b>¥ 1,395,773</b>	<b>240</b>

Investment in securities as of March 31, 2015 increased 310% to ¥1,909,839 million compared to as of March 31, 2014 as a result of increases in trading securities and available-for-sale debt securities due to the consolidation of HLIKK.

Installment loans, real estate under operating leases and other investments as of March 31, 2015 decreased 41% to ¥68,139 million compared to as of March 31, 2014 as a result of sales of real estate under operating leases and increased principal collected on installment loans.

**Sales of goods and real estate, Inventories**

	Year ended March 31,		Change	
	2014	2015	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Sales of goods and real estate, Inventories:</b>				
Sales of goods and real estate	¥ 179,884	¥ 450,869	¥ 270,985	151
Costs of goods and real estate sold	162,989	402,021	239,032	147
Inventories	106,031	165,540	59,509	56

Sales of goods and real estate increased 151% to ¥450,869 million compared to fiscal 2014 due to contributions from newly acquired subsidiaries and an increase in the number of condominium units delivered in Japan by consolidation of DAIKYO.

Costs of goods and real estate sold increased 147% to ¥402,021 million compared to fiscal 2014 due to contributions from newly acquired subsidiaries and an increase in the number of condominium units delivered as described above, despite a decrease in write-downs recorded on some projects under development. We recorded ¥5,650 million and ¥5,241 million of write-downs for fiscal 2014 and 2015, respectively. Costs

## Edgar Filing: ORIX CORP - Form 20-F

of goods and real estate sold include the upfront costs associated with advertising and creating model rooms.

Inventories as of March 31, 2015 increased 56% to ¥165,540 million compared to as of March 31, 2014.

**Table of Contents****Services, Property under Facility Operations**

	As of and for the year ended		Amount	Change Percent (%)
	2014	March 31, 2015		
(Millions of yen, except percentage data)				
<b>Services, Property under Facility Operations</b>				
Services income	¥ 490,515	¥ 765,548	¥ 275,033	56
Services expense	260,278	425,676	165,398	64
New assets added	50,455	148,071	97,616	193
Japan	41,792	147,348	105,556	253
Overseas	8,663	723	(7,940)	(92)
Property under Facility Operations	295,863	278,100	(17,763)	(6)

Services income increased 56% to ¥765,548 million compared to fiscal 2014 due to solid contributions from the newly acquired subsidiaries, the environment and energy-related business, consolidation of DAIKYO and fee revenues contributed by business operations in the Americas and by the asset management business of Robeco.

Services expense increased 64% to ¥425,676 million compared to fiscal 2014 resulting from the recognition of expenses from the newly acquired subsidiaries, the environment and energy-related business, consolidation of DAIKYO and the recognition of fee expenses from the asset management business of Robeco, along with the increase in services income.

New assets added for other operating transactions include property under facility operations and real estate for sale, such as residential condominiums. New assets added for other operating transactions were up 193% to ¥148,071 million in fiscal 2015 as compared to fiscal 2014 due to purchases of electric power facilities and our consolidation of DAIKYO.

Property under facility operations as of March 31, 2015 decreased 6% to ¥278,100 million compared to March 31, 2014 due to deconsolidation of STX Energy, which changed from a consolidated subsidiary to an equity method affiliate as a result of partial sale of shares.

**Expenses****Interest expense**

Interest expense decreased 12% to ¥72,647 million in fiscal 2015 compared to fiscal 2014. Our total outstanding short-term debt, long-term debt and deposits as of March 31, 2015 increased 6% to ¥5,705,110 million compared to March 31, 2014.

The average interest rate on our short-term debt, long-term debt and deposits in domestic currency, calculated on the basis of average monthly balances, decreased to 0.8% in fiscal 2015, compared to 0.9% in fiscal 2014. The average interest rate on our short-term debt, long-term debt and deposits in foreign currency, calculated on the basis of average monthly balances, decreased to 2.9% in fiscal 2015, compared to 3.4% in

fiscal 2014. For more information regarding our interest rate risk, see Item 3. Key Information Risk Factors. For more information regarding our outstanding debt, see Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources Short-term and long-term debt and deposits.

***Other (income) and expense, net***

Other (income) and expense, net included a net income of ¥21,001 million during fiscal 2014 and a net expense of ¥23,674 million during fiscal 2015. Foreign currency transaction losses included in other (income) and expense, net increased to ¥6,129 million in fiscal 2015 as compared to ¥747 million in fiscal 2014. We

**Table of Contents**

recognized impairment losses on goodwill included in other (income) and expense, net in the amount of ¥9,845 million due to reduction in the estimated future cash flow in fiscal 2015 compared to no impairment losses on goodwill during fiscal 2014. For further information on our goodwill, see Note 13 of Item 18. Financial Statements.

***Selling, general and administrative expenses***

	Year ended March 31,		Amount	Change Percent (%)
	2014	2015		
(Millions of yen, except percentage data)				
<b>Selling, general and administrative expenses:</b>				
Personnel expenses	¥ 198,290	¥ 265,159	¥ 66,869	34
Selling expenses	44,731	62,997	18,266	41
Administrative expenses	70,306	94,949	24,643	35
Depreciation of office facilities	3,524	4,711	1,187	34
Total	¥ 316,851	¥ 427,816	¥ 110,965	35

Employee salaries and other personnel expenses account for 62% of selling, general and administrative expenses in fiscal 2015, and the remaining portion consists of other expenses, such as rent for office space, communication expenses and travel expenses. Selling, general and administrative expenses in fiscal 2015 increased 35% year on year mainly due to an increase in the number of consolidated subsidiaries and strong performance of fee business in the Americas.

***Write-downs of long-lived assets***

As a result of impairment reviews we performed in fiscal 2015 for long-lived assets in Japan and overseas, such as golf courses, office buildings, commercial facilities other than office buildings, condominiums, and land undeveloped or under construction, write-downs of long-lived assets increased 30% to ¥34,887 million in fiscal 2015 compared to fiscal 2014. These write-downs, which are reflected as write-downs of long-lived assets, consist of impairment losses of ¥13,977 million on nine office buildings, ¥3,832 million on three commercial facilities other than office buildings, ¥621 million on one condominium, ¥3,383 million on eight parcels of lands undeveloped or under construction, and ¥13,074 million on other long-lived assets, because the assets were classified as held for sale or the carrying amount exceeded the estimated undiscounted future cash flows. In addition, write-downs of other long-lived assets in fiscal 2015 include write-downs of ¥7,737 million of four golf courses.

For a breakdown of long-lived assets by segment, see Note 34 of Item 18. Financial Statements.

***Write-downs of securities***

Write-downs of securities in fiscal 2015 mainly resulted from non-marketable equity securities. In fiscal 2015, write-downs of securities increased 13% from ¥7,989 million in fiscal 2014 to ¥8,997 million in fiscal 2015. For information regarding the impairment of investments in securities, see Item 5. Operating and Financial Review and Prospects Critical Accounting Policies and Estimates and Note 9 of Item 18. Financial Statements.

*Equity in net income of affiliates*

Equity in net income of affiliates increased in fiscal 2015 to ¥30,531 million compared to ¥18,368 million in fiscal 2014 primarily due to contributions from real estate joint ventures in Japan. For discussion of investment in affiliates, see Note 12 of Item 18. Financial Statements.

## **Table of Contents**

### ***Gains on sales of subsidiaries and affiliates and liquidation losses, net***

Gains on sales of subsidiaries and affiliates and liquidation losses, net decreased to ¥20,575 million in fiscal 2015 as compared to ¥64,923 million in fiscal 2014 due to gain of ¥58,435 million in earnings recorded in fiscal 2014 from the remeasurement to fair value of the previously held equity interest as a result of our consolidation of DAIKYO. For discussion of divestitures, see Note 3 of Item 18. Financial Statements.

### ***Bargain Purchase Gain***

We recognized ¥36,082 million in fiscal 2015 due to the acquisition of HLIKK compared to no bargain purchase gain in fiscal 2014. For discussion of acquisitions, see Note 3 of Item 18. Financial Statements.

### ***Provision for income taxes***

Provision for income taxes in fiscal 2015 was ¥89,057 million, compared to ¥98,553 million in fiscal 2014. The decrease of ¥9,496 million was primarily due to effect of the new Japanese tax law. For discussion of income taxes and the details of the new Japanese tax law, see Note 16 of Item 18. Financial Statements.

### ***Discontinued operations***

Discontinued operations, net of applicable tax effect, was ¥297 million in fiscal 2015. For discussion of discontinued operations, see Note 27 of Item 18. Financial Statements.

### ***Net income attributable to the noncontrolling interests***

Net income attributable to the noncontrolling interests was recorded as a result of the noncontrolling interests in earnings of certain of our subsidiaries. In fiscal 2015, net income attributable to the noncontrolling interests was ¥15,339 million.

### ***Net income attributable to the redeemable noncontrolling interests***

Net income attributable to the redeemable noncontrolling interests was recorded as a result of the noncontrolling interests in the earnings of our subsidiaries that issued redeemable stock. In fiscal 2015, net income attributable to the redeemable noncontrolling interests increased 21% year on year to ¥4,970 million.



## LIQUIDITY AND CAPITAL RESOURCES

### Funding Activities

We prioritize funding stability, maintaining adequate liquidity, and reducing capital costs. We formulate and execute on funding policies that are resilient to sudden deterioration in financial markets, and then conduct funding activities in accordance with actual transitions in our assets and changes in financial markets. In preparing our management plan, we project funding activities to maintain a balanced capital structure based on projected cash flows, asset liquidity and our liquidity on hand. In implementation, we adjust our funding plan based on changes in the external funding environment and our funding needs in light of our business activities, and endeavor to maintain flexibility in our funding activities.

In our funding activities during fiscal 2016, we have tried to reinforce our funding structure by diversifying our funding resources, promoting longer maturities, staggering redemption dates and maintaining sufficient liquidity. In fiscal 2016, we also undertook various international funding activities, such as international bond offerings outside Japan. We also have enhanced our use of longer maturities, employed staggered interest and principal repayment dates and endeavored to reduce risk in refinancing by leveling out annual redemption

---

## **Table of Contents**

amounts both in borrowing from financial institutions and bonds. As of March 31, 2016, the total balance of cash and cash equivalents and unused committed credit facilities was ¥1,120,323 million. We maintain adequate levels of liquidity and monitor liquidity risk to minimize the effect a sudden market deterioration may have on us and to enable us to sustain our operations.

Our ratio of long-term debt to total debt (excluding deposits) reached 94% as of March 31, 2015 and 92% as of March 31, 2016. On an adjusted basis, our ratio of long-term debt to total debt (excluding deposits) was 93% as of March 31, 2015 and 91% as of March 31, 2016. This ratio is a non-GAAP financial measure presented on an adjusted basis, which excludes payables under securitized leases, loan receivables and other assets. For a discussion of this and other non-GAAP financial measures, including a quantitative reconciliation to the most directly comparable GAAP measure, see [Non-GAAP Financial Measures](#) under this Item 5.

For more information regarding our liquidity risk management, see [Risk Management](#) under this Item 5.

### **Group Liquidity Management**

ORIX is primarily responsible for accessing liquidity for ORIX Group and for managing the allocation of liquidity to subsidiaries. In managing our capital resources and controlling liquidity risk, we employ various measures, including a cash management system for supplying funds to, and receiving funds from, our major domestic subsidiaries, other than regulated subsidiaries like ORIX Bank and ORIX Life Insurance. Our overseas subsidiaries rely primarily on local funding sources such as borrowings from local financial institutions and issuing bonds in local capital markets, but they may also obtain loans from ORIX. We also support liquidity of overseas subsidiaries by establishing local commitment lines and maintaining a multi-currency commitment line available to ORIX and certain of its overseas subsidiaries.

ORIX Bank and ORIX Life Insurance are our main regulated subsidiaries in terms of liquidity controls, although several other subsidiaries also operate under such regulations. ORIX Bank and ORIX Life Insurance are regulated by Japanese financial authorities. Under relevant regulations, each of them employs prescribed measures to monitor liquidity risk at the entity level and maintains internal policies to manage its portfolios and capital resources on a standalone basis. Each of these subsidiaries met the relevant regulatory threshold relating to measures for monitoring its liquidity risk as of March 31, 2016.

ORIX Bank obtains most of the funds it needs to operate its business through deposit taking. Although ORIX Bank provides loans to several of our domestic subsidiaries in the ordinary course of its business, such loans are subject to a maximum limit set by the Japanese Banking Act. Under such regulations, ORIX Bank may not make loans to other members of ORIX Group in an aggregate amount exceeding a regulatory limit. ORIX Life Insurance underwrites insurance, receives insurance premiums from policyholders, and conducts financing and investment activities, including lending. Lending from ORIX Life Insurance to other members of ORIX Group is subject to regulation, including under the Japanese Insurance Business Act. For these reasons, ORIX Group manages its liquidity separately from ORIX Bank and ORIX Life Insurance.

### **Ratings**

As of the date of this filing, Standard & Poor's has assigned an A- as our counterparty credit rating, Fitch has assigned a A- as our long-term issuer rating, Moody's has assigned a Baa1 as our long-term issuer rating, and Rating and Investment Information, Inc. (R&I) has assigned an A+ as our issuer rating.

**Sources of Liquidity**

***Borrowings from Financial Institutions***

ORIX Group borrows from a variety of sources, including major banks, regional banks, foreign banks, life insurance companies, casualty insurance companies and financial institutions associated with agricultural

## **Table of Contents**

cooperatives. As of March 31, 2016, the number of our lenders exceeded 200. We have promoted regular face-to-face communications and established positive working relationships with financial institutions in Japan and overseas. The majority of our loan balances consists of borrowings from Japanese financial institutions. As of March 31, 2015 and 2016, short-term debt from Japanese and foreign financial institutions was ¥195,164 million and ¥247,263 million, respectively, while long-term debt from financial institutions was ¥2,687,434 million and ¥2,724,695 million, respectively.

As is typical in Japan, loan agreements from Japanese banks and insurance companies contain clauses that require us to pledge assets upon request by the lenders when they consider it to be reasonably necessary to preserve their claims. In addition, in certain bank loan agreements the bank is not prohibited from offsetting deposits with any debt for which payment is due, and, under certain conditions, such as default, the bank is not prohibited from offsetting all our debt with deposits. Whether or not such provision is applied depends upon the circumstances at that time. As of the time of filing we have not received any such demand from any lender.

### ***Committed Credit Facilities***

We regularly enter into committed credit facilities agreements, including syndicated agreements, with financial institutions to secure liquidity. The maturity dates of these committed credit facilities are staggered to prevent an overlap of contract renewal periods. The total amount of our committed credit facilities as of March 31, 2015 and 2016 was ¥475,553 million and ¥464,677 million, respectively. Of these figures, the unused amount as of March 31, 2015 and 2016 was ¥419,356 million and ¥389,903 million, respectively. A part of the facilities are arranged to be drawn down in foreign currencies by ORIX and certain of our subsidiaries.

The decision to enter into a committed credit facility is made based on factors including our balance of cash and repayment schedules of short-term debt such as CP.

Some of these committed credit facility agreements include financial covenants, such as the maintenance of a minimum ORIX Corporation shareholders' equity ratio. In addition, the majority of our committed credit facilities require the relevant obligor to represent and warrant that there has been, among other things, no material negative change in its financial condition since the date of the relevant agreement. As of March 31, 2016, we were in compliance with all of our financial covenants and have been able to make the necessary representations and warranties concerning our financial condition.

### ***Debt from the Capital Markets***

Our debt from capital markets is mainly composed of bonds, MTNs, CP, and securitization of leases, loans receivables and other assets.

#### ***Bonds and MTNs***

We regularly issue straight bonds and MTNs domestically and internationally to diversify our funding sources and maintain longer liability maturities. In fiscal 2016, we issued ¥75,000 million bonds in Japan. We also issued US\$300 million, Thai baht 2,000 million, Korean won

110,000 million and Malaysian ringgit 150 million of bonds and MTNs outside Japan.

Domestic straight bond issuances are divided mainly into bonds for institutional investors and bonds for individual investors. As of March 31, 2015 and 2016, the balance of straight bonds issued by ORIX for domestic institutional investors was ¥323,100 million and ¥254,900 million, respectively, while the balance of straight bonds issued by ORIX for individual investors was ¥534,943 million and ¥530,860 million, respectively. The balance of straight bonds issued outside Japan, which includes SEC-registered U.S. dollar-denominated straight bonds, was ¥229,340 million and ¥56,330 million as of March 31, 2015 and 2016, respectively. The balance of bonds issued by subsidiaries as of March 31, 2015 and 2016 was ¥31,383 million and ¥35,414 million, respectively.

## **Table of Contents**

The total balance of MTNs issued as of March 31, 2015 and 2016 was ¥35,110 million and ¥62,653 million, respectively, of which MTNs amounting to ¥9,386 million and ¥9,293 million, respectively, were issued by foreign subsidiaries.

We plan to continue to issue straight bonds and MTNs in a balanced manner to institutional and individual investors both inside and outside Japan in line with our strategy of maintaining longer maturities and diversified funding sources.

### *CP*

We offer CP in the form of direct paper as a direct financing source, and have successfully obtained a diverse range of investors such as investment trusts, life insurance companies, casualty insurance companies and other financial institutions, as well as private corporations. We consider our liquidity levels and stagger the dates of issuance and the maturity over time so as to avoid significant overlap. The balance of outstanding CP as of March 31, 2015 and 2016 was ¥89,621 million and ¥102,361 million, respectively.

### *Securitization*

We securitize leases and loan receivables and other assets in Japan and securitize loan receivables outside Japan. We recognize liabilities consolidated with such investments as our liabilities when required under applicable accounting standards. The total amount of payables under securitized lease and loan receivables and other assets as of March 31, 2015 and 2016 was ¥291,635 million and ¥276,054 million, respectively.

### *Deposits*

ORIX Bank and ORIX Asia Limited each accept deposits from customers. These deposit taking subsidiaries are regulated institutions, and loans from these subsidiaries to ORIX Group entities are subject to maximum regulatory limits.

The majority of deposits are attributable to ORIX Bank, which attracts both corporate and retail deposits, and which has seen sustained growth in deposits outstanding. Deposit balances of ORIX Bank as of March 31, 2015 and 2016 were ¥1,287,057 million and ¥1,396,547 million, respectively.

## **Short-term and long-term debt and deposits**

### *Short-term Debt*

As of March 31,

Change

Edgar Filing: ORIX CORP - Form 20-F

	2015	2016	Amount	Percent (%)
	(Millions of yen, except percentage data)			
<b>Short-term debt<sup>(1)</sup>:</b>				
Borrowings from financial institutions	¥ 195,164	¥ 247,263	¥ 52,099	27
Commercial paper	89,621	102,361	12,740	14
Total short-term debt	¥ 284,785	¥ 349,624	¥ 64,839	23

<sup>(1)</sup> The above table does not include the following liabilities of consolidated VIEs as of March 31, 2015 and 2016, for which creditors (or beneficial interest holders) do not have recourse to the general credit of the Company and subsidiaries.

Short-term debt as of March 31, 2016 was ¥349,624 million, representing 8% of total debt (excluding deposits) as of March 31, 2016, while the ratio was 6% of total debt excluding deposits as of March 31, 2015. As of March 31, 2016, 71% of short-term debt was borrowings from financial institutions.

**Table of Contents****Long-term debt**

	As of March 31,		Change	
	2015	2016	Amount	Percent (%)
(Millions of yen, except percentage data)				
<b>Long-term debt<sup>(2)</sup>:</b>				
Borrowings from financial institutions	¥ 2,687,434	¥ 2,724,695	¥ 37,261	1
Bonds	1,118,766	877,504	(241,262)	(22)
Medium-term notes	35,110	62,653	27,543	78
Payable under securitized lease, loan receivables and investment in securities	291,635	276,054	(15,581)	(5)
Total long-term debt	¥ 4,132,945	¥ 3,940,906	¥ (192,039)	(5)

<sup>(2)</sup> The above table includes the following liabilities of consolidated VIEs as of March 31, 2015 and 2016 for which creditors (or beneficial interest holders) do not have recourse to the general credit of the Company and subsidiaries.

	As of March 31,	
	2015	2016
(Millions of yen)		
<b>Long-term debt<sup>(2)</sup>:</b>		
Borrowings from financial institutions	¥ 160,594	¥ 201,098
Bonds	1,985	2,000
Payable under securitized lease, loan receivables and investment in securities	291,637	276,054

Long-term debt as of March 31, 2016 was ¥3,940,906 million, representing 92% of total debt (excluding deposits) as of March 31, 2016, while the ratio was 94% of total debt excluding deposits as of March 31, 2015. Borrowings from financial institutions comprised 69% of the long-term debt as of March 31, 2016.

Approximately 50% of interest paid on long-term debt in fiscal 2016 was fixed rate interest, with the remainder being floating rate interest based mainly on TIBOR or LIBOR.

For information regarding the repayment schedule of our long-term debt and interest rates for long and short-term debt, see Note 14 of Item 18. Financial Statements.

We have entered into interest rate swaps and other derivative contracts to manage risk associated with fluctuations in interest rates. For information with respect to derivative financial instruments and hedging, see Note 29 of Item 18. Financial Statements.

**Deposits**



Edgar Filing: ORIX CORP - Form 20-F

	As of March 31,		Amount	Change Percent (%)
	2015	2016		
Deposits <sup>(3)</sup>	¥ 1,287,380	¥ 1,398,472	¥ 111,092	9

<sup>(3)</sup> VIEs did not have any deposits as of March 31, 2015 and 2016.

For further information with respect to deposits, see Note 15 of Item 18. Financial Statements.

**Table of Contents**

**CASH FLOWS**

In addition to the payment of operating expenses, such as selling, general and administrative expenses, as a financial services company our primary uses of cash are for:

payment and repayment of interest on and principal of short-term and long-term debt; and

purchases of lease equipment, making of installment loans to customers, purchases of investment in securities and cash outlays for real estate development projects.

The use of cash, therefore, is heavily dependent on new business volumes for our operating assets. When new business volumes for such assets as leases and loans increase, we require more cash to meet these requirements, while a decrease in new business volumes results in a reduced use of cash for new assets and an increase in debt repayment.

We have cash inflows from the principal payments received under direct financing leases and installment loans, and proceeds from sales of investment securities and operating lease assets. For cash flow information regarding interest and income tax payments, see Note 4 of Item 18. Financial Statements.

**Year Ended March 31, 2016 Compared to Year Ended March 31, 2015**

Cash and cash equivalents decreased by ¥97,098 million to ¥730,420 million compared to March 31, 2015.

Cash flows provided by operating activities were ¥510,562 million during fiscal 2016, up from ¥257,611 million during fiscal 2015 due primarily to an increase in net income, a decrease in a previous decrease in policy liabilities and policy account balances and an increase in income taxes payable, net.

Cash flows used in investing activities were ¥552,529 million during fiscal 2016, up from ¥467,801 million during fiscal 2015. This change was primarily due to increases in purchases of lease equipment and investment in affiliates, in addition to decreases in proceeds from sales of operating lease assets and principal collected on installment loans.

Cash flows used in financing activities were ¥48,001 million during fiscal 2016 compared to the inflow of ¥213,432 million during fiscal 2015. This change was primarily due to an increase in repayment of debt with maturities longer than three months.

**Year Ended March 31, 2015 Compared to Year Ended March 31, 2014**

## Edgar Filing: ORIX CORP - Form 20-F

Cash and cash equivalents increased by ¥9,479 million to ¥827,518 million compared to March 31, 2014.

Cash flows provided by operating activities were ¥257,611 million during fiscal 2015, down from ¥478,006 million during fiscal 2014 due primarily to a net decrease in policy liabilities and policy account balances resulting from the consolidation of HLIKK, which was partially offset by a higher net income recorded in fiscal 2015 compared to fiscal 2014.

Cash flows used in investing activities were ¥467,801 million during fiscal 2015, up from ¥215,314 million during fiscal 2014. This change was primarily due to an increase in installment loans made to customers, purchases of property under facility operations, and a decrease in principal collected on installment loans.

Cash flows provided by financing activities were ¥213,432 million during fiscal 2015 compared to the outflow of ¥277,704 million during fiscal 2014. This change was primarily due to an increase in long-term debt funding which also resulted in a decrease in debt repayment.

## **Table of Contents**

### **COMMITMENTS FOR CAPITAL EXPENDITURES**

As of March 31, 2016, we had commitments for the purchase of equipment to be leased in the amount of ¥1,033 million. For information on commitments, guarantees and contingent liabilities, see Note 33 of Item 18. Financial Statements.

### **OFF-BALANCE SHEET ARRANGEMENTS**

#### **USE OF SPECIAL PURPOSE ENTITIES**

We periodically securitize various financial assets such as lease receivables and loan receivables. These securitizations allow us to access the capital markets, provide us with alternative sources of funding and diversify our investor base and help us to mitigate, to some extent, credit risk associated with our customers and risk associated with fluctuations in interest rates.

In the securitization process, the assets for securitization are sold to SPEs, which issue asset-backed securities to investors. SPEs can be structured to be bankruptcy-remote, and, if structured in this manner (and subject to certain other conditions) the assigned assets previously were removed from the balance sheet. However, from April 1, 2010, we started applying Accounting Standards Update 2009-16 (ASC 860 ( Transfers and Servicing )) and Accounting Standards Update 2009-17 (ASC 810 ( Consolidation )), which require us to consolidate many SPEs that had not been consolidated under the previous standards. In managing our business, we assume that if we conduct securitization we will be required to consolidate almost all of our SPEs based on the accounting standards.

We expect to continue to utilize SPE structures for securitization of assets. For further information on our securitization transactions, see Note 10 of Item 18. Financial Statements.

#### **Investment Products**

We provide investment products to our customers that employ a contractual mechanism known in Japan as a *kumiai*, which is in effect a type of SPE. We arrange and market *kumiai* products to investors as a means to finance the purchase of aircraft, ships or other large-ticket items to be leased to third parties. A portion of the funds necessary to purchase the item is contributed by such investors, while the remainder is borrowed by the *kumiai* from one or more financial institutions in the form of a non-recourse loan. The *kumiai* investors (and any lenders to the *kumiai*) retain all of the economic risks and rewards in connection with the purchase and leasing activities of the *kumiai*, and all related gains or losses are recorded on the financial statements of investors in the *kumiai*. We are responsible for the arrangement and marketing of these products, and may act as servicer or administrator in *kumiai* transactions. Fee income for arranging and administering these transactions is recognized in our consolidated financial statements. In most *kumiai* transactions, excluding some *kumiai* and SPE, we do not guarantee or otherwise have any financial commitments or exposure with respect to the *kumiai* or its related SPE and, accordingly, their assets are not reflected on our consolidated balance sheet.

#### **Other Financial Transactions**

We occasionally enter into loans, equity or other investments in SPEs in connection with finance transactions related to aircraft, ships and real estate, as well as transactions involving investment funds, in addition to real estate purchases and development projects. All transactions involving use of SPE structures are evaluated to determine whether we hold a variable interest that would result in our being defined as the primary beneficiary of the SPE pursuant to ASC 810 ( Consolidation ). When we are considered to own the primary beneficial interest in the SPEs, the SPEs are fully consolidated into our consolidated financial statements. In all other circumstances our loan, equity or other investments are recorded on our consolidated balance sheets as appropriate.

**Table of Contents**

See Note 11 of Item 18. Financial Statements for further information concerning our SPEs and the effect of ASC 810 on our results of operations or financial position.

**RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.**

Not applicable.

**TREND INFORMATION**

See the discussion under Results of Operations and Liquidity and Capital Resources.

**COMMITMENTS**

The table below sets forth the maturities of guarantees and other commitments as of March 31, 2016.

	Total	Amount of commitment expiration per period			After 5 years
		Within 1 year	1-3 years	3-5 years	
(Millions of yen)					
<b>Commitments:</b>					
Guarantees	¥ 493,125	¥ 72,518	¥ 122,553	¥ 142,863	¥ 155,191
Committed credit lines and other	436,331	122,818	56,338	25,739	231,436
Total commercial commitments	¥ 929,456	¥ 195,336	¥ 178,891	¥ 168,602	¥ 386,627

One of our U.S. subsidiaries is authorized to underwrite, originate, fund and service multi-family and senior housing loans without prior approval from Fannie Mae under Fannie Mae's Delegated Underwriting and Servicing program. As part of this program, Fannie Mae provides a commitment to purchase the loans.

In return for this delegated authority, the subsidiary guarantees the performance of certain housing loans transferred to Fannie Mae and has the payment or performance risks of the guarantees to absorb some of the losses when losses arise from the transferred loans. The amount attributable to the guarantee included in the table above is ¥174,322 million as of March 31, 2016.

The subsidiary makes certain representations and warranties in connection with the sale of loans through Fannie Mae, including among others, that: the mortgage meets Fannie Mae requirements; there is a valid lien on the property; the relevant transaction documents are valid and enforceable; and title insurance is maintained on the property. If it is determined that a representation and warranty has been breached, the

## Edgar Filing: ORIX CORP - Form 20-F

subsidiary may be required to repurchase the related loans or indemnify Fannie Mae for any related losses incurred. The subsidiary had no such repurchase claims during fiscal 2016.

For a discussion of commitments, guarantee and contingent liabilities, see Note 33 of Item 18. Financial Statements.

**Table of Contents****TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The table below sets forth the maturities of contractual cash obligations as of March 31, 2016.

	Total	Payments due by period			
		Within 1 year	1-3 years (Millions of yen)	3-5 years	After 5 years
<b>Contractual cash obligations:</b>					
Deposits	¥ 1,398,472	¥ 920,685	¥ 345,021	¥ 132,766	
Long-term debt	3,940,906	858,090	1,372,384	841,886	868,546
Operating leases	67,241	7,959	12,132	9,451	37,699
Unconditional purchase obligations of lease equipment	1,033	462	518	37	16
Unconditional noncancelable contracts for computer systems	10,674	3,385	5,342	1,926	21
<b>Interest rate swaps:</b>					
Notional amount (floating to fixed)	259,556	7,905	83,951	31,043	136,657
Notional amount (fixed to floating)	3,000	0	3,000	0	0
Total contractual cash obligations	¥ 5,680,882	¥ 1,798,486	¥ 1,822,348	¥ 1,017,109	¥ 1,042,939

Items excluded from the above table include short-term debt of ¥349,624 million, trade notes, accounts and other payable of ¥266,216 million and policy liabilities and policy account balances of ¥1,668,636 million as of March 31, 2016. For information on pension plans and derivatives, see Notes 17 and 29 of Item 18. Financial Statements. We expect to fund commitments and contractual obligations from one, some or all of our diversified funding sources depending on the amount to be funded, the time to maturity and other characteristics of the commitments and contractual obligations.

For a discussion of debt and deposit-related obligations, see Notes 14 and 15 of Item 18. Financial Statements.

**RECENT DEVELOPMENTS****NEW ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED**

In May 2014, Accounting Standards Update 2014-09 (Revenue from Contracts with Customers – ASC 606 (Revenue from Contracts with Customers)) was issued. The core principle of this Update is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply a five-step model to determine when to recognize revenue, and in what amount. The five steps to apply the model are:

Identify the contract(s) with a customer



Identify the performance obligations in the contract

Determine the transaction price

Allocate the transaction price to the performance obligations in the contract

Recognize revenue when (or as) the entity satisfies a performance obligation

This Update requires an entity to disclose more information about contracts with customers than under the current disclosure requirements.

---

**Table of Contents**

In April 2016, Accounting Standards Update 2016-10 ( Identifying Performance Obligations and Licensing ASC 606 ( Revenue from Contracts with Customers )) was issued as an amendment of the new revenue standard. This Update adds further guidance on identifying performance obligations and also improves the operability and understandability of the licensing implementation guidance. The amendments do not change the core principle of the guidance in ASC 606.

In May 2016, Accounting Standards Update 2016-12, ( Narrow-Scope Improvements and Practical Expedients ASC 606 ( Revenue from Contracts with Customers )) was issued as an amendment of the new revenue standard. This Update (1) clarifies the objective of the collectibility criterion for applying paragraph 606-10-25-7; (2) permits an entity to exclude amounts collected from customers for all sales (and other similar) taxes from the transaction price; (3) specifies that the measurement date for non-cash consideration is contract inception; (4) provides a practical expedient that permits an entity to reflect the aggregate effect of all modifications that occur before the beginning of the earliest period presented when identifying the satisfied and unsatisfied performance obligations, determining the transaction price, and allocating the transaction price to the satisfied and unsatisfied performance obligations; (5) clarifies that a completed contract for purposes of transition is a contract for which all (or substantially all) of the revenue was recognized under legacy GAAP before the date of initial application, and (6) clarifies that an entity that retrospectively applies ASC606 to each prior reporting period is not required to disclose the effect of the accounting change for the period of adoption.

These Updates are effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted only for the fiscal year beginning after December 15, 2016, and interim periods within the fiscal year. An entity should apply the amendments in these Updates using either a retrospective method or a cumulative-effect method. The entity may elect some optional practical expedients when applying these Updates. The entity using the cumulative-effect method would recognize the cumulative effect of initially applying these Updates as an adjustment to the opening balance of retained earnings or net assets at the date of initial application. The Company and its subsidiaries are currently evaluating the effect that the adoption of these Updates will have on the Company and its subsidiaries' results of operations or financial position.

In June 2014, Accounting Standards Update 2014-12 ( Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period ASC 718 ( Compensation Stock Compensation )) was issued. This Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. The amendments in this Update should be applied on either a prospective basis or a modified retrospective basis. Early adoption is permitted. The adoption is not expected to have a material effect on the Company and its subsidiaries' results of operations or financial position.

In August 2014, Accounting Standards Update 2014-13 ( Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity ASC 810 ( Consolidation )) was issued. This Update permits the parent of the consolidated collateralized financing entity ( CFE ) within the scope of this Update to measure the CFE's financial assets and liabilities based on either the fair value of the financial assets or financial liabilities, whichever has the more observable inputs. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Early adoption is permitted as of the beginning of a fiscal year. An entity should apply the amendments in this Update using either a modified retrospective approach or a full retrospective approach. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In August 2014, Accounting Standards Update 2014-15 ( Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ASC 205-40 ( Presentation of Financial Statements Going Concern )) was issued. This Update requires an entity to perform a going concern assessment by evaluating their



**Table of Contents**

ability to meet obligations for a look-forward period of one year from the financial statement issuance date (or date the financial statements are available to be issued). Disclosures are required if it is probable an entity will be unable to meet its obligations within the look-forward period. Incremental substantial doubt disclosure is required if the probability is not mitigated by management's plans. This Update is effective for the first fiscal year ending after December 15, 2016 and fiscal years and interim periods thereafter. Early adoption is permitted. The Update only relates to certain disclosure requirements and the adoption will have no effect on the Company and its subsidiaries' results of operations or financial position.

In November 2014, Accounting Standards Update 2014-16 (Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity – ASC 815 (Derivatives and Hedging)) was issued. This Update requires an issuer or an investor of hybrid financial instruments issued in the form of a share to determine whether the nature of the host contract is more akin to debt or to equity by considering the economic characteristics and risks of the entire hybrid financial instrument, including the embedded derivative feature that is being evaluated for separate accounting from the host contract. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted. The amendments in this Update should be applied on a modified retrospective basis to all existing hybrid financial instruments in the form of a share as of the beginning of the fiscal year of adoption. Retrospective application is permitted to all relevant prior periods. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In January 2015, Accounting Standards Update 2015-01 (Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items – ASC 225-20 (Income Statement – Extraordinary and Unusual Items)) was issued. This Update eliminates the concept of extraordinary items from U.S. GAAP, but does not change the current presentation and disclosure requirements for material events or transactions that are unusual in nature or infrequent in occurrence. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. The amendments in this Update should be applied on either a prospective basis or a retrospective basis. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations will depend on future transactions.

In February 2015, Accounting Standards Update 2015-02 (Amendments to the Consolidation Analysis – ASC 810 (Consolidation)) was issued. This Update requires an entity to change the way to evaluate whether reporting entities should consolidate limited partnerships and similar legal entities, fees paid to a decision maker or service provider are variable interest in a VIE, and variable interests in a VIE held by related parties of the reporting entity require the reporting entity to consolidate the VIE. Additionally, the amendments in this Update rescind the indefinite deferral of FASB Statement No. 167 (Amendments to FASB Interpretation No. 46(R)), included in Accounting Standards Update 2010-10 (ASC 810 (Consolidation)) for certain investment companies and similar entities. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. A reporting entity is permitted to apply the amendments in this Update using either a modified retrospective approach or a full retrospective approach. Early adoption is permitted. If an entity adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In April 2015, Accounting Standards Update 2015-03 (Simplifying the Presentation of Debt Issuance Costs – ASC 835-30 (Interest Imputation of Interest)) was issued. This Update requires that debt issuance costs related to a recognized debt liability are presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, similar to the presentation of debt discounts or premiums. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Retrospective application is required to all relevant prior periods. Early adoption is permitted for financial

---

**Table of Contents**

statements that have not been previously issued. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In July 2015, Accounting Standards Update 2015-11 (Simplifying the Measurement of Inventory – ASC 330 (Inventory)) was issued. This Update applies to all inventory except for which is measured using last-in, first-out (LIFO) or the retail inventory method, and requires an entity to measure inventory at the lower of cost and net realizable value. Additionally, this Update defines net realizable value as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2016. The amendments in this Update should be applied on a prospective basis. Early adoption is permitted. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In September 2015, Accounting Standards Update 2015-16 (Simplifying the Accounting for Measurement-Period Adjustments – ASC 805 (Business Combinations)) was issued. This Update requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This Update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The amendments in this Update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this Update. Early application is permitted for financial statements that have not yet been issued. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations and financial position will depend on future transactions.

In January 2016, Accounting Standards Update 2016-01 (Recognition and Measurement of Financial Assets and Financial Liabilities – ASC 825-10 (Financial Instruments -Overall)) was issued. This Update revises accounting related to the classification and measurement of equity investments. This Update also revises the presentation of certain fair value changes for financial liabilities measured at fair value. Additionally, this Update amends certain disclosure requirements associated with the fair value of financial instruments. This Update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early application to financial statements of fiscal years or interim periods that have not yet been issued are permitted as of the beginning of the fiscal year of adoption. The amendments in this Update should be applied by means of cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The Company and its subsidiaries are currently evaluating the effect that adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In February 2016, Accounting Standards Update 2016-02 (ASC 842 (Leases)) was issued. This Update requires a lessee to recognize most leases on-balance sheet. Lessor accounting remains substantially similar to current U.S.GAAP but with some important changes. This Update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early application is permitted. The amendments in this Update should be applied by means of cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply. The Company and its subsidiaries are currently evaluating the effect that adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In March 2016, Accounting Standards Update 2016-07 (Simplifying the Transition to the Equity Method Accounting – ASC 323 (Investments – Equity Method and Joint Ventures)) was issued. This Update eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. This Update also requires that the equity

## **Table of Contents**

method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and requires that an entity that has an available-for sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. This Update is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The amendments in this Update should be applied prospectively. Early application is permitted. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations or financial position will depend on future transactions.

## **NON-GAAP FINANCIAL MEASURES**

The sections Results of Operation and Liquidity and Capital Resources contain certain financial measures presented on a basis not in accordance with U.S. GAAP (commonly referred to as non-GAAP financial measures), including long-term debt, ORIX Corporation Shareholders' equity and total assets, as well as other measures or ratios calculated based on those measures, presented on an adjusted basis, which excludes payables under securitized leases, loan receivables and others and reverses the cumulative effect on retained earnings of applying the accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010.

Our management believes these non-GAAP financial measures provide investors with additional meaningful comparisons between our financial condition as of March 31, 2016, as compared to prior periods. Effective April 1, 2010, we adopted ASU 2009-16 and ASU 2009-17, which changed the circumstances under which we are required to consolidate certain VIEs. Our adoption of these accounting standards caused a significant increase in our consolidated assets and liabilities and a decrease in our retained earnings without affecting the net cash flow and economic effects of our investments in such consolidated VIEs. Accordingly, our management believes that providing certain financial measures that exclude the impact of consolidating certain VIEs on our assets and liabilities as a supplement to financial information calculated in accordance with U.S. GAAP enhances understanding of the overall picture of our current financial position and enables investors to evaluate our historical financial and business trends without the large balance sheet fluctuation caused by our adoption of these accounting standards.

We provide these non-GAAP financial measures as supplemental information to our consolidated financial statements prepared in accordance with U.S. GAAP, and they should not be considered in isolation or as substitutes for the most directly comparable U.S. GAAP measures.

**Table of Contents**

The tables set forth below provide reconciliations of these non-GAAP financial measures to the most directly comparable financial measures presented in accordance with U.S. GAAP as reflected in our consolidated financial statements for the periods provided.

		2014	As of March 31, 2015 (Millions of yen,	2016
<b>except ratios and percentage data)</b>				
<b>Total assets</b>	(a)	¥ 9,066,961	¥ 11,443,628	¥ 10,996,906
Deduct: Payables under securitized leases, loan receivables and others*		253,827	291,635	276,054
<b>Adjusted total assets</b>	(b)	8,813,134	11,151,993	10,720,852
<b>Short-term debt</b>	(c)	308,331	284,785	349,624
<b>Long-term debt</b>	(d)	3,852,668	4,132,945	3,940,906
Deduct: Payables under securitized leases, loan receivables and others*		253,827	291,635	276,054
<b>Adjusted long-term debt</b>	(e)	3,598,841	3,841,310	3,664,852
<b>Long- and short-term debt (excluding deposits)</b>	(f) = (c) + (d)	4,160,999	4,417,730	4,290,530
<b>Adjusted long- and short-term debt (excluding deposits)</b>	(g) = (c) + (e)	3,907,172	4,126,095	4,014,476
<b>ORIX Corporation Shareholders Equity</b>	(h)	1,919,346	2,152,198	2,310,431
Deduct: The cumulative effect on retained earnings of applying the accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010		(5,195)	(3,060)	(411)
<b>Adjusted ORIX Corporation Shareholders Equity</b>	(i)	1,924,541	2,155,258	2,310,842
<b>ORIX Corporation Shareholders Equity Ratio</b>	(h) / (a)	21.2%	18.8%	21.0%
<b>Adjusted ORIX Corporation Shareholders Equity Ratio</b>	(i) / (b)	21.8%	19.3%	21.6%
<b>D/E ratio</b>	(f) / (h)	2.2x	2.1x	1.9x
<b>Adjusted D/E ratio</b>	(g) / (i)	2.0x	1.9x	1.7x
<b>Long-term debt ratio</b>	(d) / (f)	93%	94%	92%
<b>Adjusted long-term debt ratio</b>	(e) / (g)	92%	93%	91%

\* These deductions represent amounts recorded as liabilities and included in long-term debt on the consolidated balance sheet.

**RISK MANAGEMENT****Group-Wide Risk Management System***Risk Management System*

ORIX Group monitors and manages the risks relating to the Group businesses through its risk management system. In addition to the credit department, which primarily monitors risks related to individual transactions, and the corporate planning department, which monitors risks at the corporate level, each business unit has designated staff responsible for managing risks at the business unit level. The credit department, the corporate planning department and individual business units analyze and monitor various risks in collaboration with each other. The results are reported to the Investment and Credit Committee at meetings held three times a month, to the Group Executive Officer Committee at meetings held on a monthly basis and to the board of directors at meetings held on a regular basis for evaluation, and the relevant executive officers take measures deemed appropriate to address identified risks.





## **Table of Contents**

### ***Risk Control***

ORIX Group allocates management resources by taking into account Group-wide risk preference based on management strategies as well as the strategy of individual business units. Our board of directors and executive officers evaluate the performance and profitability of each business unit, and the executive officers take the responsive measures they deem necessary to control risk. This process enables us to control the balance sheet and allocate more management resources to business units viewed as having greater growth potential.

ORIX Group, in addition to monitoring by business unit, monitors risks on an individual transaction and total portfolio basis.

For individual transactions, the credit department evaluates the operating environment, strategies, and potential risks and profitability of each transaction prior to execution, and reports on such individual transactions to the Investment and Credit Committee for review. Changes to the operating environment and cash flow are monitored after transaction execution, and transactions for which there has been a major change in circumstances or strategy are then reported to the appropriate executive officers. In addition, individual business units conduct their risk analysis together with the trend analysis of relevant industries aimed at controlling risks for individual transactions.

In analyzing a portfolio, the credit department monitors the following characteristics from a Group-wide perspective: business type, region, transaction type, risk type, asset quality status and concentration status of major debtors. The corporate planning department monitors risks at the corporate level, including market risk and risk related to fund procurement, in cooperation with the treasury department and the credit department.

### **Main Risk Management**

We recognize that credit risk, business risk, market risk, liquidity risk (risk relating to funding), legal risk and other operational risk are the main risks we face, and we manage each of these risks according to its characteristics.

### ***Credit Risk Management***

We define *credit risk* as uncertainty regarding future recovery of investments caused by fluctuations in the cash flow from debtors and investees.

To analyze credit risk, we evaluate the adequacy of collateral and guarantees, the liquidation of debt and the concentration of debtors and their business types. We conduct a comprehensive customer credit evaluation based on the customer's financial position, cash flow, underlying security interests, profitability and other factors of individual credit transactions.

Moreover, an analysis of our portfolio, as well as measures to establish appropriate credit limits, allows us to control exposure to markets with potentially high risks.

We recognize certain assets that require extra monitoring, including credit extended to debtors who have petitioned for bankruptcy or civil rehabilitation, or other insolvency proceedings, or whose bank transactions have been suspended, bills have been dishonored, or debts have not been collected for three months or more. The relevant business units, in cooperation with the credit department, take steps to secure collateral or other guarantees and to begin the collection process. The accumulated collection knowhow from sending an initial reminder to actively seizing collateral is consolidated in the credit department and is reflected in our evaluation criteria for individual credit transactions and portfolio analysis.

## **Table of Contents**

### ***Business Risk Management***

We define *business risk* as uncertainties related to new business areas, potential obsolescence of the products or services we offer or a decline in their quality, and variability in market prices for the types of products or services we offer.

Against uncertainties related to new business areas, we monitor business plans and operations using scenario analyses and stress tests, and we also evaluate and verify the cost of withdrawal from a business.

For products and services we offer, in addition to monitoring quality, we review the content of our lineup of products and services in response to changes in the business environment and evolving customer needs and endeavor to maintain or improve their quality.

A principal risk relating to operating leases is fluctuation in the residual value of the leased properties. To control fluctuation in residual value, we monitor our inventories of leased properties, market environments and the overall business environment. We generally limit our operating leases to leased properties with high versatility that are comparatively easy to re-lease, and evaluate the sale of such properties depending on changes in market conditions.

We endeavor to reduce the risk related to fluctuation in market prices for real estate by strengthening our cash flow.

### ***Market Risk Management***

We define *market risk* as the risk of changes in the fair value of assets and liabilities caused by changes in market variables, such as interest rates, exchange rates and stock prices.

We establish Group-wide ALM policies, and we endeavor to comprehensively verify and understand market risks.

Interest rate risk is comprehensively evaluated factoring in the expected impact of interest rate changes on periodic profit and loss and/or the balance sheet, the assets and liabilities positions, and the funding environment. These exact analysis methods are modified, as required, depending on the situation.

We generally manage exchange rate risk by using foreign currency-denominated loans, foreign exchange contracts and currency swaps to hedge exchange rate volatility in our business transactions in foreign currencies and overseas investments. We properly monitor and manage exchange rate risk of unhedged foreign currency denominated assets and retained earnings of foreign subsidiaries using appropriate indicators such as the VaR (value at risk) and adjusting hedge positions as needed based on changes in the market environment at any given time.

## Edgar Filing: ORIX CORP - Form 20-F

We manage counterparty credit risk and other risks involved in hedging derivative transactions in accordance with internal rules on derivative transaction management.

For assets under management in our banking business, our life insurance business and our overseas operations, we regularly monitor monetary policies, macroeconomic indicators and securities and financial market trends, and manage our asset portfolios by analyzing individual security price movements and gains and losses. Market volatility is managed according to guidelines that include fixed loss amounts and decreases in position. Our credit department monitors our compliance with the guidelines.

For quantitative and qualitative analysis information on market risk, please see Item 11. Quantitative and Qualitative Disclosures about Market Risk.

## **Table of Contents**

### ***Liquidity Risk Management (Risk Management Relating to Funding)***

We define *liquidity risk* as the risk that we will be unable to obtain the required funds or that we will be forced to procure funds at an unusually high rate of interest due to market turmoil, deterioration in the financial condition of the ORIX Group or other reasons.

To reduce liquidity risk, we diversify fund procurement methods and sources and monitor liquidity on hand. To manage liquidity on hand, we project future cash flows and analyze liquidity risk using hypothetical stress scenarios. We take necessary measures so that business may continue undisturbed in the event of market changes.

The effect on the business of each subsidiary is monitored by ascertaining liquidity risk in each subsidiary and in every country in which ORIX operates. We take appropriate measures to manage liquidity risk, such as parent-to-subsiary lending.

ORIX Bank and ORIX Life Insurance are engaged in retail financial activities for individual customers and are regulated by Japanese financial authorities. They are required to manage liquidity risk independently from other ORIX Group companies based on internal regulations formulated according to the relevant regulations.

ORIX Bank maintains the required liquidity levels by holding highly liquid assets such as cash and government and corporate bonds and by setting an upper limit for capital market-based funding. In addition, it regularly monitors the status of these measures, estimates the tightness of cash flows under different scenarios and conducts stage-by-stage management of liquidity risk accordingly.

ORIX Life Insurance conducts stress tests on insured events and ensures the necessary liquidity by holding assets with high liquidity such as cash and cash equivalents and securities above a certain ratio against the balance of a liability reserve and setting maximum limits for holding held-to-maturity securities.

### ***Legal Risk Management***

We define *legal risk* as the risk of legal responsibility or legal disadvantage arising due to noncompliance with applicable laws and/or regulations in any business or corporate management.

To avoid, prevent and mitigate transactional legal risk in Japan, we generally require that the credit department, the legal department and the compliance department be involved in evaluating and/or executing transactions. In addition to establishing and maintaining internal rules designed to facilitate compliance with applicable laws that are currently in effect, we take steps to ensure that we will be in compliance with revisions to laws as they take effect.

## Edgar Filing: ORIX CORP - Form 20-F

For business transactional agreements, we have established an approval process involving the legal department in accordance with our prescribed internal rules. In addition, depending on the size and importance of a given transaction, we might also utilize the expertise of outside lawyers. To ensure that proper legal procedures are followed in connection with potential disputes and litigation, we require that the legal department, the compliance department and the credit department be involved in the management of such disputes and litigation, including lawsuits that have been, or are expected to be, brought against us and lawsuits that we bring, or expect to bring, against third parties.

The administration department monitors the use of intellectual property and takes necessary measures, if and when potential infringement of third party intellectual property rights is discovered.

Overseas, each Group company works to avoid, prevent and mitigate risks by utilizing in-house legal functions and, when necessary, by engaging outside lawyers and other advisers.

## **Table of Contents**

### ***Operational Risk Management***

We define *operational risk* as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events.

Operational risk is inherent in our business and includes compliance risk and fiduciary risk. Compliance risk is the risk of financial loss, regulatory sanction or damage to our reputation resulting from a failure by ORIX Group to comply with applicable laws and regulations where it conducts its business and ORIX Group's internal policies, rules and procedures and may encompass legal risk when applicable laws and regulations are violated. Fiduciary risk is the risk of loss resulting from a failure to properly exercise discretion when acting on behalf of our customers and clients.

Each ORIX department conducts a compliance annual program to address material risks at the Group level. The internal audit department conducts monitoring activities based on an annual internal audit plan that focuses on material risks. The department endeavors to prevent the occurrence of events that could negatively affect Group management and seeks to strengthen the risk management function through monitoring activities.

The compliance department supports the business and operations functions by implementing and maintaining compliance programs designed to identify and manage compliance risks in each jurisdiction where ORIX does business and to support a strong culture of compliance throughout the Group.

In fiscal 2016, ORIX undertook to enhance compliance risk management in its global businesses and in connection with that effort updated its Principles of Conduct and introduced a Code of Conduct and Ethics to increase compliance awareness among its directors, executive officers and employees throughout the Group.

IT planning department and ORIX Computer Systems Corporation endeavor to reduce operational risk including risks of cyber-attacks and other information security threats through the maintenance and operational administration of internal systems.

We have established internal rules to manage risks associated with natural disasters, which are designed to protect management resources and minimize losses, while giving priority to the safety of our executives and employees.

### ***Individual Business Risk Management***

We engage in a broad spectrum of businesses, including financial service operations. We perform complete and transparent monitoring and risk management according to the characteristics of each business segment.

### ***Corporate Financial Services Segment***

Credit risk is the main risk of the Corporate Financial Services segment.

After individual transactions have been executed, the Corporate Financial Services segment regularly monitors performance and collateral, as well as collection from customers whose balances exceed specified levels. The credit department regularly evaluates customers with large credit balances.

We analyze current conditions and outlook for specific business types and industries, including the potential impact on customers while making decisions about future transactions in that specific business type or industry.

For those assets requiring extra monitoring, particularly in transactions secured by real estate, we take various measures such as capitalizing on our network of real estate-related departments to sell properties or introduce tenants.



## **Table of Contents**

### *Maintenance Leasing Segment*

Business risk and credit risk are the main risks of the Maintenance Leasing segment.

To manage the risk of changes in market values of property under operating leases, we continuously monitor market environments and fluctuation in the resale value of leased property and adjust residual value estimates of leased property in new transactions accordingly.

Cost fluctuation is the main risk of providing various services such as outsourcing. In response to this, we analyze initial cost planning and performance, monitor future forecasts and control costs at an appropriate level.

In addition, to manage the risk that the quality of our services might fall short of customer expectations due to changes in the operating environment or changes to and diversification of client needs, we monitor our service quality quantitatively and qualitatively and continuously strive to improve our services in line with the operating environment.

We also conduct credit examinations of individual transactions to manage credit risk.

### *Real Estate Segment*

In the Real Estate segment, the main risk for business involving real estate development, rental and operation is business risk.

With respect to real estate investment, before making an investment decision we evaluate the actual cash flow performance of the target as against the initial plan and forecasts, and monitor investment strategies and schedules after execution. Upon a major divergence from the initial forecast, we reevaluate our strategy. In addition, when we invest in large scale or long term projects, we consider diversifying risk by making joint investments with our partners.

For development and leasing properties, we monitor development and retention schedules and NOI yield. We capitalize on the Group's network to improve occupancy rates and promote sales.

In our facility operation business, we monitor performance indicators such as occupancy, utilization rates and profitability. We conduct market analysis and take initiatives to improve the desirability of our facilities, such as through renovations. To improve the quality of our services and facilities, we strive to take into consideration customers' feedback and also implement training programs for our employees.

### *Investment and Operation Segment*

Credit risk, market risk and business risk are the main risks of the Investment and Operation segment.

In the environment and energy-related businesses, for renewable energy, energy conservation and resource and waste processing operations, we endeavor to minimize business risk by deploying appropriate equipment and technology, forming alliances with expert operators and arranging our business structure to allow for changes in the business environment and the business content.

When making investment decisions in the principal investment business, we conduct a credit evaluation, analyzing the investee's credit risk and assessing its cash flow, as is done for credit examinations. In addition, we perform a multi-faceted evaluation on the characteristics of the business operation and investment scheme, in which administrative departments such as the accounting and legal departments are also involved. After the initial investment, individual transactions are monitored for divergence from the initial scenario.

## **Table of Contents**

Credit risk is emphasized for the companies for which we are raising corporate value due to the focus on cash flow. We also monitor market risk as the time for collection nears, measuring corporate value by referencing the corporate value of similar business types. The frequency of monitoring may increase based on changes in the business environment, and we simultaneously verify the adequacy of investment scenarios and take any necessary action. Furthermore, for investments that have a significant impact on the profitability of the ORIX Group, we work to strengthen management through measures such as the secondment of management personnel.

In the loan servicing business, we seek to reduce credit and operational risks by conducting periodic internal auditing and monitoring and by implementing business operations based on work procedures in accordance with the applicable supervision and guidance from regulatory authorities. In addition, OAMLS has designated an outside lawyer as a company director and has streamlined its organization to place legal and compliance-related affairs under the control of its legal and compliance department to cope with diversified legal issues, which could occur with any stakeholders, from a professional and multi-faceted viewpoint.

### *Retail Segment*

The main risk in the life insurance business is business risk and market risk, in particular, the risk associated with underwriting insurance contracts.

When underwriting insurance contracts, while implementing strict assessment standards based on documents such as statements of health condition and medical examination reports, ORIX Life Insurance cultivates employees with expert knowledge and hires sufficient staff, checks the status of insurance solicitation and takes rigorous measures to prevent the underwriting of fraudulent contracts. In addition, ORIX Life Insurance educates and instructs representative branch staff and agents to enhance compliance with applicable laws and regulations regarding the privacy of personal information, as well as insurance sales practices, and regularly checks whether these measures are carried out.

Credit risk is the main risk of the housing loan business, the corporate loan business and the card loan business.

Regarding each housing loan we extend for the purchase of condominiums and apartments for investment purposes, we conduct screenings through individual interviews, which consist of a comprehensive evaluation including not only the client's ability to repay but also the cash flows that can be derived from the property and its collateral value. Throughout this process, we utilize the real estate market information, industry know-how and network we have built for many years.

Decision making for corporate loans is based on an investigation of the client's performance, business plan, the purpose of the loan, the expected source of repayment and industry trends. We also reduce risks by avoiding overconcentration in particular business types and products in our portfolio.

The card loan business uses a proprietary scoring system incorporating a credit model. We set interest rates and credit limits in line with each customer's credit risk profile, after evaluating their creditworthiness based on an analysis of customer attributes or payment history, as well as other factors that might affect the ability of the borrower to repay. Also, we undertake subsequent credit evaluations at regular intervals to monitor changes in the customer's financial condition.

*Overseas Business Segment*

In the Overseas Business segment, credit risk is the main risk of the leasing and loan businesses operated by local subsidiaries which are located mainly in Asia.

## **Table of Contents**

Individual transactions in this segment are conducted in a manner similar to those in the domestic business segments. The credit department monitors the portfolio according to country risk. Information regarding the portfolio of the respective local subsidiaries, the business condition of major clients, the condition of those assets requiring extra monitoring and the clients of particular concern is shared internally.

Risk management in the principal investment business and the automobile-related business, which are mainly in Asia, is conducted in a similar manner to that in the domestic business segments.

In addition, in the ship and aircraft-related business, we monitor market conditions and the overall business environment for business risk. We generally limit our operating leases to ships and aircraft with high versatility that are comparatively easy to re-lease and evaluate sales depending on changes in market conditions.

Credit risk and market risk are the main risks for the investment and finance business such as corporate loans and securities investment in the United States.

Regarding credit risk, at the time on investment is made, we assign an internal credit rating to each investment or loan taking into consideration the credit status and the collateral status and continuously monitor the credit status. For any investments and/or loans of which the rating has reached or exceeded the caution level, our policy requires management to determine the necessity of a provision for doubtful receivables and probable loan losses or an impairment.

Regarding market risk, we monitor market values while referring to credit risk information and manage risk by pursuing early sales as appropriate to secure profits or minimize losses.

Operational risk is the main risk for the loan servicing business in the United States. We arrange loans and conduct servicing operations thereof under public financing schemes such as the Federal National Mortgage Association and the Federal Housing Administration. We conduct our operations based on the designated operating procedures set forth by these public financial institutions, and monitor and manage service quality through internal auditing.

Business risk and operational risk are the main risks for the asset management business and the advisory business.

Regarding business risk, in addition to monitoring to maintain and ensure satisfactory quality levels, we review the content of our products and services to constantly maintain and improve quality in response to changes in the business environment and evolving customer needs.

In the asset management business, we have established an internal compliance system to manage operational risk and manage our operations to abide by the compliance standards established by the supervisory authority.

## Edgar Filing: ORIX CORP - Form 20-F

Regarding operational risk in the advisory business, we maintain and ensure quality and operational procedures that meet the operating standards set forth by authorities through an internal quality control committee and other oversight so that high-quality advice and/or evaluation services can be supplied to customers according to proper operating procedures.

**Table of Contents**

**GOVERNMENTAL AND POLITICAL POLICIES AND FACTORS**

Other than outlined below, in our opinion, no current governmental economic, fiscal, monetary or political policies or factors have materially affected, or threaten to materially affect, directly or indirectly, our operations or the investments in our Shares by our U.S. shareholders.

In January 2014, the Financial Stability Board ( FSB ) an international standard-setting authority proposed a methodology for assessing and designating non-bank non-insurer global systemically important financial institutions ( NBNI G-SIFIs ). In March 2015, the FSB and the International Organization of Securities Commissions, jointly published a revised proposal for public comment, and in July 2015, the FSB announced its decision to wait to finalize the assessment methodologies until it completes its assessment of financial stability risks from asset management activities. It is currently unclear when the assessment methodologies framework will be finalized, what form a final framework may take, what policy measures will be recommended to apply to NBNI G-SIFIs, and whether ORIX or any of its affiliates ultimately would be designated as a NBNI G-SIFI.

**Item 6. Directors, Senior Management and Employees**

**DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

**CORPORATE GOVERNANCE SYSTEM**

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.

ORIX s corporate governance system is characterized by:

separation of operation and oversight through a Company with Nominating Committee, etc. board model;

Nominating, Audit and Compensation Committee are each formed entirely by non-executive directors and the Audit Committee is formed entirely by outside directors;

all outside directors satisfy strict conditions for independence; and

all outside directors are highly qualified in their respective fields.

**Rationale behind adopting ORIX s Corporate Governance System and history of the system**

We believe that swift execution of operations is vital to effectively respond to changes in the business environment. Furthermore, we believe that ORIX's governance system promotes improved management transparency by creating a system in which outside directors with expertise in their respective fields monitor and advise on legal compliance and appropriate execution of operations.

Based on these principles, our board of directors possesses oversight function and, under the Company with Nominating Committee, etc. board model which we adopted in June 2003, delegates certain responsibilities to three committees to carry out the role of effective governance. Please see the history of ORIX's corporate governance system below.

Oversight by directors is separate from the execution of operations within the three committees (Nominating, Audit and Compensation Committees) that form the heart of the board of directors. Each committee is formed entirely by non-executive directors to help avoid conflicts of interest with our shareholders.

In addition, all outside directors must meet the specific conditions necessary for director independence as set forth by the Nominating Committee (described below under Nominating Committee ).



**Table of Contents**

Below is a summary of the history of ORIX's corporate governance system;

June 1997	Established Advisory Board
June 1998	Introduced Corporate Executive Officer System
June 1999	Introduced Outside Directors
June 2003	Adopted the Company with Committees board model
May 2006	Adopted the new Company with Committees board model in line with the enactment of the Companies Act of Japan
May 2015	Adopted the new Company with Nominating Committees, etc. board model in line with the amendment of the Companies Act of Japan

The Company with Nominating Committees, etc. board model, as stipulated under the Companies Act of Japan, requires the establishment of three board of director committees: the Nominating, Audit and Compensation Committees. Each committee is required to consist of three or more directors, a majority of whom must be outside directors. Directors may serve on more than one committee. The term of office of committee members is not stipulated under the Companies Act of Japan. However, as a committee member must be a director of the Company, the term expires at the close of the first annual general meeting of shareholders after his or her election. Under the Companies Act of Japan, an outside director is defined as a director who does not have a role in executing the Company's business, meaning those who have not assumed in the past ten years the position of a representative director or a director with the role of executing the business, executive officer (*shikkou-yaku*), manager or any other employee of the Company or its subsidiaries, and who does not currently assume such position of such company or subsidiaries. (See Item 16G Corporate Governance .)

