

To whom it may concern

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**Notice Regarding Outcome of Tender Offer by Subsidiary for Shares of
Agasta Co., Ltd. and Change in that Subsidiary.**

As announced in the notice dated July 16, 2009 (“Notice Regarding Commencement of Tender Offer by Subsidiary for Shares of Agasta Co., Ltd.”), NIS1 Co., Ltd. (hereinafter “NIS1” or “The Offerer”), a wholly-owned subsidiary of NIS Group Co., Ltd., has executed its tender offer (hereinafter the “Tender Offer”) for the shares of 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 the “Target”). The Tender Offer was recently completed, and the following is a notice of the outcome of that Tender Offer. The Tender Offer also resulted in a change in the subsidiary, notice of which is included below.

I. Outcome of the Tender Offer

1. Overview of the bid

(1) Name of Target

Agasta Co., Ltd.

(2) Type of shares involved in the bid

Common stock

(3) 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.

(4) Bidding period

① Bidding period at time of filing

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

② Possibility of extension based on target’s request

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”), if there had been a Statement of Opinion containing a request for extension of the Tender Offer Period been submitted by the Target, the Tender Offer Period could have been extended to 30 business days, to August 28, 2009 (Friday). However, because no such Statement of Opinion containing a request for extension was received from the Target, the Tender Offer was completed within the bidding period noted in (1), above.

(5) Tender Offer Bid Price

¥24,500 per share of common stock

2. Outcome of the Bid

(1) Success or failure of the Tender Offer

While the Tender Offer was initiated under the condition that a bid for all of the subscribed shares would not be made if the total number of shares subscribed failed to meet the minimum expected to be purchased (20,461 shares), the total shares subscribed (28,316 shares) has in fact exceeded the minimum expected to be purchased (20,461 shares), and therefore, as noted in the public notice of commencement of the Tender Offer, and in the Tender Offer filing, the Offerer will proceed with a bid for all shares subscribed.

(2) Date of public notification of the Tender Offer outcome, and name of the newspaper in which such notice will be placed

Under the provisions of Article 27, Section 13, Paragraph 1 of the Law, and in accordance with the methods set forth under Article 19, Section 4 of the Enforcement Order of the Financial Products and Exchange Law (Government Order 321 of 1965, including subsequent revisions), and under Article 30, Section 2 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), on August 25, 2009 notification of the results of the Tender Offer was made to the media.

(3) Number of shares for which purchase was made

Type of Shares	① Number subscribed converted to shares	② Number purchased converted to shares
Stock	28,316 (shares)	28,316 (shares)
Preemptive securities	—	—
Preemptive corporate bonds	—	—
Beneficial securities ()	—	—
Depository receipts ()	—	—
Total	28,316 (shares)	28,316 (shares)
(Total no. of latent shares)	—	(—)

(4) Ratio of Share Holdings Subsequent to Purchases

Number of voting rights pertaining to shares held by Offerer prior to purchase	0	(Ratio of share holdings prior to purchase: 0.00%)
Number of voting rights pertaining to shares held by Offerer subsequent to purchase	28,316	(Ratio of share holdings subsequent to purchase: 92.26%)
Number of voting rights of all Target shareholders	30,690	

(5) Calculation when purchases are made under the proportional allocation method Not applicable.

(6) 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) Settlement commencement date

August 31, 2009 (Monday)

3) Method of settlement

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

The purchase will 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 from the Tender Offer Agent to the designated location.

3. Policies and Outlook for the Future Subsequent to the Tender Offer

As announced in the notice dated July 16, 2009 (“Notice Regarding Commencement of Tender Offer by Subsidiary for Shares of Agasta Co., Ltd.”), subsequent to the Tender Offer the Offerer currently has no plans to make any significant changes in the management policies of the Target. Note that, pursuant to the Tender Offer Agreement entered into by the Company, the Offerer, the Target, and Misa Edo, the Target’s Chairman and major shareholder (hereinafter, the “Tender Offer Agreement”), the Company plans to dispatch four directors to the Target’s Board of Directors. 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 will 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. At this time, as noted below, the Offerer does intend to make the Target a wholly-owned subsidiary of the Company.

In specific terms, upon the successful completion of the Tender Offer, the Offerer will (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) modify 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 where (1) or (3) above will be presented as resolutions, and a general meeting of its common class of shareholders where the partial changes in the Articles of Incorporation noted in (2) above will be presented as a resolution. The Offerer also expects to vote in favor of the above resolutions at the above general meeting and class general meeting of shareholders, .

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 will be acquired by the Target and shareholders of the Target will 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 will 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 will be a fractional amount less than 1 share. In the course of making a modification in the Articles of Incorporation to show a class-wide call has been amended to common shares in (2) above, (a) shareholders will 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) will be made by the court, it is possible that this price may differ from the purchase price of this Tender Offer.

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 will, 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 with their own tax advisors regarding the treatment of taxes associated with 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.

As of today, the Target’s common stock is listed on the Tokyo Stock Exchange’s Mothers index, but because the Offerer, in accordance with applicable law, plans to make the Target a wholly-owned subsidiary as noted above, the Target is likely to be delisted upon completion of the required procedures in accordance with the delisting standards of the Tokyo Stock Exchange. If delisting should occur, the Target’s common stock can no longer be traded on the Tokyo Stock Exchange.

II. Change in Subsidiary

1. Reason for Change

As a result of the Tender Offer, NIS1, a wholly-owned subsidiary of the Company, will acquire 92.26% of the shares of Agasta, and Agasta will become a consolidated subsidiary of the Company.

2. Overview of the Changing Subsidiary

① Name	Agasta Co., Ltd.			
② Location	2-21-6 Mita, Minato-ku, Tokyo			
③ Name and Title of Representative	Koji Suzuki, President and COO			
④ Type of Business	Used automobile exports Operation of used vehicle global online shop (PicknBuy24.com)			
⑤ Capitalization	¥365,250,000			
⑥ Establishment	June 1997			
⑦ Number of employees	28 (as of the end of March 2009)			
⑧ Fiscal year end	End of June			
⑨ Net assets	¥841 million (as of the end of June 2009)			
⑩ Total assets	¥1,184 million (as of the end of June 2009)			
⑪ Business results and financial status of said company over the most recent three-year period				
	Fiscal year	Ended June 30, 2007	Ended June 30, 2008	Ended June 2009
Net assets per share		¥32,047.75	¥36,717.46	¥27,412.15
Revenue		¥7,381 million	¥6,685 million	¥1,529 million
Operating income		¥254 million	¥242 million	¥-223 million
Ordinary income		¥252 million	¥244 million	¥-225 million
Net income		¥205 million	¥143 million	¥-254 million
Net income per share		¥6,706.16	¥4,669.71	¥-8,305.31
Dividend per share		¥—	¥1,000	¥—

3. Date of the change

August 31, 2009 (Date of commencement of settlement of this Tender Offer)

4. Outlook going forward

While we expect the impact of this change in subsidiary on the Company's results for the fiscal year ending March 31, 2010 to be minor, going forward we will promptly announce any need for a revision to our results forecast, or the occurrence of any other events that should be disclosed.

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.