確　約　書

DCI Holdings, Inc.（以下「甲」という。）及び**株式会社ナカニシ**（以下「乙」という。）は、株式会社東京証券取引所（以下「東証」という。）の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定に基づき、甲が乙より割当を受け取得する２０２３年９月６日割当予定の乙株式681,900株（以下「本件株式」という。）に関し、以下のとおり確約する。

第１条　甲は、本件株式の割当を受ける日である２０２３年９月６日から２年間において、本件株式の全部又は一部を譲渡した場合には、直ちに、譲渡を受けた者の氏名及び住所、譲渡株式数、譲渡日、譲渡価格、譲渡の理由、譲渡の方法等を、乙に書面により報告する。

２　乙は、甲が前項に掲げる期間において本件株式の譲渡を行った場合には、直ちに、甲の氏名及び住所並びに当該譲渡の内容を東証に書面により報告する。

３　甲は、乙が前項に基づく報告を東証に行うこと及び東証が当該報告の内容を公衆の縦覧に供することに同意する。

第２条　甲は、前条第１項に規定する期間において、乙から請求を受けた場合には、法令に基づく振替口座簿の写しなど、本件株式の所有状況について確認できる書面を乙に提示する。

第３条　甲は、東証の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定の内容について承知し、同規定の定めるところにより、東証に対して乙が負う義務を乙が履行するに当たり、乙が甲に必要な協力を求めた場合には、これに誠実に対応することに同意する。

第４条　甲は、乙が本確約の締結後直ちに東証にその写しを提出すること及び東証がこれを公衆の縦覧に供することに同意する。

以　上

２０２３年9月６日

Allottee:
(Address) 705 S. Springbrook Rd, Newberg, Oregon 97132
(Name) DCI HOLDINGS, INC.

By: _____
Name: John W. Spencer
Title: President

Issuer: 700 Shimohinata, Kanuma, Tochigi 322-8666, Japan
NAKANISHI INC.
Eiichi Nakanishi (seal)



Letter of Commitment

In connection with 681,900 shares (the "Shares") of **NAKANISHI INC.** (the "Issuer") to be allotted on September 6, 2023, and to be allotted to and subscribed for by **DCI Holdings, Inc.** (the "Allottee"), the Allottee and the Issuer hereby agree, pursuant to Article 422 of the Securities Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by Tokyo Stock Exchange, Inc. ("TSE"), as follows:

Article 1

1. Whenever the Allottee transfers all or any part of the Shares to any person for the period of two (2) years from the allotment date of the Shares (i.e., September 6, 2023), the Allottee shall immediately make a written report to the Issuer with respect to the relevant information including, but not limited to, the name(s) and address(es) of the transferee(s), number of the transferred Shares, transfer date, transfer price, reason(s) for transfer and method(s) of transfer.

2. If the Allottee transfers all or any part of the Shares to any person during the period provided in the immediately preceding paragraph, the Issuer shall immediately make a written report to TSE with the name and address of the Allottee and the details of the transfer.

3. The Allottee agrees that the Issuer shall make the above report to TSE and consents to the details of such report being made available by TSE to the public.

Article 2

If requested by the Issuer during the period provided in Paragraph 1 of the immediately preceding article, the Allottee shall present the documents by which the Issuer may confirm the ownership circumstance of the Shares such as a copy of the book-entry account registry under the laws and ordinances.

Article 3

The Allottee shall acknowledge the provisions set forth in Article 422 of the Securities

Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by TSE and agree to sincerely comply if the Issuer requests the Allottee to cooperate as necessary for performance of the duties assumed by the Issuer to TSE under the provisions above.

Article 4

The Allottee agrees that the Issuer shall provide a copy of this Letter of Commitment to TSE immediately after the execution hereof and TSE shall make such copy of this Letter of Commitment available to the public.

