

To whom it may concern

July 16, 2009

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

As reported in the notice dated June 30, 2009 (“Notice Regarding Signing of Agreement for Tender Offer by Subsidiary for Shares of Agasta Co., Ltd.”), NIS GROUP CO., LTD. (the “Company”) announces that it has entered 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), hereinafter “Agasta” or “Target”) for the Company’s wholly-owned subsidiary NIS1 Co., Ltd. (hereinafter the “Offerer”) to acquire shares in Agasta through a public tender offer (hereinafter the “Tender Offer”), and that the Tender Offerer voted today to commence the Tender Offer on the basis of the Tender Offer Agreement, as follows.

1. Objective of the Tender Offer

1) Background and Objective of the Tender Offer

The primary business of the Company has grown mainly around comprehensive financial services, offering business funding, real estate finance, and other loan services to small and medium-sized enterprises as well as getting 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 investment partnerships. Further, as part of this structural transformation, the Company is looking to capture new revenue sources by drawing on 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, Agasta, the Target, 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.

Currently, the Target operates two businesses: a Business-to-Business sales business in which it receives orders from overseas used car businesses to procure vehicles using its nationwide domestic network of used car auctions and used car dealers, preparing the vehicles according to the specifications and quality demands of the customer prior to export, and a Web-based business that offers individuals overseas the opportunity to purchase the vehicle of their choice via the Target’s global online shop “PicknBuy24.com”, where information is provided on vehicles the Target has inspected, cleaned up, and made ready for resale.

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 impact on the used car export industry overall. According to used car export data compiled by the Japan Used Motor Vehicle Exporters Association, the number of cars exported between January and May of 2009 fell significantly, dropping 60.1% from the same period in the previous year, 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 light of this situation, NIS Group had already begun exploring for 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 Misa Edo, its Chairman and largest shareholder, the Company determined that it would be possible to promote the expansion of both companies' businesses and create new added value for both the Company and the Target 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. The Parties also came to the shared realization that, in order to achieve this integration quickly and efficiently, it would be critical that they work together as a group to 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 look forward to synergies developing among 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 established NIS1 Co., Ltd. to act as the Offerer, and has decided to move forward with the Tender Offer with the goal of making the Target a wholly-owned subsidiary.

2) Post-Tender Offer Plans

The Offerer currently has no plans to make any material changes in the Target's management policies subsequent to the Tender Offer. Note that the Company is planning to dispatch four directors to the Target's Board on the basis of the Tender Offer Agreement entered into between the Offerer, the Target, and Misa Edo, the Target's Chairman and majority shareholder. Also, under the Tender Offer Agreement the Company and the Offerer will endeavor to continue working with the Target's existing directors as of the date the Tender Offer Agreement is signed, with the exception of Ms. Misa Edo, and unless unavoidable circumstances prevent such cooperation.

Moreover, under the Tender Offer Agreement, the Offerer, the Target and Ms. Misa Edo acknowledge that, should the Tender Offer prove to be successful, the Target shall be made a wholly-owned subsidiary of the Company through the use of a class share subject to class-wide call or through other means. Thus, if the Offerer is unable to acquire all of the outstanding shares of the Target through this Tender Offer, the Company intends to make the Target a wholly-owned subsidiary, as noted below.

In specific terms, upon the successful completion of the Tender Offer, the Offerer shall (1) by means of a change in the Articles of Incorporation by the Target enabling the issuance of a separate class of shares from common shares, make the Target a company with class shares under the Companies Act; (2) change the Articles of Incorporation to note that a class-wide call has been amended to all common shares issued by the Target; and (3) grant a separate class of Target shares in exchange for acquiring all of these shares in the Target, and plans to request that the Target convene a general meeting of its shareholders at which (1) or (3) above will be presented as resolutions, and a general meeting of its common class of shareholders at which the partial changes in the Articles of Incorporation noted in (2) above will be presented as a resolution. Note that should the Offerer hold voting rights at the above general meeting and class general meeting of shareholders, it expects to vote in favor of the above resolutions.