**Board of Directors**

The board of directors has the ultimate decision-making responsibility for our important affairs. It also monitors the performance of the directors and executive officers and receives performance reports from the executive officers and others. The Articles of Incorporation of ORIX provide for no fewer than three directors. Directors are elected at general meetings of shareholders. The term of office for any director, as stipulated under the Companies Act of Japan, for companies that adopt a Company with Nominating Committees, etc board model, expires at the close of the first annual general meeting of shareholders after his or her election.

The board of directors carries out decisions related to items that, either as a matter of law or pursuant to our Articles of Incorporation, cannot be delegated to executive officers, and important items as determined by the regulations of the board of directors. The board of directors is responsible for deciding and monitoring ORIX's policies on a regular basis, which include corporate planning such as capital management, fund procurement, personnel strategies and policy of internal control. Aside from such items, the board of directors delegates decision-making regarding operational execution to representative executive officers. The board of directors also receives reports from executive officers and committees regarding the status of business operations and finances.

With the exception of the aforementioned items, the board of directors may delegate substantial management authority to representative executive officers. Representative executive officers make decisions on management issues as delegated by the board of directors and execute the business of the Company. For example, the board may delegate to representative executive officers the authority to approve issuances of shares of capital stock and bonds. In addition, the Companies Act of Japan permits an individual to simultaneously be a director and a representative executive officer of the Company.

## Edgar Filing: ORIX CORP - Form 20-F

From April 1, 2015 through March 31, 2016, the board of directors met eight times. The attendance rate of directors for these meetings was 97%.

The board of directors as of June 23, 2016 includes 13 members, six of whom are outside directors.

**Table of Contents***Composition and size of Board of Directors*

The board of directors is composed of directors, including outside directors, that possess broad knowledge and experience. The number of directors on the board is also maintained at the level we consider to be appropriate for effective and efficient board discussion.

**Structure and Activities of the Three Committees**

As of June 23, 2016, all three committees (Nominating, Audit and Compensation Committees) consisted of non-executive directors, and the Audit Committee consisted entirely of outside directors. The members of each committee along with the number of committee meetings and attendance rates are shown below.

	<b>Nominating Committee</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>
Members as of June 23, 2016	6 Members (Outside Directors: 5)	4 Members (Outside Directors: 4)	5 Members (Outside Directors: 4)
	Nobuaki Usui (Chairperson)	Eiko Tsujiyama (Chairperson)	Robert Feldman (Chairperson)
	Robert Feldman	Nobuaki Usui	Eiko Tsujiyama
	Takeshi Niinami	Ryuji Yasuda	Takeshi Niinami
	Ryuji Yasuda	Heizo Takenaka	Ryuji Yasuda
	Hideaki Takahashi		Hideaki Takahashi
	Heizo Takenaka		
Number of meetings held during fiscal 2016 (Attendance rate)	Three (3) meetings (89%)	Ten (10) meetings (98%)	Five (5) meetings (92%)

*Nominating Committee*

The Nominating Committee is authorized to propose the slate of director appointment or dismissal to be submitted to the annual general meeting of shareholders. Directors shall be elected and dismissed by a resolution of the annual general meeting of shareholders. In addition, the Nominating Committee deliberates on the appointment or dismissal of our executive officers, although this is not required under the Companies Act of Japan.

Furthermore, the Nominating Committee ensures that composition of the board of directors overall possesses the right balance of knowledge, experience, and expertise, and the diversity of which, by setting certain criteria for the decision making process of directors' appointment. The Nominating Committee also nominates executive officer candidates to the board of directors following assessment of the candidates' past experience, knowledge, and his/her fit for the position to execute business decisions in the company's existing and new businesses.

Nomination criteria for director candidates:

(Internal Director)

An individual with a high degree of expertise in ORIX Group's business

An individual with excellent business judgment and business administration skills

(Outside Director)

An individual with a wealth of experience as a business administrator

An individual with professional knowledge in fields such as economics, business administration, law and accounting, as they relate to corporate management

An individual with extensive knowledge in areas such as politics, society, culture and academics, as they relate to corporate management

---

## Table of Contents

The Nominating Committee determines whether the conditions for director independence have been met in accordance with nomination criteria for outside directors, which are:

- (1) No individual may be a principal trading partner\*, or an executive officer (including operating officers, hereinafter the same) or employee of a principal trading partner of ORIX Group. If such circumstances existed in the past, one year must have passed since that person's retirement from such office or employment.

\* A principal trading partner refers to an entity with a business connection with ORIX Group with a transaction amount equivalent to more than the greater of 2% of consolidated total sales (or consolidated total revenues) or one million U.S. dollars in any fiscal year of the preceding four fiscal years.

- (2) No individual may receive directly a large amount of compensation (10 million yen or higher in a fiscal year) excluding compensation as a director from ORIX Group in any fiscal year of the preceding four fiscal years. Further, any corporation or other entity in which such individual serves as consultant, account specialist or legal expert may not receive a large amount of compensation (equivalent to more than the greater of 2% of consolidated total sales (or consolidated total revenues of ORIX Group) or one million U.S. dollars) from ORIX Group. If such circumstances existed in the past, one year must have passed since that corporation or other entity received such compensation.
- (3) No individuals may be a major shareholder of ORIX (10% or higher of issued shares) or representative of the interests of a major shareholder.
- (4) No individuals may have served as an executive officer of a company having a relationship of concurrent directorship\* with ORIX in any fiscal year of the preceding four fiscal years.

\* Concurrent directorship refers to a relationship in which an executive officer of ORIX or its subsidiaries also serves as a director of a company in which the individual has been an executive officer and an outside director of ORIX.

- (5) No individuals may be a member of the executive board (limited to those who execute business) or be a person executing business (including 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) No individuals may have served as an accounting auditor or accounting counselors (*kaikei san-yo*), a certified public accountant (or a tax accountant) or a corporate member, a partner or an employee of an audit firm (or a tax accounting firm) who personally performed the audit work (excluding engagement as a supporting role) for ORIX Group in any fiscal year of the preceding four fiscal years.
- (7) None of the individuals' family members\* falls under any of the following:
  - i) A person who was an executive officer or important employee of the ORIX Group during the past three years.

## Edgar Filing: ORIX CORP - Form 20-F

- ii) A person who falls under one of the criteria specified in (1) through (3), (5) and (6) above; provided, however, that criterion (1) is limited to an executive officer, criterion (2) is limited to a corporate member or a partner of the corporation or other entity and criterion (6) is 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 outside director.

- (8) There must be no material conflict of interest or any possible conflict of interest that might influence the individual's judgment in performing their duties as an outside director.

## **Table of Contents**

### ***Audit Committee***

The Audit Committee monitors the operational execution of the directors and executives and prepares audit reports. In addition, the Audit Committee proposes the appointment or dismissal, or the passage of resolutions refusing the reappointment of the Company's independent certified public accountants to the annual general meeting of shareholders. Eiko Tsujiyama, chairperson of the Audit Committee, is qualified as a certified public accountant and has extensive knowledge in finance and accounting as a professional accountant.

Under the Company with Nominating Committees, etc. board model, the directors who compose the Audit Committee are not permitted to be executive officers, executive directors, managers, any other employees or accounting counselors (*kaikei san-yo*) of the Company or its subsidiaries. Under the Company with Nominating Committees, etc. board model, the Audit Committee generally has powers and duties to monitor the performance of the directors and executive officers in the performance of their responsibilities, as well as the right to propose the appointment or dismissal, or to pass resolutions for refusing reappointment of the Company's independent certified public accountants at the annual general meeting of shareholders. Any proposal for appointment or dismissal of a certified public accountant needs to be submitted to a general meeting of shareholders for approval. In furtherance of its responsibilities, the Audit Committee has the power to request a report of business operations from any director, executive officer, manager or other employee at any time, and to inspect for itself the details of the Company's business operations and financial condition.

### ***Compensation Committee***

The Compensation Committee has the authority to set the policy for determining compensation for directors and executive officers in accordance with the Companies Act of Japan and to set the specific compensation for each individual director and executive officer. Director and executive officer compensation information is disclosed in accordance with the Companies Act and the Financial Instruments and Exchange Act.

### ***Executive Officers***

Under the Company with Nominating Committees, etc. board model, and within the scope of laws and ordinances, corporate decisions reached at the board of directors meeting are delegated to the executive officers to accelerate and achieve efficiency in business operations. The representative executive officer makes our important business execution decisions after deliberations by the Investment and Credit Committee ( ICC ) in accordance with the various regulations of the Company. The business execution duties of executive officers are decided by the board of directors and the representative executive officer and these duties are carried out based upon the various regulations of the Company. Group executives are appointed by the board of directors from among directors and executive officers of Group companies.

Important decision-making related to business execution, monitoring, discussions, and information sharing is carried out by the following bodies:

### ***Investment and Credit Committee***

## Edgar Filing: ORIX CORP - Form 20-F

The ICC, which includes members of top management and the executive officers involved with a given transaction, is held on average three times a month primarily to deliberate and decide on credit transactions and investments that exceed certain specified investment or credit amounts, important matters related to the management of the Company and matters that have been entrusted to representative executive officer by the board of directors. Matters considered crucial to our operations are decided by the ICC and reported to the board of directors as appropriate.



## **Table of Contents**

### ***Group Executive Officer Committee***

The Group Executive Officer Committee, in which executive officers and group executives of the Company participate, are held on a monthly basis to share important information related to the business execution of ORIX Group.

### ***Monthly Strategy Meetings***

Monthly Strategy Meetings include meetings between top management and the management in charge of individual departments and business units to discuss matters such as the state of achievement of strategic targets and changes in the business environment. Matters of key importance discussed at Monthly Strategy Meetings are deliberated and decided by the ICC and reported to the board of directors as necessary.

### ***Information Technology Management Committee***

The Information Technology Management Committee includes members of the top management and the executive officer in charge of information technology ( IT ) systems, and meets once a month to deliberate and approve important matters concerning fundamental policies for IT operations and IT systems. The committee determines the needs of and priorities for IT investment based on ORIX Group's fundamental IT strategies. This method enables ORIX to ensure that IT decisions are consistent with its business strategies. Furthermore, this enables ORIX to pursue its goal of making IT investments that contribute to business growth and help risk reduction.

### ***Disclosure Committee***

The Disclosure Committee, which plays a key role in our disclosure control, is chaired by the CFO and consists of the executive officers in charge of various departments, including: Corporate Planning Department, Treasury Headquarters, Accounting Headquarters, Risk Management Headquarters, Legal and External Relations Department, Group Compliance Department, Group Human Resources and Corporate Administration Headquarters, Group Internal Audit Department and Corporate Communications Department. Upon receiving material information from an executive officer of ORIX Group or the person in charge of an ORIX Group company department, the committee discusses whether or not any timely disclosure is necessary, and takes steps to provide appropriate disclosure of such information.

### ***Policies on Auditing and Auditing System***

The Audit Committee has established the following five items as its fundamental policies.

The Committee shall always emphasize a consolidated management standpoint in auditing.

## Edgar Filing: ORIX CORP - Form 20-F

The Committee shall monitor and verify the formulation and state of operations of the Group's internal control systems. In particular, it shall consider the validity and effectiveness of compliance systems, systems to ensure the credibility of financial reporting, and risk management systems.

The Committee shall monitor and verify whether directors, executive officers, and employees under the supervision of executive officers are complying with laws, ordinances, and the provisions of the Articles of Incorporation in fulfilling their obligations of loyalty and due diligence, as well as any other legal obligations to the Group.

The Committee shall monitor and verify whether executive officers are determining the execution of their duties and carrying out said duties appropriately and efficiently in accordance with basic management policies, medium-term management plans, and other plans and policies established by the Board of Directors.

**Table of Contents**

To ensure the fairness and credibility of audits, the Committee shall monitor and verify whether the accounting auditor is maintaining its independent position and conducting appropriate audits as a professional expert.

Based on these fundamental policies, the Audit Committee verifies the status of performance of duties and the formulation and state of operations of internal control systems with the representative executive officer and the heads of internal control-related and accounting departments, and shares information with the executive officers responsible for the Group Internal Audit Department, the accounting auditor, and others as necessary.

The Auditing function of the Company is as follows.

Function	Number of Personnel	Responsibilities
Audit Committee	4 outside directors	Members evaluate the Company's internal control systems from the independent standpoint of outside directors.  The Company bears the costs and expenses associated with the Audit Committee conducting its duties.  The Audit Committee may appoint outside experts to conduct its duties if necessary.  Supports the work of the Audit Committee under the Audit Committee's instructions.
Audit Committee Secretariat	3 staff	The appointment and evaluation of, changes to, and disciplinary action toward the staff of the Audit Committee Secretariat are carried out by the executive officer responsible for the Group Internal Audit Department with the approval of the Audit Committee.  Regarding operations carried out by the Audit Committee Secretariat pursuant to instructions from the Audit Committee, all executive officers shall cooperate, and direct others to cooperate.
Executive Officers Responsible for Group Internal Audit Department	1 executive officer	Supports the Audit Committee in collecting information; entrusted by the Audit Committee with attending important meetings within the ORIX Group and accurately reporting information essential to auditing activities to the Audit Committee in a timely manner.
Group Internal Audit Department	28 staff	Performs internal audits of the effectiveness of internal control systems, efficiency and effectiveness of operations, compliance, and other factors pertaining to the management of the ORIX Group through a risk-based

Edgar Filing: ORIX CORP - Form 20-F

Group Corporate Auditors

13 full-time corporate auditors

approach.

(as of the end of May 2016)

Jointly monitors critical risk through cooperation with full-time corporate auditors and internal audit functions at group companies.

Works to maintain and enhance the ORIX Group's internal auditing system.

117

**Table of Contents****AUDITOR INDEPENDENCE**

ORIX Group must appoint independent certified public accountants, who have the statutory duty of examining the nonconsolidated financial statements prepared in accordance with accounting principles generally accepted in Japan ( Japanese GAAP ). The independent certified public accountants must present an auditor's report to the Audit Committee and the executive officers specified by the board of directors. The independent certified public accountants are also responsible for auditing financial statements that are submitted to the Kanto Local Finance Bureau of the Ministry of Finance ( Kanto Local Finance Bureau ). The board of directors is required to submit the audited consolidated and nonconsolidated financial information to the annual general meeting of shareholders, and this information is also required to be submitted to the Tokyo Stock Exchange and the Kanto Local Finance Bureau.

Presently, our independent certified public accountants are KPMG AZSA LLC. The independence of KPMG AZSA LLC has been evaluated by our Audit Committee.

In addition to the nonconsolidated financial statements that are prepared under Japanese GAAP, we also prepare consolidated financial statements in accordance with U.S. GAAP. U.S. GAAP consolidated financial information is used by management for evaluating our performance and forms the basis for presentation of financial information to our shareholders. The consolidated financial statements prepared in accordance with U.S. GAAP that are included in this annual report filed with the SEC have been audited by KPMG AZSA LLC, which is registered with the PCAOB in the United States.

In the opinion of management, the provision of non-audit services did not impair the independence of KPMG AZSA LLC.

**DIRECTORS**

The directors of ORIX as of June 23, 2016 are as follows:

Name	Current positions and		Business experience	Shareholdings
(Date of birth)	principal outside positions <sup>(1)</sup>			as of
				June 23, 2016
Makoto Inoue  (Oct. 2, 1952)	Director,  Representative Executive Officer,  President and Chief Executive Officer	Apr. 1975 Jan. 2003 Feb. 2005 Jan. 2006 Jun. 2009 Jun. 2010	Joined ORIX Deputy Head of Investment Banking Headquarters Executive Officer Corporate Senior Vice President Corporate Executive Vice President Director  Deputy President Representative Executive Officer,  President and Chief Operating Officer	54,680

Edgar Filing: ORIX CORP - Form 20-F

Jan. 2014	Co-Chief Executive Officer
Jun. 2014	Chief Executive Officer

**Table of Contents**

				Shareholdings
Name	Current positions and			as of
(Date of birth)	principal outside positions <sup>(1)</sup>	Business experience		June 23, 2016
Kazuo Kojima  (Jul. 5, 1956)	Director,  Representative Executive Officer,  Deputy President and Chief Financial Officer  Responsible for Corporate Planning Department	Apr. 1980 Apr. 2003 Feb. 2005 Jan. 2007 Jan. 2008 Jun. 2008 Sep. 2012  Jan. 2014    Jun. 2015  Jan. 2016	Joined ORIX Deputy Head of Real Estate Finance Headquarters Executive Officer Corporate Senior Vice President Corporate Executive Vice President Director Responsible for Investment and Operation Headquarters Responsible for Energy and Eco Services Business Headquarters  Head of Global Business and Alternative Investment Headquarters Representative Executive Officer,  Deputy President and Chief Financial Officer Responsible for Corporate Planning Department	33,710
Tamio Umaki  (Jan. 16, 1948)	Director,  Representative Executive Officer,  Deputy President  Head of Group Human Resources and Corporate Administration Headquarters  Responsible for Secretarial Office  Responsible for Group Internal Audit Department	Apr. 1972 Mar. 1999 Jun. 1999 Jan. 2002 Jan. 2007 Oct. 2008  Jan. 2009 Jun. 2010 Jun. 2011 Jun. 2013 Sep. 2013  Oct. 2013 Jan. 2014 Jan. 2016  Apr. 2016	Joined ORIX Head of Tohoku Area Executive Officer Group Executive Group Senior Vice President Corporate Senior Vice President  Chief Information Officer Head of Human Resources and Corporate Administration Headquarters Corporate Executive Vice President Director Deputy President Responsible for Group Legal and Compliance Department  Responsible for Group Internal Audit Department Responsible for Group Compliance Department Responsible for Secretarial Office Representative Executive Officer,  Responsible for Group Internal Audit Department Head of Group Human Resources and Corporate Administration Headquarters	36,548

**Table of Contents**

Name  (Date of birth)	Current positions and principal outside positions <sup>(1)</sup>	Business experience	Shareholdings
			as of June 23, 2016
Katsunobu Kamei  (Jul. 8, 1957)	Director,  Group Executive Vice President  President, ORIX Auto Corporation	Apr. 1980 Feb. 2005 Jan. 2008 Jan. 2011  Jun. 2014	17,256
		Joined ORIX Deputy Head of Kinki Sales Headquarters Executive Officer Group Senior Vice President  President, ORIX Auto Corporation Director  Corporate Executive Vice President  Head of Domestic Sales Headquarters Responsible for Corporate Financial Services Segment and Maintenance Leasing Segment Group Executive Vice President	
Yuichi Nishigori  (Jan. 28, 1957)	Director,  Corporate Executive Vice President  Head of Energy and Eco Services Business Headquarters  Outside Director, Ubiteq, INC.	Apr. 1980  Apr. 2003 Jan. 2007  Jan. 2009 Sep. 2011  Jan. 2012 Sep. 2012 Jan. 2014	13,878
		Joined The Industrial Bank of Japan, Limited (currently, Mizuho Bank, Ltd.) Joined ORIX Deputy Head of Alternative Investment and Development Headquarters Executive Officer Acting Head of Investment and Operation Headquarters Head of Investment and Operation Headquarters Outside Director, Ubiteq, INC. Corporate Senior Vice President  Head of Energy and Eco Services Business Headquarters Director Corporate Executive Vice President	
Kiyoshi Fushitani  (Nov. 22, 1950)	Director,  Corporate Executive Vice President  Head of Global Business and Alternative Investment Headquarters  Head of East Asia Business Headquarters  Head of Global Transportation Services Headquarters	Apr. 1973  Feb. 1975 Sep. 2011 Sep. 2012  Jan. 2015  Jun. 2015	1,500
		Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Joined ORIX Chairman, ORIX Investment Corporation Deputy Head of Global Business and Alternative Investment Headquarters Corporate Senior Vice President Head of Global Transportation Services Headquarters  Head of East Asia Business Headquarters	



**Table of Contents**

<b>Name</b>	<b>Current positions and</b>		<b>Business experience</b>	<b>Shareholdings</b>
<b>(Date of birth)</b>	<b>principal outside positions<sup>(1)</sup></b>			<b>as of</b>
		<b>Jan.2016</b>	<b>Corporate Executive Vice President</b>	<b>June 23, 2016</b>
		<b>Jun.2016</b>	<b>Head of Global Business and Alternative Investment Headquarters Director</b>	
Hideaki Takahashi	Non-Executive Director,	Aug. 1974	Joined NCR Corporation	0
(Mar. 22, 1948)	Professor, Graduate School of Media and	Mar. 1992	Deputy President and Representative Director, NCR Japan, Ltd.	
	Governance at Keio University	Dec. 1997	Senior Deputy President, NCR Corporation,	
	Outside Director, Fukuoka Financial Group, Inc.	Mar. 2000	Chairman and Representative Director, NCR Japan, Ltd. Deputy President and Representative Director, Fuji Xerox Co., Ltd.	
		Jan. 2006	Professor, Graduate School of Media and Governance at Keio University	
		Nov. 2006	Part-time Advisor, ORIX	
		Apr. 2007	Outside Director, Fukuoka Financial Group, Inc.	
		Jun.2014	Non-Executive Director, ORIX Special Advisor to CEO	
Eiko Tsujiyama	Outside Director	Apr. 1974	Certified Public Accountant	0
(Dec. 11, 1947)	Professor, Faculty of Commerce at Waseda University	Aug. 1980	Assistant Professor, College of Humanities at Ibaraki University	
		Apr. 1985	Assistant Professor, School of Economics at Musashi University	
	Corporate Auditor, Mitsubishi Corporation	Apr. 1991	Professor, School of Economics at Musashi University	
		Apr. 1996	Dean, School of Economics at Musashi University	
	Corporate Auditor, Lawson, Inc.	Apr. 2003	Professor, School of Commerce and the Graduate School of Commerce at Waseda University	
		Sep. 2004	Professor, Faculty of Commerce at Waseda University	
	Audit & Supervisory Board Member, NTT DOCOMO, Inc.	Jun. 2008	Corporate Auditor, Mitsubishi Corporation	
		Jun. 2010	Outside Director, ORIX	
		Sep. 2010	Dean, Graduate School of Commerce at Waseda University	
	Audit & Supervisory Board Member, Shiseido Company, Limited	May 2011	Corporate Auditor, Lawson, Inc.	

**Table of Contents**

<b>Name</b>	<b>Current positions and</b>	<b>Business experience</b>	<b>Shareholdings</b>
<b>(Date of birth)</b>	<b>principal outside positions<sup>(1)</sup></b>		<b>as of</b>
			<b>June 23, 2016</b>
		Jun. 2011	Audit & Supervisory Board Member, NTT DOCOMO, Inc.
		Jun. 2012	Audit & Supervisory Board Member, Shiseido Company, Limited
Robert Feldman	Outside Director	Oct. 1983	Economist, International Monetary Fund
(Jun. 12, 1953)	Managing Director and Chief Economist, Morgan Stanley MUFG Securities Co., Ltd.	May 1989	Chief Economist, Salomon Brothers Inc. (currently Citigroup Global Markets Japan Inc.)
		Feb. 1998	Joined Morgan Stanley Securities, Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.) as Managing Director and Chief Economist Japan
		Apr. 2003	Managing Director, Co-Director of Japan Research and Chief Economist, Morgan Stanley Japan Securities Co., Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.)
		Dec. 2007	Managing Director and Head of Japan Economic Research, Morgan Stanley Japan Securities Co., Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.)
		Jun. 2010	Outside Director, ORIX
		Jul. 2012	Managing Director, Chief Economist and Head of Fixed Income Research, Morgan Stanley MUFG Securities Co., Ltd.
		Mar. 2014	Managing Director and Chief Economist, Morgan Stanley MUFG Securities Co., Ltd.
Takeshi Niinami	Outside Director	Jun. 1995	President, Sodex Corporation (currently LEOC Co., Ltd.)
(Jan. 30, 1959)	President and Chief Executive Officer,	Apr. 2001	Unit Manager, Lawson Business and Mitsubishi s Dining Logistical Planning team, Consumer Industry division, Mitsubishi Corporation
	Member of the Board, Representative Director, Suntory Holdings Limited.	May 2002	President, Representative Director and Executive Officer, Lawson, Inc.
	Outside Director, Mitsubishi Motors Corporation		

**Table of Contents**

Name  (Date of birth)	Current positions and principal outside positions <sup>(1)</sup>	Business experience	Shareholdings
			as of June 23, 2016
		Mar. 2005 President, Representative Director and CEO, Lawson, Inc Jun. 2010 Outside Director, ORIX May 2013 Representative Director and CEO, Lawson, Inc. May 2014 Chairman and Representative Director, Lawson, Inc.  Jun. 2014 Chairman and Member of the Board, Lawson, Inc. Oct. 2014 Outside Director, Mitsubishi Motors Corporation President and Chief Executive Officer,  Member of the Board, Representative Director, Suntory Holdings Limited.	
Nobuaki Usui  (Jan. 1, 1941)	Outside Director  Corporate Auditor, KONAMI HOLDINGS CORPORATION	May 1995 Director-General of the Tax Bureau, Ministry of Finance Jan. 1998 Commissioner, National Tax Agency Jul. 1999 Administrative Vice Minister, Ministry of Finance Jan. 2003 Governor and CEO, National Life Finance Corporation (currently Japan Finance Corporation) Dec. 2008 Chairman, The Japan Research Institute, Limited Jun. 2011 Corporate Auditor of KONAMI CORPORATION (currently KONAMI HOLDINGS CORPORATION) Jun. 2012 Outside Director, ORIX	0
Ryuji Yasuda  (Apr. 28, 1946)	Outside Director  Outside Director, Daiwa Securities Group Inc.  Outside Director, Fukuoka Financial Group, Inc.  Outside Director, Yakult Honsha Co., Ltd.  Outside Director, Benesse Holdings, Inc.	Jun. 1991 Director, McKinsey & Company Jun. 1996 Chairman, A.T. Kearney, Asia  Jun. 2003 Chairman, J-Will Partners, Co., Ltd.  Apr. 2004 Outside Director, Daiwa Securities Group Inc. Professor, Graduate School of International Corporate Strategy at Hitotsubashi University Apr. 2007 Outside Director, Fukuoka Financial Group, Inc.	0

**Table of Contents**

<b>Name</b>	<b>Current positions and</b>	<b>Business experience</b>	<b>Shareholdings</b>
<b>(Date of birth)</b>	<b>principal outside positions<sup>(1)</sup></b>		<b>as of</b>
			<b>June 23, 2016</b>
		Jun. 2009 Outside Director, Yakult Honsha Co., Ltd. Jun. 2013 Outside Director, ORIX Jun. 2015 Outside Director, Benesse Holdings, Inc.	
Heizo Takenaka	Outside Director	Apr. 1990 Assistant Professor, Faculty of Policy Management at Keio University	0
(Mar. 3, 1951)	Professor, Faculty of Regional Development Studies at Toyo University	Apr. 1996 Professor, Faculty of Policy Management at Keio University Apr. 2001 Minister of State for Economic and Fiscal Policy Sep. 2002 Minister of State for Financial Services and for Economic and Fiscal Policy Jul. 2004 Elected to House of Councillors Sep. 2004 Minister of State for Economic and Fiscal Policy and Communications and Privatization of Postal Services Oct. 2005 Minister for Internal Affairs and Communications and Privatization of Postal Services Dec. 2006 Director, Academyhills Aug. 2009 Chairman and Director, PASONA Group Inc. Apr. 2010 Professor, Faculty of Policy Management at Keio University Jun. 2015 Outside Director, ORIX Apr. 2016 Professor, Faculty of Regional Development Studies at Toyo University  Director, Center for Global Innovation Studies at Toyo University	

Note: All ORIX directors are engaged full-time except Hideaki Takahashi, Eiko Tsujiyama, Robert Feldman, Takeshi Niinami, Nobuaki Usui, Ryuji Yasuda and Heizo Takenaka.

**Table of Contents****EXECUTIVE OFFICERS**

The executive officers of the ORIX Group as of June 23, 2016, excluding those who are also directors as listed above are as follows:

<b>Name</b>	<b>Title</b>	<b>Areas of duties</b>	<b>Shareholdings as of June 23, 2016</b>
Hiroaki Nishina	Vice Chairman	Group Kansai Representative  Real Estate Segment  Chairman, ORIX Real Estate Corporation  President, ORIX Baseball Club Co., Ltd.	46,051
Shintaro Agata	Corporate Executive Vice President	Treasury Headquarters	40,900
Takao Kato	Corporate Senior Vice President	Accounting Headquarters	15,998
Kazutaka Shimoura	Corporate Senior Vice President	President, ORIX Management Information Center Corporation	7,702
Hideto Nishitani	Corporate Senior Vice President	Risk Management Headquarters Chairman and President, ORIX USA Corporation	21,089
Tetsuo Matsumoto	Corporate Senior Vice President	Real Estate Headquarters	11,600
Satoru Katahira	Corporate Senior Vice President	Finance and Investment Department  President, ORIX Real Estate Corporation Chief Information Officer	15,055
Shuji Irie	Corporate Senior Vice President	OQL Business and Sales Promotion Headquarters  IT Planning Office  Public Sector Project Management Department Investment and Operation Headquarters	1,295
Tetsuro Masuko	Executive Officer	Concession Business Development Department District Sales Headquarters	27,172
Satoru Matsuzaki	Executive Officer	Tokyo Sales Headquarters	6,895
Hiroshi Nishio	Executive Officer	Global Business and Alternative Investment Headquarters	1,749
Masaaki Kawano	Executive Officer	Corporate Communications Department	2,124

Edgar Filing: ORIX CORP - Form 20-F

Legal and External Relations  
Department

Group Compliance Department

Group IoT Business Department

Business Development Department I  
and II

Robeco Group

125

**Table of Contents**

Name	Title	Areas of duties	Shareholdings as of June 23, 2016
Shinichi Obara	Executive Officer	Kinki Sales Headquarters	8,655
Shuichi Murakami	Executive Officer	Group Kansai Deputy Representative Risk Management Headquarters	3,500
Harukazu Yamaguchi	Executive Officer	Global Business and Alternative Investment Headquarters	679
Kazunori Kataoka	Group Senior Vice President	President, ORIX Life Insurance Corporation	0
Yasuyuki Ijiri	Group Executive	Deputy President, ORIX Auto Corporation	21,339
Hiroko Yamashina	Group Executive	President, ORIX Credit Corporation	32,700

Note: Name on the family register of Hiroko Yamashina is Hiroko Arai.

**EMPLOYEES**

As of March 31, 2016, we had 33,333 full-time employees, compared to 31,035 as of March 31, 2015 and 25,977 as of March 31, 2014. We employ 2,635 staff in the Corporate Financial Services segment, 2,609 staff in the Maintenance Leasing segment, 4,312 staff in the Real Estate segment, 11,914 staff in the Investment and Operation segment, 2,457 staff in the Retail segment, 8,166 staff in the Overseas Business segment and 1,240 staff as part of our headquarters function as of March 31, 2016. With the exception of the Overseas Business segment, all other staff are located in Japan. As of March 31, 2016, we had 20,559 temporary employees. Some of our employees are represented by a union. We consider our labor relations to be excellent.

The mandatory retirement age for our employees is 65, but for our subsidiaries and affiliates the retirement age varies. ORIX and major domestic subsidiaries introduced a system for retirement at age 65 from April 2014. By implementing the system alongside the current re-employment system at retirement age, the system will allow employees to choose how they will work from age 60 according to their lifestyles. In April 2010, ORIX introduced an early voluntary retirement program that is available to ORIX employees who are at least 45 years old. Employees who take advantage of this program receive their accrued retirement package plus an incentive premium.

ORIX and some of its subsidiaries have established contributory and noncontributory funded pension plans covering substantially all of their employees. The contributory funded pension plans include defined benefit pension plans and defined contribution pension plans. Under the plans, employees are entitled to lump sum payments at the time of termination of their employment or, if enrollment period requirements have been met, to pension payments. Defined benefit pension plans consist of a cash balance plan and a plan in which the amount of the payments are determined on the basis of length of service and remuneration at the time of termination. Our funding policy in respect of these plans is to contribute annually the amounts actuarially determined to be required. Assets of the plans are invested primarily in interest-bearing securities and marketable equity securities. In July 2004, ORIX introduced a defined contribution pension program. In November 2004, we received permission from the Japanese Ministry of Health, Labor and Welfare to transfer the substitutional portion of benefit obligation from our employer pension fund to the government and these assets were transferred back to the government in March 2005. Total costs (termination or pension plans for both employees and directors and corporate auditors) charged to income for all benefit plans (including defined benefit plans) were ¥6,478 million, ¥13,032 million and ¥9,417 million in fiscal 2014, 2015 and 2016, respectively.

**Table of Contents****SHARE OWNERSHIP**

As of June 23, 2016, the directors, executive officers and group executives of the Company directly held an aggregate of 407,775 Shares, representing 0.03% of the total Shares issued as of such date.

**COMPENSATION**

To promote greater management transparency in our governance, we established the Executive Nomination and Compensation Committee in June 1999. Its functions included recommending executive remuneration. In June 2003, we adopted a Company with Committees board model and replaced the Executive Nominating and Compensation Committee with separate Nominating and Compensation Committees. For discussion of these committees, see Item 6. Directors, Senior Management and Employees Nominating Committee and Compensation Committee.

Along with the adoption of the Company with Committees board model, ORIX terminated its program for retirement payments to directors and corporate auditors. In connection with the termination of this program, shareholders approved payments of an aggregate maximum amount of ¥3,250 million to directors and ¥50 million to corporate auditors for accumulated payments. The amount, timing and method of payment was approved for each director and corporate auditor by the then newly established Compensation Committee. The payments to individual directors and corporate auditors were based on the length of service and remuneration at the time of termination.

Compensation for directors, executive officers and group executives in fiscal 2016 was as follows (in millions of yen);

	<b>Fixed compensation (Number of people)</b>	<b>Performance- linked compensation (Number of people)</b>	<b>Share component of compensation (Number of people)</b>	<b>Total compensation</b>
Non-Executive Director and Outside Director	¥ 106 (9)	¥ 0 (0)	¥ 19 (1)	¥ 125
Executive Officer and Group Executive	830 (31)	386 (31)	707 (7)	1,924
<b>Total</b>	<b>¥ 936 (40)</b>	<b>¥ 386 (31)</b>	<b>¥ 726 (8)</b>	<b>¥ 2,049</b>

Compensation for Makoto Inoue, Representative Executive Officer, President and Chief Executive Officer of ORIX, for fiscal 2016 was ¥97 million in fixed compensation and ¥44 million in performance-linked compensation.

Compensation for Haruyuki Urata, currently Representative Director and President of ORIX Bank, as Representative Executive Officer, Deputy President and Chief Financial Officer of ORIX, for fiscal 2016 was ¥11 million in fixed compensation, ¥5 million in performance-linked compensation and ¥244 million in share component of compensation.



Compensation for Eiji Mitani, currently Chairman of ORIX Interior Corporation, as Corporate Senior Vice President of ORIX, for fiscal 2016 was ¥21 million in fixed compensation, ¥9 million in performance-linked compensation and ¥168 million in share component of compensation.

The Compensation Committee sets the following Policy of Determining Compensation of Directors and Executive Officers.

## **Table of Contents**

### *Policy of Determining Compensation of Directors and Executive Officers*

Our business objective is to increase shareholder value over the medium- and long- term. We believe in each director and executive officer responsibly performing his or her duties and in the importance of cooperation among different business units in order to achieve continued growth of ORIX Group. The Compensation Committee believes that in order to accomplish such business objectives, directors and executive officers should focus on performance during the current fiscal year, but also on medium- and long-term results. Accordingly, under the basic policy that compensation should provide effective incentives, we take such factors into account when making decisions regarding the compensation system and compensation levels for our 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 a level and 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, while aiming to maintain competitive compensation standards, our compensation structure consists of a fixed compensation component based on duties performed, and a shares component of compensation\*. 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.

Fixed compensation is, in principal, a certain amount that is added to the compensation of the chairperson and members of each committee. Share-based compensation reflecting medium- to long-term performance is granted 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 retirement.

### *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, while aiming to maintain competitive compensation standards, our compensation structure consists of a fixed component based on positions and duties performed, an annual performance-linked component, and a share-based component\* as described above. In addition, based on the outcome of a third-party compensation market research analysis report, we strive to maintain executive officer compensation that is competitive and provides effective incentive.

Each individual's fixed compensation is based on a standard amount for each position. Annual compensation linked to business performance is based on two indicators. One is the level of consolidated net income target achieved as a company-wide performance indicator, which is adjusted from half of the level-based standard amount within the range of 0% to 200%. The other is the fiscal year results for the areas each executive officer is responsible for as a segment performance indicator, which is adjusted from half of the level-based standard amount within the range of 0% to 200%. Annual compensation linked to business performance for the representative executive officer is based on the level of consolidated net income target achieved as a company-wide performance indicator, which is adjusted from the level-based standard amount within the range of 0% to 200%. Share-based compensation reflecting medium- to long-term performance is granted in the form of a certain number of points based on a standard amount for each position held by an individual while in office, and the actual number of ORIX's shares granted to an executive officer is calculated based on two indicators. One is the level of consolidated net income target achieved as a company-wide performance indicator, which is adjusted from half of the level-based standard point within the range of 0% to 200%. The other is

## Edgar Filing: ORIX CORP - Form 20-F

the fiscal year results for the areas each executive officer is responsible for as a segment performance indicator, which is adjusted from half of the level-based standard point within the range of 0% to 200%. =Share-based compensation for the

**Table of Contents**

representative executive officer is based on the level of consolidated net income target achieved as a company-wide performance indicator, which is adjusted from the level-based standard point within the range of 0% to 200%.

- \* In June 2005, we introduced the share-based component of compensation, which is a program in which points are annually allocated to directors and executive officers based upon prescribed standards while in office, and the actual number of ORIX's shares calculated based on the number of accumulated points is provided at the time of retirement. In July 2014, we started to provide these shares through The Board Incentive Plan Trust \*\*. Points granted to the members of each position are determined based on title and seniority in accordance with guidelines set by the Compensation Committee. The Compensation Committee has not set a fixed term in which directors and executive officers must retain the shares after their retirement. The Compensation Committee may restrict the awarding of stock-based compensation to directors and executive officers in the event that such individuals engage in inappropriate behavior while in office that would inflict harm on the Company.
- \*\* The Company entrusts money and has established a trust (the Board Incentive Plan Trust ) which acquires ORIX's shares from the stock market for directors and executive officers at the time of retirement using money contributed in advance.

In addition, in June 2005, we established guidelines for ownership of our shares for directors, executive officers and group executives.

The total number of points of the shares component of compensation granted to directors, executive officers and group executives for fiscal 2016 is equivalent to 342,500 points. Under this system, ¥726 million, which is equivalent to 457,583 points accumulated up to the time of retirement, was paid to executive officers who retired during fiscal 2016. As a result, the balance to directors, executive officers and group executives as of March 31, 2016 was 1,642,959 points.

There are no service contracts between any of our directors, executive officers or group executives and the Company or any of its subsidiaries providing for benefits upon termination of employment.

The following table shows the names of directors, executive officers and group executives who received stock options, and the number of Shares for which they were granted options, under the stock option plans for each year from 2006 to 2008. No stock options were granted for each year from 2009 to 2016. Each unit of the Shares has one vote. We have not issued any preferred shares.

Titles for each individual as of June 23, 2016, unless otherwise described, are as follows:

Name	Title	2006	2008
Makoto Inoue	Director, President and Chief Executive Officer		36,000
Kazuo Kojima	Director, Deputy President and Chief Financial Officer		36,000
Tamio Umaki	Director, Deputy President		34,000
Katsunobu Kamei	Director, Group Executive Vice President		22,000
Yuichi Nishigori	Director, Corporate Executive Vice President		14,400
Kiyoshi Fushitani	Director, Corporate Executive Vice President		0
Hideaki Takahashi	Non-Executive Director		0
Eiko Tsujiyama	Outside Director		0
Robert Feldman	Outside Director		0
Takeshi Niinami	Outside Director		0

Edgar Filing: ORIX CORP - Form 20-F

Nobuaki Usui	Outside Director	0
Ryuji Yasuda	Outside Director	0

**Table of Contents**

Name	Title	2006 stock option plans	2008 stock option plans
Heizo Takenaka	Outside Director		0
Hiroaki Nishina	Vice Chairman		60,000
Shintaro Agata	Corporate Executive Vice President		36,000
Takao Kato	Corporate Senior Vice President		13,400
Kazutaka Shimoura	Corporate Senior Vice President		13,800
Hideto Nishitani	Corporate Senior Vice President		7,200
Tetsuo Matsumoto	Corporate Senior Vice President		34,000
Satoru Katahira	Corporate Senior Vice President		8,000
Shuji Irie	Corporate Senior Vice President		0
Tetsuro Masuko	Executive Officer		7,600
Satoru Matsuzaki	Executive Officer		7,600
Hiroshi Nishio	Executive Officer		5,200
Masaaki Kawano	Executive Officer		5,200
Shinichi Obara	Executive Officer		13,800
Shuichi Murakami	Executive Officer		7,200
Harukazu Yamaguchi	Executive Officer		4,400
Kazunori Kataoka	Group Senior Vice President		0
Yasuyuki Ijiri	Group Executive		13,800
Hiroko Yamashina	Group Executive		5,600

**STOCK OPTION PLAN**

We have adopted various incentive plans including a stock option plan. The purpose of our stock option plan is to enhance the link between management, corporate performance and stock price, and, in this way, improve our business results. These plans are administered by the Human Resources Department of ORIX. For further discussion of the stock-based compensation, see Note 19 of Item 18. Financial Statements.

At the annual general meetings of shareholders in the years from 1997 to 2000 inclusive, our shareholders approved stock option plans under which ORIX purchased shares from the open market and held them for transfer to directors and executive officers and some employees of ORIX upon the exercise of their options. Shareholders also approved a stock subscription rights plan in 2001 and stock acquisition rights plans from 2002 to 2005. From 2006 to 2008, the Compensation Committee approved stock acquisition rights plans for our directors and executive officers, and shareholders approved similar plans for certain ORIX employees, as well as directors, executives and certain employees of our subsidiaries and affiliates. From 2009 to 2016, no stock option plans were adopted for our directors, executive officers, employees, or those of our subsidiaries and affiliates.

Options granted under stock option plans generally expire one year after the termination of the option holder's service with ORIX Group.

The following is an outline of the stock option plans authorized since 2006:

	Shares granted	Exercise price per Share	Option expiration date
2006 Stock Acquisition Rights Plan	1,942,000	¥ 2,962	June 20, 2016
2007 Stock Acquisition Rights Plan	1,449,800	¥ 3,101	June 22, 2017

2008 Stock Acquisition Rights Plan	1,479,000	¥	1,689	June 24, 2018
------------------------------------	-----------	---	-------	---------------

**Table of Contents****Item 7. Major Shareholders and Related Party Transactions****MAJOR SHAREHOLDERS**

The following table shows our major shareholders registered on our Register of Shareholders as of March 31, 2016.

On April 1, 2013, the Company implemented a 10-for-1 stock split of common stock held by shareholders registered on the Company's register of shareholders as of March 31, 2013. The numbers of issued shares and the numbers of shares held described herein have been retrospectively adjusted to reflect the stock split. As a result of the stock split, the ratio of underlying shares to ADSs changed from 0.5 underlying shares per 1 ADS to 5 underlying shares per 1 ADS.

Each unit of Shares (1 unit = 100 Shares) has one vote, and none of our major shareholders have different voting rights. We do not issue preferred shares.

Name	Number of Shares held (Thousands)	Percentage of Issued shares (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	118,667	8.96
The Master Trust Bank of Japan, Ltd. (Trust Account)	71,154	5.37
JP Morgan Chase Bank 380055	61,423	4.63
Japan Trustee Services Bank, Ltd. (Trust Account 9)	38,184	2.88
The Chase Manhattan Bank 385036	35,055	2.64
State Street Bank and Trust Company	31,108	2.34
The Bank of New York Mellon SA/NV 10	26,312	1.98
CITIBANK, N.A. -N.Y , AS DEPOSITARY BANK FOR DEPOSITARY SHARE HOLDERS	25,049	1.89
State Street Bank and Trust Company 505225	20,444	1.54
State Street Bank West Client Treaty 505234	19,925	1.50

ORIX is not directly or indirectly owned or controlled by any corporations, by any foreign government or by any natural or legal persons severally or jointly. As of March 31, 2016, the percentage of issued Shares held by overseas corporations and individuals was 59.39%. On March 31, 2016, approximately 5,021,883 ADSs were outstanding (equivalent to 25,109,415 or approximately 1.90% of ORIX's issued Shares as of that date). As of March 31, 2016, all our ADSs were held by two record holders in the United States.

On February 22, 2016, Capital Group submitted a filing to the Kanto Local Finance Bureau indicating that Capital Group, primarily through Capital Research and Management Company, held 78,952,713 Shares, representing 5.96% of ORIX's outstanding Shares, as part of Capital Group's assets under management.

On February 12, 2016, Fidelity Group submitted a filing to the Securities and Exchange Commission indicating that FMR LLC held 69,958,035 Shares, representing 5.28% of ORIX's outstanding Shares, as part of Fidelity Group's assets under management.



## Edgar Filing: ORIX CORP - Form 20-F

On January 22, 2016, BlackRock, Inc. submitted a filing to the Securities and Exchange Commission indicating that BlackRock, Inc. held 79,842,269 Shares, representing 6.0% of ORIX s outstanding Shares, as part of BlackRock, Inc. s assets under management.

**Table of Contents****RELATED PARTY TRANSACTIONS**

To our knowledge, no person beneficially owns 5% or more of any class of the Shares that might give that person significant influence over us. In addition, we are not directly or indirectly owned or controlled by, or under common control with, any enterprise.

We may enter into transactions with the Capital Group, the FMR LLC or other shareholders or potential large investors in the ordinary course of our business. We may also enter into transactions in the ordinary course of our business with certain key management personnel or with certain companies over which we, or our key management personnel, may have a significant influence. Our business relationships with these companies and individuals cover many of the financial services we provide our clients generally. We believe that we conduct our business with these companies and individuals in the normal course and on terms equivalent to those that would exist if they did not have equity holdings in us, if they were not our key management personnel, or if we or our key management personnel did not have significant influence over them, as the case may be. None of these transactions is or was material to us or, to our knowledge, to the other party.

Other than as outlined below, since the beginning of our last full fiscal year, there have been no transactions or outstanding loans, including guarantees of any kind, and there are none currently proposed, that are material to us, or to our knowledge, to the other party, between us and any (i) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, us; (ii) associates; (iii) individuals owning, directly or indirectly, an interest in the voting power of us that gives them significant influence over us, and close members of any such individual's family; (iv) key management personnel, including directors and senior management of companies and close members of such individuals' families; or (v) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (iii) or (iv) or over which such a person is able to exercise significant influence.

There are no outstanding loans (including guarantees of any kind) made by us or any of our subsidiaries to or for the benefit of any of the persons listed in clauses (i) through (v) in the foregoing paragraph other than those listed in the table below. Certain of our affiliates may fall within the meaning of a related party under clauses (i) or (ii) of the foregoing paragraph. The amount of outstanding loans (including guarantees of any kind) made by us to or for the benefit of all our affiliates, including those which may fall within the meaning of a related party, totaled ¥34,085 million as of March 31, 2016 and did not exceed ¥35,000 million at any time during fiscal 2016.

Each of these loans was made in the ordinary course of business. The following table describes, for each related party borrower, the applicable interest rate (or range of interest rates), the largest aggregate amount outstanding during fiscal 2016 and the aggregate amount outstanding as of March 31, 2016.

Related Party	The largest aggregate amount outstanding during fiscal 2016	Aggregate amount outstanding as of March 31, 2016	Interest rate (%)	
	(Millions of yen)	(Millions of yen)		
Flexible Energy Service Co., Ltd.	¥ 26	2	3.2	6.0
Plaza Sunroute Co	1,196	1,105		3.5
Sharp Office Rental Corporation	1	0		5.6
THE CHUGIN LEASE CO., LTD.	971	429		1.1
ORIX JREIT Inc.	1,000	0		0.9
YM Leasing Corporation	368	368	1.0	1.1
SHIGAGIN LEASE CAPITAL CO., LTD	19	0	0.7	1.0
Pacific League Marketing Corporation	60	60		2.9

Edgar Filing: ORIX CORP - Form 20-F

Torigin Leasing Corporation	154	32	1.0	1.2
TOMONY Lease, Inc.	220	140		1.0
BAROQUE JAPAN Ltd.	56	0		4.4

**Table of Contents**

Related Party	The largest aggregate amount outstanding during fiscal 2016	Aggregate amount outstanding as of March 31, 2016	Interest rate (%)	
	(Millions of yen)			
Hyakugo Leasing Company Limited	70	50	0.8	
Kansai Airports	12,036	12,036	6.5	
Wind Power Energy K.K.	220	220	1.3	
Hasegawa Holdings Co., Ltd.	100	83	1.5	
H&O MEDICAL INC.	2,200	2,200	5.0	
Roadsafe Traffic Systems, Inc.	4,045	4,011	6.0	
Matawan Pharmaceuticals LLC	4,043	0	11.0	
RAM INDUSTRIES INC.	1,032	947	13.0	
L&S Mechanical, LLC	424	387	13.0	14.0
Ontario Drive & Gear Limited	430	397	13.5	
Shipston Equity Holdings, LLC	3,031	2,837	12.0	13.0
Magix Airlease Limited	4,106	3,395	9.0	
Aisling Airlease Ltd.	14	0	8.0	
Tsubaki Marine S.A.	328	0	1.0	
Houlihan Lokey, Inc.	5,527	5,071	2.0	2.3
Sazanka Marine S.A.	141	130	1.0	
Tokyo Yamaki Inc.	85	85	2.7	
S-cubism Holdings Inc.	100	100	1.5	

We are party to various real estate transactions with ORIX JREIT Inc. ( ORIX JREIT ). The Company has no more ability to exercise significant influence against ORIX JREIT, therefore excluded ORIX JREIT from investment in affiliates accounted for by using the equity method. Our transactions with ORIX JREIT primarily relate to the purchase of our rental properties by ORIX JREIT. These transactions were effected at fair prices based on third-party appraisals, and were valued less than ¥33,600 million in the aggregate for fiscal 2016. We also entered into certain ordinary course of business transactions with ORIX JREIT. These transactions are not material to us, although they may be material to ORIX JREIT.

**Item 8. Financial Information**

All relevant financial statements are attached hereto. See Item 18. Financial Statements.

**LEGAL PROCEEDINGS**

See Item 4. Information on the Company Legal Proceedings.

**DIVIDEND POLICY AND DIVIDENDS**

See Item 10. Additional Information Dividend Policy and Dividends.

**SIGNIFICANT CHANGES**

None.

**Table of Contents****Item 9. The Offer and Listing****TOKYO STOCK EXCHANGE**

The primary market for the Shares is the Tokyo Stock Exchange. The Shares have been traded on the First Section of the Tokyo Stock Exchange since 1973.

The following table shows the reported high and low closing sales prices of the Shares on the Tokyo Stock Exchange, excluding off-floor transactions. High and low sales price quotations from the Tokyo Stock Exchange have been translated in each case into dollars per ADS at the noon buying rate for yen expressed in yen per \$1.00 in New York City for cable transfer in foreign currencies on the relevant date or the noon buying rate for yen on the next business day if the relevant date is not a New York business day. On April 1, 2013, the Company implemented a 10-for-1 stock split of common stock held by shareholders registered on the Company's register of shareholders as of March 31, 2013. As a result of the stock split, the ratio of ADSs to underlying shares changed from 0.5 underlying shares per one ADS to five underlying shares per one ADS. In the following tables and elsewhere in this document unless indicated otherwise, numbers of shares of ORIX's common stock, per share, including price per share, information for ORIX's common stock and ORIX's ADS information in this annual report have been retroactively adjusted to reflect the 10-for-1 stock split on April 1, 2013.

**TOKYO STOCK EXCHANGE PRICE PER SHARE**

	Price per Share (¥)		Translated into dollars per ADS	
	High	Low	High	Low
Fiscal Year ended March 31, 2012	846	555	54	37
Fiscal Year ended March 31, 2013	1,217	642	65	41
Fiscal Year ended March 31, 2014	1,873	1,152	92	61
Fiscal Year ended March 31, 2015				
First fiscal quarter	1,679	1,340	83	66
Second fiscal quarter	1,706	1,513	84	69
Third fiscal quarter	1,662.5	1,300.0	73	61
Fourth fiscal quarter	1,788.5	1,312.5	75	57
Fiscal Year ended March 31, 2016				
First fiscal quarter	2,022.5	1,687.0	83	71
Second fiscal quarter	1,914.0	1,464.0	76	63
Third fiscal quarter	1,850.5	1,628.0	78	68
Fourth fiscal quarter	1,842.0	1,262.5	75	59
Recent Six Months				
December 2015	1,815.0	1,634.5	74	69
January 2016	1,697.0	1,425.5	71	63
February 2016	1,842.0	1,262.5	75	59
March 2016	1,645.5	1,497.5	74	68
April 2016	1,686.5	1,496.5	77	68
May 2016	1,600.5	1,502.5	72	69

**NEW YORK STOCK EXCHANGE**

The ADS are listed on the New York Stock Exchange under the symbol IX.

One ADSs represents five shares. On March 31, 2016, approximately 5,021,883 ADSs were outstanding. This is equivalent to 25,109,415 or approximately 1.90% of the total number of Shares outstanding on that date. On that date, all our ADSs were held by two record holders in the United States.

The following table provides the high and low closing sales prices and the average daily trading volume of the ADSs on the New York Stock Exchange based on information provided by Bloomberg L.P.

**Table of Contents****NYSE PRICE PER ADS**

	Price per ADS (\$)		Average daily trading volume (shares)
	High	Low	
Fiscal Year ended March 31, 2012	54.23	36.94	26,119
Fiscal Year ended March 31, 2013	64.53	41.28	12,818
Fiscal Year ended March 31, 2014	91.83	61.24	22,160
Fiscal Year ended March 31, 2015			
First fiscal quarter	83.04	66.25	16,265
Second fiscal quarter	84.27	69.00	16,618
Third fiscal quarter	73.36	60.79	26,798
Fourth fiscal quarter	74.69	57.04	26,984
Fiscal Year ended March 31, 2016			
First fiscal quarter	82.78	71.26	39,876
Second fiscal quarter	76.38	62.96	26,016
Third fiscal quarter	77.81	67.57	22,261
Fourth fiscal quarter	75.14	58.95	52,768
Recent Six Months			
December 2015	73.57	68.56	27,884
January 2016	71.34	62.75	49,639
February 2016	75.14	58.95	51,912
March 2016	73.51	68.37	56,250
April 2016	76.65	67.88	35,321
May 2016	72.21	68.54	29,347

**Item 10. Additional Information****MEMORANDUM AND ARTICLES OF INCORPORATION****Purposes**

Our corporate purposes, as provided in Article 2 of our Articles of Incorporation, are to engage in the following businesses: (i) lease, purchase and sale (including purchase and sale on an installment basis), maintenance and management of movable property of all types; (ii) moneylending business, purchase and sale of claims of all types, payment on behalf of third parties, guarantee and assumption of obligations, agent for collection of money and other financial business; (iii) holding, investment in, management, purchase and sale of financial instruments such as securities and other investment business; (iv) advice, brokerage and agency relating to the merger, capital participation, business alliance and business succession and reorganization, etc.; (v) financial instruments and exchange business, financial instruments broker business, banking, trust and insurance business, advisory service business relating to investment in commodities, trust agreement agency business and credit management and collection business; (vi) non-life insurance agency business, insurance agency business under the Automobile Accident Compensation Security Law, and service related to soliciting life insurance; (vii) lease, purchase and sale, ground preparation, development, maintenance and management of real property and warehousing; (viii) contracting for construction, civil engineering, building utility and interior and exterior furnishing, and design and supervision thereof; (ix) management of various facilities for sports, lodging, restaurant, medical treatment, welfare and training and education, and conducting sports, etc.; (x) facility planning, development, maintenance, management and operation of airports, roads, other public facilities and similar kinds of aforementioned facilities and the assumption or undertaking of public works; (xi) production, processing, sale, purchase, research and development of agricultural products, food products and agriculture-related products and facilities; (xii) waste-disposal business; (xiii) trading of emission rights for





## **Table of Contents**

greenhouse gases and other various subjects; (xiv) supply of various energy resources and the products in relation thereto; (xv) planning, developing, contracting for, lease and sale of, intangible property rights; (xvi) information processing and providing services, telecommunications business; (xvii) business of dispatching workers to enterprise and employment agency business; (xviii) purchase and sale of antiques; (xix) transport business; (xx) brokerage, agency, investigation and consulting for business relating to any of the preceding items, and pension consulting service; (xxi) as a result of holding shares in a subsidiary company engaged in those activities, engaging in business relating to any of the preceding items and managing such company's business activities; and (xxii) any and all businesses incidental or related to any of the preceding items.

## **Directors and Board of Directors, and Committees**

There shall be no less than three directors of the Company (Article 16). The term of office of a director is for one (1) year and expires upon conclusion of the annual General Meeting of Shareholders relating to the last fiscal year ending within one year after election of director (Article 18). Resolutions of the Board of Directors are adopted by a majority vote of the directors present at a meeting attended by a majority of the directors who may participate in making resolutions (Article 21).

There is no provision in our Articles of Incorporation as to a director's power to vote on a proposal or arrangement in which the director is materially interested, but, under the Companies Act or Regulations of the board of directors, the director must refrain from voting on such matters at meetings of the board of directors. Under the Companies Act, the board of directors may, by resolution, delegate to the executive officers its authority to make decisions with regard to certain important matters, including the incurrence by ORIX of a significant amount of loan, prescribed by law.

We are required to maintain a Nominating Committee, an Audit Committee and a Compensation Committee (Article 10). The Compensation Committee sets the specific compensation for each individual director and executive officer based on the policy for determining compensation for directors and executive officers (see Item 6). No member of the Compensation Committee may vote on a resolution with respect to his or her own compensation as a director.

Neither the Companies Act nor our Articles of Incorporation includes special provisions as to the retirement age of directors, or a requirement to hold any shares of capital stock of ORIX to qualify him or her as a director of ORIX.

## **Stock**

Our authorized share capital is 2,590,000,000 shares. Currently our Articles of Incorporation provide only for the issuance of shares of common stock. All shares of capital stock of us have no par value. All issued shares are fully-paid and non-assessable.

Unless shareholders' approval is required as described in **Voting Rights**, the shares will be issued under a resolution approved by the board of directors and a decision made by the executive officer under delegation by the board of directors.

## Edgar Filing: ORIX CORP - Form 20-F

For changes in the number of shares issued for the past three fiscal years, see Note 21 of Item 18. Financial Statements.

Under the Act on Book-Entry Transfer of Corporate Bonds, Shares, Etc. of Japan and regulations thereunder, or the Book-Entry Law, in Japan, every share which is listed on any of the stock exchanges in Japan shall be transferred and settled only by the central clearing system provided by Japan Securities Depository Center, Inc. ( JASDEC ) and all Japanese companies listed on any Japanese stock exchange no longer issue share certificates. Shareholders of listed shares must have accounts at account management institutions to hold

## **Table of Contents**

their shares unless such shareholder has an account at JASDEC, and any transfer of shares is effected through book entry, and title to the shares passes to the transferee at the time when the transferred number of the shares is recorded in the transferee's account at an account managing institution under the Book-Entry Law. The holder of an account at an account managing institution is presumed to be the legal owner of the shares recorded in such account. Under the Companies Act and the Book-Entry Law, in order to assert shareholders' rights against us, the transferee must have his or her name and address registered on our Register of Shareholders, except in limited circumstances. Foreign shareholders may file specimen signatures in lieu of seals. Nonresident shareholders are required to appoint a standing proxy in Japan or designate a mailing address in Japan. The registration of transfer and the application for reduced withholding tax on dividends can usually be handled by a standing proxy. See Taxation Japanese Taxation. Japanese securities companies and commercial banks customarily will act as standing proxies and provide related services for standard fees.

Our transfer agent is Mitsubishi UFJ Trust and Banking Corporation, located at 4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8212, Japan.

In general, there are no limitations on the right to own shares of our common stock, including the rights of nonresidents or foreign shareholders to hold or exercise voting rights on the securities imposed under Japanese law or by our Articles of Incorporation.

Settlement of transactions for shares listed on any of the stock exchanges in Japan will normally be effected on the fourth trading day from and including the transaction date. Settlement in Japan shall be made through JASDEC as described above.

## **Distributions of Surplus**

Ordinary Dividends and Interim Dividends may be distributed by us in cash to shareholders or pledgees of record as of March 31 (in the case of Ordinary Dividends) or September 30 (in the case of Interim Dividends) of each year in proportion to the number of shares held by each shareholder or registered pledgee, as the case may be.

We may make distributions of surplus to the shareholders any number of times per fiscal year, subject to certain limitations as described below. Under our Articles of Incorporation, distributions of cash dividends need to be declared by a resolution of the board of directors. Distributions of surplus may be made in cash or in kind in proportion to the number of shares held by respective shareholders. A resolution of the board of directors authorizing a distribution of surplus must specify the kind and aggregate book value of the assets to be distributed, the manner of allocation of such assets to shareholders, and the effective date of the distribution. If a distribution of surplus is to be made in kind, we may, pursuant to a resolution of a general meeting of shareholders or the board of directors, as the case may be, grant a right to the shareholders to require us to make such distribution in cash instead of in kind. If no such right is granted to shareholders, the relevant distribution of surplus must be approved by a special resolution of a general meeting of shareholders.

Under our Articles of Incorporation, if Ordinary Dividends are distributed for common shares, we treat the shareholders or share pledgees registered or recorded on the Register of Shareholders as of March 31 of each year as the people having rights to receive such dividends. In case of the distribution of Interim Dividends, we distribute these to the shareholders or share pledgees registered or recorded on the Register of Shareholders as of September 30 each year. Dividends or other distributable assets shall not incur interest thereon. If the relevant distributed assets are not received within a full three years from the date on which the distribution of relevant distributed assets became effective, we may be released from its obligation to distribute such assets.

## Edgar Filing: ORIX CORP - Form 20-F

Under the Companies Act, when we make distributions of surplus, if the sum of our capital reserve (*shihonjunbikin*) and earned surplus reserve (*riekijunbikin*) is less than one-quarter of our stated capital, we must, until such sum reaches one-quarter of the stated capital, set aside in our capital reserve and/or earned surplus reserve an amount equal to one-tenth of the amount of surplus so distributed as required by ordinances of the Ministry of Justice.

**Table of Contents**

The amount of surplus at any given time must be calculated in accordance with the following formula:

$$A + B + C + D - (E + F + G)$$

In the above formula:

- A = the total amount of other capital surplus and other earnings surplus, each such amount being that appearing on our nonconsolidated balance sheet as of the end of the last fiscal year;
- B = (if we have disposed of our treasury stock after the end of the last fiscal year) the amount of the consideration for such treasury stock received by us less the book value thereof;
- C = (if we have reduced our stated capital after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to capital reserve or earned surplus reserve (if any);
- D = (if we have reduced our capital reserve or earned surplus reserve after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to stated capital (if any);
- E = (if we have cancelled our treasury stock after the end of the last fiscal year) the book value of such treasury stock;
- F = (if we have distributed surplus to our shareholders after the end of the last fiscal year) the amount of the assets distributed to shareholders by way of such distribution of surplus;
- G = certain other amounts set forth in an ordinance of the Ministry of Justice, including (if we have reduced surplus and increased stated capital, capital reserve or earned surplus reserve after the end of the last fiscal year) the amount of such reduction and (if we have distributed surplus to our shareholders after the end of the last fiscal year) the amount set aside in capital reserve or earned surplus reserve (if any) as required by ordinances of the Ministry of Justice.

