

To whom it may concern

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Notice Regarding Signing of Agreement for Tender Offer by Subsidiary for Shares of Agasta Co., Ltd.

NIS GROUP CO., LTD. (the “Company”) hereby announces that at a meeting of its Board of Directors held on June 30, 2009, a resolution was passed under which the Company will enter into an agreement (the “Tender Offer Agreement”) with Agasta Co., Ltd. (Head office: 2-21-6 Mita, Minato-ku, Tokyo, President and COO Koji Suzuki, listed on the Tokyo Stock Exchange Mothers Index (Code: 3330), hereafter “Agasta” or the “Target”), and with Misa Edo, Agasta’s Chairman, CEO, and largest shareholder, to acquire shares of Agasta through a public tender offer (the “Tender Offer”) to be made by a subsidiary to be established by the Company (hereafter the “Offerer”).

The date for commencement of the Tender Offer by the Offerer is scheduled to be determined separately through a decision by the Offerer’s directors, details of which shall be announced promptly following that decision.

1. Background and Objective of the Tender Offer Agreement

1) Background and objective of the Tender Offer Agreement

The primary business of the Company, which intends to make the Offerer a wholly-owned subsidiary, has grown mainly around comprehensive financial services, offering small and medium-sized enterprises business funding, real estate finance and other loan services, as well as being involved in the credit guarantee business. However, in order to meet the challenges of a rapidly changing business environment, including regulatory changes affecting the lending business, as well as the recent financial crisis, the Company has been working in recent months to transform its business structure by developing its fee-based businesses, centered around M&A advisory services, coordination of funding deals, support for corporate due diligence, and the administration of business investment associations. Further, as part of this structural transformation, the Company is looking to capture new revenue sources by utilizing the expertise, resources, and networks developed in the course of its existing overseas business, which provides support for small and medium-sized enterprises, both domestic and foreign, as they enter new markets, and is placing a new focus on the trading business, including acting as import/export agent for products targeting the Asia region.

Meanwhile, the Target, Agasta, has built its export sales business around offering high-quality Japanese-made used cars via its Web site and e-mail to used car dealers and individuals overseas. Based on the concept of borderless recycling, the company works to freely distribute products and services wherever they are needed across the globe, and aims to offer an effective supply platform across national boundaries.

However, the global recession triggered by last year’s worldwide financial crisis, the strengthening of the yen, and a rise in tariffs on imported used vehicles imposed by the Russian republic have had a serious effect on the used car export industry overall, and the Target has also seen a precipitous drop in orders. The Target has also suspended trade with its key partner, making it difficult for the company to continue to generate revenue and profits on its own.

In the midst of this, NIS had already begun exploring potential partners that could help boost the

expansion of its overseas business. Subsequently, as a result of numerous discussions and reviews with the Target, and its Chairman and major shareholder, Misa Edo, we determined that by combining the expertise, resources, and networks accumulated by the Company in the conduct of its overseas business, and the Target's own business expertise, it would be possible to promote the expansion of both companies' business, and create new added value for both the Company and the Target. The parties also came to the shared realization that, in order to achieve this integration quickly and efficiently, it would be critical that we work together as a group, facilitate fast, flexible decision-making, and be able to smoothly establish and execute unified management strategies for the Target in concert with the Company. With its participation in the Incubator Network for Small and Medium-Sized Enterprises, a network of independent businesses created under the shared vision of building a structure for providing a wide range of services to small and medium-sized enterprises, the Company also believes it can also look forward to synergies developing between the member companies of that network, the Company, and the Target, and will continue to review those opportunities with the Target. Given this background and these objectives, the Company has agreed to establish NIS1 Co., Ltd. to act as the Offerer, and, subsequent to the implementation of the Tender Offer by the Offerer upon its establishment, to work towards making the Target a wholly-owned subsidiary.

2) Likelihood of and Reason for Delisting

The common shares of the Target are currently traded on the Tokyo Stock Exchange's Mothers Index, but because the Offerer does not intend to place an upper limit on the number of shares it will purchase, depending on the results of the Tender Offer, and based on the delisting standards of the Tokyo Stock Exchange, it is possible that after completion of prescribed procedures, the Target's common shares may be delisted. Further, even if those standards do not apply as of the completion of the Tender Offer, because the Offerer, as noted above, intends to make the Target a wholly-owned subsidiary upon completion of the Tender Offer, and in accordance with applicable laws, this will also entail delisting of the Target's common shares.