When each of the above procedures has been executed, and once a class-wide call has been amended to all of the shares of common stock issued by the Target, all shares shall be acquired by the Target and shareholders of the Target shall receive a separate class of shares in the Target as compensation for this acquisition. Those shareholders who are to receive a fractional share of less than 1 share of the Target's shares shall receive a monetary amount equivalent to the total of this fractional amount (if the total amount contains a fraction, then this fraction is to be rounded off) from the sale of the Target's shares. The monetary amount to be received by these shareholders as a result of the sale of the Target's shares equivalent to the total of these fractional shares is to be calculated based on the purchase price of the Tender Offer. Furthermore, the class and number of Target shares to be provided in exchange for the

acquisition of common shares to which a class-wide call has been amended has yet to be determined as of this date, but to ensure that the Target becomes a wholly-owned subsidiary in which the Offerer owns 100% of the total number of outstanding common shares, it is expected to be decided that the number of Target shares that must be offered to shareholders of the Target who have not responded to the Tender Offer shall be a fractional amount less than 1 share. In the course of making the change in the Articles of Incorporation to show a class-wide call has been amended to common shares in (2) above, (a) shareholders shall have the right to demand purchase of their shares in accordance with Articles 116 and 117 of the Corporations Act and other relevant laws to protect the rights of minority shareholders, and (b) shareholders may petition for a decision on the acquisition price on such shares in accordance with Article 172 of the Corporations Act and other relevant laws if the purchase of all shares amended with a class-wide call is approved at the general meeting of shareholders with similar intent. Because final determination of the per-share price and the acquisition price under either method (a) or (b) shall be made by the court, it is possible that this price may differ from the purchase price of this Tender Offer.

Note that this Tender Offer is in no way intended to solicit the approval of the Target's shareholders at the above general meetings of shareholders. In addition, the act of making the Target a wholly-owned subsidiary may—depending on the opinion of the authorities regarding the legal and tax effects and other relevant laws on the Company, the Offerer, or the Target, on the ratio of the Offerer's share holdings subsequent to the Tender Offer, or on the status of shares held by the Target's shareholders other than the Offerer, or other conditions—involve implementation of another method with similar effect or may take time to implement. However, even in such cases, the Target company shall, in the end, be made a wholly-owned subsidiary through the provision of monetary compensation to Target shareholders other than the Offerer. While the amount of the monies to be provided to the Target's shareholders in this case will be computed based on the purchase price under this Tender Offer, the amount may, in the end, differ from the Tender Offer purchase price.

We also ask that parties involved consult their own tax advisers with regard to the treatment of taxes related to monies received as compensation, and the procedures related to any purchase of shares as a result of any share purchase demands under this Tender Offer and through procedures executed upon the subsequent process of making the Target a wholly-owned subsidiary.

3) Likelihood of and Reason for Delisting

The common shares of the Target are currently traded on the Tokyo Stock Exchange's Mothers Index (hereinafter "TSE Mothers"), but because the Offerer does not intend to place an upper limit on the number of shares it will purchase, it is possible that upon completion of the prescribed procedures the Target's common shares may be delisted, depending on the results of the Tender Offer and based on the delisting standards of the Tokyo Stock Exchange. Furthermore, 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.

In the event of delisting, the Target's common shares would no longer be tradable on the Tokyo Stock Exchange and it is expected that selling those shares in the future would be difficult.

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

① Name	NIS1 Co., Ltd.
② Location	10-1 Kodanma-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	June 25, 2009
⑦ Major Shareholder and Ratio of Holdings	NIS Group Co., Ltd. (100%)

3) Bidding Period

- ① Bidding period as of initial filing (hereinafter the "Tender Offer Period")
July 17, 2009 (Friday) through August 24, 2009 (Monday) (26 business days)
- ② Possibility of an extension at the request of the Target
Under the provisions of Article 10, Paragraph 3 of the Financial Instruments and Exchange Law (Law No. 25 of 1948 including subsequent revisions, hereinafter the "Law"), when a Statement of Opinion containing a request for extension of the Tender Offer Period is submitted by the Target, the Tender Offer Period shall be extended to 30 business days, to August 28, 2009 (Friday).

4) Bid Price

¥24,500 per share of common stock.

5) Basis for Calculation of Bid Price

① Calculation Basis

In determining the buying price of this Tender Offer, the Offerer has considered an assessment of the Target's share price performed by Akasaka International Tax & Co., Ltd. a third-party assessor independent from the Offerer, the Company, and the Target, and not considered a related party to any of these. In this assessment, the use of the discounted cash flow method (hereafter the "DCF Method"), the average market price method, and the adjusted net asset method was considered. Of these, the DCF Method 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, as announced by the Target on May 29, 2009, due to the effects of the Target having suspended business transactions with its key business partner, representing 68.7% of the Target's revenue in the period ending June, 2009, at the time of this assessment there exists no effective business plan that assumes future cash flow will return to profitability, and as a result, the DCF Method was not employed. 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. Below are the specific results of those calculations.