Under the Companies Act, the aggregate book value of surplus distributed by us may not exceed a prescribed distributable amount, as calculated on the effective date of such distribution. Our distributable amount at any given time shall be the amount of surplus less the aggregate of: (a) the book value of our treasury stock; (b) the amount of consideration for any of our treasury stock disposed of by us after the end of the last fiscal year; and (c) certain other amounts set forth in an ordinance of the Ministry of Justice, including (if the total of the one-half of goodwill and the deferred assets exceeds the total of stated capital, capital reserve and earned surplus reserve, each such amount being that appearing on our nonconsolidated balance sheet as of the end of the last fiscal year) all or certain part of such exceeding amount as calculated in accordance with the ordinances of the Ministry of Justice. If we have opted to become a company that applies the restriction on distributable amounts on a consolidated basis (*renketsu haito kisei tekiyo kaisha*), we will further deduct from the amount of surplus a certain amount which is calculated based on our nonconsolidated and consolidated balance sheets as of the end of the last fiscal year as provided in ordinances of the Ministry of Justice.

If we have prepared interim financial statements as described below after the end of the last fiscal year, and if such interim financial statements have been approved by our board of directors or (if so required) by a general meeting of our shareholders, then the distributable amount must be

## Edgar Filing: ORIX CORP - Form 20-F

adjusted to take into account the amount of profit or loss as set forth in ordinances of the Ministry of Justice, and the amount of consideration for any of our treasury stock disposed of by us, during the period in respect of which such interim financial statements have been prepared. Under the Companies Act, we are permitted to prepare nonconsolidated interim financial statements consisting of a balance sheet as of any date subsequent to the end of the last fiscal year and an income statement for the period from the first day of the current fiscal year to the date of such balance sheet. Interim financial statements prepared by us must be reviewed by our accounting auditor, as required by an ordinance of the Ministry of Justice.

## **Table of Contents**

In Japan, the ex-dividend date and the record date for dividends precede the date of determination of the amount of the dividend to be paid. The price of the shares generally goes ex-dividend on the second business day prior to the record date.

## **Capital and Reserves**

When we issue new shares, the amount of the cash or assets paid or contributed by subscribers for the new shares (with some exceptions) is required to be accounted for as stated capital, although we may account for an amount not exceeding one-half of the cash or assets as capital reserve by resolutions of the board of directors.

We may at any time transfer the whole or any part of our additional paid-in capital and legal reserve to stated capital by a resolution of a general meeting of shareholders. The whole or any part of surplus which may be distributed as Ordinary Dividends or Interim Dividends may also be transferred to stated capital by a resolution of a general meeting of shareholders. We may, by a resolution of a general meeting of shareholders (in the case of the reduction of stated capital, a special resolution of a general meeting of shareholders, see **Voting Rights** ) reduce stated capital, additional paid-in capital and/or legal reserve.

## **Stock Splits**

We may at any time split the shares into a greater number of shares by resolution of the board of directors. When the board of directors resolves on the split of shares, it may also amend the Articles of Incorporation to increase the number of authorized shares to be issued in proportion to the relevant stock split. We must give public notice of the stock split, specifying the record date therefore, not less than two weeks prior to such record date.

On October 26, 2012, the board of directors adopted a resolution on a ten-for-one stock split, effective as of April 1, 2013. The record date for the stock was one day prior to the effective date of the stock split. Our Articles of Incorporation were amended to increase the authorized share capital to cover the number of shares increased by the stock split, which amendment became effective simultaneously with the effectiveness of the stock split.

## **Unit Share System**

Our Articles of Incorporation provides that one hundred shares constitute one unit of shares. The number of shares constituting a unit may be altered by amending our Articles of Incorporation. The number of shares constituting a unit is not permitted to exceed 1,000 shares.

A shareholder may not exercise shareholders' rights in relation to any shares that it holds that are less than one unit other than the rights set forth below under the Companies Act and the Articles of Incorporation.



## Edgar Filing: ORIX CORP - Form 20-F

- (i) The right to receive the distribution of money, etc., when the Company distributes the money, etc. in exchange for acquiring one class of shares subject to terms under which the Company shall acquire all of such class shares;
- (ii) The right to receive the distribution of money, etc., in exchange for acquisition of shares subject to terms under which the Company shall acquire such shares;
- (iii) The right to receive allocation of shares when the Company allocates its shares without having a shareholder make new payment;
- (iv) The right to demand that the Company purchase shares that are less than one Unit held by the shareholder;
- (v) The right to receive distribution of remaining assets;

---

## **Table of Contents**

- (vi) The right to demand review of the Articles of Incorporation and the Register of Shareholders and delivery of their copies or a document describing registered matters, etc.;
- (vii) The right to demand registration or recordation of matters to be registered or recorded on the Register of Shareholders when the shareholder acquired the shares;
- (viii) The right to receive the distribution of money, etc. pursuant to reverse stock split, stock split, allocation of stock acquisition right for free (which means that the Company allocates its stock acquisition right without having a shareholder make new payment), distribution of dividends from retained earnings or change of corporate organization;
- (ix) The right to receive the distribution of money, etc. to be distributed pursuant to merger, share exchange or share-transfer effected by the Company;
- (x) The right to subscribe to Offering Shares and Offering Stock Acquisition Rights on a pro rata basis based upon the number of shares held by the shareholder; and
- (xi) The right to demand that the Company sell to the shareholder the number of additional shares necessary to make the number of shares of less than one Unit held by the shareholder, equal to one Unit.

Under the book-entry transfer system operated by JASDEC, shares constituting less than one unit are generally transferable. Under the rules of the Japanese stock exchanges, however, shares constituting less than one unit do not comprise a trading unit, except in limited circumstances, and accordingly may not be sold on the Japanese stock exchanges.

A holder of shares constituting less than one unit may require us to purchase such shares at their market value in accordance with the provisions of our Share Handling Regulations. In addition, our Articles of Incorporation provide that a holder of shares constituting less than one unit may request us to sell to such holder such amount of shares which will, when added together with the shares constituting less than one unit held by such holder, constitute one unit of shares, in accordance with the provisions of the Share Handling Regulations.

## **General Meetings of Shareholders**

The ordinary general meeting of our shareholders is usually held in Tokyo in June of each year. In addition, we may hold an extraordinary general meeting of shareholders whenever necessary. Notice of a shareholders' meeting stating the place, time and purpose thereof must be dispatched to each shareholder (or, in the case of a nonresident shareholder, to its resident proxy or mailing address in Japan) having voting rights at least two weeks prior to the date of such meeting. The record date for an ordinary general meeting of shareholders is March 31 of each year. General meetings of shareholders can be called by a director pursuant to a resolution of the board of directors.

Any shareholder or group of shareholders with at least 3.0% of the total number of voting rights for a period of six months or longer may require the convocation of a general meeting of shareholders for a particular purpose by showing such a purpose and reason for convocation to one of our directors. Unless such shareholders' meeting is convened promptly or a convocation notice of a meeting which is to be held not later than eight weeks from the day of such demand is dispatched, the requiring shareholder may, upon obtaining a court approval, convene such shareholders' meeting.

## Edgar Filing: ORIX CORP - Form 20-F

Any shareholder or group of shareholders holding at least 300 voting rights or 1.0% of the total number of voting rights for six months or longer may propose a matter to be considered at a general meeting of shareholders by submitting a written request to one of our directors at least eight weeks prior to the date of such meeting.

Under the Companies Act, any of minimum percentages, time periods and number of voting rights necessary for exercising the minority shareholder rights described above may be decreased or shortened if the articles of incorporation of a joint stock corporation so provide.

## **Table of Contents**

### **Voting Rights**

A holder of shares constituting one or more units is entitled to one vote for each unit. However, we do not have voting rights with respect to our own shares and if we directly or indirectly own 25% or more of voting rights of a corporate or other entity which is a shareholder, such corporate shareholder cannot exercise its voting rights. Except as otherwise provided by law or in our Articles of Incorporation, a resolution can be adopted at a general meeting of shareholders by a majority of the number of voting rights represented at the meeting. The quorum for election of directors is one-third of the total number of voting rights. Our shareholders are not entitled to cumulative voting in the election of directors. Our shareholders may exercise their voting rights through proxies, provided that the proxies are also shareholders having voting rights.

Under the Companies Act and our Articles of Incorporation, any amendment to our Articles of Incorporation (except for certain amendments, see *Stock Splits* ) and certain other instances require approval by a special resolution of shareholders, where the quorum is one-third of the total number of voting rights and the approval by at least two-thirds of the number of voting rights represented at the meeting is required. Other instances requiring such a special resolution include (i) the reduction of its stated capital, (ii) the removal of a director, (iii) the dissolution, liquidation, merger or consolidation, merger and corporate split or (iv) the formation of a parent company by way of share exchange or share transfer, (v) the transfer of the whole or a substantial part of its business, (vi) the acquisition of the whole business of another company, (vii) the issue to persons other than the shareholders of new shares at a specially favorable price or the issue or transfer to persons other than the shareholders of stock acquisition rights (including those incorporated in bonds with stock acquisition rights) under specially favorable conditions, (viii) consolidation of shares and (ix) acquisition of its own shares from a specific party other than its subsidiaries.

### **Subscription Right**

Holders of the shares have no pre-emptive rights. The board of directors may, however, determine that shareholders be given subscription rights to new shares, in which case such rights must be given on uniform terms to all shareholders as of a record date of which not less than two weeks prior public notice must be given. The issue price of such new shares must be paid in full.

### **Stock Acquisition Rights**

We may issue stock acquisition rights (*shinkabu yoyakuken*) and bonds with stock acquisition rights (*shinkabu yoyakuken-tsuki shasai*). Except where the issue would be on specially favorable conditions, the issue of stock acquisition rights or bonds with stock acquisition rights may be authorized by a resolution of the board of directors. Upon exercise of the stock acquisition rights, the holder of such rights may acquire shares by way of payment of the applicable exercise price or, if so determined by a resolution of the board of directors, by way of substitute payments in lieu of redemption of the bonds. If our Articles of Incorporation prohibit us from delivering shares, it will pay a cash payment equal to the market value of the shares.

### **Liquidation Rights**

In the event of our liquidation, the assets remaining after payment of all debts, liquidation expenses and taxes will be distributed among shareholders in proportion to the respective number of shares which they hold.

**Reports to Shareholders**

We currently furnish to our shareholders notices of shareholders meetings, annual business reports, including financial statements, and notices of resolutions adopted at the shareholders meetings, all of which are in Japanese. Public notice shall be electronic public notice, provided, however, that if the Company is unable to give an electronic public notice due to an accident or any other unavoidable reason, public notices of the Company shall be given in the Nihon Keizai Shinbun.

## **Table of Contents**

### **Record Date of Register of Shareholders**

As stated above, March 31 is the record date for the payment of Ordinary Dividends and the determination of shareholders entitled to vote at the ordinary general meeting of shareholders. In addition, we may set a record date for determining the shareholders entitled to other rights and for other purposes by giving at least two weeks prior public notice. Under the Book-Entry Law, JASDEC is required to give us a notice of the names and addresses of the shareholders, the number of shares held by them and other relevant information as of each such record date, and the register of our shareholders shall be updated accordingly.

### **Repurchase of Own Shares**

We may acquire our shares, including shares of our common stock: (i) by way of purchase on any Japanese stock exchange or by way of tender offer (pursuant to a resolution of the board of directors); (ii) from a specific shareholder other than any of our subsidiaries (pursuant to a special resolution of a general meeting of shareholders); or (iii) from any of our subsidiaries (pursuant to a resolution of the board of directors).

In the case of (ii) above, any other shareholder of such class may make a request to a director, at least five days prior to the relevant shareholders meeting, to include such shareholder as a seller in the proposed purchase. However, no such right will be available if the relevant class of shares is listed on any Japanese stock exchange and the purchase price or any other consideration to be received by the relevant specific shareholder does not exceed the then market price of the shares calculated in a manner set forth in ordinances of the Ministry of Justice.

Any such acquisition of our shares must satisfy certain requirements that the total amount of the purchase price may not exceed the distributable amount, as described in Distributions of Surplus. We may hold our shares acquired in compliance with the provisions of the Companies Act, and may generally cancel such shares by a resolution of the board of directors, although the disposal of such shares is subject to the same proceedings for the issuance of new shares, in general.

### **Stock Options**

Under the Companies Act, a stock option plan is available by issuing stock acquisition rights.

Generally, a stock option plan may be adopted by a resolution of the board directors. However, if the conditions of such stock acquisition rights are specially favorable, a special resolution at a general meeting of shareholders is required. The special resolution must set forth the class and number of shares to be issued or transferred on exercise of the options, the exercise price, the exercise period and other terms of the options.

## **MATERIAL CONTRACTS**

None.

**FOREIGN EXCHANGE AND OTHER REGULATIONS**

**Foreign Exchange**

The Foreign Exchange and Foreign Trade Law of Japan, as amended, and the cabinet orders and ministerial ordinances thereunder (the Foreign Exchange Regulations ) govern the acquisition and holding of shares of capital stock of ORIX by exchange nonresidents and by foreign investors (as defined below). The Foreign Exchange Regulations currently in effect do not, however, regulate transactions between exchange nonresidents who purchase or sell shares outside Japan for non-Japanese currencies.

## **Table of Contents**

Exchange nonresidents are defined as individuals who are not resident in Japan and corporations whose principal offices are located outside Japan. Generally, the branch and other offices of nonresident corporations located within Japan are regarded as residents of Japan and branch and other offices of Japanese corporations located outside Japan are regarded as exchange nonresidents. Foreign investors are defined to be (i) individuals who are exchange nonresidents, (ii) corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan, and (iii) corporations (1) of which 50% or more of their voting rights are held, directly or indirectly, by (i) and/or (ii) or (2) a majority of the officers (or officers having the power of representation) of which are nonresident individuals.

In general, the acquisition of a Japanese company's stock shares (such as the shares of capital stock of ORIX) by an exchange nonresident from a resident of Japan is not subject to any prior filing requirements. In certain limited circumstances, however, prior notification or report to the Minister of Finance and any other competent Ministers for an acquisition of this type may be required. While prior notification, as described above, is not required, in the case where a resident of Japan transfers shares of a Japanese company (such as the shares of capital stock of ORIX) for consideration exceeding ¥100 million to an exchange nonresident, the resident of Japan who transfers the shares is required to report the transfer to the Minister of Finance within 20 days from the date of the transfer, unless the transfer was made through a bank, securities company or financial future trader licensed under the Japanese laws.

If a foreign investor acquires shares of a Japanese company listed on a Japanese stock exchange (such as the shares of capital stock of ORIX) or that are traded on an over-the-counter market in Japan and as a result of the acquisition the foreign investor in combination with any existing holdings directly or indirectly holds 10% or more of the issued shares of the relevant company, the foreign investor is, in general, required to report such acquisition to the Minister of Finance and any other competent Ministers by the 15th day of the calendar month following the date of such acquisition. In certain exceptional cases, prior notification is required with respect to such an acquisition.

The acquisition of shares by exchange nonresidents by way of stock split is not subject to the foregoing notification requirements.

Under the Foreign Exchange Regulations, dividends paid on, and the proceeds of sales in Japan of, Shares held by nonresidents of Japan may in general be converted into any foreign currency and repatriated abroad.

## **Large Shareholdings Report**

The Financial Instruments and Exchange Act requires any person who has become, beneficially and solely or jointly, a holder of more than 5% of the total issued shares of capital stock of a company listed on any Japanese financial instruments exchange (such as the shares of capital stock of ORIX) or whose shares are traded on the over-the-counter markets in Japan, to file with the Prime Minister within five business days a report concerning such shareholdings. An alteration report must also be made in respect of any subsequent change of 1% or more in any such holding or any change in material matters set out in reports previously filed, with certain exceptions. For this purpose, shares issuable to such person upon his exchange of exchangeable securities or exercise of Stock Acquisition Rights are taken into account in determining both the size of his holding and the issuer's total issued share capital.

## **Filing of Share Acquisition Plan**

The Act on Prohibition of Private Monopolization and Maintenance of Fair Trade requires any company (including a foreign company) which crosses certain domestic sales thresholds and newly acquires a holder of more than 20% or 50% of the total issued voting shares of capital stock



## Edgar Filing: ORIX CORP - Form 20-F

(such as the shares of capital stock of ORIX) or the shares of a company (including a foreign company) which meets certain conditions, to file a share acquisition plan concerning such shares with the Fair Trade Commission at least 30 days prior to the closing or the acquisition.

**Table of Contents****DIVIDEND POLICY AND DIVIDENDS**

ORIX has paid dividends on the Shares on an annual basis in each year since 1967. With the adoption of a Company with Committees board model in June 2003, the board of directors has been responsible for setting the annual dividend per common share since the fiscal year ended March 31, 2004. The board of directors approves annual dividends at the board of directors meeting customarily held in May of each year. Following such approval, dividends are paid to holders of record as of the preceding March 31. We have implemented an interim dividend starting from the fiscal year ended March 31, 2016 (dividend calculation based on the retained earnings recorded on September 30, 2015).

The following table shows the amount of dividends applicable to fiscal year per Share for each of the fiscal years indicated, which amounts are translated into dollars per ADS at the noon buying rate for Japanese yen in New York City for cable transfers in foreign currencies on the relevant dividend payment date as published by the Federal Reserve Bank. On April 1, 2013, the Company implemented a 10-for-1 stock split of common stock held by shareholders registered on the Company's register of shareholders as of March 31, 2013. As a result of the stock split, the ratio of ADSs to underlying shares changed from 0.5 underlying shares per one ADS to five underlying shares per one ADS. In the following tables and elsewhere in this document unless indicated otherwise, numbers of shares of ORIX's common stock, per share, including price per share, information for ORIX's common stock and ORIX's ADS information in this annual report have been retroactively adjusted to reflect the 10-for-1 stock split on April 1, 2013.

Year ended	Dividends applicable to fiscal year per Share	Translated into dollar per ADS
March 31, 2012	9.00	0.57
March 31, 2013	13.00	0.64
March 31, 2014	23.00	1.12
March 31, 2015	36.00	1.45
March 31, 2016	45.75	2.09

ORIX 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, ORIX strives to make stable and sustainable distribution of dividends at the level in line with its business performance.

Based on this fundamental, dividend is paid twice in the fiscal year and the annual dividend is raised to 45.75 yen per share (interim dividend paid is 22.00 yen per share and year-end dividend is 23.75 yen per share) from 36.00 yen per share in the previous fiscal year.

With regards to the decision of share buyback, ORIX 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 financial condition and external factors such as changes in the business environment and share price valuation and its trend.

For the next fiscal year ending on March 31, 2017, we will continue to focus on the optimal balance between securing capital for investment in future profit growth and providing the appropriate level of dividend to shareholders. Furthermore, dividend distribution for the next fiscal year is also scheduled twice a year with an interim dividend and a year-end dividend. The interim dividend for the next fiscal year is projected at 23.00 yen per share. The year-end dividend for the next fiscal year is to be determined.

Edgar Filing: ORIX CORP - Form 20-F

Pursuant to the amendment to the Act on Special Measures Concerning Taxation, dividends paid to U.S. Holders of Shares or ADSs are generally subject to a Japanese withholding tax. The tax rate can be found in Item 10 TAXATION, JAPANESE TAXATION *Shares*.

---

**Table of Contents**

**TAXATION**

**JAPANESE TAXATION**

The following is a summary of the principal Japanese tax consequences for owners of the Shares or ADSs who are nonresident individuals of Japan or non-Japanese corporations without a permanent establishment in Japan ( nonresident Holders ). The statements regarding Japanese tax laws set forth below are based on the laws in force and as interpreted by the Japanese taxation authorities as of the date hereof and are subject to changes in the applicable Japanese laws or conventions for the avoidance of double taxation occurring after that date. This summary is not exhaustive of all possible tax considerations that may apply to a particular investor and potential investors are advised to consult with their own tax advisors to satisfy themselves as to:

the overall tax consequences of the acquisition, ownership and disposition of Shares or ADSs, including specifically the tax consequences under Japanese law;

the laws of the jurisdiction of which they are resident; and

any tax treaty between Japan and their country of residence.

***Shares***

Generally, a nonresident Holder is subject to Japanese withholding tax on dividends on Shares or ADSs paid by us. Stock splits are not subject to Japanese income or corporation tax.

Pursuant to the Act on Special Measures Concerning Taxation and the Act on Special Measures Concerning the Securing of Financial Resources for Reconstruction Measures Involving the Great East Japan Earthquake, the Japanese withholding tax rate applicable to dividends on Shares or ADSs paid to nonresident Holders by us is (i) 7% for dividends due and payable on or before December 31, 2012, (ii) 7.147% for dividends due and payable on or after January 1, 2013 through December 31, 2013, and (iii) 15.315% for dividends due and payable on or after January 1, 2014. However, where an individual nonresident Holder who holds 3% or more of the total number of shares issued by us, the withholding tax rate applicable will be (i) 20% for dividends due and payable on or before December 31, 2012, and (ii) 20.42% for dividends due and payable on or after January 1, 2013. Japan has entered into income tax treaties, conventions and agreements where this withholding tax rate is, in some cases, reduced to a lower percentage for portfolio investors. Nonresident Holders who are entitled under an applicable treaty, convention, or agreement to this reduced Japanese withholding tax rate are required to submit an Application Form for the Income Tax Convention regarding Relief from Japanese Income Tax on Dividends in advance through us to the relevant Japanese tax authority before the payment of dividends. A standing proxy for a nonresident Holder may provide such application service. Nonresident Holders who do not submit an application in advance will be entitled to claim the refund from the relevant Japanese tax authority of those withholding taxes withheld in excess of the rate of an applicable tax treaty.

The Convention between the United States of America and Japan for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (the Tax Convention ) provides for a maximum rate of Japanese withholding tax which may be imposed on dividends paid to an eligible United States resident not having a permanent establishment in Japan. Under the Tax Convention, the maximum withholding rate is generally limited to 10% of the relevant dividends.

Gains derived from the sale outside Japan of Shares or ADSs by a nonresident Holder, are, in general, not subject to Japanese income or corporation taxes.

Japanese inheritance and gift taxes, at progressive rates, may be payable by an individual who has acquired Shares or ADSs as a legatee, heir or donee.

**Table of Contents**

**UNITED STATES TAXATION**

The following discussion describes the material U.S. federal income tax consequences of ownership and disposition of Shares or ADSs held as capital assets by U.S. Holders (described below).

This discussion does not describe all of the tax consequences that may be relevant to a U.S. holder in light of the holder's particular circumstances (including the application of the provisions of the code known as the Medicare contribution tax) or to holders subject to special rules, such as:

certain financial institutions;

insurance companies;

dealers and traders in securities who use a mark-to-market method of tax accounting;

persons holding Shares or ADSs as part of a hedging transaction, straddle, conversion transaction or other integrated transaction;

persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;

entities classified as partnerships for U.S. federal income tax purposes;

persons subject to the alternative minimum tax;

tax-exempt entities, including individual retirement accounts and Roth IRAs ;

regulated investment companies;

persons that own or are deemed to own 10% or more of the voting stock of the Company;

persons holding the shares or ADSs in connection with a trade or business carried on outside the United States; or

persons who acquired Shares or ADSs pursuant to the exercise of any employee stock option or otherwise as compensation.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds Shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding Shares or ADSs and

## Edgar Filing: ORIX CORP - Form 20-F

partners in such partnerships should consult their tax advisors as to the particular U.S. federal income tax consequences of holding and disposing of Shares or ADSs.

This summary is based on the Internal Revenue Code of 1986, as amended, (the Code ) administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, and the Tax Convention, changes to any of which subsequent to the date of this annual report may affect the tax consequences described herein. It is also based in part on representations by the depository and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms.

As used herein, the term U.S. Holder means a beneficial owner of Shares or ADSs that is for U.S. federal income tax purposes:

a citizen or individual resident of the United States;

a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or of any political subdivision thereof; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

We believe we may have been a passive foreign investment company (a PFIC ) for the year to which this annual report relates. However, because of uncertainties in the manner of application of the PFIC rules, including uncertainties as to the valuation and proper characterization of certain of our assets as passive or active, our PFIC status is uncertain. In addition, we may be a PFIC in the foreseeable future.

---

## **Table of Contents**

Persons considering the purchase of Shares or ADSs should consult their tax advisors with regard to the PFIC rules described below as well as the application of other U.S. federal income tax laws relevant to their particular situations and any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

In general, a U.S. Holder of ADSs will be treated as the owner of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if the U.S. Holder exchanges ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom American depositary shares are released prior to delivery of shares to the depositary ( pre-release ), or intermediaries in the chain of ownership between U.S. Holders and the issuer of the security underlying the American depositary shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. Holders of American depositary shares. Accordingly, the creditability of Japanese taxes, described below, could be affected by actions taken by such parties or intermediaries.

### ***Taxation of Distributions***

Subject to the PFIC rules described below, distributions paid on Shares or ADSs, other than certain pro rata distributions of common shares, will generally be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Assuming that we are a PFIC, dividends paid by us will not be eligible for the preferential dividend tax rate otherwise available to certain non-corporate U.S. Holders. The amount of a dividend will include any amounts withheld by us or our paying agent in respect of Japanese taxes, as discussed above under *Taxation Japanese Taxation Shares*. The amount of the dividend will be treated as foreign source dividend income to U.S. Holders and will not be eligible for the dividends received deduction generally allowed to U.S. corporations under the Code.

Dividends paid in yen will be included in the income of a U.S. Holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of the U.S. Holder's (or, in the case of ADSs, the depositary's) receipt of the dividend, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder generally should not be required to recognize a foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have a foreign currency gain or loss if such holder does not convert the amount of such dividend into U.S. dollars on the date of its receipt. Any foreign currency gain or loss resulting from the conversion of the yen will generally be treated as U.S. source ordinary income or loss.

Subject to the PFIC rules described below and to applicable limitations that may vary depending upon the U.S. Holder's circumstances, and subject to the discussion above regarding concerns expressed by the U.S. Treasury, Japanese taxes withheld from dividends on Shares or ADSs at a rate not exceeding the applicable rate provided for by the Tax Convention will be creditable against the U.S. Holder's U.S. federal income tax liability. The maximum rate of withholding tax on dividends paid to a U.S. Holder pursuant to the Tax Convention is 10%. As discussed under *Taxation Japanese Taxation Shares* above, under current Japanese law, the statutory rate is higher than the maximum Tax Convention rate. Japanese taxes withheld in excess of the rate applicable under the Tax Convention will not be eligible for credit against a U.S. Holder's federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. The rules governing foreign tax credits are complex and, therefore, U.S. Holders should consult their own tax advisors regarding the availability of foreign tax credits in their particular circumstances. Instead of claiming a credit, U.S. Holders may, upon election, deduct such otherwise creditable Japanese taxes in computing taxable income, subject to generally applicable limitations under U.S. law.





---

## Table of Contents

### *Passive Foreign Investment Company Rules*

If we are a PFIC for any year during a U.S. Holder's holding period of the Shares or ADSs, and the U.S. Holder has not made a mark-to-market election for the Shares or ADSs, as described below, the holder will be subject to special rules generally intended to eliminate any benefits from the deferral of U.S. federal income tax that a holder could derive from investing in a foreign corporation that does not distribute all of its earnings on a current basis. Upon a disposition of Shares or ADSs (including under certain circumstances, a pledge, and under proposed Treasury regulations, a disposition pursuant to certain otherwise tax-free reorganizations) gain recognized by a U.S. Holder would be allocated ratably over its holding period for the Shares or ADSs. The amounts allocated to the taxable year of the sale or other exchange and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations for such year, as appropriate, and an interest charge would be imposed on the tax liability allocated to such taxable year. Similar rules would apply to any distribution in respect of Shares or ADSs to the extent it exceeds 125 percent of the average of the annual distributions on Shares or ADSs received during the preceding three years or the U.S. Holder's holding period, whichever is shorter (any such distribution, an "excess distribution"). Any loss realized on a disposition of Shares or ADSs will be capital loss, and will be long-term capital loss if the U.S. Holder held the Shares or ADSs for more than one year. The amount of the loss will equal the difference between the U.S. Holder's tax basis in the Shares or ADSs disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. Such loss will generally be U.S.-source loss for foreign tax credit purposes.

If we are a PFIC for any year during which a U.S. Holder holds Shares or ADSs, we generally will continue to be treated as a PFIC with respect to the U.S. Holder for all succeeding years during which the U.S. Holder holds Shares or ADSs, even if we cease to meet the threshold requirements for PFIC status.

Under certain attribution rules, if we are a PFIC, U.S. Holders will be deemed to own their proportionate shares of our subsidiaries that are PFICs and will be subject to U.S. federal income tax according to the rules described above on (i) certain distributions by subsidiary PFICs and (ii) a disposition of shares of a subsidiary PFIC, even though holders have not received the proceeds of those distributions or dispositions directly.

If the Shares or ADSs are "regularly traded" on a "qualified exchange," a U.S. Holder of Shares or ADSs would be eligible to make a mark-to-market election that would result in tax treatment different from the general tax treatment for PFICs described above. The Shares or ADSs will be treated as "regularly traded" in any calendar year in which more than a *de minimis* quantity of the Shares or ADSs are traded on a qualified exchange for at least 15 days during each calendar quarter. A "qualified exchange" includes the NYSE, on which our ADSs are traded, and a foreign exchange that is regulated by a governmental authority in which the exchange is located and with respect to which certain other requirements are met. The Internal Revenue Service ( "IRS" ) has not yet identified specific foreign exchanges that are "qualified" for this purpose. Under current law, the mark-to-market election may be available to holders of ADSs because the ADSs will be listed on the NYSE, although there can be no assurance that the ADSs will be "regularly traded" for purposes of the mark-to-market election. However, even if a U.S. Holder makes a mark-to-market election with respect to our Shares or ADSs, a U.S. Holder will not be able to make a mark-to-market election with respect to any of our subsidiaries that are PFICs.

If a U.S. Holder is eligible and makes the mark-to-market election, the U.S. Holder will include each year, as ordinary income, the excess, if any, of the fair market value of the Shares or ADSs at the end of the taxable year over their adjusted basis, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of the Shares or ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). If a U.S. Holder validly makes the election, the holder's basis in the Shares or ADSs will be adjusted to reflect any such income or loss amounts. Any gain recognized on the sale or other disposition of Shares or ADSs in a year when the Company is a PFIC will be treated as ordinary income.

## Edgar Filing: ORIX CORP - Form 20-F

We do not intend to comply with the requirements necessary for a U.S. Holder to make a qualified electing fund election, which is sometimes available to shareholders of a PFIC.

## **Table of Contents**

Special rules apply to determine the foreign tax credit with respect to withholding taxes imposed on excess distributions on shares of a PFIC. These rules could limit the amount of the foreign tax credit that would otherwise have been available.

If a U.S. Holder owns Shares or ADSs during any year in which we are a PFIC, the U.S. Holder will generally be required to file IRS Form 8621 with its federal income tax return with respect to us and with respect to each of our subsidiaries that is a PFIC, subject to certain exceptions.

We urge U.S. Holders to consult their tax advisors concerning our status as a PFIC and the tax considerations relevant to an investment in a PFIC, including the availability and consequences of making the mark-to-market election discussed above.

## ***Backup Withholding and Information Reporting***

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is an exempt recipient or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding.

The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

Certain U.S. Holders who are individuals (and under recently finalized Treasury regulations, specified entities that are formed or availed of for purposes of holding certain foreign financial assets) may be required to report information relating to their ownership of an interest in certain foreign financial assets, including stock of a non-U.S. person, generally on Form 8938, subject to exceptions (including an exception for financial assets held through a U.S. financial institution). U.S. Holders should consult their tax advisers regarding their reporting obligations with respect to the Shares or ADSs.

## **DOCUMENTS ON DISPLAY**

We are subject to the reporting requirements of the Act. In accordance with these requirements, we file annual reports on Form 20-F and furnish periodic reports on Form 6-K with the Commission.

These materials, including this annual report and the exhibits thereto, may be inspected and copied at the Commission's Public Reference Room at Room 1580, 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Commission's Public Reference Room by calling the Commission in the United States at 1-800-SEC-0330. The Commission also maintains a website at <http://www.sec.gov> that contains reports and proxy information regarding issuers that file electronically with the Commission via EDGAR.

## Edgar Filing: ORIX CORP - Form 20-F

We are currently exempt from the rules under the Act that prescribe the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Act. We are not required under the Act to publish financial statements as frequently or as promptly as are U.S. companies subject to the Act. We will, however, continue to furnish our shareholders with annual reports containing audited financial statements and will issue press releases containing unaudited interim financial information as well as such other reports as may from time to time be authorized by our board of directors or as may be otherwise required.

**Table of Contents****Item 11. Quantitative and Qualitative Disclosures about Market Risk****MARKET RISKS**

Our primary market risk exposures are interest rate risk, exchange rate risk and risk of market prices in stocks. We enter into derivative transactions to hedge interest rate risk and exchange rate risk. Our risk management for market risk exposure and derivative transactions are described under Item 5. Operating and Financial Review and Prospects Risk Management.

The following quantitative information about the market risk of our financial instruments does not include information about financial instruments to which the requirements under ASC 825 ( Financial Instruments ) do not apply, such as investment in direct financing leases, investment in operating leases, and insurance contracts. As a result, the following information does not present all the risks of our financial instruments. We omitted the disclosure of financial instruments for trading purposes because the amount is immaterial.

***Interest Rate Risk***

Many of our assets and liabilities are composed of floating and fixed rate assets and liabilities. Movements in market interest rates affect gains and losses. Accordingly, we endeavor to reduce interest rate risk through techniques such as funding interest rate bearing assets through liabilities with similar interest rate characteristics, e.g., financing floating-rate assets with floating-rate liabilities and financing fixed-rate assets with fixed-rate liabilities.

We manage asset liability through various methods including conducting gains and losses impact analysis and balance sheet fair value analysis when market interest rates fluctuate, constructing balance sheets for fixed rate assets and liabilities, and those for floating rate, testing interest rate sensitivities.

The table of interest rate sensitivity for financial instruments summarizes installment loans, investment in securities (floating and fixed rate) and long- and short-term debt. These instruments are further classified under fixed or floating rates. For such items, the principal collection and repayment schedules and the weighted average interest rates for collected and repaid portions are disclosed. Concerning interest rate swaps, under derivative instruments, the estimated notional principal amount for each contractual period and the weighted average of swap rates are disclosed. The average interest rates of financial instruments as of March 31, 2016 were: 4.2% for installment loans, 1.9% for investment in securities (floating and fixed rate), 1.1% for long- and short-term debt and 0.3% for deposits. As of March 31, 2016, the average payment rate of interest rate swaps was 1.0% and the average receipt rate was 0.5%. The average interest rates of financial instruments as of March 31, 2015 were: 3.9% for installment loans, 1.6% for investments in securities (floating and fixed rate), 1.4% for long- and short-term debt and 0.3% for deposits. As of March 31, 2015, the average payment rate of interest rate swaps was 1.0% and the average receipt rate was 1.6%. As of March 31, 2016, there was no material change in the balance or in the average interest rate of financial instruments from March 31, 2015. The table below shows our interest rate risk exposure and the results of our interest rate sensitivity analysis.

**Table of Contents****INTEREST RATE SENSITIVITY****NONTRADING FINANCIAL INSTRUMENTS**

	Expected Maturity Date Year ended and ending March 31,							March 31, 2016 Estimated Fair Value								
	2017	2018	2019	2020	2021	Thereafter	Total									
	(Millions of yen)															
<b>Assets:</b>																
Installment loans (fixed rate)	¥	256,499	¥	129,795	¥	107,193	¥	67,154	¥	56,206	¥	288,518	¥	905,365	¥	903,567
Average interest rate		6.1%		7.7%		7.3%		7.1%		7.6%		4.8%		6.2%		
Installment loans (floating rate)	¥	152,247	¥	157,565	¥	160,280	¥	133,719	¥	163,695	¥	888,838	¥	1,656,344	¥	1,627,149
Average interest rate		3.6%		3.8%		3.5%		3.6%		3.7%		2.6%		3.1%		
Investment in securities (fixed rate)	¥	89,099	¥	53,279	¥	89,857	¥	93,970	¥	117,663	¥	784,469	¥	1,228,337	¥	1,304,052
Average interest rate		0.7%		1.0%		0.6%		0.7%		0.9%		2.2%		1.7%		
Investment in securities (floating rate)	¥	9,552	¥	7,321	¥	13,228	¥	5,062	¥	5,670	¥	43,549	¥	84,382	¥	78,013
Average interest rate		4.0%		5.9%		5.0%		4.1%		5.3%		5.4%		5.1%		
<b>Liabilities:</b>																
Short-term debt	¥	349,624	¥		¥		¥		¥		¥		¥	349,624	¥	349,624
Average interest rate		1.3%												1.3%		
Deposits	¥	920,685	¥	223,410	¥	121,611	¥	52,595	¥	80,171	¥		¥	1,398,472	¥	1,400,528
Average interest rate		0.2%		0.3%		0.4%		0.4%		0.4%				0.3%		
Long-term debt (fixed rate)	¥	518,285	¥	457,499	¥	313,269	¥	150,144	¥	226,911	¥	285,447	¥	1,951,555	¥	1,967,850
Average interest rate		1.5%		1.4%		1.5%		1.1%		1.4%		1.0%		1.3%		
Long-term debt (floating rate)	¥	339,805	¥	301,985	¥	299,631	¥	250,070	¥	214,761	¥	583,099	¥	1,989,351	¥	1,991,316
Average interest rate		1.2%		0.9%		0.9%		1.1%		1.1%		0.8%		0.9%		

**NONTRADING DERIVATIVE FINANCIAL INSTRUMENTS**

Edgar Filing: ORIX CORP - Form 20-F

	Expected Maturity Date Year ended and ending March 31,							March 31, 2016		
	2017	2018	2019	2020	2021	Thereafter	Total	Estimated Fair Value		
	(Millions of yen)									
<b>Interest rate swaps:</b>										
Notional amount (floating to fixed)	¥ 7,905	¥ 19,487	¥ 64,464	¥ 28,275	¥ 2,768	¥ 136,657	¥ 259,556	¥ (5,906)		
Average pay rate	3.3%	1.9%	0.6%	0.6%	2.2%	1.0%	1.0%			
Average receive rate	2.9%	1.6%	0.5%	0.4%	1.4%	0.2%	0.5%			
Notional amount (fixed to floating)	¥ 0	¥ 3,000	¥ 0	¥ 0	¥ 0	¥ 0	¥ 3,000	¥ 77		
Average pay rate		2.0%					2.0%			
Average receive rate		2.1%					2.1%			

The above table excludes purchased loans for which there is interest rate exposure. We acquire deteriorated credit loans at a discount for which full collection of all contractually required payments from the debtors is unlikely under ASC 310-30 (Receivables, Loans and Debt Securities Acquired with Deteriorated Credit Quality). We refer to these as purchased loans. It is difficult to estimate the timing and extent of collection for these loans. The total book value of our purchased loans as of March 31, 2016 was to ¥30,524 million.

We are also exposed to interest rate risks on life insurance businesses, because revenues from life insurance related investment income fluctuates based on changes in market interest rate, while life insurance premiums and costs do not.



**Table of Contents*****Exchange Rate Risk***

We hold foreign currency-denominated assets and liabilities and deal in foreign currencies. It is our policy to match balances of foreign currency-denominated assets and liabilities as a means of hedging exchange rate risk. There are, however, cases where a certain part of our foreign currency-denominated investments are not hedged for such risk.

We have identified all positions subject to exchange rate including retained earnings accumulated in foreign currencies in our overseas subsidiaries, which is translated to Japanese yen upon consolidation, as a major position subject to exchange rate risk. ORIX shareholders' equity is accordingly subject to exchange rate risk arising from such translations. For other positions, potential losses in future earnings are calculated using several hypothetical scenarios with 10% changes in the relevant currencies. Based on these scenarios, exchange losses in future earnings were estimated to be ¥1,395 million and ¥1,069 million as of March 31, 2015 and 2016, respectively. The largest such losses were estimated in scenarios where the euro appreciated 10% against the U.S. dollar from the rate in effect on March 31, 2015 and 2016.

***Risk of Market Prices in Stocks***

We have marketable stocks that are subject to price risk arising from changes in their market prices. Our shareholders' equity and net income bear risks due to changes in the market prices of these securities. To manage these risks of market price fluctuations, we assume a scenario of a 10% uniform downward movement in stock prices compared with stock prices as of March 31, 2015 and 2016, respectively, and under such circumstances estimate ¥15,493 million and ¥11,135 million decrease in the fair value of our equity securities as of March 31, 2015 and 2016.

**Item 12. Description of Securities Other than Equity Securities****FEEES AND PAYMENTS RELATING TO OUR AMERICAN DEPOSITARY SHARES****SCHEDULE OF FEES AND CHARGES**

Citibank N.A., or the Depositary, serves as the depositary for our ADSs. As an ADS holder, you will be required to pay the following service fees to the Depositary:

<b>Service</b>	<b>Fee</b>
Issuance of ADSs upon deposit of Shares	Up to 5¢ per ADS issued
Cancellation of ADSs and delivery of deposited securities	Up to 5¢ per ADS canceled
Exercise of rights to purchase additional ADSs	Up to 5¢ per ADS issued
Distribution of cash proceeds upon sale of rights and other entitlements	Up to 2¢ per ADS held

## Edgar Filing: ORIX CORP - Form 20-F

As an ADS holder you will also be responsible to pay various fees and expenses incurred by the Depositary and various taxes and governmental charges such as:

Taxes, including applicable interest and penalties, and other governmental charges;

Fees for the transfer and registration of Shares charged by the registrar and transfer agent for the Shares in Japan (i.e., upon deposit and withdrawal of Shares);

Expenses incurred for converting foreign currency into U.S. dollars;

Expenses for cable, telex and fax transmissions and for delivery of securities;

Fees and expenses of the Depositary incurred in connection with compliance with exchange control regulations and regulatory requirements applicable to the Shares or ADSs; and

Fees and expenses of the Depositary in delivering deposited securities.

**Table of Contents**

We have agreed to pay some other charges and expenses of the depositary bank. Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depositary bank. You will receive prior notice of these changes.

**PAYMENTS TO ORIX FROM THE DEPOSITARY**

The Depositary has agreed to reimburse us for certain expenses we incur in connection with our ADR program. These reimbursable expenses include investor relations expenses, and proxy voting and related expenses. In fiscal 2016, this amount was \$80,250.

**Table of Contents**

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

In order to improve the convenience and liquidity of our securities on exchanges where our shares are listed, in accordance with our Action Plan for Consolidating Trading Units issued in November 2007 by the securities exchanges in Japan, the Company implemented a 10-for-1 stock split of shares of its common stock on March 31, 2013, pursuant to which one hundred shares constitutes one unit as of April 1, 2013. The change resulted in no substantive change in trading unit price levels. As a result of the stock split, the ratio of ADSs to underlying shares changed from 0.5 underlying shares per one ADS to five underlying shares per one ADS. The change has not affected ADS unit price levels or other material ADS terms.

**Item 15. Controls and Procedures**

As of March 31, 2016, the ORIX Group, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the effectiveness of the ORIX Group's disclosure controls and procedures (as defined in Rule 13a-15 (e) under the Securities Exchange Act of 1934, as amended). The Company's management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature can provide only reasonable assurance regarding the achievement of management's control objectives. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Act, within the time periods specified in the SEC's rules and forms. There has been no change in the ORIX Group's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Management's report on internal control over financial reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). The internal control over financial reporting process of the ORIX Group was designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance to the Company's management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America and includes those policies and procedures that:

## Edgar Filing: ORIX CORP - Form 20-F

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the ORIX Group;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that receipts and expenditures of the ORIX Group are being made only in accordance with authorizations of management and directors of the Company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the ORIX Group's assets that could have a material effect on the financial statements.

## **Table of Contents**

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of our internal control over financial reporting as of March 31, 2016 by using the criteria set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, the Company's management concluded that our internal control over financial reporting was effective as of March 31, 2016.

The effectiveness of our internal control over financial reporting has been audited by KPMG AZSA LLC, an independent registered public accounting firm, who also audited our consolidated financial statements as of and for each of the years in the three-year period ended March 31, 2016, as stated in their attestation report which is included in Item 18 (page F-3).

### **Item 16A. Audit Committee Financial Expert**

Our board of directors has determined that Eiko Tsujiyama is an audit committee financial expert, within the meaning of the current rules of the U.S. Securities and Exchange Commission. Eiko Tsujiyama is independent as required by Section 303A.06 of the New York Stock Exchange Listed Company Manual.

### **Item 16B. Code of Ethics**

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Pursuant to our Code of Ethics, last amended in April 2014, officers of ORIX covered by ORIX's Code of Ethics are required to promptly bring to the attention of the Company's Executive Officer of the Group Compliance Department any information concerning any violations of the Code of Ethics.

### **Item 16C. Principal Accountant Fees and Services**

#### **FEES PAID TO PRINCIPAL ACCOUNTANT**

##### **AUDIT FEES**

In fiscal 2015 and 2016, KPMG (including Japanese and overseas affiliates of KPMG AZSA LLC) billed us ¥2,440 million and ¥2,338 million, respectively, for direct audit fees.

**AUDIT-RELATED FEES**

In fiscal 2015 and 2016, KPMG billed us ¥108 million and ¥101 million, respectively, for audit-related services, including services related to due diligence.

**TAX FEES**

In fiscal 2015 and 2016, KPMG billed us ¥172 million and ¥139 million, respectively, for tax-related services, including tax compliance and tax advice.

**ALL OTHER FEES**

In fiscal 2015 and 2016, KPMG billed us ¥14 million and ¥1 million, respectively, for other products and services which primarily consisted of advisory services.

**Table of Contents****AUDIT COMMITTEE S PRE-APPROVAL POLICIES AND PROCEDURES**

In terms of audit services, every year the independent registered public accounting firm draws up its annual audit plan and annual budget, which is evaluated by ORIX s Accounting Department. Subsequently, pre-approval is obtained from the Audit Committee.

Non-audit services are generally not obtained from the independent registered public accounting firm or its affiliates. In situations where ORIX must engage the non-audit services of the independent registered public accounting firm, preapproval is obtained from the Audit Committee on a case-by-case basis only after the reason has been specified.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

	(a) Total number of Shares Purchased	(b) Average Price Paid per Share	(c) Total number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	(d) Maximum Number (or Approximate Yen Value) of Shares that May Yet be Purchased Under the Plans or Programs <sup>(1)</sup>
<b>Year ended March 31, 2016</b>				
April 2015	130	¥ 1,810	0	¥ 0
May 2015	60	1,881	0	0
June 2015	68	1,854	0	0
July 2015	290	1,775	0	0
August 2015	160	1,813	0	0
September 2015	40	1,571	0	0
October 2015	0	0	0	0
November 2015	160	1,813	0	0
December 2015	166	1,729	0	0
January 2016	100	1,662	0	0
February 2016	0	0	0	0
March 2016	0	0	0	0
<b>Total</b>	<b>1,174</b>	<b>¥ 1,776</b>	<b>0</b>	<b>¥ 0</b>



<sup>(1)</sup> There is no plan or program to purchase Shares announced in fiscal 2016 and up until the filing of this annual report.

**Item 16F. Change in Registrant's Certifying Accountant.**

Not applicable.

**Item 16G. Corporate Governance**

Our ADSs have been listed on the New York Stock Exchange, or NYSE, since 1998. As an NYSE-listed company, we are required to comply with certain corporate governance standards under Section 303A of the NYSE Listed Company Manual. However, as a foreign private issuer, we are permitted to follow home country practice in lieu of certain provisions of Section 303A.

---

## Table of Contents

Our corporate governance practices differ in certain significant respects from those that U.S. companies must adopt in order to maintain a NYSE listing and, in accordance with Section 303A.11 of the NYSE's Listed Company Manual, we provide a brief, general summary of such differences.

The composition of our board of directors and its committees differs significantly in terms of independence from the composition requirements for boards and committees that U.S. companies must satisfy in order to maintain a NYSE listing. We are not required to meet the NYSE's independence requirements for individuals on our board of directors or our Nominating, Audit, and Compensation Committees. Under Japanese law, a majority of the membership on our committees must be outside directors—a Japanese law concept that shares similarities with the U.S. concept of independent director. However, we are not required to include on our board of directors a majority of outside directors, nor are we required to compose our committees exclusively from outside directors. Six of our 13 directors are considered outside directors. We have adopted a written charter for our Compensation Committee that addresses committee member appointment and removal, committee structure and operations, and reporting to the board. However, our Compensation Committee has not retained, or obtained the advice of, a compensation consultant, independent legal counsel or other adviser.

Under the Companies Act, an outside director is a director (i) who is not an executive director, executive officer (*shikko-yaku*), manager or any other kind of employee of the Company or its subsidiaries (collectively called Executive Directors And Employees) and who has not been the Executive Directors and Employees in the past 10 years of the Company or its subsidiaries; (ii) who has not been the Executive Directors And Employees of the Company or its subsidiaries for the past 10 years from the assumptions of any of the position of director, accounting advisor, or auditor; (iii) who is not a person with a controlling stake in the management of the Company, such as a holder of 50 percent or more of the Company's shares, etc., or has not been a director, executive officer, manager or any other kind of employees of the parent company of the Company; (iv) who has not been the Executive Directors And Employees of any other company with same parent company; and (v) who has not been the spouse or the kin (within the second degree) of any director, manager or any other kind of important employee of the Company, or a person with a controlling stake in the management of the Company, such as a holder of 50 percent or more of the Company's shares etc.

In addition to differences in composition requirements for our board of directors and its committees, we are not required to:

make publicly available one or more documents that summarize all aspects of our corporate governance guidelines or prepare a written code that states the objectives, responsibilities, and performance evaluation criteria of our Nominating, Audit and Compensation Committees in a manner that satisfies the NYSE's requirements;

adopt a code of business conduct and ethics for our directors, officers, and employees that addresses fully the topics necessary to satisfy the NYSE's requirements;

hold regularly scheduled executive sessions for our outside directors;

obtain shareholder approval for all equity compensation plans for employees, directors or executive officers of ORIX or for material revisions to any such plans;

provide the compensation committee with authority to obtain or retain the advice of a compensation adviser only after taking into consideration all factors relevant to determining the adviser's independence from management.

**Table of Contents**

**PART III**

**Item 17. Financial Statements**

ORIX has elected to provide financial statements and related information pursuant to Item 18.

**Item 18. Financial Statements**

See pages F-1 through F-139.

The following consolidated financial statements of ORIX listed below and the report thereon by its independent registered public accounting firm are filed as part of this Form 20-F:

- (a) Consolidated Balance Sheets as of March 31, 2015 and 2016 (page F-4 to F-5);
- (b) Consolidated Statements of Income for the years ended March 31, 2014, 2015 and 2016 (page F-6 to F-7);
- (c) Consolidated Statements of Comprehensive Income for the years ended March 31, 2014, 2015 and 2016 (page F-8);
- (d) Consolidated Statements of Changes in Equity for the years ended March 31, 2014, 2015 and 2016 (page F-9 to F-10);
- (e) Consolidated Statements of Cash Flows for the years ended March 31, 2014, 2015 and 2016 (page F-11);
- (f) Notes to Consolidated Financial Statements (page F-12 to F-138);
- (g) Schedule II. Valuation and Qualifying Accounts and Reserves (page F-139).

**Table of Contents****Item 19. Exhibits**

We have filed the following documents as exhibits to this document.

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 1.1	Articles of Incorporation of ORIX Corporation, as amended on June 21, 2016.
Exhibit 1.2	Regulations of the Board of Directors of ORIX Corporation, as amended on June 1, 2015 (Incorporated by reference from the annual report on Form 20-F filed on June 25, 2015, commission file number 001-14856).
Exhibit 1.3	Share Handling Regulations of ORIX Corporation, as amended on October 7, 2013 (Incorporated by reference from the annual report on Form 20-F filed on June 26, 2014, commission file number 001-14856).
Exhibit 7.1	A statement explaining in reasonable detail how ratios in the annual report were calculated.
Exhibit 8.1	List of subsidiaries.
Exhibit 11.1	Code of Ethics, as amended on April 18, 2014 (Incorporated by reference from the annual report on Form 20-F filed on June 26, 2014, commission file number 001-14856).
Exhibit 12.1	Certifications required by Rule 13a-14 (a) (17 CFR 240.13a-14 (a)) or Rule 15d-14 (a) (17 CFR 240.15d 14(a)).
Exhibit 13.1	Certifications required by Rule 13a-14 (b) (17 CFR 240.13a-14 (b)) or Rule 15d-14 (b) (17 CFR 240.15d 14 (b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
Exhibit 15.1	Consent of independent registered public accounting firm
Exhibit 101	Instance Document.
Exhibit 101	Schema Document.
Exhibit 101	Calculation Linkbase Document.
Exhibit 101	Definition Linkbase Document.
Exhibit 101	Labels Linkbase Document.
Exhibit 101	Presentation Linkbase Document.

We have not included as exhibits certain instruments with relation to our long-term debt or the long-term debt of our subsidiaries. The total amount of securities of us or our subsidiaries authorized under any such instrument does not exceed 10% of our consolidated total assets. We hereby agree to furnish to the SEC, upon its request, a copy of any and all such instruments.

**Table of Contents**

**SIGNATURES**

The company hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**ORIX KABUSHIKI KAISHA**

By: /s/ KAZUO KOJIMA  
Name: Kazuo Kojima  
Title: Attorney-in-Fact

Chief Financial Officer

Date: June 23, 2016

**Table of Contents**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Page</b>
<u>Reports of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets as of March 31, 2015 and 2016</u>	F-4
<u>Consolidated Statements of Income For the Years Ended March 31, 2014, 2015 and 2016</u>	F-6
<u>Consolidated Statements of Comprehensive Income For the Years Ended March 31, 2014, 2015 and 2016</u>	F-8
<u>Consolidated Statements of Changes in Equity For the Years Ended March 31, 2014, 2015 and 2016</u>	F-9
<u>Consolidated Statements of Cash Flows For the Years Ended March 31, 2014, 2015 and 2016</u>	F-11
<u>Notes to Consolidated Financial Statements</u>	F-12
<u>Schedule II. Valuation and Qualifying Accounts and Reserves</u>	F-139

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of ORIX Corporation:

We have audited the accompanying consolidated balance sheets of ORIX Corporation (a Japanese corporation) and its subsidiaries as of March 31, 2015 and 2016, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended March 31, 2016. In connection with our audits of the consolidated financial statements, we also have audited financial statement Schedule II. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ORIX Corporation and its subsidiaries as of March 31, 2015 and 2016, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2016, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), ORIX Corporation's internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated June 23, 2016 expressed an unqualified opinion on the effectiveness of ORIX Corporation's internal control over financial reporting.

KPMG AZSA LLC

Tokyo, Japan

June 23, 2016

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of ORIX Corporation:

We have audited ORIX Corporation's (a Japanese corporation) internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting, included in Item 15 - Controls and Procedures of the accompanying Form 20-F. Our responsibility is to express an opinion on ORIX Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, ORIX Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of ORIX Corporation and its subsidiaries as of March 31, 2015 and 2016, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended March 31, 2016, and our report dated June 23, 2016 expressed an unqualified opinion on those consolidated financial statements.



KPMG AZSA LLC

Tokyo, Japan

June 23, 2016

F-3

**Table of Contents****CONSOLIDATED BALANCE SHEETS****AS OF MARCH 31, 2015 AND 2016****ORIX Corporation and Subsidiaries**

	Millions of yen	
	2015	2016
<b>ASSETS</b>		
Cash and Cash Equivalents	¥ 827,518	¥ 730,420
Restricted Cash	85,561	80,979
Investment in Direct Financing Leases	1,216,454	1,190,136
Installment Loans	2,478,054	2,592,233
(The amounts of ¥15,361 million as of March 31, 2015 and ¥20,673 million as of March 31, 2016 are measured at fair value by electing the fair value option under FASB ASC 825.)		
Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses	(72,326)	(60,071)
Investment in Operating Leases	1,296,220	1,349,199
Investment in Securities	2,846,257	2,344,792
(The amounts of ¥16,891 million as of March 31, 2015 and ¥27,367 million as of March 31, 2016 are measured at fair value by electing the fair value option under FASB ASC 825.)		
Property under Facility Operations	278,100	327,016
Investment in Affiliates	378,087	530,667
Trade Notes, Accounts and Other Receivable	348,404	294,638
Inventories	165,540	139,950
Office Facilities	131,556	120,173
Other Assets	1,464,203	1,356,774
(The amount of ¥36,038 million as of March 31, 2015 and ¥37,855 million as of March 31, 2016 are measured at fair value by electing the fair value option under FASB ASC 825.)		
Total Assets	¥ 11,443,628	¥ 10,996,906

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	
	2015	2016
Cash and Cash Equivalents	¥ 5,242	¥ 4,697
Investment in Direct Financing Leases (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses)	153,951	134,604
Installment Loans (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses)	171,163	195,702
Investment in Operating Leases	252,234	227,340
Property under Facility Operations	39,153	79,697
Investment in Affiliates	11,905	65,059
Others	93,983	93,410
	¥ 727,631	¥ 800,509



**Table of Contents****CONSOLIDATED BALANCE SHEETS (Continued)****AS OF MARCH 31, 2015 AND 2016****ORIX Corporation and Subsidiaries**

	Millions of yen	
	2015	2016
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Short-term Debt	¥ 284,785	¥ 349,624
Deposits	1,287,380	1,398,472
Trade Notes, Accounts and Other Payable	335,936	266,216
Policy Liabilities and Policy Account Balances	2,073,650	1,668,636
(The amount of ¥1,254,483 million as of March 31, 2015 and ¥795,001 million as of March 31, 2016 are measured at fair value by electing the fair value option under FASB ASC 825.)		
Income Taxes:		
Current	9,445	17,398
Deferred	336,069	341,360
Long-term Debt	4,132,945	3,940,906
Other Liabilities	598,446	534,008
<b>Total Liabilities</b>	<b>9,058,656</b>	<b>8,516,620</b>
Redeemable Noncontrolling Interests	66,901	7,467
Commitments and Contingent Liabilities		
Equity:		
Common stock:		
Authorized 2,590,000,000 shares		
Issued 1,323,644,528 shares as of March 31, 2015 and 1,324,058,828 shares as of March 31, 2016	220,056	220,469
Additional Paid-in Capital	255,595	257,629
Retained Earnings	1,672,585	1,864,241
Accumulated Other Comprehensive Income (Loss)	30,373	(6,222)
Treasury Stock, at Cost:		
15,001,557 shares as of March 31, 2015 and 14,544,808 shares as of March 31, 2016	(26,411)	(25,686)
<b>ORIX Corporation Shareholders' Equity</b>	<b>2,152,198</b>	<b>2,310,431</b>
Noncontrolling Interests	165,873	162,388
<b>Total Equity</b>	<b>2,318,071</b>	<b>2,472,819</b>
<b>Total Liabilities and Equity</b>	<b>¥ 11,443,628</b>	<b>¥ 10,996,906</b>

Notes 1: The Company's shares held through the Board Incentive Plan Trust (2,153,800 shares as of March 31, 2015 and 1,696,217 shares as of March 31, 2016) are included in the number of treasury stock shares as of March 31, 2015 and 2016.

2: 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:

Edgar Filing: ORIX CORP - Form 20-F

	Millions of yen	
	2015	2016
Trade Notes, Accounts and Other Payable	¥ 2,100	¥ 1,576
Long-Term Debt	454,216	479,152
Others	7,792	11,778
	¥ 464,108	¥ 492,506

The accompanying notes to consolidated financial statements are an integral part of these statements.

**Table of Contents**

**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016**

**ORIX Corporation and Subsidiaries**

	2014	Millions of yen 2015	2016
<b>Revenues:</b>			
Finance revenues	¥ 191,700	¥ 186,883	¥ 200,889
Gains on investment securities and dividends	27,181	56,395	35,786
Operating leases	330,606	363,095	373,910
Life insurance premiums and related investment income	155,406	351,493	189,421
Sales of goods and real estate	179,884	450,869	834,010
Services income	490,515	765,548	735,186
<b>Total revenues</b>	<b>1,375,292</b>	<b>2,174,283</b>	<b>2,369,202</b>
<b>Expenses:</b>			
Interest expense	82,968	72,647	72,821
Costs of operating leases	216,568	238,157	245,069
Life insurance costs	108,343	271,948	121,282
Costs of goods and real estate sold	162,989	402,021	748,259
Services expense	260,278	425,676	445,387
Other (income) and expense, net	(21,001)	23,674	(3,729)
Selling, general and administrative expenses	316,851	427,816	422,692
Provision for doubtful receivables and probable loan losses	13,838	11,631	11,717
Write-downs of long-lived assets	23,421	34,887	13,448
Write-downs of securities	7,989	8,997	4,515
<b>Total expenses</b>	<b>1,172,244</b>	<b>1,917,454</b>	<b>2,081,461</b>
<b>Operating Income</b>	<b>203,048</b>	<b>256,829</b>	<b>287,741</b>
Equity in Net Income of Affiliates	18,368	30,531	45,694
Gains on Sales of Subsidiaries and Affiliates and Liquidation Losses, net	64,923	20,575	57,867
Bargain Purchase Gain	0	36,082	0
<b>Income before Income Taxes and Discontinued Operations</b>	<b>286,339</b>	<b>344,017</b>	<b>391,302</b>
Provision for Income Taxes	98,553	89,057	120,312
<b>Income from Continuing Operations</b>	<b>187,786</b>	<b>254,960</b>	<b>270,990</b>
<b>Discontinued Operations:</b>			
Income from discontinued operations, net	12,182	463	0
Provision for income taxes	(4,681)	(166)	(0)
<b>Discontinued operations, net of applicable tax effect</b>	<b>7,501</b>	<b>297</b>	<b>0</b>
<b>Net Income</b>	<b>195,287</b>	<b>255,257</b>	<b>270,990</b>
<b>Net Income Attributable to the Noncontrolling Interests</b>	<b>3,815</b>	<b>15,339</b>	<b>10,002</b>

## Edgar Filing: ORIX CORP - Form 20-F

Net Income Attributable to the Redeemable Noncontrolling Interests	4,108	4,970	819
Net Income Attributable to ORIX Corporation Shareholders	¥ 187,364	¥ 234,948	¥ 260,169

Note 1: Pursuant to FASB ASC 205-20 ( Presentation of Financial Statements Discontinued Operations ), the results of operations which meet the criteria for discontinued operations are reported as a separate component of income, and those related amounts that had been previously reported are reclassified.

F-6

**Table of Contents**

**CONSOLIDATED STATEMENTS OF INCOME (Continued)**  
**FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016**

**ORIX Corporation and Subsidiaries**

2: Pursuant to Accounting Standards Update 2014-08 ( Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ) ASC 205 ( Presentation of Financial Statements ) and ASC 360 ( Property, Plant, and Equipment ) which was early adopted on April 1, 2014, the results of operations for fiscal 2015 reflected the adoption of this Update. This Update does not apply to a component or a group of components which was disposed of or classified as held for sale before the adoption date. Therefore, in accordance with previous ASC 205-20, the results of these operation of subsidiaries and businesses, which were classified as held for sale in fiscal 2014 are reported as discontinued operations for fiscal 2015.

