



June 1, 2007

To whom it may concern:

Nihon Unisys, Ltd.  
Katsuto Momii, President & CEO  
Code: 8056  
(Tokyo Stock Exchange First Section)

## Notification Regarding Results of Tender Offer for the Shares of Netmarks Inc. and Changes in Subsidiaries

At the meeting of the Board of Directors of Nihon Unisys, Ltd. (hereinafter referred to as the "Company") held on February 28, 2007, the Board resolved to acquire the shares and share purchase warrants of Netmarks Inc. (Code No. 3713 the First Section of Tokyo Stock Exchange, hereinafter referred to as the "Target Company") through a tender offer (hereinafter referred to as the "Tender Offer"). The Company commenced the Tender Offer on March 5, 2007, and completed the Tender Offer on May 31, 2007. Accordingly, the Company hereby gives notice of the matters set forth below.

In addition, the Company gives notice that as a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Company.

### NOTE

#### I. Result of the Tender Offer

##### 1. Description of Tender Offer

###### (1) Name and address of tender offeror

Nihon Unisys, Ltd. 1-1-1, Toyosu, Koto-ku, Tokyo

###### (2) Name of Target Company

Netmarks Inc.

###### (3) Kind of share certificates for the Tender Offer

Common shares

Share purchase warrant:

- i. Share purchase warrant issued pursuant to a resolution at the 6th ordinary general meeting of shareholders of June 28, 2002 (hereinafter referred to as the 'first-issue share purchase warrant')
- ii. Share purchase warrant issued pursuant to a resolution at the 7th ordinary general meeting of shareholders of June 30, 2003 (hereinafter referred to as the 'second-issue share purchase warrant')
- iii. Share purchase warrant issued pursuant to a resolution at the 8th ordinary general meeting of shareholders of June 24, 2004 (hereinafter referred to as the 'third-issue share purchase warrant')
- iv. Share purchase warrant issued pursuant to a resolution at the 9th ordinary general meeting of shareholders of June 24, 2005 (hereinafter referred to as the 'fourth-issue share purchase warrant')

(4) Number of share certificates and other securities to be purchased

Type of share certificates and other securities	1. Number of shares to be purchased that are converted in share	2. Number of shares to be overpurchased that are converted in share
Share certificate	80,949 shares	- share
Share purchase warrant certificate	- share	- share
Certificate of bond with share purchase warrant	- share	- share
Deposit receipt for share certificates and other securities ( )	- share	- share
Total	80,949 shares	- share

(5) Tender offer period

From Monday, March 5, 2007 to Thursday, May 31, 2007 (60 business days)

(6) Tender offer price

Share certificate 80,300 yen per share

First-issue share purchase warrant 1 yen per 1 share purchase warrant

Second-issue share purchase warrant 1 yen per 1 share purchase warrant

Third-issue share purchase warrant 1 yen per 1 share purchase warrant

Fourth-issue share purchase warrant 1 yen per 1 share purchase warrant

2. Results of Tender Offer

(1) Number of shares tendered and purchased

Types of share certificates and other securities	Number of shares to be purchased that are converted in share	Number of shares to be overpurchased that are converted in share	Number of shares tendered	Number of shares purchased
Share certificate	80,949 shares	- share	115,909 shares	115,909 shares
Share purchase warrant certificate	- share	- share	0 share	0 share
Certificate of bond with share purchase warrant	- share	- share	- share	- share
Deposit receipt for share certificates and other securities ( )	- share	- share	- share	- share
Total	80,949 shares	- share	115,909 shares	115,909 shares

(2) Status of tender offer

Because the total number of tendered shares (115,909 shares) exceeded the number of shares planned to be purchased (80,949 shares), as described in the Notice of the Tender Offer and the Tender Offer Registration Statement, the total number of share certificates tendered will be purchased.

(3) Percentage of voting rights of share certificates and other securities resulting from the Tender Offer

Number of voting rights represented by share certificates and other securities owned by Tender Offeror before Tender Offer	0	(Percentage of voting rights of share certificates and other securities before Tender Offer 0.00% )
Number of voting rights represented by share certificates and other securities owned by special relationship entities after Tender Offer	10,982	(Percentage of voting rights of share certificates and other securities after Tender Offer 6.33% )
Number of voting rights represented by share certificates and other securities owned by Tender Offeror after Tender Offer	115,909	(Percentage of voting rights of share certificates and other securities after Tender Offer 66.86% )
Total number of voting rights of shareholders of the Target Company	173,240	

(Note 1) The "total number of voting rights of shareholders of the Target Company " is the number of voting rights of all shareholders as described in the 11th semi-annual financial report submitted by the Target Company on December 15, 2006.

(Note 2) In this Tender Offer, shares of the Target Company to be issued or transferred by exertion of share purchase warrants of stock option of the Target Company by the last day of tender offer period were also the subject. Therefore, in calculating the "Percentage of voting rights of share certificates and other securities after Tender Offer", the total number of voting rights of shareholders of the Target Company is 173,368 shares by adding the voting rights (128 shares) of the shares (128 shares) of the Target Company issued or transferred by exertion of share warrant certificates of stock option (including the shares of the Target Company that were issued or transferred by exertion of share purchase warrants from October 1, 2006 to May 31, 2007) to the above mentioned total number of voting rights of shareholders of the Target Company 173,240 shares (as of September 30, 2006).