A) The results of the calculation under the average market price method, with a base date of June 26, 2009, are as follows. This computes to a per share price between ¥9,881 and ¥11,597.

Base date closing price	¥11,180
After most recent disclosure of material facts ^{*1} (June 1 – June 26, 2009)	¥11,597
After most recent disclosure of revision of forecast results ^{*2} (May 18 – June 26, 2009)	¥10,749
Most recent 1 month average (May 27 – June 26, 2009)	¥11,328
Most recent 3 month average (March 27 – June 26, 2009)	¥9,914
Most recent 6 month average (December 29, 2008 – June 26, 2009)	¥9,881

*1 On May 29, 2009, the Target made announcements regarding “Business Conditions, and Outlook Going Forward” and “Suspension of Business transactions with Primary Business Partner the NAZA Group of Companies.”

*2 On May 15, the Target made announcements regarding “Revision to Forecasted Business Results,” “Financial Results for the Third Quarter of the Fiscal Year Ending June 2009,” and released other materials explaining its financial results for the third quarter of the fiscal year ending June 2009.

B) Under the adjusted net asset method, based on the book value of net assets as of the end of the third quarter of the fiscal year ending June 2009, and taking into account adjustments to the above book value net asset amount for the projected profit/loss for the fourth quarter of the period ending June 2009, the per share price was calculated at between ¥25,339 and ¥27,734.

On June 30, 2009, the Offerer determined the per share price for the Target’s shares under the Tender Offer to be ¥24,500 (hereinafter the “Tender Offer Price”) based on the results of the calculation provided by the third-party assessor, on discussions with Misa Edo, the Target’s chairman and majority shareholder, and the Target, and in consideration of the improvement in corporate value expected to be generated by the alliance between the Company and the Target,. Note that this Tender Offer Price represents a premium of approximately 119.14%, 116.28%, 147.13% and 147.95% (rounded off to two decimal points) over, respectively, the closing price of ¥11,180 for the Target’s shares on TSE Mothers on the base date for calculation of June 26, 2009, the most recent one-month straight average closing price through June 26, 2009 of ¥11,328, the most recent three-month straight average closing price of ¥9,914, and the most recent six-month straight average closing price of ¥9,881.

② Background of Price Calculation

Since around May of 2009, the Company had held a number of discussions and reviews with the Target and Misa Edo to consider a possible capital tie-up between the Company and the Target. As a result of these discussions and reviews, the companies came to the common realization that through a capital tie-up combining the accumulated expertise of both the Company and the Target, it would be possible to promote the business growth of both companies and create new added value, and that this represented the best possible choice for both parties. A buying price for the Tender Offer was then reached through the process described below.

To determine a buying price for the Tender Offer, Akasaka International Tax & Co., Ltd., a third party assessor independent from the Offerer, the Company, and the Target, and not considered to be a related party to any of these, was asked in June of 2009 to calculate a price for the Target’s shares, and that calculation of share price was obtained on June 26, 2009.

As noted above, Akasaka International Tax & Co., Ltd. analyzed the price of the Target’s shares based on the average market price method and the adjusted net asset method.

Based on the results of this calculation by a third-party assessor, the Offerer held further discussions with the Target and with Misa Edo, the Target’s Chairman and major shareholder, and after considering the improvement in corporate value to be expected from a tie-up between the Company and the Target, determined a per share price for the Target’s shares under the Tender Offer of ¥24,500 (hereinafter the “Tender Offer Price”) on June 30, 2009.

At the same time, the Board of Directors of the Target selected Frontier Management Co., Ltd. (hereinafter “Frontier Management”), a third-party financial advisor independent from the Target, the Company, and the Offerer, and not considered a related party to any of these, and requested that it also perform a calculation of the Target’s share price. In addition, on the advice of outside legal experts, and taking this information into consideration, we carefully deliberated on whether or not agreeing to the Tender Offer would contribute to an improvement in the Target’s mid- to long-term corporate value.

The Target's Board of Directors obtained a share price calculation from Frontier Management, held further discussions with the Company, and at its Board meeting of June 30, 2009, carefully reviewed the terms of the Tender Offer based on this share price calculation and the advice of outside legal experts. As a result, the Target's Board of Directors, having determined that the terms of the Tender Offer were reasonable and that the Tender Offer provided an opportunity for the Target's shareholders to sell their shares in the Target at a reasonable price, passed a resolution on that same date in favor of the Target, Misa Edo, and the Offerer entering into a Tender Offer Agreement, and stated its intention to express the support of the Target for the Tender Offer when such Tender Offer is implemented.

