

SECOND SUPPLEMENT TO THE PROSPECTUS

This is a second supplement to the prospectus dated June 23, 2009 (the "Prospectus") made publicly available by NIMD SPRL ("NIMD"), a Belgian private company with limited liability ("*société privée à responsabilité limitée*") having its registered office at 1130 Brussels, Avenue du Bourget 50, a wholly-owned subsidiary of Nikon Holdings Europe B.V., itself a wholly-owned subsidiary of Nikon Corporation, in respect of the voluntary and conditional takeover bid in cash on all Shares and Warrants issued by Metris NV, a Belgian stock company ("*naamloze vennootschap*") having its registered office at 3001 Leuven (Heverlee), Geldenaaksebaan 329, possibly followed by a squeeze-out (the "Takeover Bid").

On August 27, 2009, Metris NV made its results for the first half-year 2009 public. The half-year financial report 2009 of Metris NV, as supplemented and amended (presentation of the consolidated balance sheet) on September 1, 2009, and the related press releases, are annexed to this second supplement to the Prospectus (the "Second Supplement").

On September 1, 2009, the English version of this Second Supplement was approved by the Banking, Finance and Insurance Commission ("CBFA") in accordance with Article 17, § 2 of the Takeover Law. The CBFA's approval does not imply any assessment or judgment on the merits or the quality of the Takeover Bid, the squeeze-out, Nikon, NIMD or Metris.

This Second Supplement is available in English and Dutch. Nikon and NIMD have prepared a translation into Dutch this Second Supplement. Nikon and NIMD are responsible for the accuracy of the translation but only the English version will be legally binding.

Capitalized terms used in this Second Supplement have the meaning ascribed to such terms in the Prospectus.

Nikon and NIMD jointly and severally assume responsibility for the content of the Prospectus as supplemented by this Second Supplement in accordance with Article 21 of the Takeover Law, except with regard to (i) the audited consolidated financial results of Metris as of December 31, 2008 and included in the Prospectus as Annex 4 and (ii) the memorandum of response ("*mémoire en réponse*" / "*memorie van antwoord*") prepared in accordance with Articles 22 through 30 of the Takeover Law and included in the Prospectus as Annex 6. Nikon and NIMD declare that the information set forth in the Prospectus as supplemented by this Second Supplement is, to their knowledge, consistent with reality and contains no omission likely to affect its import.

The information contained in the Prospectus as supplemented by this Second Supplement with regard to the Metris group is based solely on publicly available information, the information set out in the memorandum of response of the directors of Metris in accordance with Article 24, § 1, 1° of the Takeover Law and certain confidential information that Metris made available to Nikon prior to the date hereof but which according to Metris does not constitute inside information that needs to be made public in accordance with Article 10 of the Belgian law of August 2, 2002 on the supervision of the financial markets and the financial services.

On September 4, 2009, a notice was published in De Tijd and L'Echo announcing the availability of this Second Supplement and specifying where and how the Second Supplement is available. This Second Supplement constitutes an integral part of the Prospectus. As from this date, the Prospectus will not be distributed without this Second Supplement.

The Prospectus (including the first supplement approved by the CBFA on June 26, 2009 and the Second Supplement) is available in its English version on the internet websites of Nikon (www.nikon.com) and Fortis Bank (www.fortisbanking.be/saveandinvest), the Prospectus (including the first supplement approved by the CBFA on June 26, 2009 and the Second Supplement) is available in its Dutch version on the internet website of Fortis Bank (www.fortisbanking.be/sparenenbeleggen) and the summary in French of the Prospectus (together with the first supplement approved by the CBFA on June 26, 2009) is available on the internet website of Fortis Bank (www.fortisbanking.be/epargneretplacer). These documents can also be requested by telephone at no cost from Fortis Bank at (+32 2 4334032 (for French) and +32 2 4334031 (for Dutch)).

Adviser to the Bidder
MITSUBISHI UFJ SECURITIES CO., LTD.



Receiving and Paying Agent
FORTIS BANK



September 1, 2009

Annexes:

- (i) press release of Metris NV of August 27, 2009 and press release of Metris NV of September 3, 2009
- (ii) half-year financial report 2009 of Metris NV (as supplemented and amended (presentation of the consolidated balance sheet)) of September 1, 2009