End

September 6, 2023

確　約　書

Spencer Management, Inc.（以下「甲」という。）及び**株式会社ナカニシ**（以下「乙」という。）は、株式会社東京証券取引所（以下「東証」という。）の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定に基づき、甲が乙より割当を受け取得する２０２３年９月６日割当予定の乙株式359,400株（以下「本件株式」という。）に関し、以下のとおり確約する。

第１条　甲は、本件株式の割当を受ける日である２０２３年９月６日から２年間において、本件株式の全部又は一部を譲渡した場合には、直ちに、譲渡を受けた者の氏名及び住所、譲渡株式数、譲渡日、譲渡価格、譲渡の理由、譲渡の方法等を、乙に書面により報告する。

２　乙は、甲が前項に掲げる期間において本件株式の譲渡を行った場合には、直ちに、甲の氏名及び住所並びに当該譲渡の内容を東証に書面により報告する。

３　甲は、乙が前項に基づく報告を東証に行うこと及び東証が当該報告の内容を公衆の縦覧に供することに同意する。

第２条　甲は、前条第１項に規定する期間において、乙から請求を受けた場合には、法令に基づく振替口座簿の写しなど、本件株式の所有状況について確認できる書面を乙に提示する。

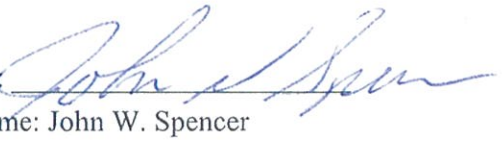
第３条　甲は、東証の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定の内容について承知し、同規定の定めるところにより、東証に対して乙が負う義務を乙が履行するに当たり、乙が甲に必要な協力を求めた場合には、これに誠実に対応することに同意する。

第４条　甲は、乙が本確約の締結後直ちに東証にその写しを提出すること及び東証がこれを公衆の縦覧に供することに同意する。

以　上

２０２３年９月６日

Allottee:
(Address) 705 S. Springbrook Rd, Newberg, Oregon 97132
(Name) Spencer Management, Inc.

By: 
Name: John W. Spencer
Title: President

Issuer: 700 Shimohinata, Kanuma, Tochigi 322-8666, Japan
NAKANISHI INC.
Eiichi Nakanishi (seal)



Letter of Commitment

In connection with 359,400 shares (the "Shares") of **NAKANISHI INC.** (the "Issuer") to be allotted on September 6, 2023, and to be allotted to and subscribed for by **Spencer Management, Inc.** (the "Allottee"), the Allottee and the Issuer hereby agree, pursuant to Article 422 of the Securities Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by Tokyo Stock Exchange, Inc. ("TSE"), as follows:

Article 1

1. Whenever the Allottee transfers all or any part of the Shares to any person for the period of two (2) years from the allotment date of the Shares (i.e., September 6, 2023), the Allottee shall immediately make a written report to the Issuer with respect to the relevant information including, but not limited to, the name(s) and address(es) of the transferee(s), number of the transferred Shares, transfer date, transfer price, reason(s) for transfer and method(s) of transfer.

2. If the Allottee transfers all or any part of the Shares to any person during the period provided in the immediately preceding paragraph, the Issuer shall immediately make a written report to TSE with the name and address of the Allottee and the details of the transfer.

3. The Allottee agrees that the Issuer shall make the above report to TSE and consents to the details of such report being made available by TSE to the public.

Article 2

If requested by the Issuer during the period provided in Paragraph 1 of the immediately preceding article, the Allottee shall present the documents by which the Issuer may confirm the ownership circumstance of the Shares such as a copy of the book-entry account registry under the laws and ordinances.

Article 3

The Allottee shall acknowledge the provisions set forth in Article 422 of the Securities

Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by TSE and agree to sincerely comply if the Issuer requests the Allottee to cooperate as necessary for performance of the duties assumed by the Issuer to TSE under the provisions above.

Article 4

The Allottee agrees that the Issuer shall provide a copy of this Letter of Commitment to TSE immediately after the execution hereof and TSE shall make such copy of this Letter of Commitment available to the public.