3) Important Agreements between Offerer and Shareholders of Target Regarding Subscription to the Tender Offer

On this date, the Company has entered into a Tender Offer Agreement with the Target and with Misa Edo, its majority shareholder and Chairman. Under this Tender Offer Agreement, upon commencement of the Tender Offer, Misa Edo will offer all of the shares she owns in the Target (14,790 shares, approximately 48.19% of the total outstanding shares in the company (rounded off to the third decimal point)). Further, the Tender Offer Agreement confirms that, should the Tender Offer be successful, the Company intends to make the Target a wholly-owned subsidiary through the use of a class share subject to class-wide call, or other means. Note that, upon establishment of the Offerer, the Offerer shall also enter into the Tender Offer Agreement, and shall become party to that Agreement.

4) Regarding a So-called 'Two-Tier Takeover'

Under the Tender Offer Agreement, the Target has agreed that, should the Tender Offer be successful, it will submit a resolution to its general meeting of shareholders to be held in the latter half of September, 2009, calling for the election of four directors to be named separately by NIS, and will cooperate to the greatest extent reasonable in ensuring the passage of such resolution.

The Tender Offer Agreement also confirms that, should the Tender Offer be successful, the Company shall make the Target a wholly-owned subsidiary. Thus, should the Offerer be unable to acquire all of the outstanding shares of the Target through the Tender Offer, as noted above the Company intends to implement procedures to make the Target a wholly owned subsidiary through the use of a class share subject to class-wide call, or through other means. Note that in the process of doing so, the amount offered to shareholders of the Target, other than the Offerer, in exchange for the Target's shares shall be determined based on the purchase price offered under the Tender Offer.

2. Overview of the Tender Offer

1) Overview of Target

① Name	Agasta Co., Ltd.
② Location	2-21-6 Mita, Minato-ku, Tokyo
③ Name and Title of Representative	Koji Suzuki, President & COO
④ Type of Business	Used automobile exports Operation of used vehicle global online shop (PicknBuy24.com)
⑤ Capitalization	¥364,250 thousand
⑥ Establishment	June 1997
⑦ Major Shareholders and Ratio of Holdings (as of December 2008)	Misa Edo (48.19%) Yuji Inaida (4.40%) Koji Suzuki (2.78%) Ikue Tanaka (1.68%) Masatoshi Kumagai (1.63%) Brain, Y.K. (1.33%) Tokyo Weld Co., Ltd. (1.27%) Osamu Sato (1.26%) Mitsuko Saito (1.17%) Nomura Securities Co., Ltd. (1.16%)
⑧ Relationship Between Listed Company and Target	
Equity Relationships	There is no equity relationship of note between the Company and the Target. There are also no equity relationships of note between related parties and affiliates of the Company and related parties and affiliates of the Target.
Personal Relationships	There is no personal relationship of note between the Company and the Target. There are also no personal relationships of note between related parties and affiliates of the Company and related parties and affiliates of the Target.
Business Relationships	There is no business relationship of note between the Company and the Target. There are also no business relationships of note between related parties and affiliates of the Company and related parties and affiliates of the Target.
Status as a Related Party	The Target does not fall under a related party of the Company, nor do any of the Target's related parties and affiliates.