	2014	Millions of yen		2016
		2015		
<b>Income Attributable to ORIX Corporation Shareholders:</b>				
Income from Continuing Operations	¥ 180,069	¥ 234,651	¥	260,169
Discontinued Operations	7,295	297		0
<b>Net income Attributable to ORIX Corporation Shareholders</b>	<b>¥ 187,364</b>	<b>¥ 234,948</b>	<b>¥</b>	<b>260,169</b>

	2014	Yen		2016
		2015		
<b>Amounts per Share of Common Stock for Income attributable to ORIX Corporation shareholders:</b>				
<b>Basic:</b>				
Income from continuing operations	¥ 142.00	¥ 179.24	¥	198.73
Discontinued operations	5.75	0.23		0
<b>Net income attributable to ORIX Corporation shareholders</b>	<b>¥ 147.75</b>	<b>¥ 179.47</b>	<b>¥</b>	<b>198.73</b>
<b>Diluted:</b>				
Income from continuing operations	¥ 137.63	¥ 178.99	¥	198.52
Discontinued operations	5.57	0.22		0
<b>Net income attributable to ORIX Corporation shareholders</b>	<b>¥ 143.20</b>	<b>¥ 179.21</b>	<b>¥</b>	<b>198.52</b>
Cash Dividends	13.00	23.00		58.00

The accompanying notes to consolidated financial statements are an integral part of these statements.



**Table of Contents****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016****ORIX Corporation and Subsidiaries**

	<b>2014</b>	<b>Millions of yen</b>	
		<b>2015</b>	<b>2016</b>
Net Income	¥ 195,287	¥ 255,257	¥ 270,990
Other comprehensive income (loss), net of tax:			
Net change of unrealized gains (losses) on investment in securities	10,603	9,867	(3,121)
Net change of defined benefit pension plans	3,570	(14,952)	(4,123)
Net change of foreign currency translation adjustments	36,928	37,155	(26,957)
Net change of unrealized gains (losses) on derivative instruments	1,487	(561)	(4,063)
Total other comprehensive income (loss)	52,588	31,509	(38,264)
Comprehensive Income	247,875	286,766	232,726
Comprehensive Income Attributable to the Noncontrolling Interests	16,003	7,314	7,414
Comprehensive Income Attributable to the Redeemable Noncontrolling Interests	8,207	14,265	1,738
Comprehensive Income Attributable to ORIX Corporation Shareholders	¥ 223,665	¥ 265,187	¥ 223,574

The accompanying notes to consolidated financial statements are an integral part of these statements.

**Table of Contents**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016**

**ORIX Corporation and Subsidiaries**

	Millions of yen								
	ORIX Corporation Shareholders				Equity		Total ORIX		
					Accumulated		Corporation		
	Common	Additional	Retained	Other	Treasury	Shareholders	Noncontrolling	Total	
	Stock	Paid-in	Earnings	Comprehensive	Stock	Equity	Interests	Equity	
	¥	¥	¥	¥	¥	¥	¥	¥	¥
<b>Balance at March 31, 2013</b>	¥ 194,039	¥ 229,600	¥ 1,305,044	¥ (36,263)	¥ (48,824)	¥ 1,643,596	¥ 43,977	¥ 1,687,573	
Contribution to subsidiaries						0	89,233	89,233	
Transaction with noncontrolling interests		239				239	2,055	2,294	
Comprehensive income, net of tax:									
Net income			187,364			187,364	3,815	191,179	
Other comprehensive income									
Net change of unrealized gains on investment in securities				9,677		9,677	926	10,603	
Net change of defined benefit pension plans				3,357		3,357	213	3,570	
Net change of foreign currency translation adjustments				21,810		21,810	11,019	32,829	
Net change of unrealized gains on derivative instruments				1,457		1,457	30	1,487	
Total other comprehensive income						36,301	12,188	48,489	
Total comprehensive income						223,665	16,003	239,668	
Cash dividends			(15,878)			(15,878)	(2,099)	(17,977)	
Conversion of convertible bond	25,066	24,878				49,944	0	49,944	
Exercise of stock options	441	422				863	0	863	
Acquisition of treasury stock					(19)	(19)	0	(19)	
Acquisition of Robeco			(5,471)		24,880	19,409	27,850	47,259	
Adjustment of redeemable noncontrolling interests to redemption value			(2,851)			(2,851)	0	(2,851)	
Other, net		310	(36)		104	378	0	378	
<b>Balance at March 31, 2014</b>	¥ 219,546	¥ 255,449	¥ 1,468,172	¥ 38	¥ (23,859)	¥ 1,919,346	¥ 177,019	¥ 2,096,365	
Contribution to subsidiaries						0	26,447	26,447	
Transaction with noncontrolling interests		(505)			96	(409)	(40,735)	(41,144)	
Comprehensive income, net of tax:									
Net income			234,948			234,948	15,339	250,287	
Other comprehensive income (loss)									
Net change of unrealized gains (losses) on investment in securities				11,679		11,679	(1,812)	9,867	
Net change of defined benefit pension plans				(13,218)		(13,218)	(1,734)	(14,952)	
Net change of foreign currency translation adjustments				32,284		32,284	(4,424)	27,860	
Net change of unrealized gains (losses) on derivative instruments				(506)		(506)	(55)	(561)	
Total other comprehensive income (loss)						30,239	(8,025)	22,214	

Edgar Filing: ORIX CORP - Form 20-F

Total comprehensive income					265,187	7,314	272,501	
Cash dividends		(30,117)			(30,117)	(4,172)	(34,289)	
Exercise of stock options	510	504			1,014	0	1,014	
Acquisition of treasury stock				(3,423)	(3,423)	0	(3,423)	
Disposal of treasury stock	(697)	(174)		871	0	0	0	
Adjustment of redeemable noncontrolling interests to redemption value			(220)		(220)	0	(220)	
Other, net		844	(24)		820	0	820	
<b>Balance at March 31, 2015</b>	¥ 220,056	¥ 255,595	¥ 1,672,585	¥ 30,373	¥ (26,411)	¥ 2,152,198	¥ 165,873	¥ 2,318,071

F-9

**Table of Contents****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)****FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016****ORIX Corporation and Subsidiaries**

	Millions of yen								
	ORIX Corporation Shareholders			Equity		Total ORIX Corporation			
	Common	Additional	Retained	Other	Treasury	Shareholders	Noncontrolling	Total	
	Stock	Paid-in	Earnings	Comprehensive	Stock	Equity	Interests	Equity	
	(Loss)			Income					
	(Loss)			(Loss)					
<b>Balance at March 31, 2015</b>	¥ 220,056	¥ 255,595	¥ 1,672,585	¥ 30,373	¥ (26,411)	¥ 2,152,198	¥ 165,873	¥ 2,318,071	
Contribution to subsidiaries						0	6,801	6,801	
Transaction with noncontrolling interests		1,918				1,918	(10,519)	(8,601)	
Comprehensive income, net of tax:									
Net income			260,169			260,169	10,002	270,171	
Other comprehensive income (loss)									
Net change of unrealized gains (losses) on investment in securities				(3,145)		(3,145)	24	(3,121)	
Net change of defined benefit pension plans				(4,436)		(4,436)	313	(4,123)	
Net change of foreign currency translation adjustments				(25,197)		(25,197)	(2,679)	(27,876)	
Net change of unrealized gains (losses) on derivative instruments				(3,817)		(3,817)	(246)	(4,063)	
<b>Total other comprehensive income (loss)</b>						(36,595)	(2,588)	(39,183)	
<b>Total comprehensive income</b>						223,574	7,414	230,988	
Cash dividends			(76,034)			(76,034)	(7,181)	(83,215)	
Exercise of stock options	413	409				822	0	822	
Acquisition of treasury stock					(2)	(2)	0	(2)	
Disposal of treasury stock		(426)	(53)		727	248	0	248	
Adjustment of redeemable noncontrolling interests to redemption value			7,557			7,557	0	7,557	
Other, net		133	17			150	0	150	
<b>Balance at March 31, 2016</b>	¥ 220,469	¥ 257,629	¥ 1,864,241	¥ (6,222)	¥ (25,686)	¥ 2,310,431	¥ 162,388	¥ 2,472,819	

Note: Changes in the redeemable noncontrolling interests are not included in this table. For further information, see Note 18 Redeemable Noncontrolling Interests.

The accompanying notes to consolidated financial statements are an integral part of these statements.



**Table of Contents**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED MARCH 31, 2014, 2015 AND 2016**

**ORIX Corporation and Subsidiaries**

	2014	Millions of yen 2015	2016
<b>Cash Flows from Operating Activities:</b>			
Net income	¥ 195,287	¥ 255,257	¥ 270,990
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization	206,670	229,583	244,853
Provision for doubtful receivables and probable loan losses	13,838	11,631	11,717
Equity in net income of affiliates (excluding interest on loans)	(18,159)	(30,267)	(44,333)
Gains on sales of subsidiaries and affiliates and liquidation losses, net	(64,923)	(20,575)	(57,867)
Bargain purchase gain	0	(36,082)	0
Gains on sales of available-for-sale securities	(14,149)	(32,077)	(32,126)
Gains on sales of operating lease assets	(23,692)	(34,425)	(38,340)
Write-downs of long-lived assets	23,421	34,887	13,448
Write-downs of securities	7,989	8,997	4,515
Decrease (Increase) in restricted cash	22,366	(1,922)	9,009
Decrease in trading securities	21,300	441,554	461,298
Decrease (Increase) in inventories	25,581	(13,481)	20,935
Increase in trade notes, accounts and other receivable	(17,572)	(20,742)	(8,224)
Increase (Decrease) in trade notes, accounts and other payable	26,505	34,275	(41,004)
Increase (Decrease) in policy liabilities and policy account balances	28,429	(506,043)	(405,014)
Deferred tax provision	52,344	41,338	42,528
Income taxes payable, net	18,695	(39,264)	47,065
Other, net	(25,924)	(65,033)	11,112
<b>Net cash provided by operating activities</b>	<b>478,006</b>	<b>257,611</b>	<b>510,562</b>
<b>Cash Flows from Investing Activities:</b>			
Purchases of lease equipment	(859,568)	(907,484)	(991,154)
Principal payments received under direct financing leases	459,003	488,522	515,053
Installment loans made to customers	(1,035,564)	(1,109,458)	(1,101,807)
Principal collected on installment loans	1,264,645	977,272	948,057
Proceeds from sales of operating lease assets	251,904	272,040	239,911
Investment in affiliates, net	(45,084)	(27,698)	(70,569)
Proceeds from sales of investment in affiliates	15,429	2,128	20,991
Purchases of available-for-sale securities	(897,246)	(982,415)	(864,874)
Proceeds from sales of available-for-sale securities	318,697	511,868	464,232
Proceeds from redemption of available-for-sale securities	473,126	398,280	381,099
Purchases of held-to-maturity securities	(8,519)	(20,522)	(538)
Purchases of other securities	(24,761)	(27,489)	(32,818)
Proceeds from sales of other securities	26,501	67,982	48,594
Purchases of property under facility operations	(48,195)	(81,311)	(91,492)
Acquisitions of subsidiaries, net of cash acquired	(94,586)	(73,240)	(47,324)
Sales of subsidiaries, net of cash disposed	0	47,800	39,437
Other, net	(11,096)	(4,076)	(9,327)
<b>Net cash used in investing activities</b>	<b>(215,314)</b>	<b>(467,801)</b>	<b>(552,529)</b>
<b>Cash Flows from Financing Activities:</b>			
Net increase (decrease) in debt with maturities of three months or less	(106,783)	3,819	(4,707)
Proceeds from debt with maturities longer than three months	1,211,797	1,337,870	1,376,125
Repayment of debt with maturities longer than three months	(1,501,403)	(1,178,401)	(1,470,325)
Net increase in deposits due to customers	127,610	80,924	111,220

## Edgar Filing: ORIX CORP - Form 20-F

Cash dividends paid to ORIX Corporation shareholders	(15,878)	(30,117)	(76,034)
Contribution from noncontrolling interests	11,089	7,919	6,117
Cash dividends paid to redeemable noncontrolling interests	(1,224)	(3,030)	(11,272)
Net increase (decrease) in call money	(5,000)	6,000	36,500
Other, net	2,088	(11,552)	(15,625)
Net cash provided by (used in) financing activities	(277,704)	213,432	(48,001)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	6,755	6,237	(7,130)
Net Increase (decrease) in Cash and Cash Equivalents	(8,257)	9,479	(97,098)
Cash and Cash Equivalents at Beginning of Year	826,296	818,039	827,518
Cash and Cash Equivalents at End of Year	¥ 818,039	¥ 827,518	¥ 730,420

The accompanying notes to consolidated financial statements are an integral part of these statements.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**ORIX Corporation and Subsidiaries**

**1. Significant Accounting and Reporting Policies**

In preparing the accompanying consolidated financial statements, ORIX Corporation (the Company) and its subsidiaries have complied with accounting principles generally accepted in the United States of America (U.S. GAAP), except for the accounting for stock splits (see (o)). Significant accounting and reporting policies are summarized as follows:

**(a) Basis of presenting financial statements**

The Company and its subsidiaries in Japan maintain their books in conformity with Japanese accounting practices, which differ in certain respects from U.S. GAAP.

The accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP and, therefore, reflect certain adjustments to the books and records of the Company and its subsidiaries. The principal adjustments relate to initial direct costs to originate leases and loans, use of a straight-line basis of depreciation for operating lease assets, deferral of life insurance policy acquisition costs, calculation of insurance policy liabilities, accounting for goodwill and other intangible assets in business combinations, accounting for contingent consideration in business combination, accounting for pension plans, accounting for sales of the parent's ownership interest in subsidiaries, accounting for securitization of financial assets, reflection of the income tax effect on such adjustments and reclassification of discontinued operations.

**(b) Principles of consolidation**

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. Investments in affiliates, where the Company has the ability to exercise significant influence by way of 20%–50% ownership or other means, are accounted for by using the equity method. Where the Company holds majority voting interests but noncontrolling shareholders have substantive participating rights to decisions that occur as part of the ordinary course of their business, the equity method is applied pursuant to FASB Accounting Standards Codification (ASC) 810-10-25-2 to 14 (Consolidation—The Effect of Noncontrolling Rights on Consolidation). In addition, the consolidated financial statements also include variable interest entities to which the Company and its subsidiaries are primary beneficiaries pursuant to ASC 810 (Consolidation).

A lag period of up to three months is used on a consistent basis for recognizing the results of certain subsidiaries and affiliates.



All significant intercompany accounts and transactions have been eliminated in consolidation.

**(c) Use of estimates**

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company has identified ten areas where it believes assumptions and estimates are particularly critical to the financial statements. The Company makes estimates and assumptions to the selection of valuation techniques and determination of assumptions used in fair value measurements (see Note 2), the determination and periodic reassessment of the unguaranteed residual value for direct financing leases and operating leases (see (e)), the determination and reassessment of insurance policy liabilities and deferred policy acquisition costs (see (f)), the determination of the allowance for doubtful receivables on direct financing leases and probable loan losses (see (g)), the recognition and measurement of

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

impairment of long-lived assets (see (h)), the recognition and measurement of impairment of investment in securities (see (i)), the determination of the valuation allowance for deferred tax assets and the evaluation of tax positions (see (j)), the assessment and measurement of effectiveness in hedging relationship using derivative financial instruments (see (l)), the determination of benefit obligation and net periodic pension cost (see (m)) and the recognition and measurement of impairment of goodwill and intangible assets that have indefinite useful lives (see (w)).

**(d) Foreign currencies translation**

The Company and its subsidiaries maintain their accounting records in their functional currency. Transactions in foreign currencies are recorded in the entity's functional currency based on the prevailing exchange rates on the transaction date.

The financial statements of overseas subsidiaries and affiliates are translated into Japanese yen by applying the exchange rates in effect at the end of each fiscal year to all assets and liabilities. Income and expenses are translated at the average rates of exchange prevailing during the fiscal year. The currencies in which the operations of the overseas subsidiaries and affiliates are conducted are regarded as the functional currencies of these companies. Foreign currency translation adjustments reflected in accumulated other comprehensive income (loss) arise from the translation of foreign currency financial statements into Japanese yen.

**(e) Recognition of revenues**

Revenues are recognized when persuasive evidence of an arrangement exists, the service has been rendered or the goods have been delivered to the customer, the transaction price is fixed or determinable and collectability is reasonably assured.

In addition to the aforementioned general policy, the policies as specifically described hereinafter are applied for each of the major revenue items.

**Finance Revenues** Finance revenues mainly include revenues for direct financing leases and installment loans. The policies applied to direct financing leases and installment loans are described hereinafter.

**(1) Revenues from direct financing leases**

Direct financing leases consist of full-payout leases for various equipment types, including office equipment, industrial machinery and transportation equipment. In providing leasing services, the Company and its subsidiaries execute supplemental services, such as paying insurance and handling taxes on leased assets on behalf of lessees. The excess of aggregate lease rentals plus the estimated unguaranteed residual value over the cost of the leased equipment constitutes the unearned lease income to be taken into income over the lease term by using the interest method. The estimated residual values represent estimated proceeds from the disposition of equipment at the time the lease is terminated. Estimates of unguaranteed residual values are based on market values of used equipment, estimates of when and how much equipment will become obsolete, and actual recovery being experienced for similar used equipment. Initial direct costs are being deferred and amortized as a yield adjustment over the life of the related lease by using interest method. The unamortized balance of initial direct costs is reflected as a component of investment in direct financing leases.

**(2) Revenues from installment loans**

Interest income on installment loans is recognized on an accrual basis. Certain direct loan origination costs, net of origination fees, are being deferred and amortized over the contractual term of the loan as an adjustment of the related loan's yield using the interest method.

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Interest payments received on impaired loans other than purchased loans are recorded as interest income unless the collection of the remaining investment is doubtful at which time payments received are recorded as reductions of principal. For purchased loans, although the acquired assets may remain loans in legal form, collections on these loans often do not reflect the normal historical experience of collecting delinquent accounts, and the need to tailor individual collateral-realization strategies often makes it difficult to reliably estimate the amount, timing, or nature of collections. Accordingly, the Company and its subsidiaries use the cost recovery method of income recognition for such purchased loans regardless of whether impairment is recognized or not.

**(3) Non-accrual policy**

In common with all classes, past-due financing receivables are receivables for which principal or interest is past-due 30 days or more. Loans whose terms have been modified are not classified as past-due financing receivables if the principals and interests are not past-due 30 days or more in accordance with the modified terms. The Company and its subsidiaries suspend accruing revenues on past-due installment loans and direct financing leases when principal or interest is past-due 90 days or more, or earlier, if management determines that their collections are doubtful based on factors such as individual debtors' creditworthiness, historical loss experience, current delinquencies and delinquency trends. Accrued but uncollected interest is reclassified to investment in direct financing leases or installment loans in the accompanying consolidated balance sheets and becomes subject to the allowance for doubtful receivables and probable loan loss process. Cash repayments received on non-accrual loans are applied first against past due interest and then any surpluses are applied to principal in view of the conditions of the contract and obligors. The Company and its subsidiaries return non-accrual loans and lease receivables to accrual status when it becomes probable that the Company and its subsidiaries will be able to collect all amounts due according to the contractual terms of these loans and receivables, as evidenced by continual payments from the debtors. The period of such continual payments before returning to accrual status varies depending on factors that we consider are relevant in assessing the debtor's creditworthiness, such as the debtor's business characteristics and financial conditions as well as relevant economic conditions and trends.

***Gains on investment securities and dividends*** Gains on investment securities are recorded on a trade date basis. Dividends are recorded when right to receive dividends is established.

***Operating leases*** Revenues from operating leases are recognized on a straight-line basis over the contract terms. Investment in operating leases is recorded at cost less accumulated depreciation and is depreciated over their estimated useful lives mainly on a straight-line basis. The estimated average useful lives of principal operating lease assets classified as transportation equipment is 10 years, measuring and information-related equipment is 4 years, real estate (other than land) is 31 years and other is 5 years. Depreciation expenses are included in costs of operating leases. Gains or losses arising from dispositions of operating lease assets are included in operating lease revenues.

Estimates of residual values are based on market values of used equipment, estimates of when and the extent to which equipment will become obsolete and actual recovery being experienced for similar used equipment.

*Sales of goods and real estate*

**(1) Sales of goods**

The Company and its subsidiaries sell to their customers various types of goods, including precious metals and jewels, and aftermarket parts and accessories for vehicles. Revenues from such sales of goods are recognized when persuasive evidence of an arrangement exists, delivery has occurred, and collectability is reasonably assured. Delivery is considered to have occurred when the customer has taken title to the goods and assumed the risks and rewards of ownership. Revenues are recognized net of estimated sales returns and incentives.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

**(2) Real estate sales**

Revenues from the sales of real estate are recognized when a contract is in place, a closing has taken place, the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property and the Company and its subsidiaries do not have a substantial continuing involvement in the property.

**Services income** Revenues are recognized when persuasive evidence of an arrangement exists, the service has been rendered to the customer, the transaction price is fixed or determinable and collectability is reasonably assured. The policies applied to asset management, servicing and automobile maintenance services are described hereinafter.

**(1) Revenues from asset management and servicing**

The Company and its subsidiaries provide to our customers investment management services for investments in financial assets, and asset management as well as maintenance and administrative services for investments in real estate properties. The Company and its subsidiaries also perform servicing on behalf of our customers. The Company and its subsidiaries receive fees for those services from our customers.

Revenues from asset management and servicing primarily include management fees, servicing fees, and performance fees. Management and servicing fees are recognized when transactions occur or services are rendered and the amounts are fixed or determinable and collectability of which is reasonably assured. Management fees are calculated based on the predetermined percentages of the market value of the assets under management or net assets of the investment funds in accordance with contracts. Certain subsidiaries recognize revenues from performance fees when earned based on the performance of the asset under management while other subsidiaries recognize revenues from performance fees on an accrual basis over the period in which services are performed. Performance fees are calculated based on the predetermined percentages on the performance of the assets under management in accordance with the contracts.

**(2) Revenues from automobile maintenance services**

The Company and its subsidiaries provide automobile maintenance services to lessees. Where under terms of the lease or related maintenance agreements the Company and its subsidiaries bear the favorable or unfavorable variability of cost, revenues and expenses are recorded on a gross basis. For those arrangements in which the Company and its subsidiaries do not have substantial risks and rewards of ownership, but instead serve as an agent in collecting from lessees and remitting payments to third parties, the Company and its subsidiaries record revenues net of third-party services costs. Revenues from automobile maintenance services are recognized over the contract period in proportion to the estimated service costs to be incurred.

**(f) Insurance and reinsurance transactions**

Premium income from life insurance policies, net of premiums on reinsurance ceded, is recognized as earned premiums when due.

Life insurance benefits are recorded as expenses when they are incurred. Policy liabilities and policy account balances for future policy benefits are measured using the net level premium method, based on actuarial estimates of the amount of future policyholder benefits. The policies are characterized as long-duration policies and mainly consist of whole life, term life, endowments, medical insurance and individual annuity insurance contracts. For policies other than individual annuity insurance contracts, computation of policy liabilities necessarily includes assumptions about mortality, morbidity, lapse rates, future yields on related investments and

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

other factors applicable at the time the policies are written. A certain subsidiary continually evaluates the potential for changes in the estimates and assumptions applied in determining policy liabilities, both positive and negative and uses the results of these evaluations both to adjust recorded liabilities and to adjust underwriting criteria and product offerings.

The insurance contracts sold by the subsidiary consist of variable annuity, variable life and fixed annuity insurance contracts. The subsidiary manages investment assets on behalf of variable annuity and variable life policyholders, which consist of equity securities and are included in investments in securities in the consolidated balance sheets. These investment assets are measured at fair value with realized and unrealized gains or losses recognized in life insurance premiums and related investment income in the consolidated statements of income. The subsidiary elected the fair value option for the entire variable annuity and variable life insurance contracts in accordance with ASC 825 ( Financial Instruments ) with changes in the fair value recognized in life insurance costs.

The subsidiary provides minimum guarantees to variable annuity and variable life policyholders under which it is exposed to the risk of compensating losses incurred by the policyholders to the extent contractually required. To mitigate the risk, a portion of the minimum guarantee risk related to variable annuity and variable life insurance contracts is ceded to the reinsurance companies and the remaining risk is economically hedged by entering into derivative contracts (See Note 29 Derivative financial instruments and hedging ). The reinsurance contracts do not relieve the subsidiary from the obligation as the primary obligor to compensate certain losses incurred by the policyholders, and the default of the reinsurance companies may impose additional losses on the subsidiary. Certain subsidiaries have elected the fair value option under ASC 825 ( Financial Instruments ) for certain reinsurance contracts relating to variable annuity and variable life insurance contracts, which is included in other assets in the consolidated balance sheets.

Policy liabilities and policy account balances for fixed annuity insurance contracts are measured based on the single-premiums plus interest based on expected rate and fair value adjustments relating to the acquisition of a subsidiary, less withdrawals, expenses and other charges. The credited interest is recorded in life insurance costs in the consolidated statements of income.

ASC 944 ( Financial Services Insurance ) requires insurance companies to defer certain costs related directly to the successful acquisition of new or renewal insurance contracts, or deferred policy acquisition costs, and amortize them over the respective policy periods in proportion to anticipated premium revenue. These deferred policy acquisition costs consist primarily of first-year commissions, except for recurring policy maintenance costs and certain variable costs and expenses for underwriting policies.

**(g) Allowance for doubtful receivables on direct financing leases and probable loan losses**

The allowance for doubtful receivables on direct financing leases and probable loan losses is maintained at a level which, in the judgment of management, is appropriate to provide for probable losses inherent in lease and loan portfolios. The allowance is increased by provision charged to income and is decreased by charge-offs, net of recoveries.



Developing the allowance for doubtful receivables on direct financing leases and probable loan losses is subject to numerous estimates and judgments. In evaluating the appropriateness of the allowance, management considers various factors, including the business characteristics and financial conditions of the obligors, current economic conditions and trends, prior charge-off experience, current delinquencies and delinquency trends, future cash flows expected to be received from the direct financing leases and loans and value of underlying

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

collateral and guarantees. Impaired loans are individually evaluated for a valuation allowance based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. For non-impaired loans, including loans that are not individually evaluated for impairment, and direct financing leases, the Company and its subsidiaries evaluate prior charge-off experience segmented by the debtors' industries and the purpose of the loans, and then develop the allowance for doubtful receivables on direct financing leases and probable loan losses considering the prior charge-off experience and current economic conditions.

The Company and its subsidiaries charge off doubtful receivables when the likelihood of any future collection is believed to be minimal considering debtors' creditworthiness and the liquidation status of collateral.

**(h) Impairment of long-lived assets**

The Company and its subsidiaries have followed ASC 360 (Property, Plant, and Equipment). Under ASC 360, long-lived assets to be held and used in operations, including tangible assets and intangible assets being amortized, consisting primarily of office buildings, condominiums, golf courses and other properties under facility operations, are tested for recoverability whenever events or changes in circumstances indicate that the assets might be impaired. The assets are considered not recoverable when the undiscounted future cash flows estimated to be generated by those assets are less than the carrying amount of those assets, and the net carrying amount of assets not recoverable is reduced to fair value if lower than the carrying amount. The Company and its subsidiaries determine the fair value using appraisals prepared by independent third party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques, such as discounted cash flows methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate.

**(i) Investment in securities**

Trading securities are reported at fair value with unrealized gains and losses included in income.

Available-for-sale securities are reported at fair value, and unrealized gains or losses are recorded in accumulated other comprehensive income (loss), net of applicable income taxes, except investments which are recorded at fair value with unrealized gains and losses included in income by electing the fair value option under ASC 825 (Financial Instruments).

Held-to-maturity securities are recorded at amortized cost.

## Edgar Filing: ORIX CORP - Form 20-F

Other securities are recorded at cost or carrying value that reflects equity income and loss based on the Company's share, except investments which are recorded at fair value with unrealized gains and losses included in income by electing the fair value option under ASC 825 ( Financial Instruments ).

For available-for-sale securities, the Company and its subsidiaries generally recognize losses related to equity securities for which the fair value has been significantly below the acquisition cost (or current carrying value if an adjustment has been made in the past) for more than six months. Also, the Company and its subsidiaries charge against income losses related to equity securities in situations where, even though the fair value has not remained significantly below the carrying value for six months, the decline in the fair value of an equity security is based on the issuer's specific economic conditions and not just general declines in the related market and where it is considered unlikely that the fair value of the equity security will recover within six months.

F-17

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

For debt securities, where the fair value is less than the amortized cost, the Company and its subsidiaries consider whether those securities are other-than-temporarily impaired using all available information about their collectability. The Company and its subsidiaries do not consider a debt security to be other-than-temporarily impaired if (1) the Company and its subsidiaries do not intend to sell the debt security, (2) it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis and (3) the present value of estimated cash flows will fully cover the amortized cost of the security. On the other hand, the Company and its subsidiaries consider a debt security to be other-than-temporarily impaired if any of the above mentioned three conditions are not met. When the Company and its subsidiaries deem a debt security to be other-than-temporarily impaired, the Company and its subsidiaries recognize the entire difference between the amortized cost and the fair value of the debt securities in earnings if the Company and its subsidiaries intend to sell the debt security or it is more likely than not that the Company and its subsidiary will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss. However, if the Company and its subsidiaries do not intend to sell the debt security and it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss, the Company and its subsidiaries separate the difference between the amortized cost and the fair value of the debt securities into the credit loss component and the non-credit loss component. The credit loss component is recognized in earnings, and the non-credit loss component is recognized in other comprehensive income (loss), net of applicable income taxes.

For other securities, when the Company and its subsidiaries determine the decline in value is other than temporary, the Company and its subsidiaries reduce the carrying value of the security to the fair value and charge against income losses related to these other securities.

**(j) Income taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

The Company and its subsidiaries file tax returns in Japan and certain foreign tax jurisdictions and recognize the financial statement effects of a tax position taken or expected to be taken in a tax return when it is more likely than not, based on the technical merits, that the position will be sustained upon tax examination, including resolution of any related appeals or litigation processes, and measure tax positions that meet the recognition threshold at the largest amount of tax benefit that is greater than 50 percent likely to be realized upon settlement with the taxing authority. The Company and its subsidiaries present an unrecognized tax benefit as either a reduction of a deferred tax asset, a reduction of an amount refundable or a liability, based on the intended method of settlement. The Company and its subsidiaries classify penalties and interest expense related to income taxes as part of provision for income taxes in the consolidated statements of income.

The Company and certain subsidiaries have elected to file a consolidated tax return for National Corporation tax purposes.



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(k) Securitized assets**

The Company and its subsidiaries have securitized and sold to investors various financial assets such as lease receivables and loan receivables. In the securitization process, the assets to be securitized are sold to trusts or SPEs that issue asset-backed beneficial interests and securities to the investors.

In accordance with ASC 860 ( Transfers and Servicing ) and ASC 810 ( Consolidation ), trusts or SPEs used in securitization transactions are consolidated if the Company and its subsidiaries are the primary beneficiary of the trusts or SPEs, and the transfers of the financial assets to those consolidated trusts and SPEs are not accounted for as sales. Assets held by consolidated trusts or consolidated SPEs continue to be accounted for as lease receivables or loan receivables, as they were before the transfer, and asset-backed beneficial interests and securities issued to the investors are accounted for as debt. When the Company and its subsidiaries have transferred financial assets to a transferee that is not subject to consolidation, the Company and its subsidiaries account for the transfer as a sale if control over the transferred assets is surrendered.

A certain subsidiary originates and sells loans into the secondary market, while retaining the obligation to service those loans. In addition, it undertakes obligations to service loans originated by others. The subsidiary recognizes servicing assets if it expects the benefit of servicing to more than adequately compensate it for performing the servicing or recognizes servicing liabilities if it expects the benefit of servicing to less than adequately compensate it. These servicing assets and liabilities are initially recognized at fair value and subsequently accounted for using the amortization method whereby the assets and liabilities are amortized in proportion to and over the period of estimated net servicing income or net servicing loss. On a quarterly basis, servicing assets and liabilities are evaluated for impairment or increased obligations. The fair value of servicing assets and liabilities is estimated using an internal valuation model, or by obtaining an opinion of value from an independent third-party vendor. Both methods are based on calculating the present value of estimated future net servicing cash flows, taking into consideration discount rates, prepayments and servicing costs. The internal valuation model is validated at least semiannually through third-party valuations.

**(l) Derivative financial instruments**

The Company and its subsidiaries apply ASC 815 ( Derivatives and Hedging ), and all derivatives held by the Company and its subsidiaries are recognized on the consolidated balance sheets at fair value. The accounting treatment of subsequent changes in the fair value depends on their use, and whether they qualify as effective hedges for accounting purposes. Derivatives that are not hedges must be adjusted to fair value through the consolidated statements of income. If a derivative is a hedge, then depending on its nature, changes in its fair value will be either offset against changes in the fair value of hedged assets or liabilities through the consolidated statements of income, or recorded in other comprehensive income (loss).

If a derivative is held as a hedge of the variability of fair value related to a recognized asset or liability or an unrecognized firm commitment ( fair value hedge), changes in the fair value of the derivative are recorded in earnings along with the changes in the fair value of the hedged item.

If a derivative is held as a hedge of the variability of cash flows related to a forecasted transaction or a recognized asset or liability ( cash flow hedge), changes in the fair value of the derivative are recorded in other comprehensive income (loss) to the extent that the derivative is effective as a hedge, until earnings are affected by the variability in cash flows of the designated hedged item.

If a derivative is held as a hedge of a foreign-currency fair-value or cash-flow hedge ( foreign currency hedge), changes in the fair value of the derivative are recorded in either earnings or other comprehensive income

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

(loss), depending on whether the hedged transaction is a fair-value hedge or a cash-flow hedge. However, if a derivative is used as a hedge of a net investment in a foreign operation, changes in its fair value, to the extent effective as a hedge, are recorded in the foreign currency translation adjustments account within other comprehensive income (loss).

Changes in the fair value of derivatives that are held for trading purposes or held for the purpose of economic hedges, and the ineffective portion of changes in fair value of derivatives that qualify as a hedge, are recorded in earnings.

For all hedging relationships that are designated and qualified as hedging, at inception the Company and its subsidiaries formally document the details of the hedging relationship and the hedged activity. The Company and its subsidiaries also formally assess, both at the hedge's inception and on an ongoing basis, the effectiveness of the hedge relationship. The Company and its subsidiaries cease hedge accounting prospectively when the derivative no longer qualified for hedge accounting.

**(m) Pension plans**

The Company and certain subsidiaries have contributory and non-contributory pension plans covering substantially all of their employees. The Company and its subsidiaries apply ASC 715 ( Compensation Retirement Benefits ), and the costs of pension plans are accrued based on amounts determined using actuarial methods, with assumptions of discount rate, rate of increase in compensation level, expected long-term rate of return on plan assets and others.

The Company and its subsidiaries also recognize the funded status of pension plans, measured as the difference between the fair value of plan assets and the benefit obligation, on the consolidated balance sheets. Changes in that funded status are recognized in the year in which the changes occur through other comprehensive income (loss), net of applicable income taxes.

**(n) Stock-based compensation**

The Company and its subsidiaries apply ASC 718 ( Compensation Stock Compensation ). ASC 718 requires, with limited exception, that the cost of employee services received in exchange for an award of equity instruments be measured based on the grant-date fair value. The costs are recognized over the requisite employee service period.

**(o) Stock splits**



## Edgar Filing: ORIX CORP - Form 20-F

Stock splits implemented prior to October 1, 2001 had been accounted for by transferring an amount equivalent to the par value of the shares from additional paid-in capital to common stock as required by the Japanese Commercial Code (the Code ) before amendment. However, no such reclassification was made for stock splits when common stock already included a portion of the proceeds from shares issued at a price in excess of par value. This method of accounting was in conformity with accounting principles generally accepted in Japan.

As a result of a revision to the Code before amendment effective on October 1, 2001 and the Companies Act implemented on May 1, 2006, the above-mentioned method of accounting required by the Code has become unnecessary.

In the United States, stock splits in comparable circumstances are considered to be stock dividends and are accounted for by transferring from retained earnings to common stock and additional paid-in capital amounts

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

equal to the fair market value of the shares issued. Common stock is increased by the par value of the shares and additional paid-in capital is increased by the excess of the market value over par value of the shares issued. Had such stock splits made prior to October 1, 2001 been accounted for in this manner, additional paid-in capital as of March 31, 2016 would have increased by approximately ¥24,674 million, with a corresponding decrease in retained earnings. Total ORIX Corporation shareholders' equity would remain unchanged. Stock splits on May 19, 2000 were excluded from the above amounts because the stock split was not considered to be a stock dividend under U.S. GAAP.

**(p) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits placed with banks and short-term highly liquid investments with original maturities of three months or less.

**(q) Restricted cash**

Restricted cash consists of trust accounts under securitization programs and real estate, deposits related to servicing agreements, deposits collected on the underlying assets and applied to non-recourse loans and others.

**(r) Property under facility operations**

Property under facility operations consist primarily of operating facilities (including golf courses, hotels and training facilities and senior housings) and environmental assets (including mega solar), which are stated at cost less accumulated depreciation, and depreciation is calculated mainly on a straight-line basis over the estimated useful lives of the assets. Depreciation expenses in fiscal 2014, 2015 and 2016 were ¥12,268 million, ¥13,239 million and ¥16,321 million, respectively. Accumulated depreciation was ¥60,999 million and ¥67,055 million as of March 31, 2015 and 2016, respectively. Estimated useful lives range up to 50 years for buildings, up to 60 years for land improvement and up to 30 years for others.

**(s) Trade notes, accounts and other receivable**

Trade notes, accounts and other receivable primarily include accounts receivables in relation to sales of assets to be leased, inventories and other assets and payment made on behalf of lessees for property tax, maintenance fees and insurance premiums in relation to direct financing lease contracts.

**(t) Inventories**

Inventories consist primarily of residential condominiums under development, completed residential condominiums (including those waiting to be delivered to buyers under the contract for sale), and merchandise for sale. Residential condominiums under development are carried at cost less any impairment losses, and completed residential condominiums and merchandises for sale are stated at the lower of cost or fair value less cost to sell. The cost of inventories that are unique and not interchangeable is determined on the specific identification method and the cost of other inventories is principally determined on the first-in first-out (FIFO) method. As of March 31, 2015 and 2016, residential condominiums under development were ¥97,320 million and ¥81,859 million, respectively, and completed residential condominiums and merchandises for sale were ¥68,220 million and ¥58,091 million, respectively.

The Company and its subsidiaries recorded ¥5,650 million, ¥5,241 million and ¥168 million of write-downs principally on residential condominiums under development for fiscal 2014, 2015 and 2016, respectively,

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

resulting from an increase in development costs and/or a decrease in expected sales price. These write-downs were principally recorded in costs of goods and real estate sold and included in the Real Estate segment and the Investment and Operation segment.

**(u) Office facilities**

Office facilities are stated at cost less accumulated depreciation. Depreciation is calculated on a declining-balance basis or straight-line basis over the estimated useful lives of the assets. Depreciation expenses in fiscal 2014, 2015 and 2016 were ¥3,524 million, ¥4,711 million and ¥5,110 million, respectively. Accumulated depreciation was ¥44,443 million and ¥45,310 million as of March 31, 2015 and 2016, respectively. Estimated useful lives range up to 65 years for buildings and fixtures and up to 20 years for machinery and equipment.

**(v) Other assets**

Other assets consist primarily of the excess of purchase prices over the net assets acquired in acquisitions (goodwill) and other intangible assets (see (w)), reinsurance recoverables in relation to reinsurance contracts (see (f)), deferred insurance policy acquisition costs which are amortized over the contract periods (see (f)), leasehold deposits, advance payments made in relation to purchases of assets to be leased and construction of real estate for operating lease, prepaid benefit cost, derivative assets and deferred tax assets.

**(w) Goodwill and other intangible assets**

The Company and its subsidiaries have followed ASC 805 ( Business Combinations ) and ASC 350 ( Intangibles ).

ASC 805 requires that all business combinations be accounted for using the acquisition method. It also requires that intangible assets acquired in a business combination be recognized apart from goodwill if the intangible assets meet one of two criteria either the contractual-legal criterion or the separability criterion. Goodwill is measured as an excess of the aggregate of consideration transferred and the fair value of noncontrolling interests over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed in the business combination measured at fair value. The Company and its subsidiaries would recognize a bargain purchase gain when the amount of recognized net assets exceeds the sum of consideration transferred and the fair value of noncontrolling interests. In a business combination achieved in stages, the Company and its subsidiaries remeasure their previously held equity interest at their acquisition-date fair value and recognize the resulting gain or loss, if any, in earnings.

## Edgar Filing: ORIX CORP - Form 20-F

ASC 350 establishes how intangible assets (other than those acquired in a business combination) should be accounted for upon acquisition. It also addresses how goodwill and other intangible assets should be accounted for subsequent to their acquisition. The Company and its subsidiaries test for impairment of goodwill and any intangible assets that have indefinite useful lives at least annually. Additionally, if events or changes in circumstances indicate that the asset might be impaired, the Company and its subsidiaries test for impairment when such events or changes occur.

The Company and its subsidiaries have the option to perform a qualitative assessment to determine whether to calculate the fair value of a reporting unit under the first step of the two-step goodwill impairment test. If, after assessing the totality of events or circumstances, the Company and/or subsidiaries determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the Company and/or subsidiaries do not perform the two-step impairment test. However, if the Company and/or subsidiaries conclude otherwise, the Company and/or subsidiaries proceed to perform the first step of the two-step impairment test. The

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

first step of goodwill impairment test, used to identify potential impairment, calculates the fair value of the reporting unit and compares the fair value with the carrying amount of the reporting unit. If the fair value of the reporting unit falls below its carrying amount, the second step of the goodwill impairment test is performed to measure the amount of impairment loss. The second step of the goodwill impairment test compares implied fair value of goodwill with its carrying amount. If the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess. The Company and its subsidiaries test the goodwill either at the operating segment level or one level below the operating segments. The Company and its subsidiaries perform the qualitative assessment for some goodwill but bypass the qualitative assessment and proceed directly to the first step of the two-step impairment test for other goodwill.

The Company and its subsidiaries have the option to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, the Company and/or subsidiaries conclude that it is not more likely than not that the indefinite-lived asset is impaired, then the Company and/or subsidiaries do not perform the quantitative impairment test. However, if the Company and/or subsidiaries conclude otherwise, the Company and/or subsidiaries calculate the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. The Company and its subsidiaries perform the qualitative assessment for some indefinite-lived intangible assets but bypass the qualitative assessment and perform the quantitative assessment for other indefinite-lived intangible assets.

Intangible assets with finite lives are amortized over their useful lives and tested for impairment in accordance with ASC 360 ( Property, Plant, and Equipment ).

**(x) Trade notes, accounts and other payable**

Trade notes, accounts and other payable include primarily accounts payable in relation to purchase of assets to be leased, merchandise for sale and other assets, accounts payable in relation to construction work of residential condominiums and deposits received mainly for withholding income tax.

**(y) Other Liabilities**

Other liabilities include primarily interest, bonus accrued expense and accrued benefit liability, advances received from lessees in relation to lease contracts, deposit received from real estate transaction and derivative liabilities.

**(z) Capitalization of interest costs**

The Company and its subsidiaries capitalized interest costs of ¥1,037 million, ¥1,369 million and ¥1,639 million in fiscal 2014, 2015 and 2016, respectively, related to specific long-term development projects.

**(aa) Advertising**

The costs of advertising are expensed as incurred. The total amounts charged to advertising expense in fiscal 2014, 2015 and 2016 were ¥15,270 million, ¥20,329 million and ¥21,276 million, respectively.

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(ab) Discontinued operations**

In April 2014, Accounting Standards Update 2014-08 ( Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ) ASC 205 ( Presentation of Financial Statements ) and ASC 360 ( Property, Plant, and Equipment ) was issued. This Update requires an entity to report a disposal or a classification as held for sale of a component of an entity or a group of components of an entity in discontinued operations if it represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. The Company and its subsidiaries early adopted this Update on April 1, 2014. In accordance with this Update, the Company and its subsidiaries report a disposal of a component or a group of components of the Company and its subsidiaries in discontinued operations if the disposal represents a strategic shift which has (or will have) a major effect on the Company and its subsidiaries' operations and financial results when the component or group of components is disposed by sale or classified as held for sale on or after April 1, 2014.

During fiscal 2014, the Company and its subsidiaries have followed ASC 205-20 ( Presentation of Financial Statements - Discontinued Operations ) prior to the early adoption of the update. Under ASC 205-20 prior to the early adoption of the update, the scope of discontinued operations includes the operating results of any component of an entity with its own identifiable operations and cash flow and in which operations the Company and its subsidiaries will not have significant continuing involvement. Included in reported discontinued operations are the operating results of operations for the subsidiaries, the business units and certain properties sold or to be disposed of by sale without significant continuing involvements, which results of operations for prior periods presented have also been reclassified as discontinued operations in the accompanying consolidated statements of income and consolidated statements of cash flows. During fiscal 2014, where the Company and its subsidiaries have significant continuing involvement in the operations from the real estate under operating leases which have been disposed of, the gains or losses arising from such disposition are separately disclosed as operating leases, whereas if the Company and its subsidiaries have no significant continuing involvement in the operations from such disposed real estate, the gains or losses are reported as income from discontinued operations, net.

Accounting Standards Update 2014-08 does not apply retrospectively to a disposal or a classification as held for sale of a component or a group of components of the Company and its subsidiaries which have previously been reported in the financial statements. Accordingly, during fiscal 2015, the Company and its subsidiaries continue to report gains on sales and the results of operations of subsidiaries and business units, which were classified as held for sale at March 31, 2014, as income from discontinued operations in the accompanying consolidated statements of income in accordance with ASC 205-20 prior to the early adoption of the update.

**(ac) Earnings per share**

Basic earnings per share is computed by dividing income attributable to ORIX Corporation shareholders from continuing operations and net income attributable to ORIX Corporation shareholders by the weighted average number of shares of outstanding common stock in each period and diluted earnings per share, which reflects the potential dilution that could occur if securities or other contracts issuing common stock were exercised or converted into common stock.



**(ad) Additional acquisition and partial sale of the parent's ownership interest in subsidiaries**

Additional acquisition of the parent's ownership interest in subsidiaries and partial sale of such interest where the parent continues to retain control of the subsidiary are accounted for as equity transactions. On the other hand, in a transaction that results in the loss of control, the gain or loss recognized in income includes the

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

realized gain or loss related to the portion of ownership interest sold and the gain or loss on the remeasurement to fair value of the interest retained.

**(ae) Redeemable noncontrolling interests**

Noncontrolling interests in a certain subsidiary are redeemable preferred shares which are subject to call and put rights upon certain shareholder events. As redemption of the noncontrolling interest is not solely in the control of the subsidiary, it is recorded between liabilities and equity on the consolidated balance sheets at its estimated redemption value in accordance with provisions including EITF Topic No. D-98 (ASC 480-10-S99-3A) ( Classification and Measurement of Redeemable Securities ).

**(af) Issuance of stock by an affiliate**

When an affiliate issues stocks to unrelated third parties, the Company and its subsidiaries' ownership interest in the affiliate decreases. In the event that the price per share is more or less than the Company and its subsidiaries' average carrying amount per share, the Company and its subsidiaries adjust the carrying amount of its investment in the affiliate and recognize gain or loss in the consolidated statements of income in the year in which the change in ownership interest occurs.

**(ag) New accounting pronouncements**

In January 2014, Accounting Standards Update 2014-04 ( Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure - ASC 310-40 ( Receivables - Troubled Debt Restructurings by Creditors ) ) was issued. This Update clarifies when a creditor is considered to have received physical possession resulting from an in substance repossession or foreclosure of residential real estate property collateralizing a consumer mortgage loan. Additionally, this Update requires an entity to disclose the amount of foreclosed residential real estate property and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2014. The amendments should be applied on either a prospective basis or a modified retrospective basis. Early adoption is permitted. The Company and its subsidiaries adopted this Update on April 1, 2015. The adoption had no material effect on the Company and its subsidiaries' results of operations or financial position.

In May 2014, Accounting Standards Update 2014-09 ( Revenue from Contracts with Customers - ASC 606 ( Revenue from Contracts with Customers ) ) was issued. The core principle of this Update is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply a five-step model to determine when to recognize revenue, and in what amount.

The five steps to apply the model are:

Identify the contract(s) with a customer

Identify the performance obligations in the contract

Determine the transaction price

Allocate the transaction price to the performance obligations in the contract

Recognize revenue when (or as) the entity satisfies a performance obligation

This Update requires an entity to disclose more information about contracts with customers than under the current disclosure requirements.

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

In April 2016, Accounting Standards Update 2016-10 ( Identifying Performance Obligations and Licensing ASC 606 ( Revenue from Contracts with Customers )) was issued as an amendment of the new revenue standard. This Update adds further guidance on identifying performance obligations and also improves the operability and understandability of the licensing implementation guidance. The amendments do not change the core principle of the guidance in ASC 606.

In May 2016, Accounting Standards Update 2016-12, ( Narrow-Scope Improvements and Practical Expedients ASC 606 ( Revenue from Contracts with Customers )) was issued as an amendment of the new revenue standard. This Update (1) clarifies the objective of the collectibility criterion for applying paragraph 606-10-25-7; (2) permits an entity to exclude amounts collected from customers for all sales (and other similar) taxes from the transaction price; (3) specifies that the measurement date for non-cash consideration is contract inception; (4) provides a practical expedient that permits an entity to reflect the aggregate effect of all modifications that occur before the beginning of the earliest period presented when identifying the satisfied and unsatisfied performance obligations, determining the transaction price, and allocating the transaction price to the satisfied and unsatisfied performance obligations; (5) clarifies that a completed contract for purposes of transition is a contract for which all (or substantially all) of the revenue was recognized under legacy GAAP before the date of initial application, and (6) clarifies that an entity that retrospectively applies ASC606 to each prior reporting period is not required to disclose the effect of the accounting change for the period of adoption.

These Updates are effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted only for the fiscal year beginning after December 15, 2016, and interim periods within the fiscal year. An entity should apply the amendments in these Updates using either a retrospective method or a cumulative-effect method. The entity may elect some optional practical expedients when applying these Updates. The entity using the cumulative-effect method would recognize the cumulative effect of initially applying these Updates as an adjustment to the opening balance of retained earnings or net assets at the date of initial application. The Company and its subsidiaries are currently evaluating the effect that the adoption of these Updates will have on the Company and its subsidiaries' results of operations or financial position.

In June 2014, Accounting Standards Update 2014-11 ( Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures ASC 860 ( Transfers and Servicing )) was issued. This Update requires an entity to account for repurchase-to-maturity transactions as secured borrowings. This Update eliminates the guidance on repurchase financing transactions in ASC 860-10-40-42 through 40-47 and requires the transferor and transferee to symmetrically account for the initial transfer of the financial asset as a sale (provided that derecognition conditions are met) and purchase, respectively. Additionally, this Update requires new disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers accounted for as secured borrowings. The Company and its subsidiaries adopted this Update for accounting on January 1, 2015, and for new disclosure on April 1, 2015. The adoption had no effect on the Company and its subsidiaries' results of operations or financial position.

In June 2014, Accounting Standards Update 2014-12 ( Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period ASC 718 ( Compensation Stock Compensation )) was issued. This Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. The amendments in this Update should be applied on either a prospective basis or a modified retrospective basis. Early adoption is permitted. The adoption is not expected to have a material effect on the Company and its subsidiaries' results of operations or financial position.



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

In August 2014, Accounting Standards Update 2014-13 ( Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity ASC 810 ( Consolidation )) was issued. This Update permits the parent of the consolidated collateralized financing entity ( CFE ) within the scope of this Update to measure the CFE 's financial assets and liabilities based on either the fair value of the financial assets or financial liabilities, whichever has the more observable inputs. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Early adoption is permitted as of the beginning of a fiscal year. An entity should apply the amendments in this Update using either a modified retrospective approach or a full retrospective approach. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In August 2014, Accounting Standards Update 2014-14 ( Classification of Certain Government Guaranteed Mortgage Loans Upon Foreclosure ASC 310-40 ( Receivables Troubled Debt Restructurings by Creditors )) was issued. This Update requires creditors to classify certain foreclosed government guaranteed mortgage loans as a receivable from the guarantor that is measured at the amount expected to be recovered under the guarantee, without treating the guarantee as a separate unit of account. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2014. An entity should apply the amendments in this Update using either a prospective transition method or a modified retrospective transition method. The transition method must be consistent with that applied by the entity for Accounting Standards Update 2014-04 ( Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure ASC 310-40 ( Receivables Troubled Debt Restructurings by Creditors )). Early adoption is permitted only if the entity has already adopted Accounting Standards Update 2014-04. The Company and its subsidiaries adopted this Update on April 1, 2015. The adoption had no effect on the Company and its subsidiaries' results of operations or financial position.

In August 2014, Accounting Standards Update 2014-15 ( Disclosure of Uncertainties about an Entity 's Ability to Continue as a Going Concern ASC 205-40 ( Presentation of Financial Statements Going Concern )) was issued. This Update requires an entity to perform a going concern assessment by evaluating their ability to meet obligations for a look-forward period of one year from the financial statement issuance date (or date the financial statements are available to be issued). Disclosures are required if it is probable an entity will be unable to meet its obligations within the look-forward period. Incremental substantial doubt disclosure is required if the probability is not mitigated by management 's plans. This Update is effective for the first fiscal year ending after December 15, 2016 and fiscal years and interim periods thereafter. Early adoption is permitted. The Update only relates to certain disclosure requirements and the adoption will have no effect on the Company and its subsidiaries' results of operations or financial position.

In November 2014, Accounting Standards Update 2014-16 ( Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity ASC 815 ( Derivatives and Hedging )) was issued. This Update requires an issuer or an investor of hybrid financial instruments issued in the form of a share to determine whether the nature of the host contract is more akin to debt or to equity by considering the economic characteristics and risks of the entire hybrid financial instrument, including the embedded derivative feature that is being evaluated for separate accounting from the host contract. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted. The amendments in this Update should be applied on a modified retrospective basis to all existing hybrid financial instruments in the form of a share as of the beginning of the fiscal year of adoption. Retrospective application is permitted to all relevant prior periods. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

In January 2015, Accounting Standards Update 2015-01 ( Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items ASC 225-20 ( Income Statement Extraordinary and Unusual Items )) was issued. This Update eliminates the concept of extraordinary items from U.S. GAAP, but does not change the current presentation and disclosure requirements for material events or transactions that are unusual in nature or infrequent in occurrence. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. The amendments in this Update should be applied on either a prospective basis or a retrospective basis. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations will depend on future transactions.

In February 2015, Accounting Standards Update 2015-02 ( Amendments to the Consolidation Analysis ASC 810 ( Consolidation )) was issued. This Update requires an entity to change the way to evaluate whether reporting entities should consolidate limited partnerships and similar legal entities, fees paid to a decision maker or service provider are variable interest in a VIE, and variable interests in a VIE held by related parties of the reporting entity require the reporting entity to consolidate the VIE. Additionally, the amendments in this Update rescind the indefinite deferral of FASB Statement No.167 ( Amendments to FASB Interpretation No.46(R) ), included in Accounting Standards Update 2010-10 (ASC 810 ( Consolidation )) for certain investment companies and similar entities. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. A reporting entity is permitted to apply the amendments in this Update using either a modified retrospective approach or a full retrospective approach. Early adoption is permitted. If an entity adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In April 2015, Accounting Standards Update 2015-03 ( Simplifying the Presentation of Debt Issuance Costs ASC 835-30 ( Interest Imputation of Interest )) was issued. This Update requires that debt issuance costs related to a recognized debt liability are presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, similar to the presentation of debt discounts or premiums. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Retrospective application is required to all relevant prior periods. Early adoption is permitted for financial statements that have not been previously issued. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In July 2015, Accounting Standards Update 2015-11 ( Simplifying the Measurement of Inventory ASC 330 ( Inventory )) was issued. This Update applies to all inventory except for which is measured using last-in, first-out (LIFO) or the retail inventory method, and requires an entity to measure inventory at the lower of cost and net realizable value. Additionally, this Update defines net realizable value as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This Update is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2016. The amendments in this Update should be applied on a prospective basis. Early adoption is permitted. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In September 2015, Accounting Standards Update 2015-16 ( Simplifying the Accounting for Measurement Period Adjustments ASC 805 ( Business Combinations )) was issued. This Update requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This Update is effective for fiscal years





**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

beginning after December 15, 2015, and interim periods within those fiscal years. The amendments in this Update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this Update. Early application is permitted for financial statements that have not yet been issued. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations and financial position will depend on future transactions.

In January 2016, Accounting Standards Update 2016-01 ( Recognition and Measurement of Financial Assets and Financial Liabilities – ASC 825-10 ( Financial Instruments – Overall )) was issued. This Update revises accounting related to the classification and measurement of equity investments. This Update also revises the presentation of certain fair value changes for financial liabilities measured at fair value. Additionally, this Update amends certain disclosure requirements associated with the fair value of financial instruments. This Update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early application to financial statements of fiscal years or interim periods that have not yet been issued are permitted as of the beginning of the fiscal year of adoption. The amendments in this Update should be applied by means of cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The Company and its subsidiaries are currently evaluating the effect that adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In February 2016, Accounting Standards Update 2016-02 (ASC 842 ( Leases )) was issued. This Update requires a lessee to recognize most leases on-balance sheet. Lessor accounting remains substantially similar to current U.S.GAAP but with some important changes. This Update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early application is permitted. The amendments in this Update should be applied by means of cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply. The Company and its subsidiaries are currently evaluating the effect that adoption of this Update will have on the Company and its subsidiaries' results of operations or financial position.

In March 2016, Accounting Standards Update 2016-07 ( Simplifying the Transition to the Equity Method Accounting – ASC 323 ( Investments – Equity Method and Joint Ventures )) was issued. This Update eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. This Update also requires that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and requires that an entity that has an available-for sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. This Update is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The amendments in this Update should be applied prospectively. Early application is permitted. Generally, the effect of adopting this Update on the Company and its subsidiaries' results of operations or financial position will depend on future transactions.

**(ah) Elimination of a lag period**

## Edgar Filing: ORIX CORP - Form 20-F

Since its acquisition on February 27, 2014, the Company had been consolidating DAIKYO INCORPORATED (hereinafter, "DAIKYO") on a lag basis. In order to reflect DAIKYO's financial position and results of operations and cash flows in the Company's consolidated financial statements in a concurrent manner, the Company eliminated the lag period and has aligned the fiscal year end of DAIKYO with the Company's fiscal year end of March 31 during fiscal 2015.

F-29

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Because the elimination of a lag period represents a change in accounting principle, the Company retrospectively adjusted the prior year's consolidated financial statements for the effects of the lag accounting.

Below are the effects of this change in accounting principle on major line items and earnings per share amounts in the consolidated financial statements for fiscal 2014 and 2015. The segment information in the Note 34 Segment Information has been restated giving effect to these changes to conform to DAIKYO's current fiscal year end.

	Millions of yen	
	2014 Adjustments Increase (decrease)	2015 Adjustments Increase (decrease)
<b>Revenues:</b>		
Sales of goods and real estate	¥ 30,937	¥ 10,548
Services income	25,205	27,960
Other	661	1,377
<b>Total revenues</b>	<b>56,803</b>	<b>39,885</b>
<b>Expenses:</b>		
Costs of goods and real estate sold	28,883	6,125
Services expense	21,507	23,760
Selling, general and administrative expenses	3,186	3,804
Other	1,157	999
<b>Total expenses</b>	<b>54,733</b>	<b>34,688</b>
<b>Operating Income</b>	<b>2,070</b>	<b>5,197</b>
<b>Income before Income Taxes and Discontinued Operations</b>	<b>¥ 2,613</b>	<b>¥ 8,068</b>
<b>Millions of yen, except for per share amounts</b>		
	<b>2014</b>	<b>2015</b>
	<b>Adjustments</b>	<b>Adjustments</b>
	<b>Increase</b>	<b>Increase</b>
	<b>(decrease)</b>	<b>(decrease)</b>
Income from Continuing Operations	¥ 1,296	¥ 2,184
Net Income	1,296	2,184
Net Income Attributable to the Noncontrolling Interests	726	1,070
Net Income Attributable to ORIX Corporation Shareholders	570	1,114
Basic EPS	0.45	0.84
Diluted EPS	0.43	0.86

Edgar Filing: ORIX CORP - Form 20-F

	Millions of yen	
	2014 Adjustments Increase (decrease)	2015 Adjustments Increase (decrease)
Net cash provided by operating activities	¥ 7,013	¥ 30,919
Net cash provided by (used in) investing activities	(13,148)	3,743
Net cash provided by (used in) financing activities	(3,125)	3,832
Cash and Cash Equivalents at Beginning of Year	0	(9,260)
Cash and Cash Equivalents at End of Year	(9,260)	29,234

F-30

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(ai) Reclassifications**

Certain line items presented in the consolidated balance sheets, the consolidated statements of income and the consolidated statements of cash flows have been changed as follows starting from fiscal 2015. These changes aim to reflect fairly the changing revenues structure of the Company and its subsidiaries on the consolidated financial statements, which has resulted from continued diversification in our business activities and also an increase in the number of consolidated subsidiaries acquired in recent years. Corresponding to these changes, the presented amounts in the consolidated statement of income and the consolidated statement of cash flows for fiscal 2014 have also been reclassified retrospectively to conform to the presentation for fiscal 2015.

**(Consolidated Statement of Income)**

Direct financing leases and Interest on loans and investment securities have been presented as Finance revenues. Certain finance-related revenues previously included in Other operating revenues in the amount of ¥3,537 million for fiscal 2014 have been included in Finance revenues.

Brokerage commissions and net gains on investment securities has been changed to Gains on investment securities and dividends.

Gains (losses) on sales of real estate under operating leases has been reclassified and combined into Operating leases.

Real estate sales and sales of goods included in Other operating revenues have been reclassified and combined into Sales of goods and real estate. Costs of real estate sales and costs of goods sold included in Other operating expenses have been reclassified and combined into Costs of goods and real estate sold.

Revenues from asset management and servicing and part of the service-related revenues in the amount of ¥364,023 million for fiscal 2014 previously classified under Other operating revenues have been reclassified into Services income. Expenses from asset management and servicing and part of service-related expenses in the amount of ¥224,128 million for fiscal 2014 previously classified under Other operating expenses have been reclassified into Services expense.

Foreign currency transaction loss (gain), net and revenues and expenses other than service-related previously classified under Other operating revenues in the amount of ¥(23,186) million for fiscal 2014 and Other operating expenses, in the amount of ¥1,107 million for fiscal 2014 as well as part of expenses previously classified under Selling, general and administrative expenses, in the amount of ¥331 million for fiscal 2014 have been reclassified and combined into Other (income) and expense, net.

**(Consolidated Statement of Cash flows)**

## Edgar Filing: ORIX CORP - Form 20-F

Gains on sales of real estate under operating lease and Gains on sales of operating lease assets other than real estate have been combined and presented as Gains on sales of operating lease assets in cash flows from operating activities.

Increase in trade notes, accounts and other receivable previously included in Decrease (Increase) in other receivables has separately been presented. A part of assets in the amount of ¥10,853 million for fiscal 2014 previously included in Decrease (Increase) in other receivables has been reclassified into Other, net in cash flows from operating activities.

Increase (Decrease) in trade notes, accounts and other payable previously included in Increase (Decrease) in trade notes, accounts payable and other liabilities has separately been presented. A part

F-31

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

of liabilities in the amount of ¥20,585 million for fiscal 2014 previously included in Increase (Decrease) in trade notes, accounts payable and other liabilities has been reclassified into Other, net in cash flows from operating activities.

Decrease in accrued expenses has been reclassified into Other, net in cash flows from operating activities.

Purchases of other operating assets has been changed to Purchases of property under facility operations. A part of assets in the amount of ¥(4,355) million for fiscal 2014 previously included in Purchases of other operating assets has been reclassified into Other, net in cash flows from investing activities.

**2. Fair Value Measurements**

The Company and its subsidiaries adopted ASC 820 ( Fair Value Measurement ). This Codification Section defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

This Codification Section classifies and prioritizes inputs used in valuation techniques to measure fair value into the following three levels:

Level 1 Inputs of quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3 Unobservable inputs for the assets or liabilities.

