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Press Release

Notice Concerning Acquisition of Shares of ORIX Asset Management & Loan Services Corporation **(the transfer of a specific subsidiary)**

Tokyo, April 28, 2025 --- NEC Capital Solutions Limited (“the Company”) announces that its consolidated subsidiary, the Board of Directors of RISA Partners, Inc. (“RISA Partners”), resolved to acquire the shares, etc. of ORIX Asset Management & Loan Services Corporation and seven other companies.

As the capital of ORIX Asset Management & Loan Services Corporation is 10% or more of our capital, it falls under the category of a specified subsidiary of our company, and we hereby announce the following.

1. Reasons for the change

RISA Partners has built a unique business model that combines the three domains of corporate, non-performing loans, and real estate with the two functions of financing and investment, and advisory, and provides one-stop solutions to meet the diverse needs of our clients.

In the area of non-performing loans since its foundation, RISA Partners has been engaged in a receivables investment business with the aim of contributing to the development of small and medium-sized enterprises (SMEs) in Japan by investing in loan receivables and providing support for turnaround to SMEs throughout Japan. RISA Partners has a rich track record in both non-performing loan bulk sales and business revitalization investments.

On the other hand, ORIX Asset Management & Loan Services Corporation, as a pioneer in the industry, has a rich track record and advanced know-how in receivables investment and management and recovery, including non-performing loan investment, support for turnaround, asset value improvement of collateralized real estate, securitization of loan receivables, and entrusted management and recovery of real estate loan receivables.

Going forward, the Company believes that by respecting the characteristics and strengths of both companies, integrating the human resources, know-how, and corporate culture of both companies, and diversifying investment targets, sizes, and methods, it will be possible to create further business and growth opportunities for both companies, thereby contributing to the enhancement of our company's corporate value.

2. Overview of the subsidiary

(1)	Name	ORIX Asset Management & Loan Services Corporation	
(2)	Location	2-3-1 Hamamatsu-cho, Minato-ku, Tokyo	
(3)	Job title and name of representative	President : Masaharu Miyazu	
(4)	Description of business	Servicing	
(5)	Capital	500 million yen	
(6)	Date of establishment	April 1, 1999	
(7)	Major shareholders and ownership ratios	ORIX Corporation 100%	
(8)	Relationship between the Company and said company	Capital relationship	There are no relevant matters.
		Personnel relationship	There are no relevant matters.

	Business relationship	There are no relevant matters.	
(9) Consolidated operating results and consolidated financial positions of said company for the last three years			
As of / Fiscal year ended	March 31, 2022	March 31, 2023	March 31, 2024
Consolidated net assets	29,318	12,147	12,480
Consolidated total assets	33,562	23,200	22,764
Consolidated net assets per share (Yen)	2,931,817	1,214,722	1,248,049
Consolidated net sales	3,331	2,779	2,784
Consolidated operating profit	3,037	1,174	485
Consolidated ordinary profit	3,037	1,174	485
Profit attributable to owners of parent	2,122	1,016	333
Consolidated earnings per share (Yen)	212,252	101,604	33,327

(Millions of yen, unless otherwise noted)

3. Overview of the counterparty to the acquisition of shares

(1) Name	ORIX Corporation	
(2) Location	World Trade Center Building, SOUTH TOWER, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo	
(3) Job title and name of representative	President and Chief Operating Officer : Hidetake Takahashi	
(4) Description of business	Diversified Financial Services	
(5) Capital	221,111 million yen	
(6) Date of establishment	April 17, 1964	
(7) Net assets	1,125,964 million yen	
(8) Total assets	5,423,609 million yen	
(9) Major shareholders and ownership ratios	The Master Trust Bank of Japan, Ltd. (Trust account) 19.31%, others	
(10) Relationship between the Company and said company	Capital relationship	There are no relevant matters.
	Personnel relationship	There are no relevant matters.
	Business relationship	There are no relevant matters.
	Related party relationship	There are no relevant matters.

4. Number of shares acquired, acquisition cost, and shareholding before and after acquisition.

(1) Number of shares held before the change	- shares (Number of voting rights: - units) (Ratio of voting rights held: -%)
(2) Number of shares to be acquired	10,000 shares (Number of voting rights: 10,000 units)
(3) Acquisition cost	Shares, etc. 18,000 million yen Advisory fees, etc. (approximate amount) 168 million yen Total (approximate amount) 18,168 million yen

(4)	Number of shares held after the change	10,000 shares (Number of voting rights: 10,000 units) (Ratio of voting rights held: 100.00%)
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(Note)Acquisition cost

The total amount of common shares of ORIX Asset Management & Loan Services Corporation, shares of seven other companies, etc., is shown.

In order to ensure fairness and appropriateness, the decision is made after consultation between the parties, taking into consideration reasonably the results of due diligence including legal and financial investigations by outside experts.

5. Timetable

(1)	Date of resolution at the meeting of the Board of Directors at RISA Partners	April 28, 2025
(2)	Date of conclusion of the agreement	May 1, 2025(scheduled)
(3)	Date of commencement of share transfer	July 1, 2025 (scheduled)

6. Future outlook

The Share Acquisition will have minimal impact on our company's consolidated financial results for the fiscal year ending March 2026 (April 1, 2025, to March 31, 2026). We will promptly notify you of any matter that should be disclosed.

Contact Information:

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