2) Overview of Offerer (to be established)

① Name	NIS1 Co., Ltd.
② Location	10-1 Kodenma-cho, Nihonbashi, Chuo-ku, Tokyo
③ Name and Title of Representative	Youichi Hirata, Representative Director
④ Type of Business	Investment business
⑤ Capitalization	¥10 million
⑥ Establishment	Planned for early July 2009
⑦ Major Shareholder and Ratio of Holdings	NIS GROUP CO., LTD. (100%)

3) Purchase Period

Purchase period as of initial filing (tentative)

July 17, 2009 (Friday) through August 24, 2009 (Monday) (26 business days)

- 4) Purchase Price
¥24,500 per share of common stock

5) Basis for Calculating Purchase Price

An assessment of the Target's share price performed by Akasaka International Tax & Co., Ltd., a third-party assessor, has been considered in establishing a purchase price under this Tender Offer. In this assessment, use of the discounted cash flow method (the "DCF Method"), the average market price method, and the adjusted net asset method was considered. Of these, the DCF Method is based on assessing the future cash flow (profitability) of the business, and is generally considered one of the most appropriate methods for assessing the value of a company when the assumption is that the business will continue as a going concern. However, at the time of this assessment, due to the effects of the Target having suspended trading with its key partner, there currently exists no effective business plan that assumes future cash flow will return to profitability. As a result, the DCF Method was not employed, and instead the average market price method, which is based on the actual share price in the market, and the adjusted net asset method, which is based on the assessed value of assets and liabilities subject to transfer, were used in determining the value of the Target's shares. Based on the former method, the assessed value falls between ¥9,881 and ¥11,597 per share, and under the latter method, between ¥25,339 and ¥27,734. Based on the results of the calculation provided by the third party assessor, discussions with the Target and with Misa Edo, and in consideration of the improvement in corporate value expected to be generated by the alliance between the Company and the Target, the per share purchase price has been set at ¥24,500.

6) Number of Shares Expected to be Purchased

Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
30,690 shares	20,461 shares	-

(Note) The number of shares to be purchased as listed above represents the total number of Target shares outstanding (30,690 shares), which is the maximum number of Target shares to be acquired by the Offerer under this Tender Offer.

7) Change in Share Ownership Ratio as a Result of Purchase

Number of voting rights related to shares owned by Offerer prior to purchase	—	(Share ownership ratio prior to purchase is 0%)
Number of voting rights related to shares under planned purchase	30,690	(Share ownership ratio after purchase is 100%)
Number of voting rights of all Target shareholders	30,690	

8) Purchase Amount: Approximately ¥751 million

The amount listed above is based on multiplying the number of shares to be purchased, 30,690, by the per share purchase price of ¥24,500.

3. Schedule for the Tender Offer

June 30, 2009	Tender Offer Agreement approved by the Company's Board of Directors
June 30, 2009	Tender Offer Agreement signed
Early July, 2009	Complete establishment of Offerer (NIS1 Co., Ltd.) (tentative)
July 17, 2009	Commencement of purchase period under the Tender Offer (tentative)
August 24, 2009	End of the purchase period under the Tender Offer (tentative)

(Note) The above schedule is subject to change or revision.

Special Note Regarding Forward-Looking Statements

These materials contain forward-looking statements about our industry, our business, our plans and objectives, our financial condition and our results of operations that are based on our current expectations, assumptions, estimates and projections. These forward-looking statements are subject to various risks and uncertainties. These statements discuss future expectations, identify strategies, discuss market trends, contain projections of results of operations or of financial condition, or state other forward-looking information. Known and unknown risks, uncertainties and other factors could cause our actual results to differ materially from and be worse than those contained in or suggested by any forward-looking statement. We cannot promise that our expectations, projections, anticipated results, estimates or other information expressed in or underlying these forward-looking statements will turn out to be correct. Important risks and factors that could cause our actual results to differ materially from these forward-looking statements include without limitation the following: weak domestic economic conditions; the growing variety of legal means with which debtors can seek protection from creditors; changes to our portfolio of products and services and expansion into new business areas; the effect of fluctuations in the value of real estate held or securing loans; fluctuation in market environments regarding our investments; our ability to pursue and maintain profitable strategic alliances, joint ventures and strategic investments; any future inability to obtain funds from lenders or access the debt capital markets on favorable terms; an increase in prevailing market interest rates; failure to implement our business strategies; the failure of our risk management systems; our ability to adequately evaluate or control risks associated with loans or guarantees we make or related collateral; any disruption or other difficulties experienced by our information or technological systems and networks; misconduct by an employee or director and our exposure to negative publicity of the consumer or business finance industries; failure to maintain the confidentiality of personal information of our customers; and the influence of our vice-chairman and his family over important decisions.