



Notice Regarding Disposal of Own Shares under the Post-Delivery Restricted Stock Unit Plan

Nakanishi Inc. (the “Company”) hereby announces that it has resolved to dispose of its own shares (the “Own Share Disposal” or “Disposal”) at the Board of Directors meeting held on May 14, 2026. Details are described below.

Kanuma, May 14, 2026

1. Overview of the Disposal

(1) Date of the Disposal	June 1, 2026 (the “Date of the Disposal”)
(2) Class and number of shares to be disposed of	2,100 shares of common stock of the Company
(3) Price of the Disposal	JPY 2,688 per share
(4) Total amount of the Disposal	JPY 5,644,800
(5) Allottees, number thereof, and number of shares to be disposed of	Managing Directors of the Company’s overseas subsidiaries: 3 persons 2,100 shares

2. Purposes and reasons of the Own Share Disposal

The Company resolved at the Board of Directors meeting held on February 9, 2023, to introduce a restricted stock compensation plan for the Company’s Directors (excluding Outside Directors, the “Eligible Directors”) and Corporate Vice Presidents who do not concurrently serve as Directors with the aim of providing an incentive to improve the Company’s corporate value over the medium to long term, as well as of further promoting sharing of value with shareholders, and currently has a restricted stock compensation plan in place. In addition, from the same perspective as the restricted stock compensation plan, the Company has introduced a post-delivery restricted stock unit plan (the “Plan”) for certain Managing Directors of the Company’s overseas subsidiaries (the “Eligible Persons”) with the aim of providing an incentive to improve the Group’s corporate value over the medium to long term, as well as of further promoting sharing of value with shareholders.

The Own Share Disposal is based on the Plan, and upon the vesting of the post-delivery restricted stock units granted for the fiscal year ended December 31, 2023 (the “RSUs”), the Company determined to grant a total of 5,644,800 JPY in monetary claims (the “Monetary Claims”) and a total of 2,100 shares of common stock (the “Shares”) to three Managing Directors of the Company’s overseas subsidiaries. In the Own Share Disposal, the three Eligible Persons shall pay all of the Monetary Claims against the Company in the form of assets contributed in kind and shall be allotted the Shares in accordance with the Plan.

[Overview of the Plan]

Under the Plan, a predetermined number of RSUs is granted to each of the Eligible Persons according to factors such as their positions and responsibilities. The RSUs shall vest if the Eligible Persons satisfy certain conditions, including remaining continuously in the position of officer or employee of the Company or its subsidiaries during the period predetermined by the Company (the “Vesting Period”). Upon vesting, the Eligible Persons shall receive shares of the Company’s common stock equal in number to the vested RSUs. Specifically, in accordance with the vested RSUs, the Eligible Persons shall pay all of the monetary claims granted by the Company in the form of assets contributed in kind, and the Company shall issue or dispose of shares of its common stock.

The amount to be paid per share shall be determined in the Board of Directors meeting based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by each Board of Directors meeting (or closing price of the immediately preceding trading day if any transaction was not concluded on that date), to the extent that is not particularly favorable to the Eligible Persons who would receive said common shares.

If an Eligible Person under the Plan retires during the applicable period for justifiable reasons, the Company shall allot a prorated number of shares of the Company’s common stock based on the period of service during the applicable period, or provide money in place of such allotment.

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About Nakanishi Inc.

Nakanishi raises as our mission the creation of “brilliant progress” via innovative “grinding technology” through the lens of our corporate philosophy “Our Core” values. We aim to contribute to the development of medical care and the realization of a better life for all by creating new technology.

Based on “grinding technology”, we have a differentiated product lineup under world-class brands in the dental, surgical, and industrial business fields, and are sold in 145 countries around the world.

Nakanishi will continue to work together with all employees of the group companies to create innovative products that only we can create and contribute to the lives and health of people around the world.

The company’s shares are listed on the Tokyo Stock Exchange.

Visit www.en.nakanishi-inc.jp for more information about Nakanishi Inc. and our business.



3. Basis for calculation of paid-in amount and specific details thereof

In order to eliminate arbitrariness, the amount to be paid in for the Own Share Disposal to each of the Eligible Persons is set at 2,688 JPY, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution (May 13, 2026). This is the market share price immediately prior to the date of the Board of Directors' resolution, and the Company believes that it is reasonable and does not represent a particularly favorable price.

Note: This document is a translation of the original Japanese document and is only for reference purposes. All readers are recommended to refer to the original version in Japanese of the release for complete information.

Source: Nakanishi Inc. www.nakanishi-inc.jp/ir/irnews