(Note 3) The Percentage of voting rights of share certificates and other securities after Tender Offer is 73.19% by putting the number of voting rights represented by share certificates and other securities owned by Tender Offeror and 10,982 shares, the number of voting rights represented by 10,982 shares, the common shares of the Target Company owned by special relationship entities of the Tender Offer, together.

(Note 4) The "Percentage of voting rights of share certificates and other securities before Tender Offer" is rounded off to two decimal places.

(4) Calculation method utilized when the tender offer is calculated through proportional distribution

Not applicable

(5) Funds required for the tender offer 9,308 million yen

(6) Method of settlement

i. Name and location of security company and bank, etc. in charge of settlement of Tender Offer

Nomura Securities Co., Ltd. 1-9-1, Nihonbashi, Chuo-ku, Tokyo

ii. Commencement date of settlement

Thursday, June 7, 2007

### iii. Method of settlement

After the end of the Tender Offer Period, a notice of purchase will be mailed to the address or the location of the applying shareholders (or the address of the standing proxy, in the case of foreign shareholders) without delay. Payment of the purchase price will be made in cash. The TOB agent will remit the purchase price for the share certificates without delay, on and after the commencement date of settlement, to the places designated by the applying shareholders, or pay at the main office or branch offices in Japan, in accordance with the applying shareholders' instructions.

### 3. Places where copies of the Tender Offer registration statement will be made available for public inspection

Nihon Unisys, Ltd.	1-1-1, Toyosu, Koto-ku, Tokyo
Tokyo Stock Exchange	2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

### 4. Expected effect of the Tender Offer on the Company's business results

As a result of the Tender Offer, the Target Company will be a consolidated subsidiary of the Company. The forecast of business results of the term ending March 2008 will be announced as soon as it is fixed.

### 5. Policies after the Tender Offer

As a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Company. The Target Company will operate businesses by sharing the group strategies as one of the Company group.

## II. Change in subsidiary

As a result of the Tender Offer, the Target Company will become our consolidated subsidiary as of Thursday June 7, 2007.

### 1. Description of new subsidiaries

- (1) Company name: Netmarks Inc.
- (2) Representative person: Representative Director & President, Atsushi Ohashi
- (3) Main office: 3-12, Moto-akasaka 1-chome, Minato-ku, Tokyo
- (4) Date of incorporation: March 18, 1997
- (5) Business content: Design, architecture, maintenance and operation, etc. of network systems
- (6) Fiscal end: March 31
- (7) Number of employees: 1,015 (consolidated, as of March 31, 2007)  
(Note) The number of employees is the number of workers at work.
- (8) Major offices: Tokyo, Osaka, Sapporo, Sendai, Fukuoka and others
- (9) Capital: 2,970 million yen (as of March 31, 2007)
- (10) Number of shares issued: 174,848 shares (as of March 31, 2007)
- (11) Major shareholders and respective shareholding ratio (as of September 30, 2006)

Sumitomo Electric Industries, Ltd.	48.76%
Nomura Research Institute, Ltd.	5.92%
Sumitomo Densetsu Co., Ltd.	3.53%
Terilogy Co., Ltd.	2.17%
Netmarks employee shareholding association	1.74%
TIS Inc.	0.92%

Taichirou Nagao	0.91%
Internet Initiative Japan Ltd.	0.69%
The Master Trust Bank of Japan, Ltd. (trust account)	0.56%
Japan Trustee Services Bank, Ltd. (trust account)	0.55%

(12) Trends of business results of recent fiscal years

[Consolidated]

(Millions of yen)

	Fiscal year ended March 2006	Fiscal year ended March 2007
Net sales	55,896	51,959
Gross profit	12,395	10,338
Operating income (loss)	1,143	(1,861)
Recurring profit (loss)	1,002	(2,320)
Net income (loss)	346	(4,274)
Total assets	31,367	29,118
Net assets	6,913	2,510

(Note) Net Assets for the period ended March 2007 includes Minority Interests of 1,044 million yen and Deferred Loss on Hedges of 3 million yen pursuant to the application of the "Accounting Standard for Presentation of Net Assets in Balance Sheet". Net Assets is 1,470 million yen if the amounts are not included.

[Non-consolidated]

(Millions of yen)

	Fiscal year ended March 2006	Fiscal year ended March 2007
Net sales	38,710	33,912
Gross profit	7,162	5,359
Operating income (loss)	270	(2,269)
Recurring profit (loss)	606	(2,471)
Net income (loss)	504	(4,009)
Total assets	27,487	24,285
Net assets	6,892	1,716
Cash dividends per share (yen)	1,200.00	0.00

2. Expected date of change

June 7, 2007 (Thursday)

3. Financial Forecasts

The influence of the change in subsidiaries on our business results will be timely disclosed, when calculated.