This Codification Section differentiates between those assets and liabilities required to be carried at fair value at every reporting period ( recurring ) and those assets and liabilities that are only required to be adjusted to fair value under certain circumstances ( nonrecurring ). The Company and its subsidiaries mainly measure certain loans held for sale, trading securities, available-for-sale securities, certain investment funds, derivatives, certain reinsurance recoverables, certain contingent consideration, and variable annuity and variable life insurance contracts at fair value on a recurring basis.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table presents recorded amounts of major financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2015 and 2016:

	March 31, 2015 Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Loans held for sale*1	¥ 15,361	¥ 0	¥ 15,361	¥ 0
Trading securities	1,190,131	50,902	1,139,229	0
Available-for-sale securities	1,356,840	130,519	1,129,270	97,051
Japanese and foreign government bond securities	527,592	0	527,592	0
Japanese prefectural and foreign municipal bond securities	161,477	0	161,477	0
Corporate debt securities	287,613	0	287,613	0
Specified bonds issued by SPEs in Japan	7,280	0	0	7,280
CMBS and RMBS in the Americas	69,976	0	47,318	22,658
Other asset- backed securities and debt securities	147,970	0	81,718	66,252
Equity securities*3	154,932	130,519	23,552	861
Other securities	8,723	0	0	8,723
Investment funds*4	8,723	0	0	8,723
Derivative assets	25,123	6	13,247	11,870
Interest rate swap agreements	890	0	890	0
Options held/written and other	12,103	0	233	11,870
Futures, foreign exchange contracts	5,719	6	5,713	0
Foreign currency swap agreements	6,411	0	6,411	0
Netting*5	(2,858)	0	0	0
Net derivative assets	22,265	0	0	0
Other assets	36,038	0	0	36,038
Reinsurance recoverables*6	36,038	0	0	36,038
<b>Total</b>	<b>¥ 2,632,216</b>	<b>¥ 181,427</b>	<b>¥ 2,297,107</b>	<b>¥ 153,682</b>
<b>Liabilities:</b>				
Derivative liabilities	¥ 29,619	¥ 762	¥ 28,857	¥ 0
Interest rate swap agreements	1,221	0	1,221	0
Options written and other	6,177	0	6,177	0
Futures, foreign exchange contracts	12,268	762	11,506	0
Foreign currency swap agreements	9,788	0	9,788	0
Credit derivatives held	165	0	165	0
Netting*5	(2,858)	0	0	0
Net derivative Liabilities	26,761	0	0	0
Accounts Payable	5,533	0	0	5,533

Edgar Filing: ORIX CORP - Form 20-F

Contingent consideration	5,533	0	0	5,533
Policy Liabilities and Policy Account Balances	1,254,483	0	0	1,254,483
Variable annuity and variable life insurance contracts*7	1,254,483	0	0	1,254,483
<b>Total</b>	<b>¥ 1,289,635</b>	<b>¥</b>	<b>762</b>	<b>¥ 28,857</b>
				<b>¥ 1,260,016</b>

F-33

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

	March 31, 2016 Millions of yen			
	Total	Quoted Prices		
	Carrying	in Active	Significant	Significant
	Value in	Markets for	Other	Unobservable
	Consolidated	Identical Assets	Observable	Inputs
	Balance Sheets	and Liabilities	Inputs	Inputs
		(Level 1)	(Level 2)	(Level 3)
<b>Assets:</b>				
Loans held for sale*1	¥ 20,673	¥ 0	¥ 20,673	¥ 0
Trading securities	725,821	37,592	688,229	0
Available-for-sale securities	1,347,890	99,347	1,149,021	99,522
Japanese and foreign government bond securities*2	497,355	988	496,367	0
Japanese prefectural and foreign municipal bond securities	169,534	0	169,534	0
Corporate debt securities	410,779	0	410,774	5
Specified bonds issued by SPEs in Japan	3,461	0	0	3,461
CMBS and RMBS in the Americas	97,186	0	58,693	38,493
Other asset-backed securities and debt securities	58,230	0	667	57,563
Equity securities*3	111,345	98,359	12,986	0
Other securities	17,751	0	0	17,751
Investment funds*4	17,751	0	0	17,751
Derivative assets	33,747	48	25,491	8,208
Interest rate swap agreements	93	0	93	0
Options held/written and other	8,789	0	581	8,208
Futures, foreign exchange contracts	18,294	48	18,246	0
Foreign currency swap agreements	6,571	0	6,571	0
Netting*5	(5,757)	0	0	0
Net derivative assets	27,990	0	0	0
Other assets	37,855	0	0	37,855
Reinsurance recoverables*6	37,855	0	0	37,855
<b>Total</b>	<b>¥ 2,183,737</b>	<b>¥ 136,987</b>	<b>¥ 1,883,414</b>	<b>¥ 163,336</b>
<b>Liabilities:</b>				
Derivative liabilities	¥ 19,870	¥ 533	¥ 19,337	¥ 0
Interest rate swap agreements	5,921	0	5,921	0
Options written and other	3,637	0	3,637	0
Futures, foreign exchange contracts	6,655	533	6,122	0
Foreign currency swap agreements	3,601	0	3,601	0
Credit derivatives held	56	0	56	0
Netting*5	(5,757)	0	0	0
Net derivative Liabilities	14,113	0	0	0
Policy Liabilities and Policy Account Balances	795,001	0	0	795,001
Variable annuity and variable life insurance contracts*7	795,001	0	0	795,001
<b>Total</b>	<b>¥ 814,871</b>	<b>¥ 533</b>	<b>¥ 19,337</b>	<b>¥ 795,001</b>

## Edgar Filing: ORIX CORP - Form 20-F

\*1 A certain subsidiary elected the fair value option under ASC 825 ( Financial Instruments ) on the loans held for sale originated on or after October 1, 2011. These loans are multi-family and seniors housing loans and are sold to Federal National Mortgage Association ( Fannie Mae ) or institutional investors. Included in

F-34

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

- Other (income) and expense, net in the consolidated statements of income were gains from the change in the fair value of the loans of ¥116 million and ¥246 million for fiscal 2014 and 2015 and a loss from the change in the fair value of the loans of ¥71 million for fiscal 2016. No gains or losses were recognized in earnings for fiscal 2014, 2015 and 2016 attributable to changes in instrument-specific credit risk. The amounts of aggregate unpaid principal balance and aggregate fair value of the loan held for sale as of March 31, 2015, were ¥14,431 million and ¥15,361 million, respectively, and the amount of the aggregate fair value exceeded the amount of aggregate unpaid principal balance by ¥930 million. The amounts of aggregate unpaid principal balance and aggregate fair value as of March 31, 2016, were ¥19,848 million and ¥20,673 million, respectively, and the amount of the aggregate fair value exceeded the amount of aggregate unpaid principal balance by ¥825 million. As of March 31, 2015 and 2016, there were no loans that were 90 days or more past due, in non-accrual status, or both.
- \*2 A certain subsidiary that has newly become a consolidated subsidiary of the Company during fiscal 2016, elected the fair value option under ASC 825 ( Financial Instruments ) for investments in foreign government bond securities included in available-for-sale securities. Included in Gains on investment securities and dividends in the consolidated statements of income was a loss of ¥9 million from the change in the fair value of those investments for fiscal 2016. The amounts of aggregate fair value elected the fair value option was ¥988 million as of March 31, 2016.
- \*3 A certain subsidiary elected the fair value option under ASC 825 ( Financial Instruments ) for investments in equity securities included in available-for-sale securities. Included in Gains on investment securities and dividends in the consolidated statements of income were gains of ¥333 million and ¥1,070 million and a loss of ¥202 million from the change in the fair value of those investments for fiscal 2014, 2015 and 2016. The amount of aggregate fair value elected the fair value option were ¥8,168 million and ¥16,227 million as of March 31, 2015 and 2016, respectively.
- \*4 Certain subsidiaries elected the fair value option under ASC 825 ( Financial Instruments ) for investments in some funds. Included in Gains on investment securities and dividends in the consolidated statements of income were gains of ¥1,412 million and ¥1,301 million and a loss of ¥4 million from the change in the fair value of those investments for fiscal 2014, 2015 and 2016. The amounts of aggregate fair value were ¥8,723 million and ¥10,152 million as of March 31, 2015 and 2016, respectively.
- \*5 It represents the amount offset under counterparty netting of derivative assets and liabilities.
- \*6 Certain subsidiaries elected the fair value option under ASC 825 ( Financial Instruments ) for certain reinsurance contracts held. The fair value of the reinsurance contracts elected for the fair value option in other assets were ¥36,038 million and ¥37,855 million as of March 31, 2015 and 2016, respectively. For the effect of changes in the fair value of those reinsurance contracts on earnings for fiscal 2015 and 2016, see Note 23 Life Insurance Operations.
- \*7 A certain subsidiary elected the fair value option under ASC 825 ( Financial Instruments ) for the entire variable annuity and variable life insurance contracts held in order to match the earnings recognized for the changes in the fair value of policy liabilities and policy account balances with earnings recognized for gains or losses from the investment assets managed on behalf of variable annuity and variable life policyholders, derivative contracts and the changes in the fair value of reinsurance contracts. The fair value of the variable annuity and variable life insurance contracts elected for the fair value option in policy liabilities and policy account balances were ¥1,254,483 million and ¥795,001 million as of March 31, 2015 and 2016, respectively. For the effect of changes in the fair value of the variable annuity and variable life insurance contracts on earnings for fiscal 2015 and 2016, see Note 23 Life Insurance Operations.

Changes in economic conditions or valuation methodologies may require the transfer of assets and liabilities from one fair value level to another. In such instances, the Company and its subsidiaries recognize the transfer at the beginning of the quarter during which the transfers occur. The Company and its subsidiaries evaluate the significance of transfers between levels based upon size of the transfer relative to total assets, total liabilities or total earnings. For fiscal 2015 and 2016, there were no transfers between Level 1 and Level 2.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table presents the reconciliation of financial assets and liabilities (net) measured at fair value on a recurring basis using significant unobservable inputs (Level 3) in fiscal 2014, 2015 and 2016:

	2014									Change in unrealized gains or losses included in earnings for assets and liabilities still held at March 31, 2014*1
	Millions of yen									
	Balance at April 1, 2013	Included in earnings*1	Gains or losses (realized/ unrealized) Included in other comprehensive income*2	Total	Purchases*3	Sales	Settlements*4	Transfers in and/ or out of Level 3 (net)*5	Balance at March 31, 2014	
Available-for-sale securities	¥ 136,978	¥ 4,364	¥ 4,056	¥ 8,420	¥ 56,202	¥ (13,817)	¥ (103,782)	¥ 0	¥ 84,001	¥ 180
Corporate debt securities	6,524	416	(356)	60	0	(1,325)	(4,598)	0	661	0
Specified bonds issued by SPEs in Japan	63,244	327	839	1,166	0	(36)	(57,602)	0	6,772	5
CMBS and RMBS in the Americas	24,338	2,388	963	3,351	14,295	(11,067)	(13,084)	0	17,833	(152)
Other asset- backed securities and debt securities	42,872	1,233	2,610	3,843	41,907	(1,389)	(28,498)	0	58,735	327
Other securities	5,800	1,767	584	2,351	2,013	(3,824)	(23)	0	6,317	1,767
Investment funds	5,800	1,767	584	2,351	2,013	(3,824)	(23)	0	6,317	1,767
Derivative assets and liabilities (net)	2,099	2,987	0	2,987	0	0	(2,600)	0	2,486	2,987
Options held/written and other	2,099	2,987	0	2,987	0	0	(2,600)	0	2,486	2,987
Accounts payable	0	2,343	0	2,343	5,176	0	0	0	2,833	2,343
Contingent consideration	0	2,343	0	2,343	5,176	0	0	0	2,833	2,343

  

	2015									Change in unrealized gains or losses included in earnings
	Millions of yen									
	Balance at April 1, 2014	Included in earnings*1	Gains or losses (realized/unrealized) Included in other comprehensive income*2	Total	Purchases*3	Sales	Settlements*4	Transfers in and/ or out of Level 3 (net)*5	Balance at March 31, 2015	

	<b>for assets and liabilities still held at March 31, 2015*1</b>										
Available-for-sale securities	¥ 84,001	¥ 2,101	¥ 6,653	¥ 8,754	¥ 65,964	¥ (18,222)	¥ (23,796)	¥ (19,650)	¥ 97,051	¥ (1,745)	
Corporate debt securities	661	73	(24)	49	0	(210)	(500)	0	0	0	
Specified bonds issued by SPEs in Japan	6,772	5	101	106	1,700	0	(1,298)	0	7,280	5	
CMBS and RMBS in the Americas	17,833	60	3,724	3,784	29,372	(3,446)	(4,447)	(20,438)	22,658	(395)	
Other asset-backed securities and debt securities	58,735	1,963	2,779	4,742	34,892	(14,566)	(17,551)	0	66,252	(1,355)	
Equity securities	0	0	73	73	0	0	0	788	861	0	
Other securities	6,317	1,290	1,142	2,432	6,180	(4,870)	(1,336)	0	8,723	1,290	
Investment funds	6,317	1,290	1,142	2,432	6,180	(4,870)	(1,336)	0	8,723	1,290	
Derivative assets and liabilities (net)	2,486	(13,838)	0	(13,838)	28,536	0	(5,314)	0	11,870	(13,838)	
Options held/written and other	2,486	(13,838)	0	(13,838)	28,536	0	(5,314)	0	11,870	(13,838)	
Other assets	0	(36,072)	0	(36,072)	72,654	0	(544)	0	36,038	(36,072)	
Reinsurance recoverables*6	0	(36,072)	0	(36,072)	72,654	0	(544)	0	36,038	(36,072)	
Accounts payable	2,833	(12,203)	0	(12,203)	0	0	(9,503)	0	5,533	(12,203)	
Contingent consideration	2,833	(12,203)	0	(12,203)	0	0	(9,503)	0	5,533	(12,203)	
Policy Liabilities and Policy Account Balances	0	(100,702)	0	(100,702)	1,765,444	0	(611,663)	0	1,254,483	(100,702)	
Variable annuity and variable life insurance contracts*7	0	(100,702)	0	(100,702)	1,765,444	0	(611,663)	0	1,254,483	(100,702)	

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**2016  
Millions of yen

	Gains or losses (realized/unrealized)									Change in unrealized gains or losses included in earnings for assets and liabilities still held at March 31, 2016*1
	Balance at April 1, 2015	Included in earnings*1	Included in other comprehensive income*2	Total	Purchases*3	Sales	Settlements*4	Transfers in and/ or out of Level 3 (net)*5	Balance at March 31, 2016	
Available-for-sale securities	¥ 97,051	¥ 922	¥ (10,458)	¥ (9,536)	¥ 47,886	¥ (15,632)	¥ (19,378)	¥ (869)	¥ 99,522	¥ (679)
Corporate debt securities	0	1	0	1	5	(1)	0	0	5	0
Specified bonds issued by SPEs in Japan	7,280	5	16	21	0	(1,885)	(1,955)	0	3,461	2
CMBS and RMBS in the Americas	22,658	424	(3,831)	(3,407)	26,431	(2,401)	(4,788)	0	38,493	(763)
Other asset-backed securities and debt securities	66,252	492	(6,651)	(6,159)	21,450	(11,345)	(12,635)	0	57,563	82
Equity securities	861	0	8	8	0	0	0	(869)	0	0
Other securities	8,723	1,146	(2,194)	(1,048)	10,933	(857)	0	0	17,751	849
Investment funds	8,723	1,146	(2,194)	(1,048)	10,933	(857)	0	0	17,751	849
Derivative assets and liabilities (net)	11,870	(4,596)	0	(4,596)	5,857	0	(4,923)	0	8,208	(4,596)
Options held/written and other	11,870	(4,596)	0	(4,596)	5,857	0	(4,923)	0	8,208	(4,596)
Other assets	36,038	(8,482)	0	(8,482)	10,669	0	(370)	0	37,855	(8,482)
Reinsurance recoverables*6	36,038	(8,482)	0	(8,482)	10,669	0	(370)	0	37,855	(8,482)
Accounts payable	5,533	3,059	0	3,059	0	0	(2,474)	0	0	0
Contingent consideration	5,533	3,059	0	3,059	0	0	(2,474)	0	0	0
Policy Liabilities and Policy Account Balances	1,254,483	40,751	0	40,751	0	0	(418,731)	0	795,001	40,751
Variable annuity and variable life insurance contracts*7	1,254,483	40,751	0	40,751	0	0	(418,731)	0	795,001	40,751

\*1 Principally, gains and losses from available-for-sale securities are included in Gains on investment securities and dividends, Write-downs of securities or Life insurance premiums and related investment income; other securities are included in Gains on investment securities and dividends and derivative assets and liabilities (net) are included in Other (income) and expense, net and gains and losses from accounts payable are included in Other (income) and expense, net respectively. Also, for available-for-sale securities, amortization of interest recognized in finance revenues is included in these columns.

\*2 Unrealized gains and losses from available-for-sale securities are included in Net change of unrealized gains (losses) on investment in securities.

\*3 Increases resulting from an acquisition of a subsidiary and insurance contracts ceded to reinsurance companies are included.

\*4 Decreases resulting from the receipts of reimbursements for benefits, and decreases resulting from insurance payouts to variable annuity and variable life policyholders due to death, surrender and maturity of the investment period are included. Due to the elapse of the computation period of the contingent consideration during fiscal 2016, the unsettled payment is included in a decrease of Accounts payable.



## Edgar Filing: ORIX CORP - Form 20-F

- \*5 The amount reported in Transfers in and/or out of Level 3 (net) is the fair value at the beginning of quarter during which the transfers occur.
- \*6 Included in earnings in the above table includes changes in the fair value of reinsurance contracts recorded in Life insurance costs and reinsurance premiums, net of reinsurance benefits received, recorded in Life insurance premiums and related investment income.
- \*7 Included in earnings in the above table is recorded in Life insurance costs and includes changes in the fair value of policy liabilities and policy account balances resulting from gains or losses on the underlying investment assets managed on behalf of variable annuity and variable life policyholders, and the changes in the minimum guarantee risks relating to variable annuity and variable life insurance contracts as well as insurance costs recognized for insurance and annuity payouts as a result of insured events.

F-37

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

There were no transfers in or out of Level 3 in fiscal 2014.

In fiscal 2015, CMBS in the Americas totaling ¥20,438 million were transferred from Level 3 to Level 2, since the inputs such as trading price and/or bid price became observable due to the market returning to active and the bonds invested being more liquid with actual observable trades of the similar financial instruments and/or active dealer bids. In addition equity securities totaling ¥788 million were transferred from Level 2 to Level 3, since the inputs became unobservable.

In fiscal 2016, equity securities totaling ¥869 million were transferred from Level 3 to Level 2, since the inputs became observable.

The following table presents recorded amounts of assets measured at fair value on a nonrecurring basis as of March 31, 2015 and 2016. These assets are measured at fair value on a nonrecurring basis mainly to recognize impairment:

	March 31, 2015 Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Real estate collateral-dependent loans (net of allowance for probable loan losses)	¥ 21,537	¥ 0	¥ 0	¥ 21,537
Investment in operating leases and property under facility operations	67,500	0	0	67,500
Land and buildings undeveloped or under construction	8,084	0	0	8,084
Certain investment in affiliates	1,220	0	0	1,220
Goodwill	2,435	0	0	2,435
<b>Total</b>	<b>¥ 100,776</b>	<b>¥ 0</b>	<b>¥ 0</b>	<b>¥ 100,776</b>

	March 31, 2016 Millions of yen			
	Total Carrying Value in	Quoted Prices in Active Markets for	Significant Other Observable	Significant Unobservable Inputs (Level 3)

Edgar Filing: ORIX CORP - Form 20-F

	<b>Consolidated Balance Sheets</b>	<b>Identical Assets (Level 1)</b>	<b>Inputs (Level 2)</b>	
<b>Assets:</b>				
Real estate collateral-dependent loans (net of allowance for probable loan losses)	¥ 17,511	¥ 0	¥ 0	¥ 17,511
Investment in operating leases and property under facility operations	25,681	0	0	25,681
Total	¥ 43,192	¥ 0	¥ 0	¥ 43,192

F-38

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

The following is a description of the valuation process and the main valuation methodologies used for assets and liabilities measured at fair value:

***Valuation process***

The Company and its subsidiaries determine fair value of Level 3 assets and liabilities by using valuation techniques, such as internally developed models, or using third-party pricing information. Internally developed models include the discounted cash flow methodologies and direct capitalization methodologies. To measure the fair value of the assets and liabilities, the Company and its subsidiaries select the valuation technique which best reflects the nature, characteristics and risks of each asset and liability. The appropriateness of valuation methods and unobservable inputs is verified when measuring fair values of the assets and liabilities by using internally developed models. The Company and its subsidiaries also use third-party pricing information to measure the fair value of certain assets and liabilities. In that case, the Company and its subsidiaries verify the appropriateness of the prices by monitoring available information about the assets and liabilities, such as current conditions of the assets or liabilities, as well as surrounding market information. When these prices are determined to be able to reflect the nature, characteristics and risks of assets and liabilities reasonably, the Company and its subsidiaries use these prices as fair value of the assets and liabilities.

***Loans held for sale***

Certain loans, which the Company and its subsidiaries have the intent and ability to sell to outside parties in the foreseeable future, are considered held-for-sale. The loans held for sale in the Americas are classified as Level 2, because the Company and its subsidiaries measure their fair value based on a market approach using inputs other than quoted prices that are observable for the assets such as treasury rate, swap rate and market spread.

***Real estate collateral-dependent loans***

The valuation allowance for large balance non-homogeneous loans is individually evaluated based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. According to ASC 820 ( Fair Value Measurement ), measurement for impaired loans determined using a present value technique is not considered a fair value measurement. However, measurement for impaired loans determined using the loan's observable market price or the fair value of the collateral securing the collateral-dependent loans are fair value measurements and are subject to the disclosure requirements for nonrecurring fair value measurements.

## Edgar Filing: ORIX CORP - Form 20-F

The Company and its subsidiaries determine the fair value of the real estate collateral of real estate collateral-dependent loans using appraisals prepared by independent third party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flows methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate. The Company and its subsidiaries generally obtain a new appraisal once a fiscal year. In addition, the Company and its subsidiaries periodically monitor circumstances of the real estate collateral and then obtain a new appraisal in situations involving a significant change in economic and/or physical conditions, which may materially affect the fair value of the collateral. Real estate collateral-dependent loans whose fair values are estimated using appraisals of the underlying collateral based on these valuation techniques are classified as Level 3 because such appraisals involve unobservable inputs. These unobservable inputs contain discount rates and cap rates as well as future cash flows estimated to be generated from real estate collateral. An increase (decrease) in the discount rate or cap rate and a decrease (increase) in the estimated future cash flows would result in a decrease (increase) in the fair value of real estate collateral-dependent loans.

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries*****Investment in operating leases and property under facility operations and land and buildings undeveloped or under construction***

Investment in operating leases measured at fair value is mostly real estate. The Company and its subsidiaries determine the fair value of investment in operating leases and property under facility operations and land and buildings undeveloped or under construction using appraisals prepared by independent third party appraisers or the Company's own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flow methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate. The Company and its subsidiaries classified the assets as Level 3 because such appraisals involve unobservable inputs. These unobservable inputs contain discount rates as well as future cash flows estimated to be generated from the assets or projects. An increase (decrease) in the discount rate and a decrease (increase) in the estimated future cash flows would result in a decrease (increase) in the fair value of investment in operating leases and property under facility operations and land and buildings undeveloped or under construction.

***Trading securities, available-for-sale securities and investment in affiliates***

If active market prices are available, fair value measurement is based on quoted active market prices and, accordingly, these securities are classified as Level 1. If active market prices are not available, fair value measurement is based on observable inputs other than quoted prices included within Level 1, such as prices for similar assets and accordingly these securities are classified as Level 2. If market prices are not available and there are no observable inputs, then fair value is estimated by using valuation models including discounted cash flow methodologies and broker quotes. Such securities are classified as Level 3, as the valuation models and broker quotes are based on inputs that are unobservable in the market. If fair value is based on broker quotes, the Company and its subsidiaries check the validity of received prices based on comparison to prices of other similar assets and market data such as relevant benchmark indices.

The Company and its subsidiaries classified CMBS and RMBS in the Americas and other asset-backed securities as Level 2 if the inputs such as trading price and/or bid price are observable. The Company and its subsidiaries classified CMBS and RMBS in the Americas and other asset-backed securities as Level 3 if the company and subsidiaries evaluate the fair value based on the unobservable inputs. In determining whether the inputs are observable or unobservable, the Company and its subsidiaries evaluate various factors such as the lack of recent transactions, price quotations that are not based on current information or vary substantially over time or among market makers, a significant increase in implied risk premium, a wide bid-ask spread, significant decline in new issuances, little or no public information (e.g. a principal-to-principal market) and other factors. With respect to certain CMBS and RMBS in the Americas and other asset-backed securities, the Company and its subsidiaries judged that there has been increased overall trading activity, and the Company and its subsidiaries classified these securities as Level 2 for those securities that were measured at fair value based on the observable inputs such as trading price and/or bid price. But for those securities that lacked observable trades because they are older vintage or below investment grade securities, the Company and its subsidiaries limit the reliance on independent pricing service vendors and brokers. As a result, the Company and its subsidiaries established internally developed pricing models using valuation techniques such as discounted cash flow model using Level 3 inputs in order to estimate fair value of these securities and classified them as Level 3. Under the models, the Company and its subsidiaries use anticipated cash flows of the security discounted at a risk-adjusted discount rate that incorporates our estimate of credit risk and liquidity risk that a market participant would consider. The cash flows are estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security. An increase (decrease) in the discount rate or default rate would result in a decrease (increase) in the fair value of CMBS and RMBS in the Americas and other asset-backed securities.



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The Company and its subsidiaries classified the specified bonds as Level 3 because the Company and its subsidiaries measure their fair value using unobservable inputs. Since the specified bonds are not traded in an open market, no relevant observable market data is available. Accordingly the Company and its subsidiaries use the discounted cash flow methodology that incorporates significant unobservable inputs to measure their fair value. When evaluating the specified bonds issued by SPEs in Japan, the Company and its subsidiaries estimate the fair value by discounting future cash flows using a discount rate based on market interest rates and a risk premium. The future cash flows for the specified bonds issued by the SPEs in Japan are estimated based on contractual principal and interest repayment schedules on each of the specified bonds issued by the SPEs in Japan. Since the discount rate is not observable for the specified bonds, the Company and its subsidiaries use an internally developed model to estimate a risk premium considering the value of the real estate collateral (which also involves unobservable inputs in many cases when using valuation techniques such as discounted cash flow methodologies) and the seniority of the bonds. Under the model, the Company and its subsidiaries consider the loan-to-value ratio and other relevant available information to reflect both the credit risk and the liquidity risk in our own estimate of the risk premium. Generally, the higher the loan-to-value ratio, the larger the risk premium the Company and its subsidiaries estimate under the model. The fair value of the specified bonds issued by SPEs in Japan rises when the fair value of the collateral real estate rises and the discount rate declines. The fair value of the specified bonds issued by SPEs in Japan declines when the fair value of the collateral real estate declines and the discount rate rises.

***Investment funds***

Certain subsidiaries elected the fair value option for investments in some funds. These investment funds for which the fair value option is elected are classified as Level 3, because the subsidiaries measure their fair value using discounting to net asset value based on inputs that are unobservable in the market. A certain subsidiary measures its investment held by the investment company which is owned by the subsidiary at fair value.

***Derivatives***

For exchange-traded derivatives, fair value is based on quoted market prices, and accordingly, classified as Level 1. For non-exchange traded derivatives, fair value is based on commonly used models and discounted cash flow methodologies. If the inputs used for these measurements including yield curves and volatilities, are observable, the Company and its subsidiaries classify it as Level 2. If the inputs are not observable, the Company and its subsidiaries classify it as Level 3. These unobservable inputs contain discount rates. An increase (decrease) in the discount rate would result in a decrease (increase) in the fair value of derivatives.

***Reinsurance recoverables***

Certain subsidiaries have elected the fair value option for certain reinsurance contracts related to variable annuity and variable life insurance contracts to partially offset the changes in fair value recognized in earnings of the policy liabilities and policy account balances attributable to the changes in the minimum guarantee risks of the variable annuity and variable life insurance contracts. These reinsurance contracts for which



the fair value option is elected are classified as Level 3 because the subsidiaries measure their fair value using discounted cash flow methodologies based on inputs that are unobservable in the market.

***Contingent consideration***

The Company will be required to pay certain contingent consideration described in Note 3 Acquisitions and divestitures depending on the future performance of a certain asset management business of the acquired subsidiary, and the Company recognizes a liability for the contingent consideration at its estimated fair value. The fair value of the contingent consideration is classified as Level 3 because the Company measures its fair value using a Monte Carlo model based on inputs that are unobservable in the market.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

***Variable annuity and variable life insurance contracts***

A certain subsidiary has elected the fair value option for the entire variable annuity and variable life insurance contracts held in order to match earnings recognized for changes in fair value of policy liabilities and policy account balances with the earnings recognized for gains or losses from the investment assets managed on behalf of variable annuity and variable life policyholders, derivative contracts and changes in fair value of reinsurance contracts. The changes in fair value of the variable annuity and variable life insurance contracts are linked to the fair value of the investment in securities managed on behalf of variable annuity and variable life policyholders. These securities consist mainly of equity securities traded in the market and are categorized as trading securities. In addition, variable annuity and variable life insurance contracts are exposed to the minimum guarantee risk, and the subsidiary adjusts the fair value of the underlying investments by incorporating changes in fair value of the minimum guarantee risk in the evaluation of the fair value of the entire variable annuity and variable life insurance contracts. The variable annuity and variable life insurance contracts for which the fair value option is elected are classified as Level 3 because the subsidiary measures the fair value using discounted cash flow methodologies based on inputs that are unobservable in the market.

***Goodwill***

For the information about the valuation process and the valuation methodologies, see Note 13 Goodwill and Other Intangible Assets.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****Information about Level 3 Fair Value Measurements**

The following table provides information about the valuation techniques and significant unobservable inputs used in the valuation of Level 3 assets or liabilities measured at fair value on a recurring basis as of March 31, 2015 and 2016.

	Millions of yen		March 31, 2015		Significant unobservable inputs	Range (Weighted average)
			Fair value	Valuation technique(s)		
<b>Assets:</b>						
<b>Available-for-sale securities</b>						
Specified bonds issued by SPEs in Japan	¥ 2,543	Discounted cash flows		Discount rate		0.9% 3.6% (2.2%)
	4,737	Appraisals/Broker quotes				
CMBS and RMBS in the Americas	22,658	Discounted cash flows		Discount rate		13.6% 32.4% (18.2%)
				Probability of default		0.0% 22.0% (7.2%)
Other asset-backed securities and debt securities	7,583	Discounted cash flows		Discount rate		1.2% 32.4% (13.2%)
				Probability of default		0.8% 1.3% (1.0%)
	58,669	Appraisals/Broker quotes				
Equity securities	861	Discounted cash flows		Discount rate		6.2% (6.2%)
<b>Other securities</b>						
Investment funds	8,723	Internal cash flows		Discount rate		12.0% 28.0% (15.8%)
<b>Derivative assets</b>						
Options held/written and other	7,982	Discounted cash flows		Discount rate		10.0% 15.0% (11.8%)
	3,888	Appraisals/Broker quotes				
<b>Other assets</b>						
Reinsurance recoverables	36,038	Discounted cash flows		Discount rate		(0.1)% 0.8% (0.2%)
				Mortality rate		0.0% 100.0% (1.3%)
				Lapse rate		1.5% 54.0%

Edgar Filing: ORIX CORP - Form 20-F

								(20.8%)
						Annuitization rate		
						(guaranteed minimum annuity benefit)	0.0%	100.0%
								(100.0%)
<b>Total</b>		¥ 153,682						
<b>Liabilities:</b>								
Accounts payable								
Contingent consideration	¥	5,533	Monte Carlo simulation			Discount rate		13.9%
								(13.9%)
<b>Policy liabilities and Policy Account Balances</b>								
Valuable annuity and variable life insurance contracts		1,254,483	Discounted cash flows			Discount rate	(0.1)%	0.8%
								(0.2%)
						Mortality rate	0.0%	100.0%
								(1.3%)
						Lapse rate	1.5%	54.0%
								(20.8%)
						Annuitization rate		
						(guaranteed minimum annuity benefit)	0.0%	100.0%
								(100.0%)
<b>Total</b>		¥ 1,260,016						

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

	Millions of yen	Valuation technique(s)	March 31, 2016	
			Significant unobservable inputs	Range (Weighted average)
Fair value				
<b>Assets:</b>				
Available-for-sale securities				
Corporate debt securities	¥ 5	Appraisals/Broker quotes		
Specified bonds issued by SPEs in Japan	806	Discounted cash flows	Discount rate	0.9 % (0.9%)
	2,655	Appraisals/Broker quotes		
CMBS and RMBS in the Americas	38,493	Discounted cash flows	Discount rate	6.4% 32.4% (18.5%)
			Probability of default	0.0% 34.0% (8.2%)
Other asset-backed securities and debt securities	7,432	Discounted cash flows	Discount rate	1.0% 32.4% (12.7%)
			Probability of default	0.7% 1.1% (0.9%)
	50,131	Appraisals/Broker quotes		
Other securities				
Investment funds	10,153	Internal cash flows	Discount rate	10.0% 40.0% (13.6%)
	7,598	Appraisals/Broker quotes		
Derivative assets				
Options held/written and other	4,876	Discounted cash flows	Discount rate	10.0% 15.0% (11.7%)
	3,332	Appraisals/Broker quotes		
Other assets				
Reinsurance recoverables	37,855	Discounted cash flows	Discount rate	(0.2)% 0.5% (0.1%)
			Mortality rate	0.0% 100.0% (0.9%)
			Lapse rate	1.5% 54.0% (15.0%)
			Annuitization rate	
			(guaranteed minimum annuity benefit)	0.0% 100.0% (99.4%)
<b>Total</b>	<b>¥ 163,336</b>			
<b>Liabilities:</b>				
<b>Policy liabilities and Policy Account Balances</b>				
Valuable annuity and variable life insurance contracts	795,001	Discounted cash flows	Discount rate	(0.2)% 0.5% (0.1%)
			Mortality rate	0.0% 100.0% (1.0%)
			Lapse rate	1.5% 54.0%

Edgar Filing: ORIX CORP - Form 20-F

			(14.5%)
		Annuitization rate	
		(guaranteed minimum annuity benefit)	0.0% 100.0%
			(85.2%)
Total	¥ 795,001		

F-44

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about the valuation techniques and significant unobservable inputs used in the valuation of Level 3 assets measured at fair value on a nonrecurring basis as of March 31, 2015 and 2016.

	March 31, 2015			
	Millions of yen Fair value	Valuation technique(s)	Significant unobservable inputs	Range (Weighted average)
<b>Assets:</b>				
Real estate collateral-dependent loans (net of allowance for probable loan losses)	¥ 21,537	Discounted cash flows	Discount rate	5.8% 12.0% (9.5%)
		Direct capitalization	Capitalization rate	5.5% 16.5% (10.4%)
Investment in operating leases and property under facility operations	25,732	Discounted cash flows	Discount rate	4.1% 15.0% (5.1%)
	41,768	Appraisals		
Land and buildings undeveloped or under construction	8,084	Discounted cash flows	Discount rate	5.3% 10.1% (9.2%)
Certain investment in affiliates	1,220	Discounted cash flows	Discount rate	9.8% (9.8%)
Goodwill	2,435	Discounted cash flows Business enterprise value multiples		
<b>Total</b>	<b>¥ 100,776</b>			

	March 31, 2016			
	Millions of yen Fair value	Valuation technique(s)	Significant unobservable inputs	Range (Weighted average)
<b>Assets:</b>				
Real estate collateral-dependent loans (net of allowance for probable loan losses)	¥ 17,511	Discounted cash flows	Discount rate	5.3% 10.9% (9.3%)
		Direct capitalization	Capitalization rate	5.9% 17.0% (9.9%)
Investment in operating leases and property under facility operations	5,679	Discounted cash flows	Discount rate	5.3% 10.0% (5.5%)
	20,002	Appraisals		
<b>Total</b>	<b>¥ 43,192</b>			

The Company and its subsidiaries generally use discounted cash flow methodologies or similar internally developed models to determine the fair value of Level 3 assets and liabilities. Use of these techniques requires determination of relevant inputs and assumptions, some of which represent significant unobservable inputs as indicated in the preceding table. Accordingly, changes in these unobservable inputs may have a significant impact on the fair value.

F-45



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Certain of these unobservable inputs will have a directionally consistent impact on the fair value of the asset or liability for a given change in that input. Alternatively, the fair value of the asset or liability may move in an opposite direction for a given change in another input. Where multiple inputs are used within the valuation technique of an asset or liability, a change in one input in a certain direction may be offset by an opposite change in another input having a potentially muted impact to the overall fair value of that particular asset or liability. Additionally, a change in one unobservable input may result in a change to another unobservable input (that is, changes in certain inputs are interrelated to one another), which may counteract or magnify the fair value impact.

For more analysis of the sensitivity of each input, see the description of the valuation process and the main valuation methodologies used for assets and liabilities measured at fair value.

**3. Acquisitions and divestitures****(1) Robeco Groep N.V. acquisition**

On July 1, 2013, the Company acquired approximately 90.01% of the total voting equity interests of Robeco Groep N.V. (Head office: Rotterdam, the Netherlands, hereinafter, "Robeco") from Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Head office: Utrecht, the Netherlands, hereinafter, "Rabobank"). As a result, Robeco has become a consolidated subsidiary of the Company. Robeco, a mid-size global asset manager, offers a mix of investment solutions in a broad range of strategies to institutional and private investors worldwide.

The total cost of the acquisition consideration was ¥255,163 million. The initial consideration of ¥249,987 million was paid by ¥230,579 million in cash and 13,902,900 shares issued out of treasury, valued at ¥19,408 million. The 13,902,900 shares issued to Rabobank as part of the total consideration was determined based on the closing price of ¥1,396 of the Company's common share on the Tokyo Stock Exchange on July 1, 2013 in accordance with the share purchase agreement executed between the Company and Rabobank as of February 19, 2013. In addition, the Company agreed to pay contingent consideration depending on the future performance of a certain section of asset management business for each of Robeco's fiscal years until the fiscal year ended in December 2015. The estimated fair value of such contingent consideration was ¥5,176 million, which was included in the total consideration transferred. Due to the elapse of the computation period of the contingent consideration, unsettled payment of ¥2,398 million was included in trade notes, accounts and other payable in the Company's consolidated balance sheets as of March, 31, 2016. During fiscal 2015, there was an increase in its fair value by ¥12,203 million, a decrease by ¥47 million due to settlement, and a decrease by ¥9,456 million due to the amount for an annual payment being finalized. During fiscal 2016, there was a decrease in its fair value by ¥3,059 million. The changes in the fair value is included as part of other (income) and expense, net in the Company's consolidated statements of income.

Transaction costs of ¥2,039 million are included in selling, general and administrative expenses in the Company's consolidated statements of income for prior periods.

Through this acquisition, the Company aims to expand its global asset management business as one of the measures to pursue new business models by combining finance with related services. The rationale for the Company's acquisition of Robeco includes the strength of Robeco's global brand, the diversity of its businesses across asset classes and regions, the breadth of its global distribution network and the experience of its investment teams. As a well-managed and relatively autonomous group of businesses with a good performance record, Robeco is the ideal vehicle for the Company to pursue its ambitions in global asset management. Growth opportunities also exist in the pension and asset management markets in Asia and the Middle East, where the Company has an established network.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following unaudited supplemental pro forma financial information presents the combined results of operations of the Company and its subsidiaries as though the acquisition had occurred as of April 1, 2012, the beginning of fiscal 2013:

	<b>Millions of yen 2014</b>
Total revenues	¥ 1,405,276
Income from Continuing Operations	189,061

Total revenues and income from continuing operations of Robeco included in the Company's consolidated statements of income for fiscal 2014 were ¥111,166 million and ¥17,251 million, respectively.

The unaudited supplemental pro forma financial information is based on estimates and assumptions, that the Company believes are reasonable and should not be taken as indicative of what the Company's consolidated financial results would have been had the acquisition been completed on that date. The unaudited supplemental pro forma financial information does not include nonrecurring costs directly attributable to the acquisition, such as certain professional fees, that would not have been incurred had the acquisition not occurred.

**(2) DAIKYO INCORPORATED acquisition**

In March, 2005, the Company entered into a capital alliance with DAIKYO, which operates condominium development and management businesses. In connection with the capital alliance, the Company acquired 133,720,000 shares of DAIKYO's common stock, 10,000,000 shares of type-1 preferred stock, 15,000,000 shares of type-2 preferred stock and 25,000,000 shares of type-4 preferred stock. In June 2008, DAIKYO redeemed certain of type-2 preferred stock and type-4 preferred stock held by the Company. Furthermore, in March 2009, the Company subscribed 25,000,000 shares of type-7 preferred stock and acquired 23,598,144 shares of type-8 preferred stock of DAIKYO. Since entering into the capital alliance, DAIKYO has shifted its business model from one focusing on Flow business, such as development and sale of condominiums, to one that achieves a balance between Flow business and Stock business, such as asset management and brokerage of condominiums. As a result of the shift, DAIKYO has developed business platforms that generate more stable financial performance.

On February 27, 2014, the Company exercised its conversion rights attached to all type-2 preferred stock, type-4 preferred stock, type-7 preferred stock and type-8 preferred stock of DAIKYO held by the Company. As a result, the Company acquired an additional 398,204,999 shares of common stock of DAIKYO. Following the conversion, its voting rights in DAIKYO increased from 31.7% to 64.1% and DAIKYO became a consolidated subsidiary of the Company from an equity method affiliate. There was no additional capital investment in DAIKYO in conjunction with the exercise of the acquisition rights.

## Edgar Filing: ORIX CORP - Form 20-F

Transaction costs of ¥23 million are included in selling, general and administrative expenses in the Company's consolidated statements of income for fiscal 2014.

Prior to the exercise of the acquisition rights in February 2014, the Company's interest in DAIKYO was accounted for under the equity method of accounting. As a result of this step acquisition, the Company remeasured its previously held equity interest at its fair value of ¥124,606 million, which was calculated based primarily on the market price of the common shares on an as-if converted basis adjusted for any control premium, and the Company recognized a gain of ¥58,435 million included in gains on sales of subsidiaries and affiliates and liquidation losses, net in the consolidated statements of income for fiscal 2014.

F-47

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following unaudited supplemental pro forma financial information presents the combined results of operations of the Company and its subsidiaries as though the acquisition had occurred as of April 1, 2012, the beginning of fiscal 2013:

	<b>Millions of yen 2014</b>
Total revenues	¥ 1,594,033
Income from Continuing Operations	203,243

Total revenues and income from continuing operations of DAIKYO included in the Company's consolidated statements of income for fiscal 2014 were ¥56,803 million and ¥1,296 million, respectively.

The unaudited supplemental pro forma financial information is based on estimates and assumptions, that the Company believes are reasonable and should not be taken as indicative of what the Company's consolidated financial results would have been had the acquisition been completed on that date.

**(3) Hartford Life Insurance K.K. acquisition**

On July 1, 2014, the Company's wholly owned subsidiary, ORIX Life Insurance Corporation (hereinafter, "ORIX Life Insurance"), acquired the entire outstanding shares of Hartford Life Insurance K.K. (Head office: Minato-ku, Tokyo, Japan, Business description: Life insurance business and reinsurance business, hereinafter, "HLIKK"), a subsidiary of The Hartford Financial Services Group, Inc. in accordance with the share purchase agreement executed between the Company and Hartford Life, Inc. (Head office: Simsbury, Connecticut, U.S.A.), a subsidiary of The Hartford Financial Services Group, Inc. as of April 28, 2014 in order to enhance its capital strength and improve the soundness of its management, in view of accelerating its growth. As a result, HLIKK has become a consolidated subsidiary of the Company. HLIKK has discontinued selling insurance products since June 2009.

In addition, on July 1, 2015, HLIKK was merged into ORIX Life Insurance.

The total cost of acquisition consideration was ¥98,355 million, of which cost, ¥97,676 million was paid in cash on July 1, 2014. In addition, an additional consideration of ¥679 million was paid in cash on December 3, 2014, as a result of the acquisition price adjustment calculated based on HLIKK's net assets as of June 30, 2014 pursuant to the share purchase agreement.

## Edgar Filing: ORIX CORP - Form 20-F

Transaction costs were ¥224 million and ¥1,217 million for fiscal 2014 and 2015, respectively, and are included in selling, general and administrative expenses in the Company's consolidated statements of income.

The Company allocated the acquisition consideration to HLIKK's respective assets acquired and liabilities assumed, and recorded the identified assets and liabilities based on their fair values at the acquisition date by the acquisition method of accounting in accordance with ASC 805 (Business Combinations).

F-48

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The company finalized the purchase price allocation during fiscal 2016. As a result, the following table provides fair value amounts allocated to assets acquired and liabilities assumed of HLIKK.

	<b>Millions of yen</b>	
	<b>Fair value amounts of</b>	
	<b>assets, liabilities</b>	
Cash and Cash Equivalents	¥	69,244
Installment Loans		282
Investment in Securities		1,847,536
Trade Notes, Accounts and Other Receivable		66,340
Office Facilities		351
Other Assets		319,244
<b>Total Assets</b>		<b>2,302,997</b>
Short-Term Debt		25,000
Trade Notes, Accounts and Other Payable		3,979
Policy Liabilities and Policy Account Balances		2,125,257
Current and Deferred Income Taxes		8,413
Other Liabilities		5,911
<b>Total Liabilities</b>		<b>2,168,560</b>
Net		134,437
Fair value of Consideration transferred		98,355
Bargain purchase gain	¥	36,082

In connection with this acquisition, the Company recognized the identifiable assets acquired and the liabilities assumed at their fair value, and recognized an excess of the fair value of the net assets acquired over the fair value of the consideration transferred as a bargain purchase gain of ¥36,082 million for the previous fiscal year, which is separately reported in the consolidated statements of income.

The following unaudited supplemental pro forma financial information presents the combined results of operations of the Company and its subsidiaries as though the acquisition had occurred as of April 1, 2013, the beginning of fiscal 2014:

	<b>Millions of yen</b>	
	<b>2014</b>	<b>2015</b>
Total revenues	¥ 1,819,007	¥ 2,220,805

## Edgar Filing: ORIX CORP - Form 20-F

Income from Continuing Operations	215,158	259,239
-----------------------------------	---------	---------

Total revenues and income from continuing operations of HLIKK included in the Company's consolidated statements of income for fiscal 2015 are ¥196,883 million and ¥4,597 million, respectively.

The unaudited supplemental pro forma financial information is based on estimates and assumptions, that the Company believes are reasonable and should not be taken as indicative of what the Company's consolidated financial results would have been had the acquisition been completed on that date. The Company elected the fair value option to account for variable annuity insurance contracts at the acquisition date; however, it cannot reasonably calculate their fair values prior to the acquisition date as if the fair value option were retrospectively applied. Thus, the unaudited supplemental pro forma financial information is prepared in accordance with ASC 944 ( Financial Services Insurance ) without applying the fair value option accounting.

F-49



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(4) Other acquisitions**

During fiscal 2014, the Company and its subsidiaries acquired entities, other than Robeco and DAIKYO, for a total cost of the acquisition consideration of ¥62,565 million, which was paid in cash. In accordance with the finalization of purchase price allocation during fiscal 2015, the amount of goodwill was ¥39,507 million, of which ¥1,184 million is deductible for income tax calculation purposes. The amount of acquired intangible assets other than goodwill recognized in these transactions was ¥1,343 million. The acquisitions were mainly included in the Corporate Financial Services segment and the Overseas Business segment.

During fiscal 2015, the Company and its subsidiaries acquired entities other than HLIKK which were individually immaterial business combinations but were considered collectively material. The total cost of the acquisitions consideration was ¥102,621 million which was paid mainly in cash.

The Company allocated the acquisition consideration to the entities' respective assets acquired and liabilities assumed, and records the identified assets, liabilities and noncontrolling interest based on their fair values at the acquisition date by the acquisition method of accounting in accordance with ASC 805 ( Business Combinations ). The fair value of noncontrolling interest is estimated based on the acquisition consideration taking into account an appraisal value using a binominal option pricing model.

The Company finalized the purchase price allocation during fiscal 2016. As a result, the following table provides fair value amounts allocated to assets acquired and liabilities assumed of the acquired entities.

	Millions of yen Fair value amounts of assets, liabilities and noncontrolling interests
Cash and Cash Equivalents	¥ 32,234
Property under Facility Operations	9,289
Trade Notes, Accounts and Other Receivable	37,359
Inventories	21,249
Office Facilities	3,250
Other Assets	158,370
Other	1,359
 Total Assets	 263,110
Short-Term Debt	4,140
Trade Notes, Accounts and Other Payable	33,963
Current and Deferred Income Taxes	24,457

Edgar Filing: ORIX CORP - Form 20-F

Long-Term Debt		45,739
Other Liabilities		26,165
Total Liabilities		134,464
Noncontrolling interests		26,025
Aggregate fair value of considerations transferred	¥	102,621

Goodwill with a value of ¥79,872 million and other intangible assets of ¥60,839 million that were identified in connection with the acquisitions are included in other assets in the Company's consolidated balance sheet as of March 31, 2016. The goodwill is calculated as the excess of considerations transferred and the fair value of noncontrolling interest over the net assets recognized at fair value. The Company calculated the amount of goodwill based on estimates of fair value of assets acquired, liabilities assumed and noncontrolling interest. The

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

goodwill represents the future growth of the ORIX Group from new revenue streams arising from the consolidation of the entities and synergies with the existing Company's assets and businesses. The goodwill is not deductible for tax purposes. The goodwill and other intangible assets recorded in connection with the acquisitions are included in the Corporate Financial Services segment, the Investment and Operation segment and the Overseas Business segment.

The following unaudited supplemental pro forma financial information presents the combined results of operations of the Company and its subsidiaries as though the acquisitions had occurred as of April 1, 2013, the beginning of fiscal 2014:

	<b>Millions of yen</b>	
	<b>2014</b>	<b>2015</b>
Total revenues	¥ 1,756,437	¥ 2,345,327
Income from Continuing Operations	197,772	255,219

Total revenues and income from continuing operations of newly consolidated subsidiaries included in the Company's consolidated statements of income for fiscal 2015 are ¥234,030 million and ¥5,033 million, respectively.

The unaudited supplemental pro forma financial information is based on estimates and assumptions, that the Company believes are reasonable and should not be taken as indicative of what the Company's consolidated financial results would have been had the acquisition been completed on that date.

During fiscal 2016, the Company and its subsidiaries acquired entities for a total cost of the acquisition consideration of ¥51,786 million, which was paid mainly in cash. Goodwill initially recognized in these transactions amounted to ¥34,319 million. The goodwill is not deductible for tax purposes. The amount of acquired intangible assets other than goodwill recognized in these transactions was ¥11,238 million. The Company reflected certain preliminary estimates with respect to the fair value of the underlying net assets of these entities in determining amounts of the goodwill. The amount of the goodwill and intangible assets other than goodwill could possibly be adjusted because certain of these acquisitions were made near the fiscal year-end and the purchase price allocations have not completed yet. The acquisitions were mainly included in the Investment and Operation segment and the Overseas Business segment.

The segment in which goodwill is allocated is disclosed in Note 13 Goodwill and Other Intangible Assets.

**(5) Divestitures**

## Edgar Filing: ORIX CORP - Form 20-F

Gains on sales of subsidiaries and affiliates and liquidation losses, net for fiscal 2014, 2015 and 2016 amounted to ¥64,923 million, ¥20,575 million and ¥57,867 million, respectively. Gains on sales of subsidiaries and affiliates and liquidation losses, net for fiscal 2014 mainly consisted of ¥58,738 million in the Investment and Operating segment. Gains on sales of subsidiaries and affiliates and liquidation losses, net for fiscal 2015 mainly consisted of ¥18,510 million in the Overseas Business segment. Gains on sales of subsidiaries and affiliates and liquidation losses, net for fiscal 2016 mainly consisted of ¥47,994 million in the Overseas Business segment and ¥9,145 million in the Investment and Operation segment. The details of significant divestitures are as follows.

During fiscal 2015, the Company sold 71.9% of the common shares of a consolidated subsidiary, STX Energy Co., Ltd. (presently GS E&R Corp., hereinafter, STX Energy ) to a third-party. The Company retains a 25% interest in STX Energy, which became an equity method affiliate from fiscal 2015. The sale of the controlling interest resulted in a gain of ¥14,883 million, and the remeasurement of the retained interest to its fair

F-51

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

value resulted in a gain of ¥1,329 million, both of which were included in earnings as gains on sales of subsidiaries and affiliates and liquidation losses, net during fiscal 2015. The fair value of the retained interest was remeasured based on the sale proceed adjusted for a control premium.

During fiscal 2016, ORIX USA Corporation (hereinafter, "ORIX USA"), a wholly owned subsidiary of the Company, sold 14.7% of its shares of Class A common stock of Houlihan Lokey, Inc. (hereinafter, "Houlihan Lokey"), a subsidiary of ORIX USA, through the initial public offering (hereinafter, "IPO"), concurrently allotting its shares to Houlihan Lokey's management and other employees. ORIX USA retains a 33.0% interest in Houlihan Lokey's Class A common stock and thus Houlihan Lokey became an equity method investee during fiscal 2016. The partial sale of the ownership interest resulted in a gain of ¥10,498 million, and the remeasurement of the retained interest to its fair value due to a loss of control resulted in a gain of ¥29,087 million, both of which were included in earnings as gains on sales of subsidiaries and affiliates and liquidation losses, net for fiscal 2016. The fair value of the retained interest was remeasured based on the sale price in the IPO.

During fiscal 2016, the Company and its subsidiaries sold to third parties all of the shares of certain consolidated subsidiaries.

As a result of the sales, the Company and its subsidiaries recognized a gain of ¥8,739 million in gains on sales of subsidiaries and affiliates and liquidation losses, net in the consolidated statement of income for fiscal 2016.

**4. Cash Flow Information**

Cash payments during fiscal 2014, 2015 and 2016 are as follows:

	2014	Millions of yen 2015	2016
Cash payments:			
Interest	¥ 88,385	¥ 76,755	¥ 77,321
Income taxes, net	32,831	83,462	31,046

Non-cash activities in fiscal 2014, 2015 and 2016 are as follows.

In fiscal 2014, 2015 and 2016, real estate under operating leases of ¥50,820 million, ¥4,042 million and ¥15,963 million, respectively, were recognized with the corresponding amounts of installment loans and investment in securities being derecognized as a result of acquiring real estate collateral. In fiscal 2014, other assets of ¥8,741 million were also recognized with the corresponding amounts of installment loans and investment in securities being derecognized as a result of acquiring real estate collateral.

In fiscal 2014, assets and liabilities were decreased by ¥155,918 million and ¥170,869 million, respectively, in the Company's consolidated balance sheet due to deconsolidation of certain VIEs which had been consolidated by a subsidiary. The derecognized assets mainly consist of installment loans and investment in securities, and the derecognized liabilities mainly consist of long-term debt. Derecognition of these assets and liabilities were not included in cash flows from investing activities or financing activities in the consolidated statements of cash flows because they did not involve cash transactions. In fiscal 2015, assets and liabilities decreased by ¥7,450 million and ¥9,279 million, respectively, in the Company's consolidated balance sheet due to deconsolidation of certain VIEs which had been consolidated by a subsidiary. The derecognized assets mainly consist of installment loans, and the derecognized liabilities mainly consist of long-term debt. Derecognition of

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

these assets and liabilities were not included in cash flows from investing activities or financing activities in the consolidated statements of cash flows because they did not involve cash transactions. In fiscal 2016, assets and liabilities decreased by ¥7,234 million and ¥12,181 million, respectively, in the Company's consolidated balance sheet due to deconsolidation of certain VIEs which had been consolidated by a subsidiary. The derecognized assets mainly consist of installment loans, and the derecognized liabilities mainly consist of long-term debt. Derecognition of these assets and liabilities were not included in cash flows from investing activities or financing activities in the consolidated statements of cash flows because they did not involve cash transactions.

As non-cash financing activities, ¥49,944 million of convertible bonds were converted to common stocks in fiscal 2014.

In addition, the Company and its subsidiaries recognized identifiable assets acquired and liabilities assumed at their fair values in connection with the acquisitions, details of which are provided in Note 3 Acquisitions and divestitures.

**5. Investment in Direct Financing Leases**

Investment in direct financing leases at March 31, 2015 and 2016 consists of the following:

	Millions of yen	
	2015	2016
Total Minimum lease payments to be received	¥ 1,410,512	¥ 1,366,454
Less: Estimated executory costs	(63,456)	(57,600)
Minimum lease payments receivable	1,347,056	1,308,854
Estimated residual value	30,620	31,338
Initial direct costs	5,866	5,557
Unearned lease income	(167,088)	(155,613)
	¥ 1,216,454	¥ 1,190,136

Minimum lease payments receivable are due in periodic installments through fiscal 2036. At March 31, 2016, the amounts due in each of the next five years and thereafter are as follows:

Years ending March 31,	Millions of yen
2017	¥ 441,910
2018	313,483

Edgar Filing: ORIX CORP - Form 20-F

2019	217,794
2020	142,674
2021	76,900
Thereafter	116,093
Total	¥ 1,308,854

Included in finance revenues in the consolidated statements of income are direct financing leases revenues of ¥57,483 million, ¥61,116 million and ¥65,365 million for fiscal 2014, 2015 and 2016, respectively.

Gains and losses from the disposition of direct financing lease assets, which were included in finance revenues, were not significant for fiscal 2014, 2015 and 2016.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****6. Investment in Operating Leases**

Investment in operating leases at March 31, 2015 and 2016 consists of the following:

	Millions of yen	
	2015	2016
Transportation equipment	¥ 934,430	¥ 1,076,697
Measuring and information-related equipment	236,922	239,262
Real estate	590,388	531,155
Other	19,767	21,343
	1,781,507	1,868,457
Accumulated depreciation	(506,801)	(542,868)
Net	1,274,706	1,325,589
Accrued rental receivables	21,514	23,610
	¥ 1,296,220	¥ 1,349,199

For fiscal 2014, 2015 and 2016, gains from the disposition of real estate under operating leases included in operating lease revenues are ¥5,872 million, ¥16,338 million and ¥18,768 million, respectively, and gains from the disposition of operating lease assets other than real estate included in operating lease revenues are ¥17,820 million, ¥18,087 million and ¥19,572 million, respectively.

For fiscal 2014, where the Company and its subsidiaries have no significant continuing involvement in the operations from the real estate under operating leases which have been disposed of, the gains or losses arising from such disposition are reported as income from discontinued operations, net.

Costs of operating leases include depreciation and various expenses (insurance, property tax and other). Depreciation and various expenses for fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Depreciation expenses	¥ 166,234	¥ 177,038	¥ 184,768
Various expenses	50,334	61,119	60,301

¥ 216,568    ¥ 238,157    ¥ 245,069

The operating lease contracts include non-cancelable lease terms that range up to 21 years at March 31, 2016. The minimum future rentals on non-cancelable operating leases due in each of the next five years and thereafter are as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 196,417
2018	138,642
2019	94,783
2020	59,821
2021	34,586
Thereafter	62,532
<b>Total</b>	<b>¥ 586,781</b>

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****7. Installment Loans**

The composition of installment loans by domicile and type of borrower at March 31, 2015 and 2016 is as follows:

	Millions of yen	
	2015	2016
<b>Borrowers in Japan:</b>		
Consumer		
Housing loans	¥ 1,048,216	¥ 1,122,088
Card loans	243,225	260,533
Other	22,866	23,466
	1,314,307	1,406,087
<b>Corporate</b>		
Real estate companies	227,568	230,001
Non-recourse loans	41,535	19,951
Commercial, industrial and other companies	401,718	365,371
	670,821	615,323
<b>Overseas:</b>		
Non-recourse loans	83,233	61,260
Commercial, industrial companies and other	367,401	479,039
	450,634	540,299
Purchased loans*	42,292	30,524
	¥ 2,478,054	¥ 2,592,233

\* Purchased loans represent loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely in accordance with ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ).

Generally, installment loans are made under agreements that require the borrower to provide collateral or guarantors.

## Edgar Filing: ORIX CORP - Form 20-F

At March 31, 2016, the contractual maturities of installment loans (except purchased loans) for each of the next five years and thereafter are as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 408,746
2018	287,360
2019	267,473
2020	200,873
2021	219,901
Thereafter	1,177,356
<b>Total</b>	<b>¥ 2,561,709</b>

Included in finance revenues in the consolidated statements of income is interest income on loans of ¥118,287 million, ¥110,390 million and ¥118,982 million fiscal 2014, 2015 and 2016, respectively.

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Certain loans, for which the Company and its subsidiaries have the intent and ability to sell to outside parties in the foreseeable future, are considered held for sale and are carried at the lower of cost or market value determined on an individual basis, except loans held for sale for which the fair value option under ASC 825 ( Financial Instruments ) was elected. A subsidiary elected the fair value option under ASC 825 ( Financial Instruments ) on its loans held for sale originated on or after October 1, 2011. The subsidiary enters into forward sale agreements to offset the change in the fair value of loans held for sale, and the election of the fair value option allows the subsidiary to recognize both the change in the fair value of the loans and the change in the fair value of the forward sale agreements due to changes in interest rates in the same accounting period.

Loans held for sale are included in installment loans, and the outstanding balances of these loans as of March 31, 2015 and 2016 were ¥15,613 million and ¥21,867 million, respectively. There were ¥15,361 million and ¥20,673 million of loans held for sale as of March 31, 2015 and 2016, respectively, measured at fair value by electing the fair value option.

For loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely, ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ) requires that the investor recognize the excess of the loan's cash flows expected at acquisition over the investor's initial investment as interest income on the level-yield basis over the remaining life of the purchased loan ( accretable yield ). ASC 310-30, however, does not prohibit placing loans on non-accrual status subsequent to acquisition, including use of the cost recovery or cash basis methods of income recognition when it is not appropriate to recognize the accretable yield, such as when the investor does not have sufficient information to reasonably estimate cash flows expected to be collected to compute the accretable yield.

Purchased loans acquired by the Company and its subsidiaries are generally characterized by extended period of non-performance by the borrower, and it is difficult to reliably estimate the amount, timing, or nature of collections. Because such loans are commonly collateralized by real estate, the Company and its subsidiaries may pursue various approaches to maximizing the return from the collateral, including arrangement of borrower's negotiated transaction of such collateral before foreclosure, the renovation, refurbishment or the sale of such loans to third parties. Accordingly, although the acquired assets may remain loans in legal form, collections on these loans often do not reflect the normal historical experience of collecting delinquent accounts, and the need to tailor individual collateral-realization strategies often makes it difficult to reliably estimate the amount, timing, or nature of collections. Accordingly, the Company and its subsidiaries use the cost recovery method of income recognition for such purchased loans. The total carrying amounts of these purchased loans were ¥42,292 million and ¥30,524 million as of March 31, 2015 and 2016, respectively, and the fair value at the acquisition date of purchased loans acquired during fiscal 2015 and 2016 were ¥10,131 million and ¥7,799 million, respectively.

When it is probable that the Company and its subsidiaries will be unable to collect all book value, the Company and its subsidiaries consider purchased loans impaired, and a valuation allowance for the excess amount of the book value over the estimated recoverable amount of the loans is provided. For most cases, the recoverable amount is estimated based on the collateral value. Purchased loans for which valuation allowances were provided amounted to ¥15,216 million and ¥11,013 million as of March 31, 2015 and 2016, respectively.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Changes in the allowance for uncollectible accounts relating to the purchased loans for fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Beginning balance	¥ 15,316	¥ 14,148	¥ 10,717
Provision (Reversal)	2,532	(690)	(1,308)
Charge-offs	(3,921)	(3,390)	(1,236)
Recoveries	111	432	232
Other*	110	217	(172)
Ending balance	¥ 14,148	¥ 10,717	¥ 8,233

\* Other includes foreign currency translation adjustments.