End

September 6, 2023

確　約　書

Austin Unsworth（以下「甲」という。）及び**株式会社ナカニシ**（以下「乙」という。）は、株式会社東京証券取引所（以下「東証」という。）の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定に基づき、甲が乙より割当を受け取得する２０２３年９月６日割当予定の乙株式31,500株（以下「本件株式」という。）に関し、以下のとおり確約する。

第１条　甲は、本件株式の割当を受ける日である２０２３年９月６日から２年間において、本件株式の全部又は一部を譲渡した場合には、直ちに、譲渡を受けた者の氏名及び住所、譲渡株式数、譲渡日、譲渡価格、譲渡の理由、譲渡の方法等を、乙に書面により報告する。

２　乙は、甲が前項に掲げる期間において本件株式の譲渡を行った場合には、直ちに、甲の氏名及び住所並びに当該譲渡の内容を東証に書面により報告する。

３　甲は、乙が前項に基づく報告を東証に行うこと及び東証が当該報告の内容を公衆の縦覧に供することに同意する。

第２条　甲は、前条第１項に規定する期間において、乙から請求を受けた場合には、法令に基づく振替口座簿の写しなど、本件株式の所有状況について確認できる書面を乙に提示する。

第３条　甲は、東証の定める上場規程第４２２条及び施行規則第２編第４章第２節第２款の規定の内容について承知し、同規定の定めるところにより、東証に対して乙が負う義務を乙が履行するに当たり、乙が甲に必要な協力を求めた場合には、これに誠実に対応することに同意する。

第４条　甲は、乙が本確約の締結後直ちに東証にその写しを提出すること及び東証がこれを公衆の縦覧に供することに同意する。

以　上

２０２３年9月６日

Allottee:

(Address) [redacted] South Carolina, United State of America

(Name) Austin Unsworth

Austin Unsworth

Issuer: 700 Shimohinata, Kanuma, Tochigi 322-8666, Japan
NAKANISHI INC.
Eiichi Nakanishi (seal)

Letter of Commitment

In connection with 31,500 shares (the "Shares") of **NAKANISHI INC.** (the "Issuer") to be allotted on September 6, 2023, and to be allotted to and subscribed for by **Austin Unsworth** (the "Allottee"), the Allottee and the Issuer hereby agree, pursuant to Article 422 of the Securities Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by Tokyo Stock Exchange, Inc. ("TSE"), as follows:

Article 1

1. Whenever the Allottee transfers all or any part of the Shares to any person for the period of two (2) years from the allotment date of the Shares (i.e., September 6, 2023), the Allottee shall immediately make a written report to the Issuer with respect to the relevant information including, but not limited to, the name(s) and address(es) of the transferee(s), number of the transferred Shares, transfer date, transfer price, reason(s) for transfer and method(s) of transfer.

2. If the Allottee transfers all or any part of the Shares to any person during the period provided in the immediately preceding paragraph, the Issuer shall immediately make a written report to TSE with the name and address of the Allottee and the details of the transfer.

3. The Allottee agrees that the Issuer shall make the above report to TSE and consents to the details of such report being made available by TSE to the public.

Article 2

If requested by the Issuer during the period provided in Paragraph 1 of the immediately preceding article, the Allottee shall present the documents by which the Issuer may confirm the ownership circumstance of the Shares such as a copy of the book-entry account registry under the laws and ordinances.

Article 3

The Allottee shall acknowledge the provisions set forth in Article 422 of the Securities

Listing Regulations and Part 2, Chapter 4, Section 2, Sub-section 2 of the Enforcement Rules for Securities Listing Regulations prescribed by TSE and agree to sincerely comply if the Issuer requests the Allottee to cooperate as necessary for performance of the duties assumed by the Issuer to TSE under the provisions above.

Article 4

The Allottee agrees that the Issuer shall provide a copy of this Letter of Commitment to TSE immediately after the execution hereof and TSE shall make such copy of this Letter of Commitment available to the public.

End

September 6, 2023