



January 29, 2026

Company Name:	NGK INSULATORS, LTD.
Listing Code:	5333
Stock Exchange Listings:	Tokyo and Nagoya
Representative:	President Shigeru Kobayashi (Mr.)
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**(Cancellation of the Disclosure Matter) Notice Concerning Termination of Agreement
Pertaining to Acquisition of Shares in the Germany Company Deutsche KNM GmbH**

As announced in the press release titled “Notice Concerning Acquisition of Shares in the Germany Company Deutsche KNM GmbH” dated February 27, 2025, NGK INSULATORS, LTD. (the “Company”) had entered into an agreement (the “Agreement”) to acquire all shares of Deutsche KNM GmbH, a holding company of Borsig GmbH which engages in manufacturing and sales of such as process heat exchangers and membrane systems (the “Share Acquisition”). However, at a Board of Directors meeting held today, the Company resolved to terminate the Agreement and hereby provide notice as follows.

1. Reason for termination

Since entering into the Agreement, the Company had been preparing for the consummation of the Share Acquisition. However, KNM Group Berhad (“KNMG”), which is the wholly owning parent company of KNM Process Systems Sdn Bhd (“KNMPS”), the counterparty to this Agreement, and which was listed on Bursa Malaysia Securities Berhad (“Bursa Malaysia”) at the time of the execution of the Agreement, failed to obtain approval from Bursa Malaysia for its regularisation plan, which was one of the conditions precedent to the consummation of the Share Acquisition. As a result, in accordance with the rules of Bursa Malaysia, KNMG was delisted from Bursa Malaysia on November 5, 2025. Due to a series of related events, the conditions precedent to the consummation of the Share Acquisition as set forth in the Agreement were not satisfied, and an event entitling the Company to terminate the Agreement (i.e., failure to consummate the Share Acquisition by November 26, 2025, the long-stop date of the Share Acquisition) occurred.

While consulting with KNMPS, the Company has assessed the impact of the failure to satisfy the conditions precedent to the consummation of the Share Acquisition and has considered various possibilities (including pursuing the consummation of the Share Acquisition by waiving such conditions precedent). However, taking into account all relevant circumstances, the Board of Directors decided today not to consummate the Share Acquisition and to terminate the Agreement.

2. Future outlook

The consolidated earnings forecast for the fiscal year ending March 31, 2026, disclosed in the “Consolidated Financial Results for the Six Months Ended September 30, 2025 [Japanese GAAP]” dated October 31, 2025, did not incorporate any impact pertaining to the Share Acquisition. Accordingly, the termination of the Agreement is expected to have no impact on the Company’s consolidated earnings forecast.