**8. Credit Quality of Financing Receivables and the Allowance for Credit Losses**

The Company and its subsidiaries apply ASC 310 ( Receivables ), which requires an entity to provide the following information disaggregated by portfolio segment and class of financing receivable.

Allowance for credit losses by portfolio segment

Credit quality of financing receivables by class

Impaired loans

Credit quality indicators

Non-accrual and past-due financing receivables

Information about troubled debt restructurings by class

A portfolio segment is defined as the level at which an entity develops and documents a systematic methodology to determine its allowance for credit losses. The Company and its subsidiaries classify our portfolio segments by instruments of loans and direct financing leases. Classes of financing receivables are determined based on the initial measurement attribute, risk characteristics of the financing receivables and the method for monitoring and assessing obligors' credit risk, and are defined as the level of detail necessary for a financial statement user to understand the risks inherent in the financing receivables. Classes of financing receivables generally are a disaggregation of a portfolio segment, and the Company and its subsidiaries disaggregate our portfolio segments into classes by regions, instruments or industries of our debtors.

F-57

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about the allowance for credit losses for fiscal 2014, 2015 and 2016:

	March 31, 2014						Total
	Millions of yen						
	Consumer	Loans Corporate Non-recourse loans	Other	Purchased loans*1	Direct financing leases		
<b>Allowance for Credit Losses:</b>							
Beginning balance	¥ 14,526	¥ 16,717	¥ 41,875	¥ 15,316	¥ 15,830	¥ 104,264	
Provision	4,437	2,381	837	2,532	3,651	13,838	
Charge-offs	(5,786)	(3,590)	(11,807)	(3,921)	(4,421)	(29,525)	
Recoveries	290	140	798	111	70	1,409	
Other*2	6	(6,601)	1,041	110	254	(5,190)	
<b>Ending balance</b>	<b>¥ 13,473</b>	<b>¥ 9,047</b>	<b>¥ 32,744</b>	<b>¥ 14,148</b>	<b>¥ 15,384</b>	<b>¥ 84,796</b>	
Individually evaluated for impairment	3,279	8,534	25,054	12,288	0	49,155	
Not individually evaluated for impairment	10,194	513	7,690	1,860	15,384	35,641	
<b>Financing receivables:</b>							
Ending balance	¥ 1,236,414	¥ 174,204	¥ 837,329	¥ 53,341	¥ 1,094,073	¥ 3,395,361	
Individually evaluated for impairment	11,796	24,902	76,051	23,075	0	135,824	
Not individually evaluated for impairment	1,224,618	149,302	761,278	30,266	1,094,073	3,259,537	

	March 31, 2015						Total
	Millions of yen						
	Consumer	Loans Corporate Non-recourse loans	Other	Purchased loans*1	Direct financing leases		
<b>Allowance for Credit Losses:</b>							
Beginning balance	¥ 13,473	¥ 9,047	¥ 32,744	¥ 14,148	¥ 15,384	¥ 84,796	
Provision (Reversal)	5,456	(1,080)	4,800	(690)	3,145	11,631	
Charge-offs	(7,189)	(53)	(13,247)	(3,390)	(3,832)	(27,711)	
Recoveries	835	0	593	432	58	1,918	
Other*3	10	234	782	217	449	1,692	
<b>Ending balance</b>	<b>¥ 12,585</b>	<b>¥ 8,148</b>	<b>¥ 25,672</b>	<b>¥ 10,717</b>	<b>¥ 15,204</b>	<b>¥ 72,326</b>	
Individually evaluated for impairment	2,606	7,751	15,541	8,481	0	34,379	
Not individually evaluated for impairment	9,979	397	10,131	2,236	15,204	37,947	
<b>Financing receivables:</b>							
Ending balance	¥ 1,330,353	¥ 124,768	¥ 965,028	¥ 42,292	¥ 1,216,454	¥ 3,678,895	



Edgar Filing: ORIX CORP - Form 20-F

Individually evaluated for impairment	11,993	22,032	51,793	15,216	0	101,034
Not individually evaluated for impairment	1,318,360	102,736	913,235	27,076	1,216,454	3,577,861

F-58

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

	March 31, 2016 Millions of yen						Total
	Consumer	Loans Corporate		Purchased loans*1	Direct financing leases		
		Non-recourse loans	Other				
<b>Allowance for Credit Losses:</b>							
Beginning Balance	¥ 12,585	¥ 8,148	¥ 25,672	¥ 10,717	¥ 15,204	¥ 72,326	
Provision (Reversal)	7,367	(491)	3,362	(1,308)	2,787	11,717	
Charge-offs	(7,572)	(504)	(5,298)	(1,236)	(4,075)	(18,685)	
Recoveries	543	0	393	232	13	1,181	
Other*4	344	(5,353)	(738)	(172)	(549)	(6,468)	
<b>Ending Balance</b>	<b>¥ 13,267</b>	<b>¥ 1,800</b>	<b>¥ 23,391</b>	<b>¥ 8,233</b>	<b>¥ 13,380</b>	<b>¥ 60,071</b>	
Individually Evaluated for Impairment	2,770	1,323	12,552	5,888	0	22,533	
Not Individually Evaluated for Impairment	10,497	477	10,839	2,345	13,380	37,538	
<b>Financing receivables:</b>							
Ending Balance	¥ 1,461,982	¥ 81,211	¥ 996,649	¥ 30,524	¥ 1,190,136	¥ 3,760,502	
Individually Evaluated for Impairment	14,101	11,057	37,422	11,013	0	73,593	
Not Individually Evaluated for Impairment	1,447,881	70,154	959,227	19,511	1,190,136	3,686,909	

\*1 Purchased loans represent loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely in accordance with ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ).

\*2 Other mainly includes foreign currency translation adjustments and decrease in allowance related to newly consolidated subsidiaries. Additionally, other in non-recourse loans includes a decrease of ¥6,562 million due to the sale of controlling class interests of a certain VIE, which was formerly consolidated, to a third party and resulting in deconsolidation of that VIE.

\*3 Other mainly includes foreign currency translation adjustments and decrease in allowance related to newly consolidated subsidiaries.

\*4 Other mainly includes foreign currency translation adjustments and decrease in allowance related to newly consolidated subsidiaries. Additionally, other in non-recourse loans includes a decrease of ¥5,265 million due to the sale of controlling class interests of a certain VIE, which was formerly consolidated, to a third party and resulting in deconsolidation of that VIE.

\*5 Loans held for sale are not included in the table above.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

In developing the allowance for credit losses, the Company and its subsidiaries consider, among other things, the following factors:

business characteristics and financial conditions of obligors;

current economic conditions and trends;

prior charge-off experience;

current delinquencies and delinquency trends; and

value of underlying collateral and guarantees.

The Company and its subsidiaries individually develop the allowance for credit losses for impaired loans. For non-impaired loans, including loans that are not individually evaluated for impairment, and direct financing leases, the Company and its subsidiaries evaluate prior charge-off experience as segmented by debtor's industry and the purpose of the loans and develop the allowance for credit losses based on such prior charge-off experience as well as current economic conditions.

In common with all portfolio segments, a deterioration of debtors' condition may increase the risk of delay in payments of principal and interest. For loans to consumer borrowers, the amount of the allowance for credit losses is changed by the variation of individual debtors' creditworthiness and value of underlying collateral and guarantees, and the prior charge-off experience. For loans to corporate other borrowers and direct financing leases, the amount of the allowance for credit losses is changed by current economic conditions and trends, the value of underlying collateral and guarantees, and the prior charge-off experience in addition to the debtors' creditworthiness.

The decline of the value of underlying collateral and guarantees may increase the risk of inability to collect from the loans and direct financing leases. Particularly for non-recourse loans for which cash flow from real estate is the source of repayment, their collection depends on the real estate collateral value, which may decline as a result of decrease in liquidity of the real estate market, rise in vacancy rate of rental properties, fall in rents and other factors. These risks may change the amount of the allowance for credit losses. For purchased loans, their collection may decrease due to a decline in the real estate collateral value and debtors' creditworthiness. Thus, these risks may change the amount of the allowance for credit losses.

In common with all portfolio segments, the Company and its subsidiaries charge off doubtful receivables when the likelihood of any future collection is believed to be minimal, mainly based upon an evaluation of the relevant debtors' creditworthiness and the liquidation status of collateral.



Table of Contents

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## ORIX Corporation and Subsidiaries

The following table provides information about the impaired loans as of March 31, 2015 and 2016:

Portfolio segment	Class	March 31, 2015		
		Millions of Yen		
		Loans Individually Evaluated for Impairment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded*1:</b>		¥ 18,404	¥ 18,359	¥ 0
<b>Consumer borrowers</b>		450	407	0
	Housing loans	450	407	0
	Card loans	0	0	0
	Other	0	0	0
<b>Corporate borrowers</b>		17,954	17,952	0
Non-recourse loans	Japan	4,975	4,975	0
	The Americas	0	0	0
Other	Real estate companies	5,167	5,167	0
	Entertainment companies	892	892	0
	Other	6,920	6,918	0
<b>Purchased loans</b>		0	0	0
<b>With an allowance recorded*2:</b>		82,630	79,418	34,379
<b>Consumer borrowers</b>		11,543	9,737	2,606
	Housing loans	4,907	3,118	1,689
	Card loans	3,741	3,731	566
	Other	2,895	2,888	351
<b>Corporate borrowers</b>		55,871	54,465	23,292
Non-recourse loans	Japan	310	310	64
	The Americas	16,747	16,747	7,687
Other	Real estate companies	15,940	15,708	5,099
	Entertainment companies	3,580	3,548	1,429
	Other	19,294	18,152	9,013
<b>Purchased loans</b>		15,216	15,216	8,481
<b>Total:</b>		¥ 101,034	¥ 97,777	¥ 34,379
<b>Consumer borrowers</b>		11,993	10,144	2,606
	Housing loans	5,357	3,525	1,689
	Card loans	3,741	3,731	566
	Other	2,895	2,888	351
<b>Corporate borrowers</b>		73,825	72,417	23,292

Edgar Filing: ORIX CORP - Form 20-F

<b>Non-recourse loans</b>	Japan	5,285	5,285	64
	The Americas	16,747	16,747	7,687
<b>Other</b>	Real estate companies	21,107	20,875	5,099
	Entertainment companies	4,472	4,440	1,429
	Other	26,214	25,070	9,013
<b>Purchased loans</b>		15,216	15,216	8,481

F-61

Table of Contents

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## ORIX Corporation and Subsidiaries

		March 31, 2016		
		Millions of yen		
Portfolio segment	Class	Loans		
		Individually Evaluated for Impairment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded*1:</b>		¥ 14,601	¥ 14,498	¥ 0
<b>Consumer borrowers</b>		931	852	0
	Housing loans	931	852	0
	Card loans	0	0	0
	Other	0	0	0
<b>Corporate borrowers</b>		13,670	13,646	0
Non-recourse loans	Japan	4,776	4,776	0
	The Americas	0	0	0
Other	Real estate companies	0	0	0
	Entertainment companies	211	211	0
	Other	8,683	8,659	0
<b>Purchased loans</b>		0	0	0
<b>With an allowance recorded*2:</b>		58,992	57,758	22,533
<b>Consumer borrowers</b>		13,170	12,628	2,770
	Housing loans	3,580	3,058	1,401
	Card loans	4,123	4,113	590
	Other	5,467	5,457	779
<b>Corporate borrowers</b>		34,809	34,117	13,875
Non-recourse loans	Japan	292	292	72
	The Americas	5,989	5,988	1,251
Other	Real estate companies	8,612	8,480	2,140
	Entertainment companies	2,218	2,209	840
	Other	17,698	17,148	9,572
<b>Purchased loans</b>		11,013	11,013	5,888
<b>Total:</b>		¥ 73,593	¥ 72,256	¥ 22,533
<b>Consumer borrowers</b>		14,101	13,480	2,770
	Housing loans	4,511	3,910	1,401
	Card loans	4,123	4,113	590
	Other	5,467	5,457	779
<b>Corporate borrowers</b>		48,479	47,763	13,875
Non-recourse loans	Japan	5,068	5,068	72
	The Americas	5,989	5,988	1,251

Edgar Filing: ORIX CORP - Form 20-F

Other	Real estate companies	8,612	8,480	2,140
	Entertainment companies	2,429	2,420	840
	Other	26,381	25,807	9,572
<b>Purchased loans</b>		11,013	11,013	5,888

\*1 With no related allowance recorded represents impaired loans with no allowance for credit losses as all amounts are considered to be collectible.

\*2 With an allowance recorded represents impaired loans with the allowance for credit losses as all or a part of the amounts are not considered to be collectible.

F-62



**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

The Company and its subsidiaries recognize installment loans other than purchased loans and loans to consumer borrowers as impaired loans when principal or interest is past-due 90 days or more, or it is probable that the Company and its subsidiaries will be unable to collect all amounts due according to the contractual terms of the loan agreements due to various debtor conditions, including insolvency filings, suspension of bank transactions, dishonored bills and deterioration of businesses. For non-recourse loans, in addition to these conditions, the Company and its subsidiaries perform an impairment review using financial covenants, acceleration clauses, loan-to-value ratios, and other relevant available information.

For purchased loans, the Company and its subsidiaries recognize them as impaired loans when it is probable that the Company and its subsidiaries will be unable to collect book values of the remaining investment due to factors such as a decline in the real estate collateral value and debtors' creditworthiness since the acquisition of these loans.

The Company and its subsidiaries consider that loans to consumer borrowers, including housing loans, card loans and other, are impaired when terms of these loans are modified as troubled debt restructurings.

Interest payments received on impaired loans other than purchased loans are recorded as interest income unless the collection of the remaining investment is doubtful at which time payments received are recorded as reductions of principal. For purchased loans, although the acquired assets may remain loans in legal form, collections on these loans often do not reflect the normal historical experience of collecting delinquent accounts, and the need to tailor individual collateral-realization strategies often makes it difficult to reliably estimate the amount, timing, or nature of collections. Accordingly, the Company and its subsidiaries use the cost recovery method of income recognition for such purchased loans regardless of whether impairment is recognized or not.

In common with all classes, impaired loans are individually evaluated for a valuation allowance based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. For non-recourse loans, in principle, the estimated collectible amount is determined based on the fair value of the collateral securing the loans as they are collateral-dependent. Further for certain non-recourse loans, the estimated collectible amount is determined based on the present value of expected future cash flows. The fair value of the real estate collateral securing the loans is determined using appraisals prepared by independent third-party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flows methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate. We generally obtain a new appraisal once a fiscal year. In addition, we periodically monitor circumstances of the real estate collateral and then obtain a new appraisal in situations involving a significant change in economic and/or physical conditions which may materially affect its fair value. For impaired purchased loans, the Company and its subsidiaries develop the allowance for credit losses based on the difference between the book value and the estimated collectible amount of such loans.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about the average recorded investments in impaired loans and interest income on impaired loans for fiscal 2014, 2015 and 2016:

		March 31, 2014		
		Millions of yen		
Portfolio segment	Class	Average Recorded Investments in Impaired Loans*	Interest Income on Impaired Loans	Interest on Impaired Loans Collected in Cash
<b>Consumer borrowers</b>		¥ 11,445	¥ 295	¥ 230
	Housing loans	8,004	231	178
	Card loans	2,453	38	31
	Other	988	26	21
<b>Corporate borrowers</b>		134,927	4,146	3,449
Non-recourse loans	Japan	15,897	234	219
	The Americas	23,119	667	667
Other	Real estate companies	38,733	1,154	990
	Entertainment companies	10,277	509	343
	Other	46,901	1,582	1,230
<b>Purchased loans</b>		25,588	0	0
<b>Total</b>		¥ 171,960	¥ 4,441	¥ 3,679

		March 31, 2015		
		Millions of yen		
Portfolio segment	Class	Average Recorded Investments in Impaired Loans*	Interest Income on Impaired Loans	Interest on Impaired Loans Collected in Cash
<b>Consumer borrowers</b>		¥ 11,822	¥ 376	¥ 273
	Housing loans	6,286	268	180
	Card loans	3,368	60	51
	Other	2,168	48	42
<b>Corporate borrowers</b>		82,986	2,005	1,648
Non-recourse loans	Japan	5,975	10	10
	The Americas	15,657	502	502
Other	Real estate companies	22,009	417	355
	Entertainment companies	5,951	202	149
	Other	33,394	874	632
<b>Purchased loans</b>		18,736	0	0
<b>Total</b>		¥ 113,544	¥ 2,381	¥ 1,921



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Portfolio segment	Class	March 31, 2016		
		Millions of yen		
		Average Recorded Investments in Impaired Loans*	Interest Income on Impaired Loans	Interest on Impaired Loans Collected in Cash
<b>Consumer borrowers</b>		¥ 13,215	¥ 317	¥ 269
	Housing loans	5,090	176	148
	Card loans	3,970	69	59
	Other	4,155	72	62
<b>Corporate borrowers</b>		58,138	974	947
Non-recourse loans	Japan	5,117	7	7
	The Americas	11,759	275	275
Other	Real estate companies	13,843	210	198
	Entertainment companies	3,505	102	99
	Other	23,914	380	368
<b>Purchased loans</b>		12,864	0	0
<b>Total</b>		¥ 84,217	¥ 1,291	¥ 1,216

\* Average balances are calculated on the basis of fiscal beginning and quarter-end balances.

The following table provides information about the credit quality indicators as of March 31, 2015 and 2016:

Portfolio segment	Class	March 31, 2015					
		Performing	Millions of yen Non-performing			Subtotal	Total
			Loans individually evaluated for impairment	Loans individually evaluated for impairment	90+ days past-due loans not individually evaluated for impairment		
<b>Consumer borrowers</b>		¥ 1,311,725	¥ 11,993	¥ 6,635	¥ 18,628	¥ 1,330,353	
	Housing loans	1,050,531	5,357	3,898	9,255	1,059,786	
	Card loans	238,660	3,741	824	4,565	243,225	
	Other	22,534	2,895	1,913	4,808	27,342	
<b>Corporate borrowers</b>		1,015,971	73,825	0	73,825	1,089,796	
Non-recourse loans	Japan	36,250	5,285	0	5,285	41,535	
	The Americas	66,486	16,747	0	16,747	83,233	
Other	Real estate companies	235,493	21,107	0	21,107	256,600	
	Entertainment companies	101,701	4,472	0	4,472	106,173	

Edgar Filing: ORIX CORP - Form 20-F

	Other	576,041	26,214	0	26,214	602,255
<b>Purchased loans</b>		27,076	15,216	0	15,216	42,292
<b>Direct financing leases</b>		1,201,081	0	15,373	15,373	1,216,454
	Japan	819,592	0	10,293	10,293	829,885
	Overseas	381,489	0	5,080	5,080	386,569
<b>Total</b>		¥ 3,555,853	¥ 101,034	¥ 22,008	¥ 123,042	¥ 3,678,895

F-65

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Portfolio segment	Class	March 31, 2016					Subtotal	Total
		Performing	Loans individually evaluated for impairment	Loans individually evaluated for impairment	Millions of yen Non-performing 90+ days past-due loans not individually evaluated for impairment			
<b>Consumer borrowers</b>		¥ 1,439,703	¥ 14,101	¥ 8,178	¥ 22,279	¥ 1,461,982		
	Housing loans	1,131,276	4,511	2,267	6,778	1,138,054		
	Card loans	255,753	4,123	657	4,780	260,533		
	Other	52,674	5,467	5,254	10,721	63,395		
<b>Corporate borrowers</b>		1,029,381	48,479	0	48,479	1,077,860		
Non-recourse loans	Japan	14,883	5,068	0	5,068	19,951		
	The Americas	55,271	5,989	0	5,989	61,260		
Other	Real estate companies	261,558	8,612	0	8,612	270,170		
	Entertainment companies	98,852	2,429	0	2,429	101,281		
	Other	598,817	26,381	0	26,381	625,198		
<b>Purchased loans</b>		19,511	11,013	0	11,013	30,524		
<b>Direct financing leases</b>		1,177,580	0	12,556	12,556	1,190,136		
	Japan	831,207	0	7,918	7,918	839,125		
	Overseas	346,373	0	4,638	4,638	351,011		
<b>Total</b>		¥ 3,666,175	¥ 73,593	¥ 20,734	¥ 94,327	¥ 3,760,502		

Note: Loans held for sale are not included in the table above.

In common with all classes, the Company and its subsidiaries monitor the credit quality indicators as performing and non-performing assets. The category of non-performing assets includes financing receivables for debtors who have filed for insolvency proceedings, whose bank transactions are suspended, whose bills are dishonored, whose businesses have deteriorated, whose repayment is past-due 90 days or more, financing receivables modified as troubled debt restructurings, and performing assets include all other financing receivables. Regarding purchased loans, they are classified as non-performing assets when considered impaired, while all the other loans are included in the category of performing assets.

Out of non-performing assets, the Company and its subsidiaries consider smaller balance homogeneous loans, including housing loans, card loans and other, which are not restructured and direct financing leases, as 90 days or more past-due financing receivables not individually evaluated for impairment, and consider the others as loans individually evaluated for impairment. After the Company and its subsidiaries have set aside provision for those non-performing assets, the Company and its subsidiaries continue to monitor at least on a quarterly basis the quality of any underlying collateral, the status of management of the debtors and other important factors in order to report to management and develop additional provision as necessary.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about the non-accrual and past-due financing receivables as of March 31, 2015 and 2016:

		March 31, 2015				
		Millions of yen				
		Past-Due Financing Receivables				
Portfolio segment	Class	30-89	90 Days	Total	Total	Non-
		Days	or More	Past-Due	Financing	Accrual
		Past-Due	Past-Due	Past-Due	Receivables	Past-Due
<b>Consumer borrowers</b>		¥ 3,229	¥ 9,825	¥ 13,054	¥ 1,330,353	¥ 9,825
	Housing loans	1,672	6,503	8,175	1,059,786	6,503
	Card loans	704	1,202	1,906	243,225	1,202
	Other	853	2,120	2,973	27,342	2,120
<b>Corporate borrowers</b>		7,991	33,694	41,685	1,089,796	43,697
Non-recourse loans	Japan	0	4,975	4,975	41,535	4,975
	The Americas	6,639	9,846	16,485	83,233	14,716
Other	Real estate companies	37	8,366	8,403	256,600	8,730
	Entertainment companies	0	571	571	106,173	571
	Other	1,315	9,936	11,251	602,255	14,705
<b>Direct financing leases</b>		6,142	15,373	21,515	1,216,454	15,373
	Japan	1,877	10,293	12,170	829,885	10,293
	Overseas	4,265	5,080	9,345	386,569	5,080
<b>Total</b>		¥ 17,362	¥ 58,892	¥ 76,254	¥ 3,636,603	¥ 68,895

  

		March 31, 2016				
		Millions of yen				
		Past-due financing receivables				
Portfolio segment	Class	30-89	90 Days	Total	Total	Non-
		Days	or More	Past-Due	Financing	accrual
		Past-Due	Past-Due	Past-Due	Receivables	Past-Due
<b>Consumer borrowers</b>		¥ 5,002	¥ 11,348	¥ 16,350	¥ 1,461,982	¥ 11,348
	Housing loans	2,283	4,435	6,718	1,138,054	4,435
	Card loans	503	1,103	1,606	260,533	1,103
	Other	2,216	5,810	8,026	63,395	5,810
<b>Corporate borrowers</b>		3,018	18,944	21,962	1,077,860	31,464
Non-recourse loans	Japan	0	4,776	4,776	19,951	4,776
	The Americas	2,370	400	2,770	61,260	5,924
Other	Real estate companies	44	2,727	2,771	270,170	2,727
	Entertainment companies	0	145	145	101,281	145
	Other	604	10,896	11,500	625,198	17,892
<b>Direct financing leases</b>		6,457	12,556	19,013	1,190,136	12,556
	Japan	500	7,918	8,418	839,125	7,918
	Overseas	5,957	4,638	10,595	351,011	4,638
<b>Total</b>		¥ 14,477	¥ 42,848	¥ 57,325	¥ 3,729,978	¥ 55,368



Note: Loans held for sale and purchased loans are not included in the table above.

F-67

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

In common with all classes, the Company and its subsidiaries consider financing receivables as past-due financing receivables when principal or interest is past-due 30 days or more. Loans whose terms have been modified are not classified as past-due financing receivables if the principals and interests are not past-due 30 days or more in accordance with the modified terms.

The Company and its subsidiaries suspend accruing revenues on past-due installment loans and direct financing leases when principal or interest is past-due 90 days or more, or earlier, if management determines that their collections are doubtful based on factors such as the individual debtor's creditworthiness, historical loss experience, current delinquencies and delinquency trends. Cash repayments received on non-accrual loans are applied first against past due interest and then any surpluses are applied to principal in view of the conditions of the contract and obligors. The Company and its subsidiaries return to accrual status non-accrual loans and lease receivables when it becomes probable that the Company and its subsidiaries will be able to collect all amounts due according to the contractual terms of these loans and lease receivables, as evidenced by continual payments from the debtors. The period of such continual payments before returning to accrual status varies depending on factors that we consider are relevant in assessing the debtor's creditworthiness, such as the debtor's business characteristics and financial conditions as well as relevant economic conditions and trends.

The following table provides information about troubled debt restructurings of financing receivables that occurred during fiscal 2014, 2015 and 2016:

Portfolio segment	Class	March 31, 2014	
		Millions of yen	
		Pre-modification	Post-modification
		Outstanding Recorded Investment	Outstanding Recorded Investment
<b>Consumer borrowers</b>		¥ 3,899	¥ 2,586
	Housing loans	724	334
	Card loans	1,898	1,391
	Other	1,277	861
<b>Corporate borrowers</b>		14,135	11,097
Non-recourse loans	Japan	4,745	2,608
	The Americas	4,809	4,723
Other	Real estate companies	328	276
	Entertainment companies	779	509
	Other	3,474	2,981
<b>Total</b>		¥ 18,034	¥ 13,683

Portfolio segment	Class	March 31, 2015	
		Millions of yen	
		Pre-modification	Post-modification
		Outstanding	Outstanding

Edgar Filing: ORIX CORP - Form 20-F

		<b>Recorded Investment</b>	<b>Recorded Investment</b>
<b>Consumer borrowers</b>		¥ 5,504	¥ 4,061
	Housing loans	483	263
	Card loans	2,566	2,018
	Other	2,455	1,780
<b>Corporate borrowers</b>		946	891
Non-recourse loans	The Americas	145	145
Other	Other	801	746
<b>Total</b>		¥ 6,450	¥ 4,952

F-68

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Portfolio segment	Class	March 31, 2016	
		Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Millions of yen			
<b>Consumer borrowers</b>		¥6,436	¥4,890
	Housing loans	71	23
	Card loans	2,405	1,910
	Other	3,960	2,957
<b>Corporate borrowers</b>		584	582
Non-recourse loans	The Americas	575	575
Other	Other	9	7
<b>Total</b>		¥7,020	¥5,472

A troubled debt restructuring is defined as a restructuring of a financing receivable in which the creditor grants a concession to the debtor for economic or other reasons related to the debtor's financial difficulties.

The Company and its subsidiaries offer various types of concessions to our debtors to protect as much of our investment as possible in troubled debt restructurings. For the debtors of non-recourse loans, the Company and its subsidiaries offer concessions including an extension of the maturity date at an interest rate lower than the current market rate for a debt with similar risk characteristics. For the debtors of all financing receivables other than non-recourse loans, the Company and its subsidiaries offer concessions such as a reduction of the loan principal, a temporary reduction in the interest payments, or an extension of the maturity date at an interest rate lower than the current market rate for a debt with similar risk characteristics. In addition, the Company and its subsidiaries may acquire collateral assets from the debtors in troubled debt restructurings to satisfy fully or partially the loan principal or past due interest.

In common with all portfolio segments, financing receivables modified as troubled debt restructurings are recognized as impaired and are individually evaluated for a valuation allowance. In most cases, these financing receivables have already been considered impaired and individually evaluated for allowance for credit losses prior to the restructurings. However, as a result of the restructuring, the Company and its subsidiaries may recognize additional provision for the restructured receivables.

The following table provides information about financing receivables modified as troubled debt restructurings within the previous 12 months from March 31, 2014 and for which there was a payment default during fiscal 2014:

Portfolio segment	Class	March 31, 2014	
		Millions of yen Recorded Investment	

Edgar Filing: ORIX CORP - Form 20-F

<b>Consumer borrowers</b>		¥	57
	Housing loans		18
	Card loans		31
	Other		8
<b>Corporate borrowers</b>			565
Non-recourse loans	The Americas		497
Other	Real estate companies		42
	Other		26
<b>Total</b>		¥	622

F-69

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about financing receivables modified as troubled debt restructurings within the previous 12 months from March 31, 2015 and for which there was a payment default during fiscal 2015:

Portfolio segment	Class	March 31, 2015	
		Millions of yen Recorded Investment	
<b>Consumer borrowers</b>		¥	122
	Housing loans		27
	Card loans		62
	Other		33
<b>Corporate borrowers</b>			330
Other	Other		330
<b>Total</b>		¥	452

The following table provides information about financing receivables modified as troubled debt restructurings within the previous 12 months from March 31, 2016 and for which there was a payment default during fiscal 2016:

Portfolio segment	Class	March 31, 2016	
		Millions of yen Recorded Investment	
<b>Consumer borrowers</b>		¥	68
	Card loans		45
	Other		23
<b>Total</b>		¥	68

The Company and its subsidiaries consider financing receivables whose terms have been modified in a restructuring as defaulted receivables when principal or interest is past-due 90 days or more in accordance with the modified terms.

In common with all portfolio segments, the Company and its subsidiaries suspend accruing revenues and may recognize additional provision as necessary for the defaulted financing receivables.

## Edgar Filing: ORIX CORP - Form 20-F

In January 2014, Accounting Standards Update 2014-04( Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure – ASC 310-40( Receivables-Troubled Debt Restructurings by Creditors ) ) was issued. This Update clarifies when a creditor is considered to have received physical possession resulting from an in substance repossession or foreclosure or residential real estate property collateralizing a consumer mortgage loan. Additionally, this Update requires an entity to disclose the amount of foreclosed residential real estate property and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The Company and its subsidiaries adopted this Update on April 1, 2015.

As of March 31, 2016, there was no amount of foreclosed residential real estate property based on this Update. The carrying amounts of installment loans in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure is ¥601 million as of March 31, 2016.

F-70

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****9. Investment in Securities**

Investment in securities as of March 31, 2015 and 2016 consists of the following:

	Millions of yen	
	2015	2016
Trading securities*	¥ 1,190,131	¥ 725,821
Available-for-sale securities	1,356,840	1,347,890
Held-to-maturity securities	115,599	114,858
Other securities	183,687	156,223
<b>Total</b>	<b>¥ 2,846,257</b>	<b>¥ 2,344,792</b>

\* The amount of assets under management of variable annuity and variable life insurance contracts included in trading securities were ¥1,165,347 million and ¥704,313 million as of March 31, 2015 and March 31, 2016, respectively.

Gains and losses realized from the sale of trading securities and net unrealized holding gains (losses) on trading securities are included in net gains on investment securities and life insurance related investment income. For further information, see Note 22 Gains on investment securities and dividends and Note 23 Life Insurance Operations. For fiscal 2014, 2015 and 2016, net unrealized holding gains (losses) on trading securities were losses of ¥3,083 million, gains of ¥137,704 million and losses of ¥84,678 million, respectively.

During fiscal 2014, 2015 and 2016, the Company and its subsidiaries sold available-for-sale securities for aggregate proceeds of ¥318,697 million, ¥511,868 million and ¥464,232 million, respectively, resulting in gross realized gains of ¥14,517 million, ¥32,206 million and ¥32,593 million, respectively, and gross realized losses of ¥368 million, ¥129 million and ¥467 million, respectively. The cost of the securities sold was based on the average cost of each such security held at the time of the sale.

During fiscal 2014, 2015 and 2016, the Company and its subsidiaries charged losses on securities of ¥7,989 million, ¥8,997 million and ¥4,515 million, respectively, to the accompanying consolidated statements of income for declines in market value of securities where the decline was considered as other than temporary.

Other securities consist mainly of non-marketable equity securities, preferred capital shares carried at cost and investment funds carried at an amount that reflects equity income and loss based on the investor's share. The aggregate carrying amount of other securities accounted for under the cost method totaled ¥43,718 million and ¥27,349 million as of March 31, 2015 and 2016, respectively. Investments with an aggregate cost of ¥42,838 million and ¥27,125 million, respectively, were not evaluated for impairment because the Company and its subsidiaries did not identify



## Edgar Filing: ORIX CORP - Form 20-F

any events or changes in circumstances that might have had a significant adverse effect on the fair value of those investments and it was not practicable to estimate the fair value of the investments.

A certain subsidiary that has newly become a consolidated subsidiary of the company during fiscal 2016 elected the fair value option under ASC 825 ( Financial Instruments ) for investments in foreign government bond securities included in available-for-sale securities, which as of March 31, 2016, was fair valued at ¥988 million.

A certain subsidiary elected the fair value option under ASC 825 ( Financial Instruments ) for certain investments in equity securities included in available-for-sale securities, which as of March 31, 2015 and 2016, were fair valued at ¥8,168 million and ¥16,227 million, respectively.

F-71

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Certain subsidiaries elected the fair value option under ASC 825 ( Financial Instruments ) for certain investments in a trust and investment funds included in other securities whose net asset values do not represent the fair value of investments due to the illiquid nature of these investments. The subsidiaries manage these investments on a fair value basis and the election of the fair value option enables the subsidiaries to reflect more appropriate assumptions to measure the fair value of these investments. As of March 31, 2015 and 2016, the fair values of these investments were ¥8,723 million and ¥10,152 million, respectively.

The amortized cost basis amounts, gross unrealized holding gains, gross unrealized holding losses and fair values of available-for-sale securities and held-to-maturity securities in each major security type as of March 31, 2015 and 2016 are as follows:

**March 31, 2015**

	Millions of yen			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<b>Available-for-sale:</b>				
Japanese and foreign government bond securities	¥ 517,500	¥ 10,127	¥ (35)	¥ 527,592
Japanese prefectural and foreign municipal bond securities	155,943	5,644	(110)	161,477
Corporate debt securities	283,859	3,891	(137)	287,613
Specified bonds issued by SPEs in Japan	7,257	54	(31)	7,280
CMBS and RMBS in the Americas	67,049	3,073	(146)	69,976
Other asset-backed securities and debt securities	147,308	1,286	(624)	147,970
Equity securities	104,096	52,568	(1,732)	154,932
	1,283,012	76,643	(2,815)	1,356,840
<b>Held-to-maturity:</b>				
Japanese government bond securities and other	115,599	14,490	(112)	129,977
	¥ 1,398,611	¥ 91,133	¥ (2,927)	¥ 1,486,817

**March 31, 2016**

	Millions of yen			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<b>Available-for-sale:</b>				
Japanese and foreign government bond securities	¥ 464,854	¥ 32,501	¥ 0	¥ 497,355

Edgar Filing: ORIX CORP - Form 20-F

Japanese prefectural and foreign municipal bond securities	165,465	4,106	(37)	169,534
Corporate debt securities	403,349	7,443	(13)	410,779
Specified bonds issued by SPEs in Japan	3,422	39	0	3,461
CMBS and RMBS in the Americas	97,692	1,906	(2,412)	97,186
Other asset-backed securities and debt securities	63,079	1,744	(6,593)	58,230
Equity securities	85,452	33,492	(7,599)	111,345
	1,283,313	81,231	(16,654)	1,347,890
Held-to-maturity:				
Japanese government bond securities and other	114,858	30,662	0	145,520
	¥ 1,398,171	¥ 111,893	¥ (16,654)	¥ 1,493,410

F-72

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following table provides information about available-for-sale securities and held-to-maturity securities with gross unrealized losses and the length of time that individual securities have been in a continuous unrealized loss position as of March 31, 2015 and 2016, respectively:

**March 31, 2015**

	Less than 12 months		Millions of yen 12 months or more		Total	
	Gross		Gross		Gross	
	Fair value	unrealized losses	Fair value	unrealized losses	Fair value	unrealized losses
Available-for-sale:						
Japanese and foreign government bond securities	¥ 5,407	¥ (35)	¥ 0	¥ 0	¥ 5,407	¥ (35)
Japanese prefectural and foreign municipal bond securities	44,782	(110)	0	0	44,782	(110)
Corporate debt securities	81,108	(58)	6,363	(79)	87,471	(137)
Specified bonds issued by SPEs in Japan	0	0	1,269	(31)	1,269	(31)
CMBS and RMBS in the Americas	9,754	(31)	506	(115)	10,260	(146)
Other asset-backed securities and debt securities	10,950	(304)	8,127	(320)	19,077	(624)
Equity securities	6,640	(1,723)	585	(9)	7,225	(1,732)
	158,641	(2,261)	16,850	(554)	175,491	(2,815)
Held-to-maturity:						
Japanese government bond securities and other	4,889	(112)	0	0	4,889	(112)
	¥ 163,530	¥ (2,373)	¥ 16,850	¥ (554)	¥ 180,380	¥ (2,927)

**March 31, 2016**

	Less than 12 months		Millions of yen 12 months or more		Total	
	Gross		Gross		Gross	
	Fair value	unrealized losses	Fair value	unrealized losses	Fair value	unrealized losses
Available-for-sale:						
Japanese prefectural and foreign municipal bond securities	¥ 14,821	¥ (30)	¥ 554	¥ (7)	¥ 15,375	¥ (37)
Corporate debt securities	32,969	(13)	1,802	0	34,771	(13)
CMBS and RMBS in the Americas	55,226	(2,234)	5,002	(178)	60,228	(2,412)
Other asset-backed securities and debt securities	14,220	(1,857)	18,846	(4,736)	33,066	(6,593)
Equity securities	17,040	(7,550)	594	(49)	17,634	(7,599)
	¥ 134,276	¥ (11,684)	¥ 26,798	¥ (4,970)	¥ 161,074	¥ (16,654)

The number of investment securities that were in an unrealized loss position as of March 31, 2015 and 2016 were 197 and 259, respectively. The gross unrealized losses on these securities are attributable to a number of factors including changes in interest rates, credit spreads and market trends.

F-73

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

For debt securities, in the case of the fair value being below the amortized cost, the Company and its subsidiaries consider whether those securities are other-than-temporarily impaired using all available information about their collectability. The Company and its subsidiaries do not consider a debt security to be other-than-temporarily impaired if (1) the Company and its subsidiaries do not intend to sell the debt security, (2) it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis and (3) the present value of estimated cash flows will fully cover the amortized cost of the security. On the other hand, the Company and its subsidiaries consider a debt security to be other-than-temporarily impaired if any of the above mentioned three conditions are not met.

Debt securities with unrealized loss position mainly include CMBS and RMBS in the Americas and other asset-backed securities.

The unrealized loss associated with CMBS and RMBS in the Americas and other asset-backed securities is primarily caused by changes in credit spreads and interest rates. In order to determine whether a credit loss exists, the Company and its subsidiaries estimate the present value of anticipated cash flows, discounted at the current yield to accrete the security. The cash flows are estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security. Then, a credit loss is assessed by comparing the present value of the expected cash flows to the security's amortized cost basis. Based on that assessment, the Company and its subsidiaries expect to recover the entire amortized cost basis and no credit impairment was identified. Because the Company and its subsidiaries do not intend to sell the investments and it is not more likely than not that the Company and its subsidiaries will be required to sell the investments before recovery of their amortized cost basis, the Company and its subsidiaries do not consider these investments to be other-than-temporarily impaired as of March 31, 2016.

For equity securities with unrealized losses, the Company and its subsidiaries consider various factors to determine whether the decline is other-than-temporary, including the length of time and the extent to which the fair value has been less than the carrying value and the issuer's specific economic conditions as well as the ability and intent to hold these securities for a period of time sufficient to recover the securities carrying amounts. Based on our ongoing monitoring process, the Company and its subsidiaries do not consider these investments to be other-than-temporarily impaired as of March 31, 2016.

The total other-than-temporary impairment with an offset for the amount of the total other-than-temporary impairment recognized in other comprehensive income (loss) for fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Total other-than-temporary impairment losses	¥ 7,992	¥ 9,077	¥ 4,517
Portion of loss recognized in other comprehensive income (before taxes)	(3)	(80)	(2)
Net impairment losses recognized in earnings	¥ 7,989	¥ 8,997	¥ 4,515

## Edgar Filing: ORIX CORP - Form 20-F

Total other-than-temporary impairment losses for fiscal 2014 mainly related to equity securities and other securities. Total other-than-temporary impairment losses for fiscal 2015 and 2016 related to equity securities, debt securities and other securities.

During fiscal 2014, other-than-temporary impairment losses related to debt securities are recognized mainly on certain mortgage-backed securities. During fiscal 2015 and 2016, other-than-temporary impairment losses related to debt securities are recognized mainly on certain other asset-backed securities. Mortgage-backed securities have experienced credit losses due to a decrease in cash flows attributable to significant default and

F-74

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

bankruptcies on the underlying loans. Other asset-backed securities have experienced credit losses due to a decline in value of the underlying assets. Because the Company and its subsidiaries do not intend to sell the investments and it is not more likely than not that the Company and its subsidiaries will be required to sell the investments before recovery of their amortized cost basis, the credit loss component is recognized in earnings, and the non-credit loss component is recognized in other comprehensive income (loss), net of applicable income taxes. The credit loss assessment is made by comparing the securities' amortized cost basis with the portion of the estimated fair value of the underlying assets available to repay the specified bonds, or with the present value of the expected cash flows from the mortgage-backed securities, that were estimated based on a number of assumptions such as seniority of the security.

Roll-forwards of the amount related to credit losses on other-than-temporarily impaired debt securities recognized in earnings according to ASC 320-10-35-34 ( Investments Debt and Equity Securities Recognition of Other-Than-Temporary Impairments ) for fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Beginning	¥ 7,809	¥ 1,991	¥ 2,633
Addition during the period:			
Credit loss for which an other-than-temporary impairment was not previously recognized	8	456	0
Credit loss for which an other-than-temporary impairment was previously recognized	239	282	49
Reduction during the period:			
For securities sold or redeemed	(3,609)	(44)	(604)
Due to change in intent to sell or requirement to sell	(2,456)	(52)	(665)
Ending	¥ 1,991	¥ 2,633	¥ 1,413

The Company and its subsidiaries recorded other-than-temporary impairments related to the non-credit losses arising from foregoing debt securities for CMBS and RMBS in the Americas. These impairments included the amount of unrealized gains or losses for the changes in fair value of the debt securities after recognition of other-than-temporary impairments in earnings. As of March 31, 2014, an unrealized gain of ¥59 million and an unrealized loss of ¥102 million, before taxes, were included and an unrealized gain of ¥38 million and an unrealized loss of ¥65 million, net of taxes, were included in unrealized gains or losses of accumulated other comprehensive income. As of March 31, 2015, an unrealized gain of ¥234 million and an unrealized loss of ¥58 million, before taxes, were included and an unrealized gain of ¥149 million and an unrealized loss of ¥37 million, net of taxes, were included in unrealized gains or losses of accumulated other comprehensive income. As of March 31, 2016, an unrealized gain of ¥61 million and an unrealized loss of ¥6 million, before taxes, were included and an unrealized gain of ¥39 million and an unrealized loss of ¥4 million, net of taxes, were included in unrealized gains or losses of accumulated other comprehensive income.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The following is a summary of the contractual maturities of debt securities classified as available-for-sale securities and held-to-maturity securities held as of March 31, 2016:

**Available-for-sale securities held as of March 31, 2016:**

	Millions of yen	
	Amortized cost	Fair value
Due within one year	¥ 98,357	¥ 99,607
Due after one to five years	386,050	388,102
Due after five to ten years	375,770	387,105
Due after ten years	337,684	361,731
	¥ 1,197,861	¥ 1,236,545

**Held-to-maturity securities held as of March 31, 2016:**

	Millions of yen	
	Amortized cost	Fair value
Due within one year	¥ 294	¥ 294
Due after ten years	114,564	145,226
	¥ 114,858	¥ 145,520

Securities not due at a single maturity date, such as mortgage-backed securities, are included in the above table based on their final maturities.

Certain borrowers may have the right to call or prepay obligations. This right may cause actual maturities to differ from the contractual maturities summarized above.

Included in finance revenues in the consolidated statements of income is interest income on investment securities of ¥12,393 million, ¥12,391 million and ¥12,712 million for fiscal 2014, 2015 and 2016, respectively.

## Edgar Filing: ORIX CORP - Form 20-F

The Company and a certain foreign subsidiary acquired debt securities with evidence of deterioration of credit quality at the time of acquisition, and it was not probable the Company and a certain foreign subsidiary were able to recover all contractual amounts of those debt securities. In accordance with the provision of ASC 310-30 ( Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality ) and ASC 320 ( Investments ), the Company and the subsidiary determined the expected future cash flows taking into account historical cash collections for debt securities with similar characteristics as well as expected prepayments and the amount and the timing of undiscounted expected principal, interest and other cash flows for each pool of debt securities. Accretable yield represents the excess of expected future cash flows over carrying value of the debt securities, which is recognized as interest income over the remaining life of the debt securities. For a debt security for which the fair value is less than the amortized cost basis, the Company and a certain foreign subsidiary estimates the present value of cash flows expected to be collected from the security and compares it with the amortized cost basis of the security to determine whether a credit loss exists. If, based on current information and events, the Company and the subsidiary determine a credit loss exists for that security, an other-than-temporary impairment is considered to have occurred. For a debt security for which an other-than-temporary impairment is considered to have occurred, the Company and the subsidiary recognize the entire

F-76

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

difference between the amortized cost and the fair value in earnings if the Company and the subsidiary intend to sell the debt security or it is more likely than not that the Company and the subsidiary will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss. On the other hand, if the Company and the subsidiary do not intend to sell the debt security and it is not more likely than not that the Company and the subsidiary will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss, the Company and the subsidiary separate the difference between the amortized cost and the fair value of the debt securities into the credit loss component and the non-credit loss component. The credit loss component is recognized in earnings, and the non-credit loss component is recognized in other comprehensive income (loss), net of applicable income taxes. The carrying amounts and the nominal value of debt securities acquired with evidence of deterioration of credit quality were ¥851 million and ¥5,595 million as of March 31, 2015, and ¥319 million and ¥1,057 million as of March 31, 2016. The outstanding balance of accretable yield was ¥996 million and ¥743 million as of March 31, 2015 and 2016, respectively.

**10. Securitization Transactions**

The Company and its subsidiaries have securitized various financial assets such as lease receivables and installment loans (commercial mortgage loans, housing loans and other).

In the securitization process, these financial assets are transferred to SPEs, such as trusts and special-purpose companies that issue beneficial interests of the securitization trusts and securities backed by the financial assets to investors. The cash flows collected from these assets transferred to the SPEs are then used to repay these asset-backed beneficial interests and securities. As the transferred assets are isolated from the Company and its subsidiaries, the investors and the SPEs have no recourse to other assets of the Company and its subsidiaries in cases where the debtors or the issuers of the transferred financial assets fail to perform under the original terms of those financial assets.

The Company and its subsidiaries often retain interests in the SPEs in the form of the beneficial interest of the securitization trusts. Those interests that continue to be held include interests in the transferred assets and are often subordinate to other tranche(s) of the securitization. Those beneficial interests that continue to be held by the Company and its subsidiaries are subject to credit risk, interest rate risk and prepayment risk on the securitized financial assets. With regards to these subordinated interests that the Company and its subsidiaries retain, they are subordinated to the senior investments and are exposed to different credit and prepayment risks, since they first absorb the risk of the decline in the cash flows from the financial assets transferred to the SPEs for defaults and prepayment of the transferred assets. If there is any excess cash remaining in the SPEs after payment to investors in the securitization of the contractual rate of returns, most of such excess cash is distributed to the Company and its subsidiaries for payments of the subordinated interests.

In accordance with ASC 860 ( Transfers and Servicing ) and ASC 810 ( Consolidation ), trusts or SPEs used in securitization transactions have been consolidated if the Company and its subsidiaries are the primary beneficiary of the trusts or SPEs.

During fiscal 2014, 2015 and 2016, there was no securitization transaction accounted for as a sale.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Quantitative information about delinquencies, impaired loans and components of financial assets sold on securitization and other assets managed together as of March 31, 2015 and 2016, and quantitative information about net credit loss for fiscal 2014, 2015 and 2016 are as follows:

	<b>Total principal amount of receivables</b>	
	<b>Millions of yen</b>	
	<b>March 31, 2015</b>	<b>March 31, 2016</b>
Direct financing leases	¥ 1,216,454	¥ 1,190,136
Installment loans	2,478,054	2,592,233
Assets recorded on the balance sheet	3,694,508	3,782,369
Direct financing leases sold on securitization	894	706
<b>Total assets managed together or sold on securitization</b>	<b>¥ 3,695,402</b>	<b>¥ 3,783,075</b>

	<b>Principal amount of receivables</b>	
	<b>that are 90 days or more past-due and impaired loans</b>	
	<b>Millions of yen</b>	
	<b>March 31, 2015</b>	<b>March 31, 2016</b>
Direct financing leases	¥ 15,373	¥ 12,556
Installment loans	107,669	81,771
Assets recorded on the balance sheet	123,042	94,327
Direct financing leases sold on securitization	0	0
<b>Total assets managed together or sold on securitization</b>	<b>¥ 123,042</b>	<b>¥ 94,327</b>

	<b>Credit loss</b>		
	<b>Millions of yen</b>		
	<b>2014</b>	<b>2015</b>	<b>2016</b>
Direct financing leases	¥ 4,351	¥ 3,774	¥ 4,062
Installment loans	23,765	22,019	13,442
Assets recorded on the balance sheet	28,116	25,793	17,504
Direct financing leases sold on securitization	0	0	0
<b>Total assets managed together or sold on securitization</b>	<b>¥ 28,116</b>	<b>¥ 25,793</b>	<b>¥ 17,504</b>

## Edgar Filing: ORIX CORP - Form 20-F

A certain subsidiary originates and sells loans into the secondary market while retaining the obligation to service those loans. In addition, it undertakes obligations to service loans originated by others. The servicing assets related to those servicing activities are included in other assets and the balances of these servicing assets as of March 31, 2015 and 2016 were ¥18,376 million and ¥16,852 million, respectively. During fiscal 2015 and 2016, the servicing assets were increased by ¥3,410 million and ¥4,077 million, respectively, mainly from loans sold with servicing retained and decreased by ¥4,703 million and ¥4,467 million, respectively, mainly from amortization and increased by ¥2,758 million and decreased by ¥1,134 million, respectively, from the effects of changes in foreign exchange rates. The fair value of the servicing assets as of March 31, 2015 and 2016 were ¥27,676 million and ¥24,229 million, respectively.

F-78

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

**11. Variable Interest Entities**

The Company and its subsidiaries use special purpose companies, partnerships and trusts (hereinafter referred to as SPEs) in the ordinary course of business.

These SPEs are not always controlled by voting rights, and there are cases where voting rights do not exist for those SPEs. ASC 810 ( Consolidation ) addresses consolidation by business enterprises of SPEs within the scope of ASC 810. Generally these SPEs are entities where (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support provided by any parties, including the equity holders or (b) as a group, the holders of the equity investment at risk do not have (1) the ability to make decisions about an entity's activities that most significantly impact the entity's economic performance through voting rights or similar rights, (2) the obligation to absorb the expected losses of the entity or (3) the right to receive the expected residual returns of the entity. Entities within the scope of ASC 810 are called VIEs.

According to ASC 810, the Company and its subsidiaries are required to perform a qualitative analysis to identify the primary beneficiary of VIEs. An enterprise that has both of the following characteristics is considered to be the primary beneficiary and therefore results in the consolidation of the VIE:

The power to direct the activities of a VIE that most significantly impact the entity's economic performance

The obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE

All facts and circumstances are taken into consideration when determining whether the Company and its subsidiaries have variable interests that would deem it the primary beneficiary and therefore require consolidation of the VIE. The Company and its subsidiaries make ongoing reassessment of whether they are the primary beneficiaries of a VIE.

The following are the items that the Company and its subsidiaries are considering in a qualitative assessment:

Which activities most significantly impact the economic performance of the VIE and who has the power to direct such activities

Characteristics of the Company and its subsidiaries' variable interest or interests and other involvements (including involvement of related parties and de facto agents)

Involvement of other variable interest holders

The entity's purpose and design, including the risks that the entity was designed to create and pass through to its variable interest holders

The Company and its subsidiaries generally consider the following types of involvement to be significant when determining the primary beneficiary:

Designing the structuring of a transaction

Providing an equity investment and debt financing

Being the investment manager, asset manager or servicer and receiving variable fees

Providing liquidity and other financial support

The Company and its subsidiaries do not have the power to direct activities of the VIEs that most significantly impact the VIEs' economic performance if that power is shared among multiple unrelated parties, and accordingly do not consolidate such VIEs.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Information about VIEs (consolidated and non-consolidated) for the Company and its subsidiaries are as follows:

## 1. Consolidated VIEs

**March 31, 2015**

Types of VIEs	Millions of yen			
	Total assets*1	Total liabilities*1	Assets which are pledged as collateral*2	Commitments*3
(a) VIEs for liquidating customer assets	¥ 0	¥ 0	¥ 0	¥ 0
(b) VIEs for acquisition of real estate and real estate development projects for customers	1,036	123	0	0
(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	223,069	65,017	135,723	7,000
(d) VIEs for corporate rehabilitation support business	4,366	34	0	0
(e) VIEs for investment in securities	21,027	8,064	12,928	23,974
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	393,502	250,402	325,236	0
(g) VIEs for securitization of loan receivable originated by third parties	36,452	43,280	36,452	0
(h) VIEs for power generation projects	84,242	31,236	30,227	173,560
(i) Other VIEs	202,708	99,545	187,065	0
Total	¥ 966,402	¥ 497,701	¥ 727,631	¥ 204,534

**March 31, 2016**

Types of VIEs	Millions of yen			
	Total assets*1	Total liabilities*1	Assets which are pledged as collateral*2	Commitments*3
(a) VIEs for liquidating customer assets	¥ 0	¥ 0	¥ 0	¥ 0
(b) VIEs for acquisition of real estate and real estate development projects for customers	953	0	0	0
(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	174,854	56,325	113,869	7,000
(d) VIEs for corporate rehabilitation support business	2,055	40	0	0

Edgar Filing: ORIX CORP - Form 20-F

(e) VIEs for investment in securities	24,882	9,657	17,336	2,422
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	381,313	256,620	346,169	0
(g) VIEs for securitization of loan receivable originated by third parties	21,550	20,548	21,550	0
(h) VIEs for power generation projects	159,593	82,535	88,119	121,390
(i) Other VIEs	216,632	97,979	213,466	0
Total	¥ 981,832	¥ 523,704	¥ 800,509	¥ 130,812

- \*1 The assets of most VIEs are used only to repay the liabilities of the VIEs, and the creditors of the liabilities of most VIEs have no recourse to other assets of the Company and its subsidiaries.
- \*2 The assets are pledged as collateral by VIE for financing of the VIE.
- \*3 This item represents remaining balance of commitments that could require the Company and its subsidiaries to provide investments or loans to the VIE.

F-80

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

## 2. Non-consolidated VIEs

March 31, 2015

Types of VIEs	Total assets	Millions of yen Carrying amount of the variable interests in the VIEs held by the Company and its subsidiaries			Maximum exposure to loss*
		Specified bonds and non-recourse loans	Investments		
(a) VIEs for liquidating customer assets	¥ 32,421	¥ 0	¥ 2,091	¥ 9,551	
(b) VIEs for acquisition of real estate and real estate development projects for customers	325,429	14,084	26,283	50,017	
(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	0	0	0	0	
(d) VIEs for corporate rehabilitation support business	0	0	0	0	
(e) VIEs for investment in securities	3,038,819	0	28,584	55,940	
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	0	0	0	0	
(g) VIEs for securitization of loan receivable originated by third parties	1,100,830	0	8,064	8,139	
(h) VIEs for power generation projects	0	0	0	0	
(i) Other VIEs	26,894	14	3,038	3,052	
Total	¥ 4,524,393	¥ 14,098	¥ 68,060	¥ 126,699	

March 31, 2016

Types of VIEs	Total assets	Millions of yen Carrying amount of the variable interests in the VIEs held by the Company and its subsidiaries			Maximum exposure to loss*
		Specified bonds and non-recourse loans	Investments		
(a) VIEs for liquidating customer assets	¥ 33,406	¥ 0	¥ 2,091	¥ 9,551	
(b) VIEs for acquisition of real estate and real estate development projects for customers	170,001	4,776	13,039	24,964	

Edgar Filing: ORIX CORP - Form 20-F

(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	0	0	0	0
(d) VIEs for corporate rehabilitation support business	0	0	0	0
(e) VIEs for investment in securities	2,964,616	0	26,174	47,636
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	0	0	0	0
(g) VIEs for securitization of loan receivable originated by third parties	1,070,683	0	10,671	10,721
(h) VIEs for power generation projects	20,007	0	1,182	1,182
(i) Other VIEs	104,284	0	4,868	4,868
Total	¥ 4,362,997	¥ 4,776	¥ 58,025	¥ 98,922

\* Maximum exposure to loss includes remaining balance of commitments that could require the Company and its subsidiaries to provide investments or loans to the VIE.

F-81

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

**(a) VIEs for liquidating customer assets**

The Company and its subsidiaries may use VIEs in structuring financing for customers to liquidate specific customer assets. The VIEs are typically used to provide a structure that is bankruptcy remote with respect to the customer and the use of VIE structure is requested by such customer. Such VIEs typically acquire assets to be liquidated from the customer, borrow non-recourse loans from financial institutions and have an equity investment made by the customer. By using cash flows from the liquidated assets, these VIEs repay the loan and pay dividends to equity investors if sufficient funds exist.

Variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, are mainly included in other assets in the Company's consolidated balance sheets. The Company has a commitment agreement by which the Company may be required to make additional investment in certain such non-consolidated VIEs.

**(b) VIEs for acquisition of real estate and real estate development projects for customers**

Customers and the Company and its subsidiaries are involved with VIEs formed to acquire real estate and/or develop real estate projects. In each case, a customer establishes and makes an equity investment in a VIE that is designed to be bankruptcy remote from the customer. The VIEs acquire real estate and/or develop real estate projects.

The Company and its subsidiaries provide non-recourse loans to such VIEs and hold specified bonds issued by them and/or make investments in them. The Company and its subsidiaries have consolidated certain VIEs because the Company or its subsidiary effectively controls the VIEs by acting as the asset manager of the VIEs.

In the Company's consolidated balance sheets, assets of consolidated VIEs are mainly included in investment in affiliates.

With respect to the variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, specified bonds are included in investment in securities, non-recourse loans are included in installment loans, and investments are mainly included in investment in securities, investment in affiliates and other assets in the Company's consolidated balance sheets. The Company and its subsidiaries have commitment agreements by which the Company and its subsidiaries may be required to provide additional investment in certain non-consolidated VIEs as long as the agreed-upon terms are met. Under these agreements, the Company and its subsidiaries are committed to invest in these VIEs with the other investors based on their respective ownership percentages. The Company and its subsidiaries concluded that the VIEs are not consolidated because the power to direct these VIEs is held by unrelated parties. In some cases, the Company and its subsidiaries concluded that the VIEs are not consolidated because the power to direct these VIEs is shared among multiple unrelated parties.

**(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business**

The Company and its subsidiaries establish VIEs and acquire real estate to borrow non-recourse loans from financial institutions and simplify the administration activities necessary for the real estate. The Company and its subsidiaries consolidate such VIEs even though the Company and its subsidiaries may not have voting rights if substantially all of such VIEs' subordinated interests are issued to the Company and its subsidiaries, and therefore the VIEs are controlled by and for the benefit of the Company and its subsidiaries.

The Company and its subsidiaries contributed additional funding to certain consolidated VIEs, since those VIEs had difficulty repaying debt and accounts payable. The amount of the additional funding for fiscal 2015 was ¥5,628 million. There was no additional funding or acquisition of subordinated interests during fiscal 2016.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in cash and cash equivalents, restricted cash, investment in operating leases, property under facility operations and other assets, and liabilities of those consolidated VIEs are mainly included in long-term debt. The Company has a commitment agreement by which the Company may be required to make additional investment in certain such consolidated VIEs.

**(d) VIEs for corporate rehabilitation support business**

Financial institutions, the Company and its subsidiary are involved with VIEs established for the corporate rehabilitation support business. VIEs receive the funds from investors including the financial institutions, the Company and the subsidiary, and purchase loan receivables due from borrowers which have financial problems, but are deemed to have the potential to recover in the future. The servicing operations for the VIEs are conducted by the subsidiary.

The Company and its subsidiary consolidated such VIEs since the Company and the subsidiary have the majority of the investment share of such VIEs, and have the power to direct the activities of the VIEs that most significantly impact the entities' economic performance through the servicing operations.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in installment loans, and liabilities of those consolidated VIEs are mainly included in other liabilities.

**(e) VIEs for investment in securities**

The Company and its subsidiaries have interests in VIEs that are investment funds and mainly invest in equity and debt securities. Such VIEs are managed by certain subsidiaries or fund management companies that are independent of the Company and its subsidiaries.

The Company consolidated certain such VIEs since the Company has the majority of the investment share of them, and has the power to direct the activities of those VIEs that most significantly impact the entities' economic performance through involvement with the design of the VIEs or other means.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in securities and investment in affiliates, and liabilities of those consolidated VIEs are mainly included in long-term debt. A subsidiary has a commitment agreement by which the subsidiary may be required to make additional investment in certain such consolidated VIEs.

Variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, are included in investment in securities in the Company's consolidated balance sheets. The Company and its subsidiaries have a commitment agreement by which the Company and its subsidiaries may be required to make additional investment in certain such non-consolidated VIEs.

**(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable**

The Company and its subsidiaries use VIEs to securitize financial assets such as direct financing leases receivables and loans receivables. In the securitization process, these financial assets are transferred to SPEs, and the SPEs issue beneficial interests or securities backed by the transferred financial assets to investors. After the securitization, the Company and its subsidiaries continue to hold a subordinated part of the securities and act as a servicer.



**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

The Company and its subsidiaries consolidated such VIEs since the Company and its subsidiaries have the power to direct the activities that most significantly impact the entity's economic performance by designing the securitization scheme and conducting servicing activities, and have a responsibility to absorb losses of the VIEs that could potentially be significant to the entities by retaining the subordinated part of the securities.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in restricted cash, investment in direct financing leases and installment loans, and liabilities of those consolidated VIEs are mainly included in long-term debt.

**(g) VIEs for securitization of loan receivable originated by third parties**

The Company and its subsidiaries invest in CMBS, RMBS and other asset-backed securities originated by third parties. In some cases of such securitization, certain subsidiaries hold the subordinated portion and the subsidiaries act as a special-servicer of the securitization transaction. As the special servicer, the subsidiaries have rights to dispose of real estate collateral related to the securitized commercial mortgage loans.

The subsidiaries consolidate certain of these VIEs when the subsidiaries have the power to direct the activities of the VIEs that most significantly impact the entities' economic performance through its role as special-servicer, including the right to dispose of the collateral, and have a responsibility to absorb losses of the VIEs that could potentially be significant to the entities by holding the subordinated part of the securities.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in installment loans, and liabilities of those consolidated VIEs are mainly included in long-term debt.

Variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, are included in investment in securities in the Company's consolidated balance sheets. The Company has a commitment agreement by which the Company may be required to make additional investment in certain such non-consolidated VIEs.

**(h) VIEs for power generation projects**

The Company and its subsidiaries may use VIEs in power generation projects. VIEs receive the funds from the Company and its subsidiaries, install solar panels on acquired or leased lands, and sell the generated power to electric power companies. The Company and its subsidiaries have consolidated certain VIEs because the Company and its subsidiaries have the majority of the investment shares of such VIEs and

effectively control the VIEs by acting as the asset manager of the VIEs.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in property under facility operations and other assets, and liabilities of those consolidated VIEs are mainly included in long-term debt. The Company has commitment agreements by which the Company may be required to make additional investment or execute loans in certain such consolidated VIEs.

Variable interests of non-consolidated VIEs, which the Company has, is included in investment in securities in the Company's consolidated balance sheets.

**(i) Other VIEs**

The Company and its subsidiaries are involved with other types of VIEs for various purposes. Consolidated and non-consolidated VIEs of this category are mainly kumiai structures. In addition, certain subsidiaries has consolidated VIEs that are not included in the categories (a) through (h) above, because the subsidiaries hold the subordinated portion of the VIEs and the VIEs are effectively controlled by the subsidiaries.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

In Japan, certain subsidiaries provide investment products to their customers that employ a contractual mechanism known as a kumiai, which in part result in the subsidiaries forming a type of SPE. As a means to finance the purchase of aircraft or other large-ticket items to be leased to third parties, the Company and its subsidiaries arrange and market kumiai products to investors, who invest a portion of the funds necessary into the kumiai structure. The remainder of the purchase funds is borrowed by the kumiai structure in the form of a non-recourse loan from one or more financial institutions. The kumiai investors (and any lenders to the kumiai structure) retain all of the economic risks and rewards in connection with purchasing and leasing activities of the kumiai structure, and all related gains or losses are recorded on the financial statements of the investors in the kumiai. The Company and its subsidiaries are responsible for the arrangement and marketing of these products and may act as servicer or administrator in kumiai transactions. The fee income for the arrangement and administration of these transactions is recognized in the Company's consolidated statements of income. In some cases, the Company and its subsidiaries make investments in the kumiai or its related SPE, and these VIEs are consolidated because the Company and its subsidiaries have a responsibility to absorb any significant potential loss through the investments and have the power to direct the activities that most significantly impact their economic performance. In other cases, the Company and its subsidiaries are not considered to be the primary beneficiary of the VIEs or kumiais because the Company and its subsidiaries did not make significant investments or guarantee or otherwise undertake any significant financial commitments or exposure with respect to the kumiai or its related SPE.

The Company may use VIEs to finance. The Company transfers its own held assets to SPEs, which borrow non-recourse loan from financial institutions and effectively pledge such assets as collateral. The Company continually holds subordinated interests in the SPEs and perform administrative work of such assets. The Company consolidates such SPEs because the Company has a right to direct the activities of them that most significantly impact their economic performance by setting up the scheme and performing administrative work of the assets and has the obligation to absorb expected losses of them by holding the subordinated interests.

In the Company's consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in operating leases, investment in affiliates and office facilities, and liabilities of those consolidated VIEs are mainly included in long-term debt.

Variable interests in non-consolidated VIEs, which the Company and its subsidiaries hold, are mainly included in installment loans in the Company's consolidated balance sheets.

**12. Investment in Affiliates**

Investment in affiliates at March 31, 2015 and 2016 consists of the following:

	Millions of yen	
	2015	2016
Shares	¥ 368,989	¥ 499,922
Loans	9,098	30,745

¥ 378,087    ¥ 530,667

Certain affiliates are listed on stock exchanges. The aggregate investment in and quoted market value of those affiliates amounted to ¥38,916 million and ¥50,244 million, respectively, as of March 31, 2015 and ¥110,121 million and ¥110,568 million, respectively, as of March 31, 2016.

F-85

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

In fiscal 2014, 2015 and 2016, the Company and its subsidiaries received dividends from affiliates of ¥9,957 million, ¥18,186 million and ¥30,063 million, respectively.

The balance of excess of cost over the underlying equity at acquisition dates of investment in affiliates amounted to ¥50,977 million and ¥101,289 million as of March 31, 2015 and 2016, respectively.

The Company no longer has the ability to exercise significant influence on ORIX JREIT Inc., and therefore has excluded ORIX JREIT Inc. from investment in affiliates accounted for by using the equity method. The transactions during the period accounted for by the equity method are described below.

ORIX JREIT Inc., formerly an equity method affiliate, entered into an asset management agreement and the like with one of the Company's subsidiaries and paid fees of ¥1,905 million, ¥2,433 million and ¥1,937 million for fiscal 2014, 2015 and 2016, respectively.

In fiscal 2014, 2015 and 2016, the Company and certain subsidiaries sold to ORIX JREIT Inc., office buildings, commercial facilities other than office buildings, and condominiums mainly under operating leases. In fiscal 2014, 2015 and 2016, the Company and the subsidiaries recognized gains of ¥2,261 million, ¥10,473 million and ¥1,744 million respectively in earnings as operating leases. The related intercompany profits have been eliminated based on the Company's proportionate share.

Combined and condensed information relating to the affiliates for fiscal 2014, 2015 and 2016 are as follows (some operation data for entities reflect only the period since the Company and its subsidiaries made the investment and on a lag basis):

	2014	Millions of yen 2015	2016
<b>Operations:</b>			
Total revenues	¥ 1,086,818	¥ 1,094,317	¥ 1,333,838
Income before income taxes	137,698	130,799	177,535
Net income	91,200	109,865	141,964
<b>Financial position:</b>			
Total assets	¥ 5,704,862	¥ 6,897,921	¥ 8,350,901
Total liabilities	4,562,871	5,131,402	6,206,321
Total equity	1,141,991	1,766,519	2,144,580

The Company and its subsidiaries had no significant transactions with these companies except as described above.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****13. Goodwill and Other Intangible Assets**

Changes in goodwill by reportable segment for fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen							Total
	Corporate Financial Services	Maintenance Leasing	Real Estate	Investment and Operation	Retail	Overseas Business		
Balance at March 31, 2013								
Goodwill	¥ 754	¥ 282	¥ 19,329	¥ 11,751	¥ 15,424	¥ 79,085	¥ 126,625	
Accumulated impairment losses	(257)	0	0	(39)	0	0	(296)	
	497	282	19,329	11,712	15,424	79,085	126,329	
Acquired	550	0	0	14,388	0	169,307	184,245	
Impairment	0	0	0	0	0	0	0	
Other (net) *	0	0	(29)	111	0	25,251	25,333	
Balance at March 31, 2014								
Goodwill	1,304	282	19,300	26,250	15,424	273,643	336,203	
Accumulated impairment losses	(257)	0	0	(39)	0	0	(296)	
	1,047	282	19,300	26,211	15,424	273,643	335,907	
Acquired	53,741	0	0	17,967	0	12,043	83,751	
Impairment	(550)	0	(8,708)	0	0	(587)	(9,845)	
Other (net)*	0	0	(97)	(376)	0	(36,725)	(37,198)	
Balance at March 31, 2015								
Goodwill	55,045	282	19,203	43,841	15,424	248,961	382,756	
Accumulated impairment losses	(807)	0	(8,708)	(39)	0	(587)	(10,141)	
	54,238	282	10,495	43,802	15,424	248,374	372,615	
Acquired	1,158	0	0	29,365	0	3,796	34,319	
Impairment	(30)	0	0	0	0	0	(30)	
Other (net)*	0	0	0	(6,260)	0	(68,491)	(74,751)	
Balance at March 31, 2016								
Goodwill	56,203	282	19,203	66,946	15,424	184,266	342,324	
Accumulated impairment losses	(837)	0	(8,708)	(39)	0	(587)	(10,171)	
	¥ 55,366	¥ 282	¥ 10,495	¥ 66,907	¥ 15,424	¥ 183,679	¥ 332,153	

## Edgar Filing: ORIX CORP - Form 20-F

\* Other includes foreign currency translation adjustments, decreases due to sale of ownership interest in subsidiaries and certain other reclassifications. In the Overseas Business segment, there was a decrease of ¥39,694 million during fiscal 2015 due to the partial sale of shares of STX Energy, which as a result of the sale changed from a consolidated subsidiary to an equity method affiliate. In the Overseas Business segment, there was a decrease of ¥57,153 million during fiscal 2016 due to the partial sale of shares of Houlihan Lokey, which as a result of the sale changed from a consolidated subsidiary to an equity method affiliate.

As a result of the impairment test, the Company and its subsidiaries recognized no impairment losses on goodwill during fiscal 2014. The Company and its subsidiaries recognized impairment losses on goodwill of

F-87



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

¥550 million in Corporate Financial Services segment, ¥8,708 million on golf business included in Real Estate segment, ¥587 million in Overseas Business segment during fiscal 2015. These impairment losses are accounted in other (income) and expense, net. The impairment loss on golf business was recognized as a result of reduction in estimated future cash flow due to our additional capital investment in the slower market growth, which brought the fair value of the reporting unit below its carrying amount. The Company and its subsidiaries recognized impairment losses on goodwill of ¥30 million in Corporate Financial Services segment during fiscal 2016. The impairment losses are accounted in other (income) and expense, net. The fair values of the reporting units were measured using mainly the discounted cash flow methodologies and the business enterprise value multiples methodologies.

Other intangible assets at March 31, 2015 and 2016 consist of the following:

	Millions of yen	
	2015	2016
Intangible assets that have indefinite useful lives:		
Trade names	¥ 99,395	¥ 75,860
Asset management contracts	153,778	150,686
Others	2,812	3,906
	255,985	230,452
Intangible assets subject to amortization:		
Software	99,342	94,898
Customer relationships	126,201	125,081
Others	33,071	32,388
	258,614	252,367
Accumulated amortization	(89,587)	(96,485)
Net	169,027	155,882
	¥ 425,012	¥ 386,334

The aggregate amortization expenses for intangible assets are ¥17,467 million, ¥23,164 million and ¥25,848 million in fiscal 2014, 2015 and 2016, respectively.

The estimated amortization expenses for each of five succeeding fiscal years are ¥24,540 million in fiscal 2017, ¥21,143 million in fiscal 2018, ¥19,072 million in fiscal 2019, ¥17,551 million in fiscal 2020 and ¥13,352 million in fiscal 2021, respectively.

## Edgar Filing: ORIX CORP - Form 20-F

Intangible assets subject to amortization increased during fiscal 2016 are ¥29,010 million. They mainly consist of ¥10,094 million of software and ¥7,973 million of customer relationships recognized in acquisitions. The weighted average amortization periods for the software and the customer relationships recognized in acquisitions are 6 years and 10 years, respectively.

As a result of the impairment test, the Company and its subsidiaries recognized no impairment losses on intangible assets during fiscal 2014. The Company and its subsidiaries recognized impairment losses of ¥358 million on intangible assets included in mainly Corporate Financial Services segment, during fiscal 2015. The Company and its subsidiaries recognized impairment losses of ¥295 million on intangible assets included in mainly Investment and Operation segment, during fiscal 2016. These impairment losses are accounted in other (income) and expense, net. The impairment losses are recognized due to the reduction in the estimated future cash flow, which brought the fair values of the intangible assets below its carrying amount. The fair values of the intangible assets were measured using the discounted cash flow methodologies.

F-88

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****14. Short-Term and Long-Term Debt**

Short-term debt consists of borrowings from financial institutions and commercial paper.

The composition of short-term debt and the weighted average contract interest rate on short-term debt at March 31, 2015 and 2016 are as follows:

**March 31, 2015**

	Millions of yen	Weighted average rate
Short-term debt in Japan, mainly from banks	¥ 16,778	0.5%
Short-term debt outside Japan, mainly from banks	178,386	2.4
Commercial paper in Japan	78,072	0.2
Commercial paper outside Japan	11,549	4.0
	¥ 284,785	1.7

**March 31, 2016**

	Millions of yen	Weighted average rate
Short-term debt in Japan, mainly from banks	¥ 80,846	0.5%
Short-term debt outside Japan, mainly from banks	166,417	2.2
Commercial paper in Japan	94,786	0.1
Commercial paper outside Japan	7,575	4.0
	¥ 349,624	1.3

The composition of long-term debt, the weighted average contract interest rate on long-term debt and the repayment due dates at March 31, 2015 and 2016 are as follows:

March 31, 2015

	Due (Fiscal Year)	Millions of yen	Weighted average rate
<b>Banks:</b>			
Fixed rate	2016~2031	¥ 485,910	1.7%
Floating rate	2016~2032	1,622,729	1.0
<b>Insurance companies and others:</b>			
Fixed rate	2016~2025	328,639	1.2
Floating rate	2017~2028	250,156	0.7
Unsecured bonds	2016~2025	1,118,766	1.8
Unsecured notes under medium-term note program	2016~2018	35,110	2.9
Payables under securitized lease receivables	2020~2021	157,773	0.5
Payables under securitized loan receivables and investment in securities	2018~2039	133,862	3.2
		¥ 4,132,945	1.4

F-89

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****March 31, 2016**

	<b>Due (Fiscal Year)</b>	<b>Millions of yen</b>	<b>Weighted average rate</b>
<b>Banks:</b>			
Fixed rate	2017~2033	¥ 521,491	1.8%
Floating rate	2017~2033	1,601,178	0.9
<b>Insurance companies and others:</b>			
Fixed rate	2018~2027	342,720	1.0
Floating rate	2017~2026	259,306	0.8
Unsecured bonds	2017~2025	877,504	1.1
Unsecured notes under medium-term note program	2017~2021	62,653	2.7
Payables under securitized lease receivables	2020~2021	129,005	0.3
Payables under securitized loan receivables and investment in securities	2017~2039	147,049	2.6
		¥ 3,940,906	1.1

The repayment schedule for the next five years and thereafter for long-term debt at March 31, 2016 is as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 858,090
2018	759,484
2019	612,900
2020	400,214
2021	441,672
Thereafter	868,546
<b>Total</b>	<b>¥ 3,940,906</b>

For borrowings from banks, insurance companies and other financial institutions, for bonds, and for medium-term notes, principal repayments are made upon maturity of the loan contracts and interest payments are usually paid semi-annually.

During fiscal 2014, 2015 and 2016, the Company and certain subsidiaries recognized net amortization expenses of premiums and discounts of bonds and medium-term notes, and deferred issuance costs of bonds and medium-term notes in the amount of ¥618 million, ¥367 million and ¥1,085 million, respectively.

## Edgar Filing: ORIX CORP - Form 20-F

Total committed credit lines for the Company and its subsidiaries were ¥475,553 million and ¥464,677 million at March 31, 2015 and 2016, respectively, and, of these lines, ¥419,356 million and ¥389,903 million were available at March 31, 2015 and 2016, respectively. Of the available committed credit lines, ¥274,980 million and ¥380,062 million were long-term committed credit lines at March 31, 2015 and 2016, respectively.

Some of the debt and commitment contracts contain covenant clauses, and some of these include financial restrictions, such as maintenance of certain ORIX Corporation shareholders' equity ratios. As of March 31, 2016, the Company and its subsidiaries were in compliance with such objective covenant requirements.

F-90

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The agreements related to debt payable to banks provide that the banks under certain circumstances may request additional security for loans and have the right to offset cash deposited against any short-term or long-term debt that becomes due and, in case of default and certain other specified events, against all other debt payable to the banks.

Other than the assets of the consolidated VIEs pledged as collateral for financing (see Note 11 Variable Interest Entities ), the Company and certain subsidiaries provide the following assets as collateral for the short-term and long-term debt payables to financial institutions as of March 31, 2016:

	<b>Millions of yen</b>
Minimum lease payments, loans and investment in operating leases	¥ 106,118
Investment in securities	177,266
Property under facility operations	8,781
Other assets and other	17,079
	¥ 309,244

As of March 31, 2016, investment in securities of ¥25,808 million was pledged for primarily collateral deposits. In addition, debt liabilities of affiliates amounted to ¥184,950 million was secured by investment in affiliates of ¥32,097 million as of March 31, 2016.

Under loan agreements relating to short-term and long-term debt from commercial banks and certain insurance companies, the Company and certain subsidiaries are required to provide collateral against these debts at any time if requested by the lenders. The Company and the subsidiaries did not receive any such requests from the lenders as of March 31, 2016.

**15. Deposits**

Deposits at March 31, 2015 and 2016 consist of the following:

	<b>Millions of yen</b>	
	<b>2015</b>	<b>2016</b>
Time deposits	¥ 1,028,977	¥ 1,093,238
Other deposits	258,403	305,234
Total	¥ 1,287,380	¥ 1,398,472

## Edgar Filing: ORIX CORP - Form 20-F

The balances of time deposits and certificates of deposit issued in amounts of ¥10 million or more were ¥617,235 million and ¥648,697 million at March 31, 2015 and 2016, respectively.

The maturity schedule of time deposits at March 31, 2016 is as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 633,451
2018	205,410
2019	121,611
2020	52,595
2021	80,171
Total	¥ 1,093,238

F-91



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****16. Income Taxes**

Income before income taxes and discontinued operations, and the provision for income taxes in fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Income before income taxes and discontinued operations:			
Japan	¥ 184,504	¥ 188,601	¥ 228,527
Overseas	101,835	155,416	162,775
	¥ 286,339	¥ 344,017	¥ 391,302
Provision for income taxes:			
Current			
Japan	¥ 19,116	¥ 9,455	¥ 34,866
Overseas	27,093	38,264	42,918
	46,209	47,719	77,784
Deferred			
Japan	49,419	36,112	34,315
Overseas	2,925	5,226	8,213
	52,344	41,338	42,528
Provision for income taxes	¥ 98,553	¥ 89,057	¥ 120,312

In fiscal 2014, the Company and its subsidiaries in Japan are subject to a National Corporation tax of approximately 28%, an Inhabitant tax of approximately 5% and a deductible Enterprise tax of approximately 8%, which in the aggregate result in a statutory income tax rate of approximately 38.3%. In fiscal 2015, the Company and its subsidiaries in Japan are subject to a National Corporation tax of approximately 26%, an Inhabitant tax of approximately 5% and a deductible Enterprise tax of approximately 8%, which in the aggregate result in a statutory income tax rate of approximately 35.9%. In fiscal 2016, the Company and its subsidiaries in Japan are subject to a National Corporation tax of approximately 25%, an Inhabitant tax of approximately 4% and a deductible Enterprise tax of approximately 6%, which in the aggregate result in a statutory income tax rate of approximately 33.5%.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Reconciliations of the differences between the tax provision computed at the statutory rate and the consolidated provision for income taxes in fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Income before income taxes and discontinued operations	¥ 286,339	¥ 344,017	¥ 391,302
Tax provision computed at statutory rate	¥ 109,668	¥ 123,502	¥ 131,086
Increases (reductions) in taxes due to:			
Change in valuation allowance*	(845)	1,839	(1,547)
Non-deductible expenses for tax purposes	2,382	3,513	2,277
Non-taxable income for tax purposes	(3,224)	(7,633)	(3,767)
Effect of nontaxable bargain purchase gain	0	(12,953)	0
Effect of lower tax rates on foreign subsidiaries and a domestic life insurance subsidiary	(5,805)	(8,766)	(3,593)
Effect of the tax rate change related to the new Japanese tax law	(5,824)	(14,098)	(7,468)
Other, net	2,201	3,653	3,324
Provision for income taxes	¥ 98,553	¥ 89,057	¥ 120,312

\* In fiscal 2015 and 2016, increases in the valuation allowance of ¥1,819 million and decreases in the valuation allowance of ¥12 million due to the amendment to tax loss carryforward rules related to the new Japanese tax law are included in Change in valuation allowance in the table above.

The effective income tax rate is different from the statutory tax rate primarily because of certain nondeductible expenses for tax purposes, non-taxable income for tax purposes, changes in valuation allowance, the effect of nontaxable bargain purchase gain, the effect of lower income tax rates on foreign subsidiaries and a domestic life insurance subsidiaries, and the effect of the tax reforms as discussed in the following paragraph.

On March 20, 2014, the bill for reconstruction funding and the bill for local corporate tax were approved by the National Diet of Japan. For a fiscal year beginning on April 1, 2014, special corporate tax for reconstruction will not be charged, and as a result, the combined statutory income tax rate for a fiscal year beginning on April 1, 2014 was reduced from approximately 38.3% to approximately 35.9%.

On March 31, 2015, the 2015 tax reform bill was passed by the National Diet of Japan. From fiscal years beginning on April 1, 2015, the national tax rate and the local business tax rate were reduced, and as a result, the combined statutory income tax rate for the fiscal year beginning on April 1, 2015 was reduced from approximately 35.9% to approximately 33.5%. The increase and decrease of the deferred tax assets and liabilities due to the change in the tax rates resulted in a decrease of provision for income taxes by ¥14,098 million in the consolidated statements of income, and the increase of the valuation allowance due to the amendment to tax loss carryforward rules resulted in an increase of provision for income taxes by ¥1,819 million in the consolidated statements of income.

On March 29, 2016, the 2016 tax reform bill was passed by the National Diet of Japan. From fiscal years beginning on April 1, 2016, the national corporate tax rate and local business tax rate were reduced and the local corporate tax rate was increased. The net effect of those changes was a reduction in the combined statutory income tax rate for the fiscal year beginning on April 1, 2016 from approximately 32.9% to approximately 31.7%, and a further reduction in the combined statutory income tax rate for fiscal year beginning on April 1, 2017 to approximately 31.5%. For the fiscal years beginning on or after April 1, 2018, the combined statutory income tax rate was further reduced to approximately 31.3%. In addition, tax loss carryforward rules were amended, and the deductible amount of tax losses carried forward for the fiscal year beginning on April 1, 2016 is reduced to 60% of taxable income for the year, compared to 65% pursuant to the 2015 tax reform. From the

F-93

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

fiscal year beginning on April 1, 2017, the deductible limit of tax losses carried forward will be increased to 55% of taxable income for the year, while the tax loss carryforward period will be reduced from ten years to nine years. From the fiscal years beginning on or after April 1, 2018, the deductible limit of tax losses carried forward will remain at 50% of taxable income for the year and the tax loss carryforward period will remain at 10 years, consistent with the 2015 tax reform. The increase and decrease of the deferred tax assets and liabilities due to the change in the tax rates resulted in a decrease of provision for income taxes by ¥7,468 million in the consolidated statements of income, and the decrease of the valuation allowance due to the amendment to tax loss carryforward rules resulted in an decrease of provision for income taxes by ¥12 million in the consolidated statements of income.

Total income taxes recognized in fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Provision for income taxes	¥ 98,553	¥ 89,057	¥ 120,312
Income taxes on discontinued operations	4,681	166	0
Income taxes on other comprehensive income (loss):			
Net unrealized gains (losses) on investment in securities	5,304	6,915	(6,003)
Defined benefit pension plans	1,456	(4,045)	(2,954)
Foreign currency translation adjustments	1,756	6,880	(2,921)
Net unrealized gains (losses) on derivative instruments	329	(255)	(1,696)
Direct adjustments to shareholders' equity	(101)	(734)	(2)
<b>Total income taxes</b>	<b>¥ 111,978</b>	<b>¥ 97,984</b>	<b>¥ 106,736</b>

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The tax effects of temporary differences giving rise to the deferred tax assets and liabilities at March 31, 2015 and 2016 are as follows:

	Millions of yen	
	2015	2016
<b>Assets:</b>		
Net operating loss carryforwards	¥ 91,899	¥ 72,994
Allowance for doubtful receivables on direct financing leases and probable loan losses	20,170	12,883
Investment in securities	11,128	15,306
Policy liabilities and policy account balances	18,273	763
Accrued expenses	30,352	25,537
Investment in operating leases	18,470	16,814
Property under facility operations	10,098	10,211
Installment loans	6,487	8,640
Other	50,961	49,393
	257,838	212,541
Less: valuation allowance	(50,515)	(43,220)
	207,323	169,321
<b>Liabilities:</b>		
Investment in direct financing leases	6,342	10,471
Investment in operating leases	89,411	90,074
Unrealized gains (losses) on investment in securities	26,361	20,734
Deferred insurance policy acquisition costs	28,494	35,894
Policy liabilities and policy account balances	53,871	41,995
Property under facility operations	2,221	9,256
Other intangible assets	122,996	103,503
Undistributed earnings	68,269	97,156
Prepaid benefit cost	15,205	9,037
Other	55,773	39,265
	468,943	457,385
Net deferred tax liability	¥ 261,620	¥ 288,064

Net deferred tax assets and liabilities at March 31, 2015 and 2016 are reflected in the accompanying consolidated balance sheets under the following captions:

	Millions of yen	
	2015	2016
Other assets	¥ 74,449	¥ 53,296
Income taxes: Deferred	336,069	341,360

Net deferred tax liability	¥ 261,620	¥ 288,064
----------------------------	-----------	-----------

The valuation allowance is primarily recognized for deferred tax assets of consolidated subsidiaries with net operating loss carryforwards for tax purposes. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and tax loss carryforwards are utilizable.

F-95

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax-planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company and its subsidiaries will realize the benefits of these deductible temporary differences and tax loss carryforwards, net of the existing valuation allowances at March 31, 2016. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced. The net changes in the total valuation allowance were decreases of ¥11,739 million in fiscal 2014, increases of ¥19,945 million in fiscal 2015, and decreases of ¥7,295 million in fiscal 2016. The adjustments to the beginning-of-the-year amount in the total valuation allowance resulting from changes in judgment about the realizability of deferred tax assets in future years were net decreases of ¥1,908 million in fiscal 2014 (increases of ¥1,308 million and decreases of ¥3,216 million on a gross basis), net decreases of ¥2,917 million in fiscal 2015 (increases of ¥5,447 million and decreases of ¥8,364 million on a gross basis), and net increases of ¥177 million in fiscal 2016 (increases of ¥381 million and decreases of ¥204 million on a gross basis), respectively.

The Company and certain subsidiaries have net operating loss carryforwards of ¥539,796 million at March 31, 2016, which expire as follows:

Year ending March 31,	Millions of yen
2017	¥ 366
2018	92,434
2019	32,184
2020	18,161
2021	85,722
Thereafter	279,902
Indefinite period	31,027
<b>Total</b>	<b>¥ 539,796</b>

The unrecognized tax benefits as of March 31, 2015 and 2016 were not material. The Company and its subsidiaries believe that it is not reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within 12 months of March 31, 2016.

The total amounts of penalties and interest expense related to income taxes recognized in the consolidated balance sheets as of March 31, 2015 and 2016, and in the consolidated statements of income for the fiscal 2014, 2015 and 2016 were not material.

The Company and its subsidiaries file tax returns in Japan and certain foreign tax jurisdictions. The Company is no longer subject to ordinary tax examination for the tax years prior to fiscal 2013, and its major domestic subsidiaries are no longer subject to ordinary tax examination for the tax years prior to fiscal 2010, respectively.

## Edgar Filing: ORIX CORP - Form 20-F

Subsidiaries in the United States remain subject to a tax examination for the tax years after fiscal 2009. Subsidiaries in the Netherlands remain subject to a tax examination for the tax years after fiscal 2010.

F-96



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****17. Pension Plans**

The Company and certain subsidiaries have contributory and non-contributory pension plans covering substantially all of their employees. Those contributory funded pension plans include defined benefit pension plans and defined contribution pension plans. Under the plans, employees are entitled to lump-sum payments at the time of termination of their employment or pension payments. Defined benefit pension plans consist of a plan of which the amounts of such payments are determined on the basis of length of service and remuneration at the time of termination and a cash balance plan.

The Company and its subsidiaries' funding policy is to contribute annually the amounts actuarially determined. Assets of the plans are invested primarily in interest-bearing securities and marketable equity securities.

The funded status of the defined benefit pension plans, which consists of Japanese plans and overseas plans, as of March 31, 2015 and 2016 are as follows:

	Millions of yen			
	Japanese plans		Overseas plans	
	2015	2016	2015	2016
<b>Change in benefit obligation:</b>				
Benefit obligation at beginning of year	¥ 82,859	¥ 86,793	¥ 68,840	¥ 110,521
Service cost	4,415	4,401	2,460	3,856
Interest cost	1,159	995	2,251	1,747
Actuarial loss (gain)	(169)	10,674	46,110	(12,840)
Foreign currency exchange rate change	0	0	(6,947)	(2,262)
Benefits paid	(2,573)	(2,705)	(1,390)	(1,336)
Plan participants' contributions	0	0	80	88
Business combinations	1,353	0	0	138
Divestitures	(251)	(3,396)	0	0
Plan amendments	0	268	(883)	0
<b>Benefit obligation at end of year</b>	<b>86,793</b>	<b>97,030</b>	<b>110,521</b>	<b>99,912</b>
<b>Change in plan assets:</b>				
Fair value of plan assets at beginning of year	104,844	115,864	62,042	87,009
Actual return on plan assets	10,200	(2,043)	21,074	(109)
Employer contribution	3,040	3,072	10,820	1,456
Benefits paid	(2,136)	(2,227)	(1,296)	(1,265)
Plan participants' contributions	0	0	80	88
Business combinations	0	0	0	0
Divestitures	(84)	(1,610)	0	0
Foreign currency exchange rate change	0	0	(5,711)	(1,999)

Edgar Filing: ORIX CORP - Form 20-F

Fair value of plan assets at end of year	115,864	113,056	87,009	85,180
The funded status of the plans	¥ 29,071	¥ 16,026	¥ (23,512)	¥ (14,732)
Amount recognized in the consolidated balance sheets consists of:				
Prepaid benefit cost included in other assets	¥ 42,376	¥ 28,848	¥ 8	¥ 0
Accrued benefit liability included in other liabilities	(13,305)	(12,822)	(23,520)	(14,732)
Net amount recognized	¥ 29,071	¥ 16,026	¥ (23,512)	¥ (14,732)

F-97

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Amount recognized in accumulated other comprehensive income (loss), pre-tax, at March 31, 2015 and 2016 consisted of:

	Millions of yen			
	Japanese plans		Overseas plans	
	2015	2016	2015	2016
Net prior service credit	¥ 5,127	¥ 4,110	¥ 1,074	¥ 959
Net actuarial loss	(9,602)	(25,125)	(26,674)	(17,150)
Net transition obligation	(140)	(91)	(19)	(14)
Total recognized in accumulated other comprehensive loss, pre-tax	¥ (4,615)	¥ (21,106)	¥ (25,619)	¥ (16,205)

The estimated portions of the net prior service credit, net actuarial loss and net transition obligation above that will be recognized as a component of net pension cost (gain) of Japanese pension plans in fiscal 2017 are ¥(916) million, ¥936 million and ¥45 million, respectively, a component of net pension cost (gain) of overseas pension plans in fiscal 2017 are ¥(102) million, ¥663 million and ¥3 million, respectively.

The accumulated benefit obligations for all Japanese defined benefit pension plans were ¥79,178 million and ¥86,744 million, respectively, at March 31, 2015 and 2016. The accumulated benefit obligations for all overseas defined benefit pension plans were ¥98,634 million and ¥89,425 million, respectively, at March 31, 2015 and 2016.

In Japanese pension plans, the aggregate projected benefit obligations, aggregate accumulated benefit obligations and aggregate fair values of plan assets for the plans with the accumulated benefit obligations in excess of plan assets were ¥21,279 million, ¥21,061 million and ¥8,031 million, respectively, at March 31, 2015 and ¥19,351 million, ¥18,822 million and ¥6,529 million, respectively, at March 31, 2016. In overseas pension plans, the aggregate projected benefit obligations, aggregate accumulated benefit obligations and aggregate fair values of plan assets for the plans with the accumulated benefit obligations in excess of plan assets were ¥110,498 million, ¥98,621 million and ¥86,978 million, respectively, at March 31, 2015 and ¥99,715 million, ¥89,407 million and ¥85,151 million, respectively, at March 31, 2016.

Net pension cost of the plans for fiscal 2014, 2015 and 2016 consists of the following:

	Millions of yen		
	2014	2015	2016
Japanese plans:			
Service cost	¥ 3,391	¥ 4,415	¥ 4,401
Interest cost	1,139	1,159	995
Expected return on plan assets	(2,047)	(2,351)	(2,575)
Amortization of prior service credit	(1,259)	(927)	(928)
Amortization of net actuarial loss	777	502	(15)

Edgar Filing: ORIX CORP - Form 20-F

Amortization of transition obligation	53	53	49
Net periodic pension cost	¥ 2,054	¥ 2,851	¥ 1,927
Overseas plans:			
Service cost	¥ 1,654	¥ 2,460	¥ 3,856
Interest cost	1,684	2,251	1,747
Expected return on plan assets	(2,389)	(3,857)	(4,584)
Amortization of prior service credit	(3)	(51)	(113)
Amortization of net actuarial loss	60	215	1,336
Amortization of transition obligation	3	5	3
Net periodic pension cost	¥ 1,009	¥ 1,023	¥ 2,245

F-98

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) for fiscal 2014, 2015 and 2016 are summarized as follows:

	Millions of yen		
	2014	2015	2016
<b>Japanese plans:</b>			
Current year actuarial gain (loss)	¥ 1,870	¥ 8,028	¥ (15,417)
Amortization of net actuarial loss	777	502	(15)
Prior service credit due to amendments	743	0	(88)
Amortization of prior service credit	(1,259)	(927)	(928)
Amortization of transition obligation	53	53	49
Plan curtailments and settlements	0	0	(92)
<b>Total recognized in other comprehensive income (loss), pre-tax</b>	<b>¥ 2,184</b>	<b>¥ 7,656</b>	<b>¥ (16,491)</b>
<b>Overseas plans:</b>			
Current year actuarial gain (loss)	¥ 2,447	¥ (28,730)	¥ 7,881
Amortization of net actuarial loss	60	215	1,336
Prior service credit due to amendments	344	843	0
Amortization of prior service credit	(3)	(51)	(113)
Amortization of transition obligation	3	5	3
Foreign currency exchange rate change	(7)	1,065	307
<b>Total recognized in other comprehensive income (loss), pre-tax</b>	<b>¥ 2,844</b>	<b>¥ (26,653)</b>	<b>¥ 9,414</b>

The Company and certain subsidiaries use March 31 as a measurement date for all of our material plans.

Significant assumptions of Japanese pension plans and overseas pension plans used to determine these amounts are as follows:

<b>Japanese plans</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
<b>Weighted-average assumptions used to determine benefit obligations at March 31:</b>			
Discount rate	1.4%	1.2%	0.7%
Rate of increase in compensation levels	5.1%	4.8%	4.4%
<b>Weighted-average assumptions used to determine net periodic pension cost for years ended March 31:</b>			
Discount rate	1.8%	1.4%	1.2%
Rate of increase in compensation levels	6.0%	5.1%	4.8%
Expected long-term rate of return on plan assets	2.2%	2.3%	2.3%

Edgar Filing: ORIX CORP - Form 20-F

Overseas plans	2014	2015	2016
Weighted-average assumptions used to determine benefit obligations at March 31:			
Discount rate	3.5%	1.5%	1.9%
Rate of increase in compensation levels	2.8%	2.8%	2.8%
Weighted-average assumptions used to determine net periodic pension cost for years ended March 31:			
Discount rate	4.3%	3.5%	1.5%
Rate of increase in compensation levels	0.6%	2.8%	2.8%
Expected long-term rate of return on plan assets	5.6%	5.2%	5.5%

F-99

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The Company and certain subsidiaries determine the expected long-term rate of return on plan assets annually based on the composition of the pension asset portfolios and the expected long-term rate of return on these portfolios. The expected long-term rate of return is designed to approximate the long-term rate of return actually earned on the plans' assets over time to ensure that funds are available to meet the pension obligations that result from the services provided by employees. The Company and certain subsidiaries use a number of factors to determine the expected rate of return, including actual historical returns on the asset classes of the plans' portfolios and independent projections of returns of the various asset classes.

The Company and certain subsidiaries' investment policies are designed to ensure adequate plan assets are available to provide future payments of pension benefits to eligible participants. The Company and certain subsidiaries formulate a policy portfolio appropriate to produce the expected long-term rate of return on plan assets and to ensure that plan assets are allocated under this policy portfolio. The Company and certain subsidiaries periodically have an external consulting firm monitor the results of actual return and revise the policy portfolio if necessary.

The fair value of Japanese pension plan assets at March 31, 2015 and 2016, by asset category, are as follows. The three levels of input used to measure fair value are described in Note 2 Fair Value Measurement.

	Millions of yen March 31, 2015			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
Japan				
Pooled funds*1	¥ 16,572	¥ 0	¥ 16,572	¥ 0
Other than Japan				
Pooled funds*2	19,717	0	19,717	0
Debt securities:				
Japan				
Pooled funds*3	29,106	0	29,106	0
Other than Japan				
Pooled funds*4	16,933	0	16,933	0
Other assets:				
Life insurance company general accounts*5	23,395	0	23,395	0
Others*6	10,141	0	10,141	0
	¥ 115,864	¥ 0	¥ 115,864	¥ 0

## Edgar Filing: ORIX CORP - Form 20-F

- \*1 These funds invest in listed shares including shares of ORIX Corporation in the amounts of ¥39 million and units of ORIX JREIT Inc. in the amounts of ¥277 million at March 31, 2015.
- \*2 These funds invest in listed shares.
- \*3 These funds invest approximately 70% in Japanese government bonds, approximately 10% in Japanese municipal bonds, and approximately 20% in Japanese corporate bonds. These funds include corporate bonds of ORIX Corporation in the amounts of ¥23 million and investment corporation bonds of ORIX JREIT Inc. in the amounts of ¥16 million at March 31, 2015.
- \*4 These funds invest entirely in foreign government bonds.
- \*5 Life insurance company general accounts are accounts with guaranteed capital and minimum interest rate, in which life insurance companies manage funds on several contracts.
- \*6 Others include derivative instruments held for hedging change in the fair value of equity securities, and short-term instruments.

F-100



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

At March 31, 2015, our policy for the portfolio of plans consists of three major components: approximately 30% is invested in equity securities, approximately 40% is invested in debt securities and approximately 30% is invested in other assets, primarily consisting of investments in life insurance company general accounts.

	Millions of yen March 31, 2016			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
Japan				
Pooled funds*1	¥ 15,663	¥ 0	¥ 15,663	¥ 0
Other than Japan				
Pooled funds*2	17,829	0	17,829	0
Debt securities:				
Japan				
Pooled funds*3	22,324	0	22,324	0
Other than Japan				
Pooled funds*4	21,760	0	21,760	0
Other assets:				
Life insurance company general accounts*5	26,300	0	26,300	0
Others*6	9,180	0	9,180	0
	¥ 113,056	¥ 0	¥ 113,056	¥ 0

\*1 These funds invest in listed shares including shares of ORIX Corporation in the amounts of ¥42 million at March 31, 2016.

\*2 These funds invest in listed shares.

\*3 These funds invest approximately 70% in Japanese government bonds, approximately 10% in Japanese municipal bonds, and approximately 20% in Japanese corporate bonds. These funds include corporate bonds of ORIX Corporation in the amounts of ¥948 million at March 31, 2016.

\*4 These funds invest entirely in foreign government bonds.

\*5 Life insurance company general accounts are accounts with guaranteed capital and minimum interest rate, in which life insurance companies manage funds on several contracts.

\*6 Others include derivative instruments held for hedging change in the fair value of equity securities, and short-term instruments.

At March 31, 2016, our policy for the portfolio of plans consists of three major components: approximately 30% is invested in equity securities, approximately 40% is invested in debt securities and approximately 30% is invested in other assets, primarily consisting of investments in life insurance company general accounts.

## Edgar Filing: ORIX CORP - Form 20-F

Level 2 assets are comprised principally of pooled funds that invest in equity, debt securities and hedge funds and investments in life insurance company general accounts. Pooled funds are valued at the net asset value per share at the measurement date. They are not redeemable at the net asset value per share at the measurement date, but they are redeemable at the net asset value per share in the near term after the measurement date. Investments in life insurance company general accounts are valued at conversion value.

F-101

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The fair value of overseas pension plan assets at March 31, 2015 and 2016, by asset category, are as follows. The three levels of input used to measure fair value are described in Note 2 Fair Value Measurement.

	Millions of yen March 31, 2015			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
Other than Japan				
Shares	¥ 33,001	¥ 33,001	¥ 0	¥ 0
Pooled funds*1	70	0	70	0
Debt securities:				
Other than Japan				
Government bonds	27,853	27,853	0	0
Municipal bonds	4,855	0	4,855	0
Corporate bonds	20,314	20,314	0	0
Other assets:				
Life insurance company general accounts*2	196	0	196	0
Others*3	720	0	720	0
	¥ 87,009	¥ 81,168	¥ 5,841	¥ 0

\*1 These funds invest in listed shares.

\*2 Life insurance company general accounts are accounts with guaranteed capital and minimum interest rate, in which life insurance companies manage funds on several contracts.

\*3 Others include derivative instruments held for hedging change in the fair value of equity securities, and short-term instruments.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

At March 31, 2015, our policy for the portfolio of plans consists of two major components: approximately 40% is invested in equity securities and approximately 60% is invested in debt securities.

	Millions of yen March 31, 2016			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
Other than Japan				
Shares	¥ 29,367	¥ 29,367	¥ 0	¥ 0
Pooled funds*1	64	0	64	0
Debt securities:				
Other than Japan				
Government bonds	46,280	46,280	0	0
Municipal bonds	4,885	0	4,885	0
Corporate bonds	98	98	0	0
Other assets:				
Life insurance company general accounts*2	2,520	0	2,520	0
Others*3	1,966	0	1,966	0
	¥ 85,180	¥ 75,745	¥ 9,435	¥ 0

\*1 These funds invest in listed shares.

\*2 Life insurance company general accounts are accounts with guaranteed capital and minimum interest rate, in which life insurance companies manage funds on several contracts.

\*3 Others include derivative instruments held for hedging change in the fair value of equity securities, and short-term instruments.

At March 31, 2016, our policy for the portfolio of plans consists of three major components: approximately 30% is invested in equity securities and approximately 60% is invested in debt securities and approximately 10% is invested in other assets, primarily consisting of investments in life insurance company general accounts.

Each level into which assets are categorized is based on inputs used to measure the fair value of the assets.

## Edgar Filing: ORIX CORP - Form 20-F

Level 1 assets are comprised principally of equity securities and debt securities, which are valued using unadjusted quoted market prices in active markets with sufficient volume and frequency of transactions. Level 2 assets are comprised principally of pooled funds that invest in equity, debt securities and hedge funds and investments in life insurance company general accounts. Pooled funds are valued at the net asset value per share at the measurement date. They are not redeemable at the net asset value per share at the measurement date but they are redeemable at the net asset value per share in the near term after the measurement date. Investments in life insurance company general accounts are valued at conversion value.

The Company and certain subsidiaries expect to contribute ¥3,127 million to its Japanese pension plans and ¥1,577 million to its overseas pension plans during the year ending March 31, 2017.

F-103

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

At March 31, 2016, the benefits expected to be paid in each of the next five fiscal years, and in the aggregate for the five years thereafter are as follows:

Years ending March 31,	Millions of yen	
	Japanese plans	Overseas plans
2017	¥ 2,159	¥ 1,488
2018	1,785	1,239
2019	1,916	1,301
2020	2,060	1,334
2021	2,165	1,330
2022-2026	14,055	7,757
<b>Total</b>	<b>¥ 24,140</b>	<b>¥ 14,449</b>

The cost recognized for Japanese defined contribution pension plans of the Company and certain of its subsidiaries for fiscal 2014, 2015 and 2016 were ¥1,044 million, ¥1,248 million and ¥1,350 million, respectively. The cost recognized for overseas defined contribution pension plans of the Company and certain of its subsidiaries for fiscal 2014, 2015 and 2016 were ¥1,560 million, ¥2,526 million and ¥2,926 million, respectively.

**18. Redeemable Noncontrolling Interests**

Changes in redeemable noncontrolling interests in fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen		
	2014	2015	2016
Beginning Balance	¥ 41,621	¥ 53,177	¥ 66,901
Adjustment of redeemable noncontrolling interests to redemption value	2,851	220	(7,557)
Contribution to subsidiary	413	0	0
Transaction with noncontrolling interests	1,309	2,269	(3,606)
Comprehensive income			
Net Income	4,108	4,970	819
Other comprehensive income			
Net change of foreign currency translation adjustments	4,099	9,295	919
Total other comprehensive income	4,099	9,295	919
Comprehensive income	8,207	14,265	1,738
Cash dividends	(1,224)	(3,030)	(11,272)
Property dividends	0	0	(3,776)
Partial sale of the parent's ownership interest in subsidiaries that results in the loss of control	0	0	(34,961)

Ending Balance	¥ 53,177	¥ 66,901	¥ 7,467
----------------	----------	----------	---------

**19. Stock-Based Compensation**

The Company has a number of stock-based compensation plans as incentive plans for directors, executive officers, corporate auditors and selected employees.

F-104

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****Stock-option program**

Since fiscal 2006, the Company has granted stock acquisition rights with a vesting period between 1.75 and 1.92 years and an exercise period between 9.83 and 9.92 years from grant date. The acquisition rights were to purchase the Company's common stock at a specified exercise price and were distributed to directors, executive officers, corporate auditors and certain employees of the Company, subsidiaries and capital tie-up companies such as affiliated companies. The Company did not grant stock options in fiscal 2014, 2015 and 2016.

A summary of the Company's stock acquisition rights is as follows:

Years ended March 31,	Exercise period	Number of shares granted*	Exercise price* Yen
2006	From June 22, 2007 to June 21, 2015	4,774,000	1,891
2007	From June 21, 2008 to June 20, 2016	1,942,000	2,962
2008	From July 5, 2009 to June 22, 2017	1,449,800	3,101
2009	From July 18, 2010 to June 24, 2018	1,479,000	1,689

\* The number of shares and exercise price of the granted options were adjusted for the 10-for-1 stock split implemented on April 1, 2013.

For the stock-option programs, the exercise prices, which are determined by a formula linked to the price of the Company's common stock on the Tokyo Stock Exchange, are equal or greater than the fair market value of the Company's common stock at the grant dates.

The following table summarizes information about the activity of these stock options for fiscal 2016:

	Number of shares*2	Weighted average exercise price*1*2 Yen	Weighted average remaining contractual life Years	Aggregate intrinsic value Millions of yen
Outstanding at beginning of the year	6,347,200	¥ 2,281		
Exercised	(414,300)	1,835		
Forfeited or expired	(2,852,400)	1,989		
Outstanding at end of year	3,080,500	2,612	1.08	¥ 0



## Edgar Filing: ORIX CORP - Form 20-F

Exercisable at end of year	3,080,500	¥	2,612	1.08	¥	0
----------------------------	-----------	---	-------	------	---	---

\*1 The exercise price of the granted options was adjusted in July 2009 for the issuance of new 18 million shares.

\*2 The number of shares and exercise price of the granted options were adjusted for the 10-for-1 stock split implemented on April 1, 2013.

The Company received ¥863 million, ¥1,014 million and ¥822 million in cash from the exercise of stock options during fiscal 2014, 2015 and 2016, respectively.

The total intrinsic value of options exercised during fiscal 2014, 2015 and 2016 was ¥403 million, ¥378 million and ¥39 million, respectively.

In fiscal 2014, 2015 and 2016, the Company did not recognize any stock-based compensation costs of its stock-option program. As of March 31, 2016, the Company had no unrecognized compensation costs.

F-105

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

**Stock compensation program**

The Company maintains a stock compensation program for directors, executive officers and group executives of the Company. In July 2014, the company changed the way of provision of the compensation for retiree to provide these shares through The Board Incentive Plan Trust (the trust) by a resolution of the Compensation Committee. The trust purchases the Company's common shares including future granting shares by an entrusted fund which the Company set in advance. The Company holds those shares as entrusted assets, separately from other treasury stock which the Company holds.

Under the program, points are granted annually to directors, executive officers and group executives of the Company based upon the prescribed standards of the Company. Upon retirement, eligible directors, executive officers and group executives receive a certain number of the Company's common shares calculated by translating each point earned by that retiree to one common share.

In fiscal 2016, the Company granted 342,500 points, and 457,583 points were settled for individuals who retired during fiscal 2016. Total points outstanding under the stock compensation program as of March 31, 2016 were 1,642,959 points. The points were adjusted for the 10-for-1 stock split implemented on April 1, 2013.

During fiscal 2014, 2015 and 2016, the Company recognized stock-based compensation costs of its stock compensation program in the amount of ¥609 million, ¥818 million and ¥646 million, respectively.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****20. Accumulated Other Comprehensive Income (Loss)**

Changes in each component of accumulated other comprehensive income (loss) attributable to ORIX Corporation Shareholders in fiscal 2014, 2015 and 2016 are as follows:

	Millions of yen				
	Net unrealized gains (losses) on investment in securities	Defined benefit pension plans	Foreign currency translation adjustments	Net unrealized gains (losses) on derivative instruments	Accumulated other comprehensive income (loss)
Balance at March 31, 2013	¥ 28,974	¥ (9,587)	¥ (53,759)	¥ (1,891)	¥ (36,263)
Net unrealized gains on investment in securities, net of tax of ¥(9,529) million	18,566				18,566
Reclassification adjustment included in net income, net of tax of ¥4,225 million	(7,963)				(7,963)
Defined benefit pension plans, net of tax of ¥(1,547) million		3,848			3,848
Reclassification adjustment included in net income, net of tax of ¥91 million		(278)			(278)
Foreign currency translation adjustments, net of tax of ¥(1,739) million			35,425		35,425
Reclassification adjustment included in net income, net of tax of ¥(17) million			1,503		1,503
Net unrealized gains on derivative instruments, net of tax of ¥(31) million				572	572
Reclassification adjustment included in net income, net of tax of ¥(298) million				915	915
Total other comprehensive income	10,603	3,570	36,928	1,487	52,588
Less: Other Comprehensive Income Attributable to the Noncontrolling Interest	926	213	11,019	30	12,188
Less: Other Comprehensive Income Attributable to the Redeemable Noncontrolling Interests	0	0	4,099	0	4,099
Balance at March 31, 2014	¥ 38,651	¥ (6,230)	¥ (31,949)	¥ (434)	¥ 38
Net unrealized gains on investment in securities, net of tax of ¥(15,416) million	34,914				34,914

Edgar Filing: ORIX CORP - Form 20-F

Reclassification adjustment included in net income, net of tax of ¥8,501 million	(25,047)				(25,047)
Defined benefit pension plans, net of tax of ¥3,960 million		(14,834)			(14,834)
Reclassification adjustment included in net income, net of tax of ¥85 million		(118)			(118)
Foreign currency translation adjustments, net of tax of ¥(7,000) million			38,309		38,309
Reclassification adjustment included in net income, net of tax of ¥120 million			(1,154)		(1,154)
Net unrealized losses on derivative instruments, net of tax of ¥971 million				(2,985)	(2,985)
Reclassification adjustment included in net income, net of tax of ¥(716) million				2,424	2,424
Total other comprehensive income (loss)	9,867	(14,952)	37,155	(561)	31,509
Transaction with noncontrolling interests	0	0	96	0	96
Less: Other Comprehensive Income (loss) Attributable to the Noncontrolling Interest	(1,812)	(1,734)	(4,424)	(55)	(8,025)
Less: Other Comprehensive Income Attributable to the Redeemable Noncontrolling Interests	0	0	9,295	0	9,295
Balance at March 31, 2015	¥ 50,330	¥ (19,448)	¥ 431	¥ (940)	¥ 30,373

F-107

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

	Millions of yen				
	Net unrealized gains (losses) on investment in securities	Defined benefit pension plans	Foreign currency translation adjustments	Net unrealized gains (losses) on derivative instruments	Accumulated other comprehensive income (loss)
Balance at March 31, 2015	¥ 50,330	¥ (19,448)	¥ 431	¥ (940)	¥ 30,373
Net unrealized gains on investment in securities, net of tax of ¥(3,579) million	14,593				14,593
Reclassification adjustment included in net income, net of tax of ¥9,582 million	(17,714)				(17,714)
Defined benefit pension plans, net of tax of ¥2,969 million		(4,440)			(4,440)
Reclassification adjustment included in net income, net of tax of ¥(15) million		317			317
Foreign currency translation adjustments, net of tax of ¥2,921 million			(27,763)		(27,763)
Reclassification adjustment included in net income, net of tax of ¥0 million			806		806
Net unrealized losses on derivative instruments, net of tax of ¥2,037 million				(4,901)	(4,901)
Reclassification adjustment included in net income, net of tax of ¥(341) million				838	838
Total other comprehensive income (loss)	(3,121)	(4,123)	(26,957)	(4,063)	(38,264)
Less: Other Comprehensive Income (loss) Attributable to the Noncontrolling Interest	24	313	(2,679)	(246)	(2,588)
Less: Other Comprehensive Income Attributable to the Redeemable Noncontrolling Interests	0	0	919	0	919
Balance at March 31, 2016	¥ 47,185	¥ (23,884)	¥ (24,766)	¥ (4,757)	¥ (6,222)

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Amounts reclassified to net income from accumulated other comprehensive income (loss) for fiscal 2014, 2015 and 2016 are as follows:

Details about accumulated other comprehensive income components	Reclassification adjustment included in net income Millions of yen	March 31, 2014	
		Consolidated statements of income caption	
Net unrealized gains (losses) on investment in securities			
Sales of investment securities	¥ 10,902	Gains on investment securities and dividends	
Sales of investment securities	3,262	Life insurance premiums and related investment income	
Amortization of investment securities	858	Finance revenues	
Amortization of investment securities	(532)	Life insurance premiums and related investment income	
Others	(2,302)	Write-downs of securities, and other	
	12,188	Total before tax	
	(4,225)	Tax expenses or benefits	
	¥ 7,963	Net of tax	
Defined benefit pension plans			
Amortization of prior service credit	¥ 1,262	See Note 17 Pension Plans	
Amortization of net actuarial loss	(837)	See Note 17 Pension Plans	
Amortization of transition obligation	(56)	See Note 17 Pension Plans	
	369	Total before tax	
	(91)	Tax expenses or benefits	
	¥ 278	Net of tax	
Foreign currency translation adjustments			
Sales or liquidation	¥ (1,520)	Gains on sales of subsidiaries and affiliates and liquidation losses, net	
	(1,520)	Total before tax	
	17	Tax expenses or benefits	
	¥ (1,503)	Net of tax	
Net unrealized gains (losses) on derivative instruments			
Interest rate swap agreements	¥ 39	Finance revenues/Interest expense	
Foreign exchange contracts	773	Other (income) and expense, net	
Foreign currency swap agreements	(2,025)		

Edgar Filing: ORIX CORP - Form 20-F

Finance revenues/Interest expense/Other (income) and  
expense, net

(1,213)

Total before tax

298

Tax expenses or benefits

¥ (915)

Net of tax

F-109

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Details about accumulated other comprehensive income components	Reclassification adjustment included in net income Millions of yen	March 31, 2015
		Consolidated statements of income caption
Net unrealized gains (losses) on investment in securities		
Sales of investment securities	¥ 32,733	Gains on investment securities and dividends
Sales of investment securities	5,599	Life insurance premiums and related investment income
Amortization of investment securities	29	Finance revenues
Amortization of investment securities	(1,960)	Life insurance premiums and related investment income
Others	(2,853)	Write-downs of securities and other
	33,548	Total before tax
	(8,501)	Tax expenses or benefits
	¥ 25,047	Net of tax
Defined benefit pension plans		
Amortization of prior service credit	¥ 978	See Note 17 Pension Plans
Amortization of net actuarial loss	(717)	See Note 17 Pension Plans
Amortization of transition obligation	(58)	See Note 17 Pension Plans
	203	Total before tax
	(85)	Tax expenses or benefits
	¥ 118	Net of tax
Foreign currency translation adjustments		
Sales or liquidation	¥ 1,274	Gains on sales of subsidiaries and affiliates and liquidation losses, net
	1,274	Total before tax
	(120)	Tax expenses or benefits
	¥ 1,154	Net of tax
Net unrealized gains (losses) on derivative instruments		
Interest rate swap agreements	¥ 32	Finance revenues/Interest expense
Foreign exchange contracts	1,356	Other (income) and expense, net
Foreign currency swap agreements	(4,528)	Finance revenues/Interest expense/Other (income) and expense, net
	(3,140)	Total before tax
	716	Tax expenses or benefits



¥ (2,424) Net of tax

F-110

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Details about accumulated other comprehensive income components	Reclassification adjustment included in net income Millions of yen	March 31, 2016
		Consolidated statements of income caption
Net unrealized gains (losses) on investment in securities		
Sales of investment securities	¥ 25,673	Gains on investment securities and dividends
Sales of investment securities	6,453	Life insurance premiums and related investment income
Amortization of investment securities	(182)	Finance revenues
Amortization of investment securities	(1,584)	Life insurance premiums and related investment income
Others	(3,064)	Write-downs of securities and other
	27,296	Total before tax
	(9,582)	Tax expenses or benefits
	¥ 17,714	Net of tax
Defined benefit pension plans		
Amortization of prior service credit	¥ 1,041	See Note 17 Pension Plans
Amortization of net actuarial loss	(1,321)	See Note 17 Pension Plans
Amortization of transition obligation	(52)	See Note 17 Pension Plans
	(332)	Total before tax
	15	Tax expenses or benefits
	¥ (317)	Net of tax
Foreign currency translation adjustments		
Sales or liquidation	¥ (806)	Gains on sales of subsidiaries and affiliates and liquidation losses, net
	(806)	Total before tax
	0	Tax expenses or benefits
	¥ (806)	Net of tax
Net unrealized gains (losses) on derivative instruments		
Interest rate swap agreements	¥ (27)	Finance revenues/Interest expense
Foreign exchange contracts	2,608	Other (income) and expense, net
Foreign currency swap agreements	(3,760)	Finance revenues/Interest expense/Other (income) and expense, net
	(1,179)	Total before tax
	341	Tax expenses or benefits

¥ (838) Net of tax

Comprehensive income (loss) and its components attributable to ORIX Corporation and noncontrolling interests have been reported, net of tax, in the consolidated statements of changes in equity, and information about comprehensive income (loss) and its components attributable to redeemable noncontrolling interests is provided in Note 18 Redeemable Noncontrolling Interests. Total comprehensive income (loss) and its components have been reported, net of tax, in the consolidated statements of comprehensive income.

F-111

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****21. ORIX Corporation Shareholders' Equity**

Changes in the number of shares issued in fiscal 2014, 2015 and 2016 are as follows:

	Number of shares		
	2014	2015	2016
Beginning balance	1,248,714,760	1,322,777,628	1,323,644,528
Exercise of stock options	804,300	866,900	414,300
Conversion of convertible bonds	73,258,568	0	0
Ending balance	1,322,777,628	1,323,644,528	1,324,058,828

The Japanese Companies Act (the "Act") provides that an amount equivalent to 10% of any dividends resulting from appropriation of retained earnings be appropriated to the legal reserve until the aggregate amount of the additional paid-in capital and the legal reserve equals 25% of the issued capital. The Act also provides that both additional paid-in capital and the legal reserve are not available for dividends but may be capitalized or may be reduced by resolution of the general meeting of shareholders. However, if specified in the Company's articles of incorporation, dividends can be declared by the Board of Directors instead of the general meeting of shareholders. In accordance with this, the Board of Directors of the Company resolved in May 2016 that a total of ¥31,141 million dividends shall be distributed to the shareholders of record as of March 31, 2016. The liability for declared dividends and related impact on total equity is accounted for in the period of such Board of Directors' resolution.

The Act provides that at least one-half of amounts paid for new shares are included in common stock when they are issued. In conformity therewith, the Company has divided the principal amount of bonds converted into common stock and proceeds received from the issuance of common stock, including the exercise of warrants and stock acquisition rights, equally between common stock and additional paid-in capital, and set off expenses related to the issuance from the additional paid-in capital.

The amount available for dividends under the Act is calculated based on the amount recorded in the Company's non-consolidated financial statements prepared in accordance with accounting principles generally accepted in Japan. As a result, the amount available for dividends is ¥567,647 million as of March 31, 2016.

Retained earnings at March 31, 2016 include ¥47,949 million relating to equity in undistributed earnings of the companies accounted for by the equity method.

## Edgar Filing: ORIX CORP - Form 20-F

As of March 31, 2016, the restricted net assets of certain subsidiaries, which include regulatory capital requirements mainly for banking operations and life insurance of ¥23,294 million, do not exceed 25% of consolidated net assets.

F-112

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****22. Gains on Investment Securities and Dividends**

Gains on investment securities and dividends in fiscal 2014, 2015 and 2016 consist of the following:

	Millions of yen		
	2014	2015	2016
Net gains on investment securities	¥ 19,412	¥ 50,617	¥ 31,134
Dividends income, other	7,769	5,778	4,652
	¥ 27,181	¥ 56,395	¥ 35,786

*Trading activities* Net gains on investment securities include net trading losses of ¥3,208 million, net trading gains of ¥2,843 million and net trading gains of ¥892 million for fiscal 2014, 2015 and 2016, respectively.

**23. Life Insurance Operations**

Life insurance premiums and related investment income in fiscal 2014, 2015 and 2016 consist of the following:

	Millions of yen		
	2014	2015	2016
Life insurance premiums	¥ 145,464	¥ 186,547	¥ 209,120
Life insurance related investment income (loss)	9,942	164,946	(19,699)
	¥ 155,406	¥ 351,493	¥ 189,421

Life insurance premiums include reinsurance benefits, net of reinsurance premiums. For fiscal 2015 and 2016, reinsurance benefits and reinsurance premiums included in life insurance premiums are as follows:

	Millions of yen	
	2015	2016
Reinsurance benefits	¥ 2,438	¥ 2,298

Reinsurance premiums	(11,430)	(11,530)
----------------------	----------	----------

The benefits and expenses of life insurance operations included in life insurance costs in the consolidated statements of income are recognized so as to associate with earned premiums over the life of contracts. This association is accomplished by means of the provision for future policy benefits and the deferral and subsequent amortization of policy acquisition costs (principally commissions and certain other expenses relating to policy issuance and underwriting). Amortization charged to income for fiscal 2014, 2015 and 2016 amounted to ¥9,701 million, ¥11,917 million and ¥12,585 million, respectively.