At a subsequent meeting of the Board of Directors held on July 16, 2009, the Board again determined that the terms of the Tender Offer were reasonable and that the Tender Offer provided an opportunity for the Target's shareholders to sell their shares in the Target at a reasonable price, passing a resolution expressing its support for the Tender Offer, and recommending that the Target's shareholders subscribe to the Tender Offer.

At meetings of the Target's Board of Directors on June 30, 2009 and July 16, 2009, Misa Edo, Chairman of the Target's Board, recused herself from deliberations and voting on resolutions regarding the Tender Offer in consideration of the Tender Offer Agreement she had signed with the Offerer and others and in the interest of fairness, and they were passed by a unanimous vote of the Target's directors excluding Misa Edo.

③ Relationship with the Assessor

Akasaka International Tax & Co., Ltd. does not fall under a related party of either the Company or the Offerer.

6) Number of Shares Expected to be Purchased

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

(Note) The number expected 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 pertaining to shares owned by Offerer prior to purchase	—	(Share ownership ratio prior to purchase is 0%)
Number of voting rights pertaining 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.

9) Method of Settlement

① Name and head office location of the financial instruments trader/bank(s) to be used in settlement of the purchase.

H.S. Securities Co., Ltd. 6-8-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

② Commencement Date of Settlement

August 31, 2009 (Monday)

Note: Under the provisions of Article 27, Section 10, Paragraph 3 of the Law, when a Statement of Opinion containing a request for extension of the Tender Offer Period has been submitted by the Target, the date for commencement of settlement shall be September 4, 2009 (Friday).

③ Method of Settlement

Without delay after the Tender Offer Period concludes, notice of purchase under the Tender Offer shall be mailed to the address or location of each subscribing shareholder (or, in the case of foreign shareholders, to their standing proxies).

The purchase shall be made in cash. Monies related to the sale of the stock purchased hereunder will, at the instruction of the subscribing shareholders (or, in the case of foreign shareholders, their standing proxies), and without delay subsequent to the settlement commencement date, be transferred by the Tender Offer Agent to the location indicated by each subscribing shareholder (or, in the case of foreign shareholders, to their standing proxies).

④ Method for Surrendering Stock Certificates

If the subscribed stock certificates are not purchased under the terms stated in “① Existence and content of terms under Article 27, Section 13, Paragraph 4 of the Law,” and “② Existence of terms for withdrawal of Tender Offer, content thereof, methods for disclosure of a Withdrawal” contained in “(10) Other Purchase Terms and Methods” below, the Tender Offer Agent shall return those stock certificates that must be surrendered to their status as of the time they were subscribed (the status as of the time of subscription means the point at which they were released for subscription to the Tender Offer) promptly after the settlement commencement date (or, if the Tender Offer is withdrawn, on the date of such withdrawal, etc.).

10) Other Purchase Terms and Methods

① Existence and content of terms under Article 27, Section 13, Paragraph 4 of the Law

If the total number of shares subscribed fails to meet the minimum planned purchase amount (20,461 shares), none of the shares subscribed will be purchased. If the total number of shares subscribed exceeds the minimum planned purchase amount (20,461 shares), all of the shares subscribed will be purchased.

② Existence of terms for withdrawal of Tender Offer, contents thereof, and method for disclosure of withdrawals

This Tender Offer may be withdrawn should any of the conditions set forth in the following sections of the Enforcement Order of the Financial Products and Exchange Law (Government Order No. 321 of 1965, including subsequent revisions. Hereinafter the “Order”) arise: Article 14, Section 1, Paragraph 1, items (a) through (i) and (l) through (r); Paragraph 2, Paragraph 3, items (a) through (h); Paragraph 5, and Paragraph 2, items (3) through (6).

When withdrawals are to be executed, electronic notification will be made and the same will be posted in the Nihon Keizai Shimbun. However, if posting of such notification by the final day of the Tender Offer Period is deemed difficult, an announcement may be made under the provisions of Article 20 of the Cabinet Order Regarding Disclosure of Tender Offers for Shares by Other than the Issuer (Finance Ministry Order No. 38 of 1990, including subsequent revisions. Hereinafter the “Cabinet Order”), with notification to follow immediately thereafter.

③ Existence of terms for reduction of Tender Offer Prices, contents thereof, and method for disclosure of reduction

Under the provisions of Article 27, Section 6, Paragraph 1 of the Law, should the Target perform a stock split or other action as set forth in Article 13, Section 1 of the Order during the Tender Offer Period, reductions in the Tender Offer Prices may be made on the basis of the standards set forth in the provisions of Article 19, Section 1 of the Cabinet Order.