Life insurance premiums and related investment income include net realized and unrealized gains or losses from investment assets under management on behalf of variable annuity and variable life policyholders and, net gains or losses from derivative contracts, which consist of gains or losses from futures, foreign exchange contracts and options held, entered to economically hedge a portion of the minimum guarantee risk relating to variable annuity and variable life insurance contracts. In addition, life insurance costs include the net amount of the changes in fair value of the variable annuity and variable life insurance contracts elected for the fair value option and insurance costs recognized for insurance and annuity payouts as a result of insured events. Certain subsidiaries have elected the fair value option for certain reinsurance contracts to partially offset the changes in fair value recognized in earnings of the policy liabilities and policy account balances attributable to the changes in the minimum guarantee risks of the variable annuity and variable life insurance contracts, and the changes in the fair value of the reinsurance contracts were recorded in life insurance costs.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The above mentioned gains or losses relating to variable annuity and variable life insurance contracts for fiscal 2015 and 2016 are as follows:

	Millions of yen	
	2015	2016
<b>Life insurance premiums and related investment income :</b>		
Net realized and unrealized gains or losses from investment assets	¥ 174,602	¥ (33,318)
Net gains or losses from derivative contracts :	(28,227)	1,633
Futures	(10,216)	1,116
Foreign exchange contracts	(1,680)	496
Options held	(16,331)	21
<b>Life insurance costs :</b>		
Changes in the fair value of the policy liabilities and policy account balances	¥ (510,961)	¥ (459,482)
Insurance costs recognized for insurance and annuity payouts as a result of insured events	611,663	418,731
Changes in the fair value of the reinsurance contracts	36,072	(1,817)

**24. Sales of Goods and Real Estate**

The following table provides information about sales of goods and real estate and costs of goods and real estate sold for fiscal 2014, 2015 and 2016:

	Millions of yen		
	2014	2015	2016
Sales of goods	¥ 125,808	¥ 352,228	¥ 707,502
Real estate sales	54,076	98,641	126,508
Sales of goods and real estate	¥ 179,884	¥ 450,869	¥ 834,010
Costs of goods sold	¥ 107,047	¥ 308,723	¥ 641,715
Costs of real estate sold	55,942	93,298	106,544
Costs of goods and real estate sold	¥ 162,989	¥ 402,021	¥ 748,259



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****25. Services Income and Services Expense**

The following table provides information about services income and services expense for fiscal 2014, 2015 and 2016:

	Millions of yen		
	2014	2015	2016
Revenues from asset management and servicing	¥ 126,492	¥ 214,372	¥ 201,470
Revenues from automobile related business	63,072	70,442	76,134
Revenues from facilities management related business	111,228	115,177	106,632
Revenues from environment and energy related business	49,552	62,286	85,271
Revenues from real estate management and contract work	28,243	171,562	174,170
Revenues from commissions for M&A advisory services, financing advice, financial restructuring advisory services and related services	58,892	78,342	22,983
Other	53,036	53,367	68,526
<b>Services income</b>	<b>¥ 490,515</b>	<b>¥ 765,548</b>	<b>¥ 735,186</b>
Expenses from asset management and servicing	¥ 36,150	¥ 52,825	¥ 55,283
Expenses from automobile related business	39,767	43,163	46,424
Expenses from facilities management related business	93,521	99,582	90,949
Expenses from environment and energy related business	41,712	51,436	68,888
Expenses from real estate management and contract work	22,626	152,447	156,075
Other	26,502	26,223	27,768
<b>Services expense</b>	<b>¥ 260,278</b>	<b>¥ 425,676</b>	<b>¥ 445,387</b>

**26. Write-Downs of Long-Lived Assets**

In accordance with ASC 360 ( Property, Plant, and Equipment ), the Company and its subsidiaries perform tests for recoverability on assets for which events or changes in circumstances indicated that the assets might be impaired. The Company and its subsidiaries consider an asset's carrying amount as not recoverable when such carrying amount exceeds the undiscounted future cash flows estimated to result from the use and eventual disposition of the asset. The net carrying amount of assets not recoverable is reduced to fair value if lower than the carrying amount. The Company and its subsidiaries determine the fair value using appraisals prepared by independent third party appraisers or our own staff of qualified appraisers, based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flows methodologies using future cash flows estimated to be generated from operation of the existing assets or completion of development projects, as appropriate.

## Edgar Filing: ORIX CORP - Form 20-F

During fiscal 2014, 2015 and 2016, the Company and its subsidiaries recognized impairment losses for the difference between carrying amounts and fair values in the amount of ¥26,742 million, ¥34,887 million and ¥13,448 million, respectively, which are reflected as write-downs of long-lived assets and income from discontinued operations. Of these amounts, ¥23,421 million, ¥34,887 million and ¥13,448 million are reflected as write-downs of long-lived assets in the accompanying consolidated statements of income for fiscal 2014, 2015 and 2016, respectively. Breakdowns of these amounts by segment are provided in Note 34 Segment Information.

The details of significant write-downs are as follows.

F-115

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

**Office Buildings** During fiscal 2014, write-downs of ¥1,445 million were recorded for five office buildings held for sale, write-downs of ¥3,582 million were recorded in relation to two office buildings due to a decline in estimated future cash flows of each unit, and write-downs of ¥4,109 million were recorded for one office building due to change in use. During fiscal 2015, write-downs of ¥4,805 million were recorded for three office buildings held for sale, and write-downs of ¥9,172 million were recorded in relation to six office buildings due to a decline in estimated future cash flows of each unit. During fiscal 2016, write-downs of ¥2,183 million were recorded for five office buildings held for sale, and write-downs of ¥5,855 million were recorded in relation to six office buildings due to a decline in estimated future cash flows of each unit.

**Condominiums** During fiscal 2014, write-downs of ¥988 million were recorded for a condominium held for sale. During fiscal 2015, write-downs of ¥621 million were recorded for one condominium due to change in use. During fiscal 2016, write-downs of ¥780 million were recorded for one condominium held for sale.

**Commercial Facilities Other Than Office Buildings** During fiscal 2014, write-downs of ¥137 million were recorded for one building held for sale, and write-downs of ¥2,976 million were recorded in relation to two buildings due to a decline in estimated future cash flows of each unit. During fiscal 2015, write-downs of ¥3,832 million were recorded in relation to three buildings due to a decline in estimated future cash flows of each unit. During fiscal 2016, write-downs of ¥502 million were recorded for two buildings held for sale, and write-downs of ¥1,559 million were recorded in relation to three buildings due to a decline in estimated future cash flows of each unit.

**Land undeveloped or under construction** During fiscal 2014, write-downs of ¥713 million were recorded for land undeveloped or under construction held for sale, and write-downs of ¥3,787 million were recorded in relation to land undeveloped or under construction due to a decline in estimated future cash flows of each unit. During fiscal 2015, write-downs of ¥586 million were recorded for land undeveloped or under construction held for sale, and write-downs of ¥2,797 million were recorded in relation to land undeveloped or under construction due to a decline in estimated future cash flows of each unit. During fiscal 2016, write-downs of ¥22 million were recorded for land undeveloped or under construction held for sale.

**Others** During fiscal 2014 and 2015, write-downs of ¥9,005 million and ¥13,074 million, respectively, were recorded for long-lived assets other than the above, mainly because the carrying amounts exceeded the estimated undiscounted future cash flows, which decreased due to deterioration in operating performance. During fiscal 2016, write-downs of ¥2,547 million were recorded for long-lived assets other than the above, mainly because these assets were classified as held for sale. In addition, write-downs of long-lived assets in fiscal 2014 includes write-downs of ¥5,052 million of a building used for training facility in facilities operation business and ¥1,292 million of information-related equipment in rental operation. Write-downs of long-lived assets in fiscal 2015 include write-downs of ¥7,737 million of golf courses. Write-downs of long-lived assets in fiscal 2016 include write-downs of ¥2,338 million of aircraft.

**27. Discontinued Operations**

## Edgar Filing: ORIX CORP - Form 20-F

In April 2014, Accounting Standards Update 2014-08 ( Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ) ASC 205 ( Presentation of Financial Statements ) and ASC 360 ( Property, Plant, and Equipment ) was issued. This Update requires an entity to report a disposal or a classification as held for sale of a component of an entity or a group of components of an entity in discontinued operations if it represents a strategic shift that has (or will have) a major effect on an entity s operations and financial results. The Company and its subsidiaries early adopted this Update on April 1, 2014. In accordance with this Update, the Company and its subsidiaries report a disposal of a component or a group of components of

F-116

---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

the Company and its subsidiaries in discontinued operations if the disposal represents a strategic shift which has (or will have) a major effect on the Company and its subsidiaries' operations and financial results when the component or group of components is disposed by sale or classified as held for sale on or after April 1, 2014.

During fiscal 2015 and 2016, there was no disposal or classification as held for sale of a component or a group of components which represents a strategic shift which has (or will have) a major effect on the Company and its subsidiaries' operations and financial results.

Prior to these amendments, ASC 205-20 ( Presentation of Financial Statements - Discontinued Operations ) required that the Company and its subsidiaries reclassify the operations sold or disposed of, or to be disposed of by sale without significant continuing involvement in the operations to discontinued operations. During fiscal 2014, the Company and its subsidiaries reported gains on sales and the results of operations of subsidiaries, business units, and certain rental properties, which have been sold or are to be disposed of by sale, as income from discontinued operations in the accompanying consolidated statements of income in accordance with ASC 205-20 prior to the amendments.

Accounting Standards Update 2014-08 does not apply retrospectively to a disposal or a classification as held for sale of a component or a group of components of the Company and its subsidiaries which have previously been reported in the financial statements. Accordingly, during fiscal 2015, the Company and its subsidiaries continue to report gains on sales and the results of operations of subsidiaries and business units, which were classified as held for sale at March 31, 2014, as income from discontinued operations in the accompanying consolidated statements of income in accordance with ASC 205-20 prior to the early adoption of the update.

The Company liquidated a subsidiary that operated a hotel and the Company has determined to wind up a subsidiary that operates corporate finance business overseas due to a state of substantially complete liquidation during fiscal 2014. As a result, a loss of ¥1,600 million was recognized during fiscal 2014. During fiscal 2014, the Company has determined to sell the food business unit of a subsidiary, which is composed of the food service business unit and the food business unit. During fiscal 2015, the operating income from the food business unit and the gain were ¥463 million. The Company has completed the sale of the food business unit of a subsidiary during fiscal 2015 and there are no amounts of assets or liabilities included in the accompanying consolidated balance sheets as of March 31, 2015 and 2016.

The Company and its subsidiaries own various real estate properties, including commercial and office buildings, for rental operations. In fiscal 2014, the Company and its subsidiaries recognized ¥16,200 million of aggregated gains on sales of such real estate properties. In fiscal 2015 and 2016, the Company and its subsidiaries did not recognize any gains or losses on sales of such real estate properties reported as income from discontinued operations. With respect to the real estate properties classified as held for sale at March 31, 2015 included in the accompanying consolidated balance sheets are investment in operating leases of ¥24,619 million, property under facility operations of ¥2,873 million and other assets of ¥689 million. With respect to the real estate properties and transportation equipment classified as held for sale at March 31, 2016, included in the accompanying consolidated balance sheets are investment in operating leases of ¥70,300 million, property under facility operations of ¥2,811 million and other assets of ¥9,959 million.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Discontinued operations in fiscal 2014 and 2015 consist of the following. During fiscal 2016, there was no income from discontinued operations.

	Millions of yen	
	2014	2015
Revenues	¥ 26,607	¥ 2,214
Income from discontinued operations, net*	12,182	463
Provision for income taxes	(4,681)	(166)
Discontinued operations, net of applicable tax effect	¥ 7,501	¥ 297

\* Income from discontinued operations, net includes aggregate gains on sales of subsidiaries, business units and rental properties and liquidation on losses. The amount of such gains or losses in fiscal 2014 and 2015 were net gain of ¥14,600 million and ¥362 million, respectively.

**28. Per Share Data**

Reconciliation of the differences between basic and diluted earnings per share (EPS) in fiscal 2014, 2015 and 2016 is as follows:

In fiscal 2014, 2015 and 2016 the diluted EPS calculation excludes stock options for 6,815 thousand shares, 6,499 thousand shares and 4,370 thousand shares, as they were antidilutive.

	Millions of yen		
	2014	2015	2016
Income attributable to ORIX Corporation shareholders from continuing operations	¥ 180,069	¥ 234,651	¥ 260,169
Effect of dilutive securities			
Expense related to convertible bond	265	0	0
Income from continuing operations for diluted EPS computation	¥ 180,334	¥ 234,651	¥ 260,169

	Thousands of shares		
	2014	2015	2016
Weighted-average shares	1,268,081	1,309,144	1,309,136
Effect of dilutive securities			
Conversion of convertible bond	40,057	0	0

Edgar Filing: ORIX CORP - Form 20-F

Exercise of stock options	2,117	1,865	1,377
Weighted-average shares for diluted EPS computation	1,310,255	1,311,009	1,310,513

	2014	Yen 2015	2016
Earnings per share for income attributable to ORIX Corporation shareholders from continuing operations:			
Basic	¥ 142.00	¥ 179.24	¥ 198.73
Diluted	137.63	178.99	198.52

F-118



---

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

The Company's shares held through the Board Incentive Plan Trust are included in the number of treasury stock shares to be deducted in calculation of the weighted-average shares for EPS computation (1,159,738 shares and 1,984,512 shares in fiscal 2015 and 2016).

**29. Derivative Financial Instruments and Hedging**

**Risk management policy**

The Company and its subsidiaries manage interest rate risk through asset and liability management systems. The Company and its subsidiaries use derivative financial instruments to hedge interest rate risk and avoid changes in interest rates that could have a significant adverse effect on the Company's results of operations. As a result of interest rate changes, the fair value and/or cash flow of interest sensitive assets and liabilities will fluctuate. However, such fluctuation will generally be offset by using derivative financial instruments as hedging instruments. Derivative financial instruments that the Company and its subsidiaries use as part of the interest risk management include interest rate swaps.

The Company and its subsidiaries utilize foreign currency borrowings, foreign exchange contracts and foreign currency swap agreements to hedge exchange rate risk that are associated with certain transactions and investments denominated in foreign currencies. Similarly, overseas subsidiaries generally structure their liabilities to match the currency-denomination of assets in each region. A certain subsidiary holds option agreements, futures and foreign exchange contracts for the purpose of economic hedges against minimum guarantee risk of variable annuity and variable life insurance contracts.

By using derivative instruments, the Company and its subsidiaries are exposed to credit risk in the event of nonperformance by counterparties. The Company and its subsidiaries attempt to manage the credit risk by carefully evaluating the content of transactions and the quality of counterparties in advance and regularly monitoring the amount of notional principal, fair value, type of transaction and other factors pertaining to each counterparty.

**(a) Cash flow hedges**

The Company and its subsidiaries designate interest rate swap agreements, foreign currency swap agreements and foreign exchange contracts as cash flow hedges for variability of cash flows originating from floating rate borrowings and forecasted transactions and for exchange fluctuations. Net gains (losses) before deducting applicable taxes on derivative contracts were reclassified from accumulated other comprehensive income (loss) into earnings when earnings were affected by the variability in cash flows of the designated hedged item. The amounts of these net gains (losses) after deducting applicable taxes were net losses of ¥915 million, ¥2,424 million and ¥838 million during fiscal 2014, 2015 and 2016, respectively. The amount of net gains (losses), which represent the ineffectiveness of cash flow hedges, ¥269 million of losses, ¥510 million of gains and ¥111 million of gains were recorded in earnings for fiscal 2014, 2015 and 2016, respectively. The

amount of net derivative gains, ¥1,465 million, included in accumulated other comprehensive income (loss), net of applicable income taxes at March 31, 2016 will be reclassified into earnings within fiscal 2017.

**(b) Fair value hedges**

The Company and its subsidiaries use financial instruments designated as fair value hedges to hedge their exposure to interest rate risk and foreign currency exchange risk. The Company and its subsidiaries designate foreign currency swap agreements and foreign exchange contracts to minimize foreign currency exposures on lease receivables, loan receivables, borrowings and others, denominated in foreign currency. The Company and

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

its subsidiaries designate interest rate swap to hedge interest rate exposure of the fair values of loan receivables. The Company and certain overseas subsidiaries, which issued medium-term notes or bonds with fixed interest rates, use interest rate swap agreements to hedge interest rate exposure of the fair values of these medium-term notes or bonds. In cases where the medium-term notes were denominated in other than the subsidiaries' local currencies, foreign currency swap agreements are used to hedge foreign exchange rate exposure. A certain overseas subsidiary uses foreign currency long-term-debt to hedge foreign exchange rate exposure from unrecognized firm commitment. For fiscal 2014, 2015 and 2016, net losses of ¥20 million, net gains of ¥21 million and net gains of ¥1 million, respectively of hedge ineffectiveness associated with instruments designated as fair value hedges were recorded in earnings.

**(c) Hedges of net investment in foreign operations**

The Company uses foreign exchange contracts, borrowings and bonds denominated in the subsidiaries' local currencies to hedge the foreign currency exposure of the net investment in overseas subsidiaries. The gains and losses of these hedging instruments were recorded in foreign currency translation adjustments, which is a part of other comprehensive income (loss).

**(d) Trading derivatives or derivatives not designated as hedging instruments**

Certain subsidiaries engage in trading activities involving various future contracts. Therefore the Company and its subsidiaries are at various risks such as share price fluctuation risk, interest rate risk and foreign currency exchange risk. The Company and its subsidiaries check that these risks are below a certain level by using internal indicators and determine whether such contracts should be continued or not. The Company and the subsidiaries entered into interest rate swap agreements, foreign currency swap agreements and foreign exchange contracts for risk management purposes which are not qualified for hedge accounting under ASC 815 ( Derivatives and Hedging ). A certain subsidiary holds option agreements, futures and foreign exchange contracts for the purpose of economic hedges against minimum guarantee risk of variable annuity and variable life insurance contracts.

ASC 815-10-50 ( Derivatives and Hedging Disclosures ) requires companies to disclose the fair value of derivative instruments and their gains (losses) in tabular format, as well as information about credit-risk-related contingent features in derivative agreements.

The effect of derivative instruments on the consolidated statements of income, pre-tax, for fiscal 2014 is as follows.

**(1) Cash flow hedges**

Edgar Filing: ORIX CORP - Form 20-F

	<b>Gains (losses) recognized in other comprehensive income on derivative (effective portion)</b>		<b>Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements of income location</b>		<b>Gains (losses) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing) Consolidated statements of income location</b>	
	<b>Millions of yen</b>		<b>Millions of yen</b>		<b>Millions of yen</b>	
Interest rate swap agreements	¥ 945	Finance revenues/Interest expense	¥ 39			¥ 0
Foreign exchange contracts	(948)	Other (income) and expense, net	773			0
Foreign currency swap agreements	594	Finance revenues/Interest expense/Other (income) and expense, net	(2,025)	Other (income) and expense, net		269

F-120

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(2) Fair value hedges**

	Gains (losses) recognized in income on derivative and other Consolidated		Gains (losses) recognized in income on hedged item Consolidated	
	Millions of yen	statements of income location	Millions of yen	statements of income location
Interest rate swap agreements	¥ (2,296)	Finance revenues/Interest expense	¥ 2,276	Finance revenues/Interest expense
Foreign exchange contracts	(3,574)	Other (income) and expense, net	3,574	Other (income) and expense, net
Foreign currency swap agreements	(2,896)	Other (income) and expense, net	2,896	Other (income) and expense, net
Foreign currency long-term-debt	(1,609)	Other (income) and expense, net	1,609	Other (income) and expense, net

**(3) Hedges of net investment in foreign operations**

	Gains (losses) recognized in other comprehensive income on derivative and others (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated		Gains (losses) recognized in income on derivative and others (ineffective portion and amount excluded from effectiveness testing) Consolidated statements of income location	Millions of yen
		statements of income location	statements of income location		
Foreign exchange contracts	¥(23,638)	Gains on sales of subsidiaries and affiliates and liquidation losses, net	¥(171)		¥0
Borrowings and bonds in local currency	(16,469)		0		0

**(4) Trading derivatives or derivatives not designated as hedging instruments**

Gains (losses) recognized in income on derivative

Edgar Filing: ORIX CORP - Form 20-F

	<b>Millions of yen</b>	<b>Consolidated statements of income location</b>
Interest rate swap agreements	¥ 5	Other (income) and expense, net
Futures	(167)	Gains on investment securities and dividends
Foreign exchange contracts	(406)	Gains on investment securities and dividends
Credit derivatives held/written	(506)	Other (income) and expense, net
Options written and other	(241)	Other (income) and expense, net

F-121

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The effect of derivative instruments on the consolidated statements of income, pre-tax, for fiscal 2015 is as follows.

**(1) Cash flow hedges**

	Gains (losses) recognized in other comprehensive income on derivative (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements of income location	Gains (losses) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing) Consolidated statements of income location	Millions of yen
Interest rate swap agreements	¥ (610)	Finance revenues/Interest expense ¥ 32		0
Foreign exchange contracts	(1,908)	Other (income) and expense, net 1,356		0
Foreign currency swap agreements	(1,438)	Finance revenues/Interest expense/ Other (income) and expense, net (4,528)	Other (income) and expense, net 510	

**(2) Fair value hedges**

	Gains (losses) recognized in income on derivative and other Consolidated statements of income location	Gains (losses) recognized in income on hedged item Consolidated statements of income location
Interest rate swap agreements	¥ (1,298)	¥ 1,318
Foreign exchange contracts	(26,863)	26,863
Foreign currency swap agreements	(3,398)	3,399
Foreign currency long-term-debt	(1,551)	1,551

**(3) Hedges of net investment in foreign operations**

	<b>Gains (losses) recognized in other comprehensive income on derivative and others (effective portion)</b>	<b>Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements of income location</b>	<b>Gains (losses) recognized in income on derivative and others (ineffective portion and amount excluded from effectiveness testing) Consolidated statements of income location</b>	<b>Millions of yen</b>	<b>Millions of yen</b>	<b>Millions of yen</b>
Foreign exchange contracts	¥(18,670)	Gains on sales of subsidiaries and affiliates and liquidation losses, net		¥ 1,274	¥	0
Borrowings and bonds in local currency	(6,968)			0		0

F-122



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(4) Trading derivatives or derivatives not designated as hedging instruments**

	Millions of yen	Gains (losses) recognized in income on derivative	
		Consolidated statements of income location	
Interest rate swap agreements	¥ (127)	Other (income) and expense, net	
Futures	(10,262)	Gains on investment securities and dividends	
		Life insurance premiums and related investment income*	
Foreign exchange contracts	(3,463)	Gains on investment securities and dividends	
		Life insurance premiums and related investment income*	
		Other (income) and expense, net	
Credit derivatives held	71	Other (income) and expense, net	
Options held/written and other	(16,175)	Other (income) and expense, net	
		Life insurance premiums and related investment income*	

\* Futures, foreign exchange contracts and options held/written and other in the above table include losses arising from futures, foreign exchange contracts and options held to economically hedge the minimum guarantee risk of variable annuity and variable life insurance contracts for fiscal 2015 (see Note 23 Life Insurance Operations ).

The effect of derivative instruments on the consolidated statements of income, pre-tax, for fiscal 2016 is as follows.

**(1) Cash flow hedges**

Gains (losses) recognized in other comprehensive income on derivative (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements of income location	Millions of yen	Gains (losses) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing) Consolidated statements	Millions of yen

Edgar Filing: ORIX CORP - Form 20-F

Interest rate swap agreements	¥	(4,643)	Finance revenues/Interest expense	¥	(27)	¥	0
Foreign exchange contracts		491	Other (income) and expense, net		2,608		0
Foreign currency swap agreements		(2,786)	Finance revenues/Interest expense/Other (income) and expense, net		(3,760)	Other (income) and expense, net	111

(2) Fair value hedges

	Gains (losses) recognized in income on derivative and other Consolidated		Gains (losses) recognized in income on hedged item Consolidated	
	Millions of yen	statements of income location	Millions of yen	statements of income location
Interest rate swap agreements	¥ (608)	Finance revenues/Interest expense	¥ 608	Finance revenues/Interest expense
Foreign exchange contracts	24,746	Other (income) and expense, net	(24,746)	Other (income) and expense, net
Foreign currency swap agreements	3,261	Other (income) and expense, net	(3,260)	Other (income) and expense, net
Foreign currency long-term-debt	1,648	Other (income) and expense, net	(1,648)	Other (income) and expense, net

F-123

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****(3) Hedges of net investment in foreign operations**

	Gains (losses) recognized in other comprehensive income on derivative and others (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements of income location	Gains (losses) recognized in income on derivative and others (ineffective portion and amount excluded from effectiveness testing) Consolidated statements of income location	Millions of yen
Foreign exchange contracts	¥ 18,209	Gains on sales of subsidiaries and affiliates and liquidation losses, net	¥ (57)	0
Borrowings and bonds in local currency	11,626		0	0

**(4) Trading derivatives or derivatives not designated as hedging instruments**

	Millions of yen	Gains (losses) recognized in income on derivative Consolidated statements of income location
Interest rate swap agreements	¥ (95)	Other (income) and expense, net
Futures	1,092	Gains on investment securities and dividends
Foreign exchange contracts	470	Life insurance premiums and related investment income* Gains on investment securities and dividends
Credit derivatives held	109	Life insurance premiums and related investment income* Other (income) and expense, net
Options held/written and other	(272)	Other (income) and expense, net
		Life insurance premiums and related investment income*

\*

## Edgar Filing: ORIX CORP - Form 20-F

Futures, foreign exchange contracts and options held/written and other in the above table include losses arising from futures, foreign exchange contracts and options held to economically hedge the minimum guarantee risk of variable annuity and variable life insurance contracts for fiscal 2016 (see Note 23 Life Insurance Operations ).

F-124

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Notional amounts of derivative instruments and other, fair values of derivative instruments and other before offsetting at March 31, 2015 and 2016 are as follows.

**March 31, 2015**

	Notional amount	Asset derivatives		Liability derivatives	
		Fair value	Consolidated	Fair value	Consolidated
		Millions of yen	Millions of yen	balance sheets location	Millions of yen
Derivatives designated as hedging instruments and other:					
Interest rate swap agreements	¥ 296,464	¥ 890	Other Assets	¥ 1,094	Other Liabilities
Futures, Foreign exchange contracts	581,510	5,281	Other Assets	11,016	Other Liabilities
Foreign currency swap agreements	104,058	6,411	Other Assets	9,788	Other Liabilities
Foreign currency long-term-debt	258,313	0		0	
Trading derivatives or derivatives not designated as hedging instruments:					
Interest rate swap agreements	¥ 3,000	¥ 0		¥ 127	Other Liabilities
Options held/written and other*	441,586	12,103	Other Assets	6,177	Other Liabilities
Futures, Foreign exchange contracts*	111,309	438	Other Assets	1,252	Other Liabilities
Credit derivatives held	9,013	0		165	Other Liabilities

\* The notional amounts of options held/written and other and futures, foreign exchange contracts in the above table include options held of ¥265,094 million, futures contracts of ¥34,586 million and foreign exchange contracts of ¥13,415 million to economically hedge the minimum guarantee risk of variable annuity and variable life insurance contracts at March 31, 2015, respectively. Asset derivatives in the above table include fair value of the options held and foreign exchange contracts before offsetting of ¥3,888 million and ¥92 million and liability derivatives include fair value of the futures and foreign exchange contracts before offsetting of ¥690 million and ¥60 million at March 31, 2015, respectively.

**March 31, 2016**

	Notional amount	Asset derivatives		Liability derivatives	
		Fair value	Consolidated	Fair value	Consolidated
		Millions of yen	Millions of yen	balance sheets location	Millions of yen
Derivatives designated as hedging instruments and other:					
Interest rate swap agreements	¥ 257,700	¥ 80	Other Assets	¥ 5,686	Other Liabilities
Futures, Foreign exchange contracts	1,035,342	17,636	Other Assets	5,966	Other Liabilities
Foreign currency swap agreements	96,539	6,571	Other Assets	3,601	Other Liabilities
Foreign currency long-term-debt	225,711	0		0	
Trading derivatives or derivatives not designated as hedging instruments:					

## Edgar Filing: ORIX CORP - Form 20-F

Interest rate swap agreements	¥	4,856	¥	13	Other Assets	¥	235	Other Liabilities
Options held/written and other*		246,068		8,789	Other Assets		3,637	Other Liabilities
Futures, Foreign exchange contracts*		1,047,878		658	Other Assets		689	Other Liabilities
Credit derivatives held		3,380		0			56	Other Liabilities

\*The notional amounts of options held/written and other and futures, foreign exchange contracts in the above table include options held of ¥46,926 million, futures contracts of ¥51,021 million and foreign exchange contracts of ¥20,884 million to economically hedge the minimum guarantee risk of variable annuity and variable life insurance contracts at March 31, 2016, respectively. Asset derivatives in the above table include fair value of the options held, futures contracts and foreign exchange contracts before offsetting of ¥3,332 million, ¥25 million and ¥568 million and liability derivatives include fair value of the futures and foreign exchange contracts before offsetting of ¥417 million and ¥98 million at March 31, 2016, respectively.

Certain of the Company's derivative instruments contain provisions that require the Company to maintain an investment grade credit rating from each of the major credit rating agencies. If the Company's credit rating were to fall below investment grade, it would be in violation of these provisions, and the counterparties to the

F-125

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

derivative instruments could request immediate payment on derivative instruments that are in net liability positions. There are no derivative instruments with credit-risk-related contingent features that were in a net liability position on March 31, 2015 and 2016.

**30. Offsetting Assets and Liabilities**

The gross amounts recognized, gross amounts offset, and net amounts presented in the consolidated balance sheet regarding to derivative assets and liabilities and other assets and liabilities as of March 31, 2015 and 2016 are as follows.

**March 31, 2015**

	Millions of yen						Net amount
	Gross amounts recognized	Gross amounts offset in the consolidated balance sheets	Net amounts presented in the consolidated balance sheets	Gross amounts not offset in the consolidated balance sheets*1			
				Financial instruments	Collateral		
Derivative assets	¥ 25,123	¥ (2,858)	¥ 22,265	¥ 0	¥ (3,888)	¥ 18,377	
Reverse repurchase, securities borrowing, and similar arrangements*2	9,915	(9,915)	0	0	0	0	
<b>Total assets</b>	<b>¥ 35,038</b>	<b>¥ (12,773)</b>	<b>¥ 22,265</b>	<b>¥ 0</b>	<b>¥ (3,888)</b>	<b>¥ 18,377</b>	
Derivative liabilities	¥ 29,619	¥ (2,858)	¥ 26,761	¥ 0	¥ (277)	¥ 26,484	
Repurchase, securities lending, and similar arrangements*2	10,590	(9,915)	675	0	0	675	
<b>Total liabilities</b>	<b>¥ 40,209</b>	<b>¥ (12,773)</b>	<b>¥ 27,436</b>	<b>¥ 0</b>	<b>¥ (277)</b>	<b>¥ 27,159</b>	

**March 31, 2016**

	Millions of yen						Net amount
	Gross amounts recognized	Gross amounts offset in the consolidated balance sheets	Net amounts presented in the consolidated balance sheets	Gross amounts not offset in the consolidated balance sheets*1			
				Financial instruments	Collateral		
Derivative assets	¥ 33,747	¥ (5,757)	¥ 27,990	¥ 0	¥ (3,332)	¥ 24,658	
	5,186	(5,186)	0	0	0	0	

## Edgar Filing: ORIX CORP - Form 20-F

Reverse repurchase, securities  
borrowing, and similar  
arrangements\*2

Total assets	¥	38,933	¥	(10,943)	¥	27,990	¥	0	¥	(3,332)	¥	24,658
Derivative liabilities	¥	19,870	¥	(5,757)	¥	14,113	¥	0	¥	(225)	¥	13,888
Repurchase, securities lending, and similar arrangements*2		5,203		(5,186)		17		0		0		17
Total liabilities	¥	25,073	¥	(10,943)	¥	14,130	¥	0	¥	(225)	¥	13,905

\*1 The balances related to enforceable master netting agreements or similar agreements which were not offset in the consolidated balance sheets.

\*2 Reserve repurchase agreements and securities borrowing, and similar transactions are reported within other assets in the consolidated balance sheets.  
Repurchase agreements and securities lending, and similar transactions are reported within other liabilities in the consolidated balance sheets.

F-126



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****31. Significant Concentrations of Credit Risk**

The Company and its subsidiaries have established various policies and procedures to manage credit exposure, including initial credit approval, credit limits, collateral and guarantee requirements, obtaining rights of offset and continuous oversight. The Company and its subsidiaries principal financial instrument portfolio consists of investment in direct financing leases which are secured by title to the leased assets and installment loans which are secured by assets specifically collateralized in relation to loan agreements. When deemed necessary, guarantees are also obtained. The value and adequacy of the collateral are continually monitored. Consequently, the risk of credit loss from counterparties failure to perform in connection with collateralized financing activities is believed to be minimal. The Company and its subsidiaries have access to collateral in case of bankruptcy and other losses. However, a significant decline in real estate markets could result in a decline in fair value of the collateral real estate below the mortgage setting amount, which would expose the Company and certain subsidiaries to unsecured credit risk.

The Company and its subsidiaries make investments in securities for various purposes. The risk of incurring significant losses during a certain period is believed to be minimal due to the diversification in the investment portfolio. However, various factors, including the issuer's credit risk and market trends, could expose the Company and its subsidiaries to a risk of unexpected loss. In connection with investments in securities, the percentage of trading securities to consolidated total assets is 10.4% and 6.6% as of March 31, 2015 and 2016, respectively.

At March 31, 2015 and 2016, no concentration with a single obligor exceeded 1% of the Company's consolidated total assets. With respect to the Company and its subsidiaries' credit exposures on a geographic basis, ¥6,601 billion, or 80%, at March 31, 2015 and ¥6,104 billion, or 78%, at March 31, 2016 of the credit risks arising from all financial instruments are attributable to customers located in Japan. The largest concentration of credit risk outside of Japan is exposure attributable to obligors located in the United States. The gross amount of such exposure is ¥764 billion and ¥848 billion as of March 31, 2015 and 2016, respectively.

The Company and its subsidiaries have transportation equipment such as automobile operations and aircraft. Transportation equipment is mainly recorded in investment in direct financing leases and operating leases. In connection with investment in direct financing leases and operating leases, the percentage of investment in transportation equipment to consolidated total assets is 9.4% and 11.0% as of March 31, 2015 and 2016, respectively.

The Company and its subsidiaries provide consumers with housing loans. In connection with installment loans, the percentage of housing loans to consolidated total assets is 9.3% and 10.3% as of March 31, 2015 and 2016, respectively.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****32. Estimated Fair Value of Financial Instruments**

The following information is provided to help readers gain an understanding of the relationship between carrying amount of financial instruments reported in the accompanying consolidated financial statements and the related market or fair value. For derivative financial instruments, see Note 2 Fair Value Measurements.

The disclosures do not include investment in direct financing leases, investment in affiliates, pension obligations and insurance contracts and reinsurance contracts except for those classified as investment contracts.

**March 31, 2015**

	Carrying amount	Estimated fair value	Millions of yen		
			Level 1	Level 2	Level 3
<b>Assets:</b>					
Trading securities	¥ 1,190,131	¥ 1,190,131	¥ 50,902	¥ 1,139,229	¥ 0
Cash and cash equivalents	827,518	827,518	827,518	0	0
Restricted cash	85,561	85,561	85,561	0	0
Installment loans (net of allowance for probable loan losses)	2,420,932	2,439,904	0	231,565	2,208,339
<b>Investment in securities:</b>					
Practicable to estimate fair value	1,481,162	1,495,540	130,519	1,239,124	125,897
Not practicable to estimate fair value*1	174,964	174,964	0	0	0
<b>Other Assets:</b>					
Time deposits	13,761	13,761	0	13,761	0
Derivative assets*2	22,265	22,265	0	0	0
Reinsurance recoverables (Investment contracts)	115,116	116,229	0	0	116,229
<b>Liabilities:</b>					
Short-term debt	¥ 284,785	¥ 284,785	¥ 0	¥ 284,785	¥ 0
Deposits	1,287,380	1,288,419	0	1,288,419	0
Policy liabilities and Policy account balances (Investment contracts)	298,132	303,359	0	0	303,359
Long-term debt	4,132,945	4,117,259	0	1,417,687	2,699,572
<b>Other Liabilities:</b>					
Derivative liabilities*2	26,761	26,761	0	0	0

\*1 The fair value of investment securities of ¥174,964 million was not estimated, as it was not practical.

\*2 It represents the amount after offset under counterparty netting of derivative assets and liabilities. For the information of input level before netting, see Note 2 Fair Value Measurements.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****March 31, 2016**

	Carrying amount	Estimated fair value	Millions of yen		
			Level 1	Level 2	Level 3
<b>Assets:</b>					
Trading securities	¥ 725,821	¥ 725,821	¥ 37,592	¥ 688,229	¥ 0
Cash and cash equivalents	730,420	730,420	730,420	0	0
Restricted cash	80,979	80,979	80,979	0	0
Installment loans (net of allowance for probable loan losses)	2,545,542	2,553,006	0	264,452	2,288,554
<b>Investment in securities:</b>					
Practicable to estimate fair value	1,480,499	1,511,161	99,347	1,271,506	140,308
Not practicable to estimate fair value*1	138,472	138,472	0	0	0
<b>Other Assets:</b>					
Time deposits	9,843	9,843	0	9,843	0
Derivative assets*2	27,990	27,990	0	0	0
Reinsurance recoverables Investment contracts	93,838	94,656	0	0	94,656
<b>Liabilities:</b>					
Short-term debt	¥ 349,624	¥ 349,624	¥ 0	¥ 349,624	¥ 0
Deposits	1,398,472	1,400,528	0	1,400,528	0
Policy liabilities and Policy account balances (Investment contracts)	306,058	308,064	0	0	308,064
Long-term debt	3,940,906	3,959,166	0	1,106,147	2,853,019
<b>Other Liabilities:</b>					
Derivative liabilities*2	14,113	14,113	0	0	0

\*1 The fair value of investment securities of ¥138,472 million was not estimated, as it was not practical.

\*2 It represents the amount after offset under counterparty netting of derivative assets and liabilities. For the information of input level before netting, see Note 2 Fair Value Measurements.

**Input level of fair value measurement**

If active market prices are available, fair value measurement is based on quoted active market prices and classified as Level 1. If active market prices are not available, fair value measurement is based on observable inputs other than quoted prices included within Level 1 such as quoted market prices of similar assets and classified as Level 2. If market prices are not available and there are no observable inputs, then fair value is estimated by using valuation models including discounted cash flow methodologies, commonly used option-pricing models and broker quotes and classified as Level 3, as the valuation models and broker quotes are based on inputs that are unobservable in the market.

**Estimation of fair value**

The following methods and significant assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate a value:

*Cash and cash equivalents, restricted cash, time deposits and short-term debt* The carrying amounts recognized in the balance sheets were determined to be reasonable estimates of their fair values due to their short maturity.

---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

**Installment loans** The carrying amounts of floating-rate installment loans with no significant changes in credit risk and which could be repriced within a short-term period were determined to be reasonable estimates of their fair values. The carrying amounts of purchased loans were determined to be reasonable estimates of their fair values because the carrying amounts (net of allowance) are considered to properly reflect the recoverability and value of these loans. For certain homogeneous categories of medium- and long-term fixed-rate loans, such as housing loans, the estimated fair values were calculated by discounting the future cash flows using the current interest rates charged by the Company and its subsidiaries for new loans made to borrowers with similar credit ratings and remaining maturities. Concerning above, if available, estimated fair values were based on quoted market prices or quotations provided by dealers.

**Investment in securities** For trading securities and available-for-sale securities other than specified bonds issued by SPEs and certain other mortgage-backed and asset-backed securities, the estimated fair values, which are also the carrying amounts recorded in the balance sheets, were generally based on quoted market prices or quotations provided by dealers. As for the specified bonds issued by the SPEs and certain other mortgage-backed and asset-backed securities included in available-for-sale securities, the Company and its subsidiaries estimated the fair value by using valuation models including discounted cash flow methodologies and broker quotes (see Note 2 Fair Value Measurements ). For held-to-maturity securities, the estimated fair values were mainly based on quoted market prices. For certain investment funds included in other securities, the fair values were estimated based on net asset value per share or discounted cash flow methodologies. With regard to other securities other than the investment funds described above, the Company and its subsidiaries have not estimated the fair value, as it is not practicable to do so. Those other securities mainly consist of non-marketable equity securities and preferred capital shares. Because there were no quoted market prices for such other securities and each security has a different nature and characteristics, reasonable estimates of fair values could not be made without incurring excessive costs.

**Deposits** The carrying amounts of demand deposits recognized in the consolidated balance sheets were determined to be reasonable estimates of their fair values. The estimated fair values of time deposits were calculated by discounting the future cash flows. The current interest rates offered for the deposits with similar terms and remaining average maturities were used as the discount rates.

**Long-term debt** The carrying amounts of long-term debt with floating rates which could be repriced within short-term periods were determined to be reasonable estimates of their fair values. For medium-and long-term fixed-rate debt, the estimated fair values were calculated by discounting the future cash flows. The borrowing interest rates that were currently available to the Company and its subsidiaries offered by financial institutions for debt with similar terms and remaining average maturities were used as the discount rates. Concerning above, if available, estimated fair values were based on quoted market prices or quotations provided by dealers.

**Derivatives** For exchange-traded derivatives, fair value is based on quoted market prices. Fair value estimates for other derivatives generally reflect the estimated amounts that the Company and its subsidiaries would receive or pay to terminate the contracts at the reporting date, thereby taking into account the current unrealized gains or losses of open contracts. In estimating the fair value of most of the Company's and its subsidiaries' derivatives, estimated future cash flows are discounted using the current interest rate.

**Reinsurance recoverables and Policy liabilities and Policy account balances** A certain subsidiary has fixed annuity contracts, variable annuity and variable life insurance contracts, and reinsurance contracts which are classified as investment contracts because they do not expose the subsidiary to mortality or morbidity risks. In estimating the fair value of those contracts, estimated future cash flows are discounted using the

current interest rate.

F-130

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****33. Commitments, Guarantees and Contingent Liabilities**

**Commitments** As of March 31, 2016, the Company and its subsidiaries have commitments for the purchase of equipment to be leased, having a cost of ¥1,033 million.

The minimum future rentals on non-cancelable operating leases are as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 7,959
2018	6,506
2019	5,626
2020	5,280
2021	4,171
Thereafter	37,699
<b>Total</b>	<b>¥ 67,241</b>

The Company and certain subsidiaries lease office space under operating lease agreements, which are primarily cancelable, and made rental payments totaling ¥10,217 million, ¥15,782 million and ¥14,036 million in fiscal 2014, 2015 and 2016, respectively.

Certain computer systems of the Company and certain subsidiaries have been operated and maintained under non-cancelable contracts with third-party service providers. For such services, the Company and certain subsidiaries made payments totaling ¥3,297 million, ¥4,231 million and ¥4,754 million in fiscal 2014, 2015 and 2016, respectively. The longest contract of them will mature in fiscal 2022. As of March 31, 2016, the amounts due are as follows:

<b>Years ending March 31,</b>	<b>Millions of yen</b>
2017	¥ 3,385
2018	2,918
2019	2,424
2020	1,822
2021	104
Thereafter	21
<b>Total</b>	<b>¥ 10,674</b>



The Company and certain subsidiaries have commitments to fund estimated construction costs to complete ongoing real estate development projects and other commitments, totaling ¥88,728 million as of March 31, 2016.

The Company and certain subsidiaries have agreements to commit to execute loans for customers, and to invest in funds, as long as the agreed-upon terms are met. As of March 31, 2016, the total unused credit and capital amount available is ¥347,603 million.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

**Guarantees** The Company and its subsidiaries apply ASC 460 ( Guarantees ), and at the inception of a guarantee, recognize a liability in the consolidated balance sheets at fair value for the guarantee within the scope of ASC 460. The following table represents the summary of potential future payments, book value recorded as guarantee liabilities of the guarantee contracts outstanding and maturity of the longest guarantee contracts as of March 31, 2015 and 2016:

	2015			2016		
	Millions of yen		Fiscal year	Millions of yen		Fiscal year
	Potential	Book	Maturity	Potential	Book	Maturity
	future payment	value of guarantee liabilities	of the longest contract	future payment	value of guarantee liabilities	of the longest contract
<b>Guarantees</b>						
Corporate loans	¥ 439,253	¥ 4,959	2022	¥ 396,340	¥ 5,875	2023
Transferred loans	213,099	2,357	2045	174,322	1,587	2046
Consumer loans	117,153	11,773	2018	179,225	21,748	2018
Housing loans	59,743	6,422	2051	28,919	5,853	2051
Other	2,963	28	2024	482	179	2024
Total	¥ 832,211	¥ 25,539		¥ 779,288	¥ 35,242	

**Guarantee of corporate loans:** The Company and certain subsidiaries mainly guarantee corporate loans issued by financial institutions for customers. The Company and the subsidiaries are obliged to pay the outstanding loans when the guaranteed customers fail to pay principal and/or interest in accordance with the contract terms. In some cases, the corporate loans are secured by the guaranteed customers' assets. Once the Company and the subsidiaries assume the guaranteed customers' obligation, the Company and the subsidiaries obtain a right to claim the collateral assets. In other cases, certain contracts that guarantee corporate loans issued by financial institutions for customers include contracts that the amounts of performance guarantee are limited to a certain range of guarantee commissions. As of March 31, 2015 and 2016, total notional amount of the loans subject to such guarantees are ¥1,204,000 million and ¥1,278,000 million, respectively, and book value of guarantee liabilities are ¥1,016 million and ¥1,080 million, respectively. The potential future payment amounts for these guarantees are limited to a certain range of the guarantee commissions, which are less than the total notional amounts of the loans subject to these guarantees. The potential future payment amounts for the contract period are calculated from the guarantee limit which is arranged by financial institutions in advance as to contracts that the amounts of performance guarantee are unlimited to a certain range of guarantee commissions. For this reason, the potential future payment amounts for these guarantees include the amount of the guarantee which may occur in the future, which is larger than the balance of guarantee executed as of the end of the fiscal year. The executed guarantee balance includes defrayment by financial institutions which we bear temporarily at the time of execution, and credit risk for financial institutions until liquidation of this guarantee. Our substantial amounts of performance guarantee except credit risk for financial institutions are limited to our defrayment which is arranged by financial institutions in advance.

Payment or performance risk of the guarantees is considered based on the historical experience of credit events. There have been no significant changes in the payment or performance risk of the guarantees in fiscal 2016.

## Edgar Filing: ORIX CORP - Form 20-F

***Guarantee of transferred loans:*** A subsidiary in the United States is authorized to underwrite, originate, fund, and service multi-family and seniors housing loans without prior approval from Fannie Mae under Fannie Mae's Delegated Underwriting and Servicing program. As part of this program, Fannie Mae provides a commitment to purchase the loans.

F-132

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**ORIX Corporation and Subsidiaries**

In return for the delegated authority, the subsidiary guarantees the performance of certain housing loans transferred to Fannie Mae and has the payment or performance risk of the guarantees to absorb some of the losses when losses arise from the transferred loans.

There were no significant changes in the payment or performance risk of these guarantees in fiscal 2016.

**Guarantee of consumer loans:** A certain subsidiary guarantees consumer loans, typically card loans, issued by Japanese financial institutions. The subsidiary is obligated to pay the outstanding obligations when these loans become delinquent generally a month or more.

Payment or performance risk of the guarantees is considered based on the historical experience of credit events.

There were no significant changes in the payment or performance risk of the guarantees in fiscal 2016.

**Guarantee of housing loans:** The Company and certain subsidiaries guarantee housing loans issued by Japanese financial institutions to third party individuals. The Company and the subsidiaries are typically obliged to pay the outstanding loans when these loans become delinquent three months or more. The housing loans are usually secured by the real properties. Once the Company and the subsidiaries assume the guaranteed parties' obligation, the Company and the subsidiaries obtain a right to claim the collateral assets.

Payment or performance risk of the guarantees is considered based on the historical experience of credit events.

There were no significant changes in the payment or performance risk of the guarantees in fiscal 2016.

**Other guarantees:** Other guarantees include the guarantees to financial institutions and the guarantees derived from collection agency agreements. Pursuant to the contracts of the guarantees to financial institutions, a certain subsidiary pays to the financial institutions when customers of the financial institutions become debtors and default on the debts. Pursuant to the agreements of the guarantees derived from collection agency agreements, the Company and certain subsidiaries collect third parties' debt and pay the uncovered amounts.

**Litigation** The Company and certain subsidiaries are involved in legal proceedings and claims in the ordinary course of business. In the opinion of management, none of such proceedings and claims will have a significant impact on the Company's financial position or results of operations.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries****34. Segment Information**

Financial information about the operating segments reported below is that which is available by segment and evaluated regularly by the management in deciding how to allocate resources and in assessing performance.

An overview of operations for each of the six segments follows below.

Corporate Financial Services	:	Lending, leasing and fee business
Maintenance Leasing	:	Automobile leasing and rentals, car sharing, and test and measurement instruments and IT-related equipment rentals and leasing
Real Estate	:	Real estate development and rental, facility operation, REIT asset management and real estate investment advisory services
Investment and Operation	:	Environment and energy-related business, principal investment and loan servicing (asset recovery)
Retail	:	Life insurance, banking and card loan business
Overseas Business	:	Leasing, lending, investment in bonds, asset management and ship- and aircraft-related operations

Financial information of the segments for fiscal 2014, 2015 and 2016 is as follows:

Year ended March 31, 2014	Millions of yen							Total
	Corporate Financial Services	Maintenance Leasing	Real Estate	Investment and Operation	Retail	Overseas Business		
Revenues	¥ 78,825	¥ 251,328	¥ 203,382	¥ 236,879	¥ 211,612	¥ 412,157	¥ 1,394,183	
Finance revenues	37,235	9,472	6,132	18,350	50,406	57,328	178,923	
Interest expense	8,594	3,687	9,018	4,077	5,593	28,087	59,056	
Depreciation and amortization	3,170	117,357	19,200	2,867	12,644	41,551	196,789	
Other significant non-cash items:								
Provision for doubtful receivables and probable loan losses	(974)	363	2,079	2,620	3,485	5,673	13,246	
Write-downs of long-lived assets	0	1,292	16,958	15	0	1,046	19,311	
Increase in policy liabilities and policy account balances	0	0	0	0	28,429	0	28,429	
Equity in net income (loss) of affiliates and gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	792	152	4,709	68,758	3,920	6,793	85,124	

Edgar Filing: ORIX CORP - Form 20-F

Discontinued operations	0	0	8,832	383	238	(279)	9,174
Segment profits	24,874	37,062	17,956	95,786	49,871	69,688	295,237
Segment assets	992,078	622,009	962,404	552,183	2,166,986	1,972,138	7,267,798
Long-lived assets	26,665	433,342	773,146	75,458	76,491	396,948	1,782,050
Expenditures for long-lived assets	3,505	176,952	32,056	22,428	195	117,419	352,555
Investment in affiliates	18,909	1,718	62,504	59,759	10,971	143,454	297,315

F-134

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Year ended March 31, 2015	Millions of yen							Total
	Corporate		Real Estate	Investment		Retail	Overseas Business	
	Financial Services	Maintenance Leasing		and Operation				
Revenues	¥ 85,502	¥ 263,499	¥ 182,321	¥ 666,120	¥ 425,977	¥ 561,893	¥ 2,185,312	
Finance revenues	35,624	11,103	4,057	15,650	52,510	63,259	182,203	
Interest expense	8,627	3,690	6,968	3,609	5,669	29,989	58,552	
Depreciation and amortization	3,373	125,013	16,900	5,919	15,190	47,397	213,792	
Other significant non-cash items:								
Provision for doubtful receivables and probable loan losses	597	372	(85)	(296)	3,975	8,086	12,649	
Write-downs of long-lived assets	653	0	29,418	211	0	4,605	34,887	
Decrease in policy liabilities and policy account balances	0	0	0	0	(506,043)	0	(506,043)	
Equity in net income (loss) of affiliates and gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	740	59	9,633	11,985	633	28,433	51,483	
Bargain Purchase Gain	0	0	0	0	36,082	0	36,082	
Discontinued operations	0	0	0	463	0	0	463	
Segment profits	25,519	40,366	3,484	42,414	120,616	104,143	336,542	
Segment assets	1,132,468	662,851	835,386	660,014	3,700,635	2,178,895	9,170,249	
Long-lived assets	35,470	450,099	652,524	145,153	49,838	289,097	1,622,181	
Expenditures for long-lived assets	8,717	162,323	45,019	70,616	144	106,338	393,157	
Investment in affiliates	20,875	2,074	91,275	51,108	3,785	209,027	378,144	

Year ended March 31, 2016	Millions of yen							Total
	Corporate		Real Estate	Investment		Retail	Overseas Business	
	Financial Services	Maintenance Leasing		and Operation				
Revenues	¥ 107,150	¥ 271,662	¥ 191,540	¥ 1,028,355	¥ 254,289	¥ 526,008	¥ 2,379,004	
Finance revenues	34,215	12,067	6,720	12,625	55,318	75,004	195,949	
Interest expense	7,214	3,545	4,676	3,539	4,654	33,356	56,984	
Depreciation and amortization	4,764	127,862	15,908	8,836	17,489	52,606	227,465	
Other significant non-cash items:								
Provision for doubtful receivables and probable loan losses	(701)	24	(110)	(940)	7,370	7,277	12,920	
Write-downs of long-lived assets	0	0	8,036	214	0	4,978	13,228	
Decrease in policy liabilities and policy account balances	0	0	0	0	(405,014)	0	(405,014)	
Equity in net income (loss) of affiliates and gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	1,064	191	6,048	18,822	796	76,747	103,668	
Segment profits	42,418	42,935	42,902	57,220	51,756	142,879	380,110	
Segment assets	1,049,867	731,329	739,592	704,156	3,462,772	2,284,733	8,972,449	
Long-lived assets	41,170	479,619	600,693	193,970	52,359	386,950	1,754,761	
Expenditures for long-lived assets	14,180	151,330	49,858	74,645	439	272,315	562,767	
Investment in affiliates	22,755	1,996	91,010	108,237	911	305,674	530,583	



---

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Segment figures reported in these tables include operations classified as discontinued operations in the accompanying consolidated statements of income.

The accounting policies of the segments are almost the same as those described in Note 1 Significant Accounting and Reporting Policies except for the treatment of income tax expenses, net income attributable to the noncontrolling interests, net income attributable to the redeemable noncontrolling interests, income from discontinued operations and the consolidation of certain variable interest entities (VIEs). Income taxes are not included in segment profits or losses because the management evaluates segments performance on a pre-tax basis. Also, net income attributable to noncontrolling interests and redeemable noncontrolling interests are not included in segment profits or losses because the management evaluates segments performance based on profits or losses (pre-tax) attributable to ORIX Corporation Shareholders. On the other hand, income from discontinued operations is included in segment profits or losses because the management considers such disposal activities as part of the ordinary course of business. Net income attributable to the noncontrolling interests, net income attributable to the redeemable noncontrolling interests and income from discontinued operations, which are recognized net of tax in the accompanying consolidated statements of income, are adjusted to profit or loss before income taxes, when calculating segment profits or losses. Most of selling, general and administrative expenses, including compensation costs that are directly related to the revenue generating activities of each segment, have been accumulated by and charged to each segment. Gains and losses that management does not consider for evaluating the performance of the segments, such as write-downs of certain securities, write-downs of certain long-lived assets and certain foreign exchange gains or losses (included in other (income) and expense, net) are excluded from the segment profits or losses, and are regarded as corporate items.

Assets attributed to each segment are investment in direct financing leases, installment loans, investment in operating leases, investment in securities, property under facility operations, investment in affiliates, inventories, advances for investment in operating leases (included in other assets), advances for investment in property under facility operations (included in other assets) and goodwill and other intangible assets recognized as a result of business combination (included in other assets). This has resulted in the depreciation of office facilities being included in each segment's profit or loss while the carrying amounts of corresponding assets are not allocated to each segment's assets. However, the effect resulting from this allocation is not significant.

For those VIEs that are used for securitization and are consolidated in accordance with ASC 810 (Consolidations), for which the VIE's assets can be used only to settle related obligations of those VIEs and the creditors (or beneficial interest holders) do not have recourse to other assets of the Company or its subsidiaries, segment assets are measured based on the amount of the Company and its subsidiaries' net investments in the VIEs, which is different from the amount of total assets of the VIEs, and accordingly, segment revenues are also measured at a net amount representing the revenues earned on the net investments in the VIEs.

Certain gains or losses related to assets and liabilities of consolidated VIEs, which are not ultimately attributable to the Company and its subsidiaries, are excluded from segment profits.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

The reconciliation of segment totals to consolidated financial statement amounts is as follows. Significant items to be reconciled are segment revenues, segment profits and segment assets. Other items do not have a significant difference between segment amounts and consolidated amounts.

	2014	Millions of yen 2015	2016
<b>Segment revenues:</b>			
Total revenues for segments	¥ 1,394,183	¥ 2,185,312	¥ 2,379,004
Revenues related to corporate assets	6,618	6,531	9,230
Revenues related to assets of certain VIEs	13,989	6,356	5,455
Revenues from inter-segment transactions	(12,891)	(21,702)	(24,487)
Revenues from discontinued operations	(26,607)	(2,214)	0
<b>Total consolidated revenues</b>	<b>¥ 1,375,292</b>	<b>¥ 2,174,283</b>	<b>¥ 2,369,202</b>
<b>Segment profits:</b>			
Total segment profits	¥ 295,237	¥ 336,542	¥ 380,110
Corporate losses	(21,642)	(15,638)	(5,261)
Gains related to assets or liabilities of certain VIEs	17,003	3,267	5,632
Discontinued operations, pre-tax	(12,182)	(463)	0
Net income attributable to the noncontrolling interests and net income attributable to the redeemable noncontrolling interests, net of applicable tax effect	7,923	20,309	10,821
<b>Total consolidated income before income taxes and discontinued operations</b>	<b>¥ 286,339</b>	<b>¥ 344,017</b>	<b>¥ 391,302</b>
<b>Segment assets:</b>			
Total segment assets	¥ 7,267,798	¥ 9,170,249	¥ 8,972,449
Cash and cash equivalents, restricted cash	905,074	913,079	811,399
Allowance for doubtful receivables on direct financing leases and probable loan losses	(84,796)	(72,326)	(60,071)
Trade notes, accounts and other receivable	193,369	348,404	294,638
Other corporate assets	532,365	789,636	704,600
Assets of certain VIEs	253,151	294,586	273,891
<b>Total consolidated assets</b>	<b>¥ 9,066,961</b>	<b>¥ 11,443,628</b>	<b>¥ 10,996,906</b>

The following information represents geographical revenues and income before income taxes, which are attributed to geographic areas, based on the country location of the Company and its subsidiaries.

Millions of yen Year Ended March 31, 2014					Consolidated Amounts
Japan	The Americas*2	Other*3	Difference between Geographic and Consolidated Amounts	Total Amounts	

Edgar Filing: ORIX CORP - Form 20-F

Total Revenues	¥	977,427	¥	131,797	¥	292,675	¥	(26,607)	¥	1,375,292
Income before Income Taxes*1		211,442		42,901		44,178		(12,182)		286,339

Millions of yen  
Year Ended March 31, 2015

	Japan	The Americas*2	Other*3	Difference between Geographic Total and Consolidated Amounts	Consolidated Amounts
Total Revenues	¥ 1,602,610	¥ 209,923	¥ 363,964	¥ (2,214)	¥ 2,174,283
Income before Income Taxes*1	228,063	32,382	84,035	(463)	344,017

F-137

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****ORIX Corporation and Subsidiaries**

Millions of yen  
Year Ended March 31, 2016

	Japan	The Americas*2	Other*3*4	Difference between Geographic Total and Consolidated Amounts	Consolidated Amounts
Total Revenues	¥ 1,827,582	¥ 186,186	¥ 355,434	¥ 0	¥ 2,369,202
Income before Income Taxes	241,794	74,546	74,962	0	391,302

\*1 Results of discontinued operations pre-tax are included in each amount attributed to each geographic area.

\*2 Mainly the United States

\*3 Mainly Asia, Europe, Australasia and Middle East

\*4 Robeco, one of the Company's subsidiaries domiciled in the Netherlands, conducts principally an asset management business. Due to the integrated nature of such business with its customer base spread across the world, Other locations include the total revenues and the income before income taxes of Robeco for fiscal 2014, 2015 and 2016, respectively. The revenues of Robeco aggregated on a legal entity basis were ¥58,997 million in the Americas and ¥52,169 million in other for fiscal 2014, ¥99,059 million in the Americas and ¥96,966 million in other for fiscal 2015, and ¥108,446 million in the Americas and ¥76,726 million in other for fiscal 2016.

ASC 280 ( Segment Reporting ) requires disclosure of revenues from external customers for each product and service as enterprise-wide information. The consolidated statements of income and related notes to consolidated financial statements in which the revenues are categorized based on the nature of the types of business conducted include the required information.

No single customer accounted for 10% or more of the Company's total revenues for fiscal 2014, 2015 and 2016.

**35. Subsequent Events**

There are no material subsequent events.

**Table of Contents****Schedule II. Valuation and Qualifying Accounts and Reserves****ORIX Corporation and Subsidiaries**

Description	Millions of yen Year Ended March 31, 2014						
	Balance at beginning of period	Acquisitions	Addition: Charged to costs and expenses	Deduction	Translation adjustment	Balance at end of period	
<b>Restructuring cost:</b>							
Closed office lease obligations	¥ 9	¥ 0	¥ 0	¥ (9)	¥ 0	¥ 0	
Severance and other benefits to terminated employees	0	3,049	0	(1,221)	104	1,932	
<b>Total</b>	<b>¥ 9</b>	<b>¥ 3,049</b>	<b>¥ 0</b>	<b>¥ (1,230)</b>	<b>¥ 104</b>	<b>¥ 1,932</b>	

Description	Millions of yen Year Ended March 31, 2015						
	Balance at beginning of period	Acquisitions	Addition: Charged to costs and expenses	Deduction	Translation adjustment	Balance at end of period	
<b>Restructuring cost:</b>							
Severance and other benefits to terminated employees	¥ 1,932	¥ 0	¥ 0	¥ (1,474)	¥ (66)	¥ 392	
<b>Total</b>	<b>¥ 1,932</b>	<b>¥ 0</b>	<b>¥ 0</b>	<b>¥ (1,474)</b>	<b>¥ (66)</b>	<b>¥ 392</b>	

Description	Millions of yen Year Ended March 31, 2016						
	Balance at beginning of period	Acquisitions	Addition: Charged to costs and expenses	Deduction	Translation adjustment	Balance at end of period	
<b>Restructuring cost:</b>							
Severance and other benefits to terminated employees	¥ 392	¥ 0	¥ 0	¥ (237)	¥ 1	¥ 156	
<b>Total</b>	<b>¥ 392</b>	<b>¥ 0</b>	<b>¥ 0</b>	<b>¥ (237)</b>	<b>¥ 1</b>	<b>¥ 156</b>	

Description	Millions of yen					
	Balance at beginning of period	Acquisitions	Addition: Charged to costs and expenses	Deduction*1	Other*2	Balance at end of period

**Deferred tax assets:****Valuation allowance**

Year ended March 31, 2014	¥ 18,831	¥ 13,182	¥ 3,300	¥ (4,792)	¥ 49	¥ 30,570
Year ended March 31, 2015	¥ 30,570	¥ 22,563	¥ 9,591	¥ (9,944)	¥ (2,265)	¥ 50,515
Year ended March 31, 2016	¥ 50,515	¥ 419	¥ 2,936	¥ (4,622)	¥ (6,028)	¥ 43,220

\*1 The amount of deduction includes benefits recognized in earnings, expiry of loss carryforwards and sales of subsidiaries.

\*2 The amount of other includes translation adjustment, the effect of changes in statutory tax rate and the effect of the amendment to tax loss carryforward rules.

**Table of Contents****EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 1.1	Articles of Incorporation of ORIX Corporation, as amended on June 21, 2016.
Exhibit 1.2	Regulations of the Board of Directors of ORIX Corporation, as amended on June 1, 2015 (Incorporated by reference from the annual report on Form 20-F filed on June 25, 2015, commission file number 001-14856).
Exhibit 1.3	Share Handling Regulations of ORIX Corporation, as amended on October 7, 2013 (Incorporated by reference from the annual report on Form 20-F filed on June 26, 2014, commission file number 001-14856).
Exhibit 7.1	A statement explaining in reasonable detail how ratios in the annual report were calculated.
Exhibit 8.1	List of subsidiaries.
Exhibit 11.1	Code of Ethics, as amended on April 18, 2014 (Incorporated by reference from the annual report on Form 20-F filed on June 26, 2014, commission file number 001-14856).
Exhibit 12.1	Certifications required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d 14(a)).
Exhibit 13.1	Certifications required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d 14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
Exhibit 15.1	Consent of independent registered public accounting firm
Exhibit 101	Instance Document.
Exhibit 101	Schema Document.
Exhibit 101	Calculation Linkbase Document.
Exhibit 101	Definition Linkbase Document.
Exhibit 101	Labels Linkbase Document.
Exhibit 101	Presentation Linkbase Document.