When reductions of Tender Offer Prices are to be performed, electronic notification shall be made and the same shall be posted in the Nihon Keizai Shimbun. However, if the posting of such notification by the final day of the Tender Offer Period is deemed difficult, an announcement may be made under the provisions of Article 20 of the Cabinet Order, with notification to follow immediately thereafter. If Tender Offer Prices are reduced, shares subscribed prior to the date of such announcement will also be purchased under the terms offered subsequent to the price reduction.

④ Particulars concerning the right of subscribing shareholders to terminate a contract

Subscribing shareholders may terminate a contract pertaining to the Tender Offer at any time during

the Tender Offer Period. To cancel a contract, please bring or deliver to the head office or branch office of the Tender Offer Agent a written request to cancel the contract relating to the Tender Offer (hereinafter the "Cancellation Notice"), along with the Statement of Receipt of Tender Offer Subscription Application (if one has been provided), no later than 3 o'clock p.m. on the final day of the Tender Offer Period. Note, however, that when you mail the Cancellation Notice it must arrive at the head office or branch of the Agent specified below no later than 3 o'clock p.m. on the final day of the Tender Offer Period.

Note also that, even in the event of a cancellation of contract by subscribing shareholder(s), the Offerer shall make no demand to such subscribing shareholder(s) for compensation for damages or payment of penalties. Any fees required for the surrender of stock certificate(s), shall also be borne by the Offerer.

⑤ Method of disclosure when terms and conditions of purchase are changed

Except when prohibited by Article 27 of the Law, and Article 13 of the Order, the Offerer may alter the terms and conditions of purchase for the Tender Offer during the Tender Offer Period. When changing the terms and conditions of purchase, electronic notification of the content of the change(s) shall be made and the same shall be posted in the Nihon Keizai Shimbun, provided, however, that when such posting of such notification prior to the final date of the Tender Offer Period is deemed difficult, an announcement shall be made under the provisions of Article 20 of the Cabinet Order, with notification to follow immediately thereafter. If a change in the terms and conditions of purchase is made, shares subscribed to prior to the date of such announcement will also be purchased under the purchasing terms offered subsequent to the change in terms and conditions.

⑥ Method of disclosure when submitting revised filings

Except in cases otherwise provided for under the proviso of Article 27, Section 8, Paragraph 11 of the Law, when revised filings have been submitted to the head of the Kanto Finance Bureau, an announcement will immediately be issued as set forth in Article 20 of the Cabinet Order describing those items in the revised filing as they pertain to items listed in the notification of commencement of the Tender Offer. Additionally, the Tender Offer Prospectus shall also be immediately corrected and the revised Tender Offer Prospectus sent to those subscribing shareholders who have already received a Tender Offer Prospectus. However, when the scope of the revision is minor, the revision may be announced through the preparation of a written statement explaining the reason for the revision, the items revised, and the post-revision content, which will then be provided to the subscribing shareholders.

⑦ Method for disclosure of the results of the Tender Offer

The results of the Tender Offer are to be announced on the day following the last day of the Tender Offer Period, in accordance with the method provided for in Article 9.4 of the Order and Article 30.2 of the Cabinet Order.

⑧ Miscellaneous

This Tender Offer is not being made in the United States or for U.S. markets, whether directly or indirectly, nor is it being conducted through any means or methods of the U.S. postal service, interstate commerce, or international commerce (including, but not limited to, facsimile, electronic mail, Internet communications, telex, or telephone), nor is it being conducted through any U.S. stock exchange facility. This Tender Offer may not be subscribed to using any of the means, methods, or facilities noted above, from the United States.

In addition, tender offer filings or related purchase documents relating to this Tender Offer will not be mailed or otherwise sent or distributed in, to, or from the U.S., and such mailings and distributions may not be made. Subscriptions to this Tender Offer that directly or indirectly violate the above restrictions will not be accepted.

When subscribing to this Tender Offer, subscribing shareholders, etc. (or, in the case of foreign shareholders, their standing proxies) may be required to provide the Tender Offer Agent with the representations and warrants noted below.

Subscribing shareholders are not located in the U.S.; either at the time of subscription or at the time the application for subscription to the Tender Offer is sent. Subscribing shareholders have not received

in, sent to, or received from the U.S. any information related to the Tender Offer or documents (including copies thereof) related to the purchase. Neither the U.S. postal service, interstate commerce, or international commerce means or methods (including, but not limited to, facsimile, electronic mail, Internet communications, telex, or telephone) nor any U.S. stock exchange facility has been used in the signing or sending of purchase and/or subscription application forms. Subscribers are not to act on the behalf of another party without due discretionary power as agent, consignee, or delegate (except when the other party is issuing all instructions regarding the purchase from outside the U.S.).

11) Notification Date of Commencement of Tender Offer

July 17, 2009 (Friday)

12) Tender Offer Agent

H.S. Securities Co., Ltd. 6-8-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. Policies and Outlook for the Future Subsequent to the Public

1) Policies after this Public Offer

See “1. Objective of the Tender Offer, (2) Post-Tender Offer Plans” for policies subsequent to the Tender Offer.

2) Outlook for effect on business performance going forward

While the effect of this Tender Offer on the Company’s business performance for the fiscal year ending in March, 2010 is expected to be minor, any required revisions to forecasted results or other significant events in the future will be announced promptly.

4. Miscellany

1) Existence and content of any agreements between Offerer and the Target and its directors

As noted above, the Offerer is entering into this Tender Offer Agreement with the Company, the Target, and Misa Edo, the Target’s Chairman and major shareholder. Under this Tender Offer Agreement, it is agreed that Misa Edo will subscribe to all of the shares that 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)) to the Tender Offer. Understandably, in view of the fact that 1) the total cost of purchasing those shares would significantly exceed the total purchase price under this Tender Offer; 2) judged overall, the terms of such a purchase (including, but not restricted to, the purchase price) would significantly exceed the terms of a purchase under this Tender Offer, and 3) should a counter tender offer commence that has, in Misa Edo’s reasonable determination, a high probability of succeeding and otherwise meets all of her terms, Misa Edo may not subscribe to this Tender Offer or may cancel any contracts related to this Tender Offer, this Tender Offer may not achieve its minimum purchase amount, and could possibly fail. In addition to these points, it is specified in this Tender Offer Agreement that: 1) when the Tender Offer has been approved, the Target will submit a resolution calling for the election of four directors to be named separately by the Company to the general meeting of its own shareholders to be held in the latter half of September, 2009, and will cooperate to the greatest reasonable extent in ensuring passage of such resolution; 2) if a resolution is not approved at the general meeting of shareholders despite the approval of this Tender Offer, the Target will continue to present the resolution for approval at subsequent general meetings of shareholders and otherwise cooperate to the fullest reasonable extent in ensuring its passage; and 3), if this Tender Offer is approved, and when the general meeting of the shareholders of the Target is held on a date prior to the completion of settlement of the Tender Offer, Misa Edo will delegate the exercise of all of her rights as shareholder at the general meeting of shareholders to the Offerer or to a third party designated by the Offerer, and shall not exercise any rights as a shareholder or otherwise at that general meeting of the shareholders of the Target.

Additionally, it is confirmed with this Tender Offer Agreement that the Company intends to make the Target a wholly-owned subsidiary through the use of a class share subject to class-wide call or by other appropriate means if this Tender Offer is approved.

2) Other information investors may deem necessary in order to decide whether or not to subscribe to the Tender Offer

① Suspension of business transactions with primary business partner

The Target announced on May 29, 2009, that it was suspending business transactions with its primary business partner, the NAZA Group of Companies. According to the announcement, the Target was suspending business transactions with the NAZA Group of Companies, a key business partner responsible for ¥4,596,168,000 in revenue for the fiscal year ended in June, 2008 (representing a 68.7% share of the Target's revenue), as of May 29, 2009. Note that this is based on particulars in the Target's announcement; please refer to that announcement for further details.

② Aggregate market value of the shares

On March 2, 2009, the Target issued a "Notice Regarding Aggregate Market Value of the Company's Shares" followed by an announcement on May 29 of the same year regarding "Current Business Conditions and Future Outlook." According to these announcements, the Target's shares would be subject to delisting under the delisting standards of TSE Mothers unless the average monthly market value and the market value at the end of each month of the Company's shares through November 30, 2009 exceeds ¥300 million. However, on July 1, 2009 the Target released an announcement that the market value of the company's shares had gone above ¥300 million, according to which the monthly average aggregate market value and the market value at the end of the month for the month of June, 2009, had gone above ¥300 million, and that the company's shares were currently no longer subject to the delisting standards. Note again that this is based on particulars in the Target's announcement; please refer to that announcement for further details.

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.