

October 13, 2004

### Secondary Offering of Our Shares

NGK Spark Plug Co.,Ltd.(the “Company”) has resolved at a meeting of the Board of Directors held on October 13, 2004 in connection with the secondary offering of its shares. Brief details of the resolution are outlined below. The purpose of this offering is to expand individual shareholders, and this offering is for domestic investors.

#### 1 . Secondary offering by way of underwriting by underwriters

(1) Number of shares to be offered and sold :

6,200,000 shares of common stock of the Company

(2) Selling shareholders and number of shares to be sold:

<u>Name</u>	<u>Number of shares to be sold</u>
The Bank of Tokyo-Mitsubishi,Ltd	2,400,000 shares
Meiji Yasuda Life Insurance Company	1,600,000 shares
Nippon Life Insurance Company	1,200,000 shares
The Mitsubishi Trust and Banking Corporation	1,000,000 shares

(3) Offer price :

The Offer price shall be determined on any date between Thursday, October 21 through Wednesday, October 27, 2004 (the “Offer Price Determination Date”).

(4) Method of secondary offering:

All Shares for offer shall be underwritten jointly by Nomura Securities Co.,Ltd, Mitsubishi Securities Co., Ltd., Daiwa Securities SMBC Co., Ltd., and Nikko Citigroup Securities Co., Ltd.

The amount received by an underwriter is the total amount of offer price minus the underwriting price paid by the underwriter to selling shareholders.

(5) Subscription period :

Expected to be for three (3) business days following the Offer Price Determination Date.

- (6) Delivery date:  
Expected to be the seventh (7<sup>th</sup>) business day following the Offer Price Determination Date.
- (7) Subscription money:  
Same as the Offer price per share.
- (8) Unit of offering:  
1,000 shares.
- (9) The President & Representative Director of the Company shall be entrusted to take all necessary action pertaining to secondary offering by way of underwriting by underwriters and secondary offering by way of over-allotment (“these offering”), including determination of specific offer prices, subscription periods, and delivery dates of these offering.
- (10) A Security Registration Notice concerning these offering was submitted on October 13, 2004 in accordance with the Securities and Exchange Law of Japan.

## 2 . Secondary offering by way of over-allotment

- (1) Number of shares to be offered and sold :  
Up to 600,000 shares of common stock of the Company
- The above maximum number of shares to be sold may decrease or the offering of shares by way of over-allotment option itself may be ceased due to market demand. Therefore, the exact number of shares to be sold will be determined on the Offer Price Determination Date.
- (2) Selling shareholder :  
Nomura Securities Co.,Ltd
- (3) Offer Price:  
Undetermined (The offer price shall be identical to the offer price set forth in 1.(3) above, and determined on the Offer Price Determination Date.)
- (4) Method of secondary offering

Taking into account of market demand for the Company's common shares to be sold by way of underwriting by the underwriters, Nomura Securities Co.,Ltd.shall sell the Company's common shares borrowed from the Company's shareholders.

(5) Subscription period :

Identical to the subscription period for secondary offering by way of underwriting by underwriters set forth in 1.(5) above.

(6) Delivery date :

Identical to the delivery date for secondary offering by way of underwriting by underwriters set forth in 1.(6) above.

(7) Subscription money :

Identical to the subscription money for secondary offering by way of underwriting by underwriters set forth in 1.(7) above.

(8) Unit of offering:

1,000 shares.

< Supplementary Information >

1 . The purpose of the secondary offering

The purpose of this secondary offering is to improve the balance of stock distribution and liquidity of shares of the Company in the stock market.

2 . Secondary offering by way of over-allotment

Apart from the secondary offering by way of underwriting by underwriters, the secondary offering by way of over-allotment will be conducted by Nomura Securities Co.,Ltd., which will borrow the Company's common stocks from the Company's shareholder(s) (the "Borrowed Stocks"), along with and taking into account market demand for the Company's stocks. In connection with this, Nomura Securities Co.,Ltd.will be granted the right to acquire up to 600,000 additional shares of common stock of the Company (the "Greenshoe Option") by the above-mentioned shareholders. The exercise period for the Greenshoe Option will commence on the above-mentioned delivery date and will end on the 30<sup>th</sup> day counted from the final day of the above-mentioned subscription period. (If the 30<sup>th</sup> day falls on a non-business day, the exercise

period will end on the last business day before the 30<sup>th</sup> day.)

Additionally, for the purpose of returning the Borrowed Stocks, Nomura Securities Co., Ltd. may purchase the Company's common stocks (the "Syndicate Covering Transaction") up to the number of shares regarding the secondary offering by way of over-allotment on the Tokyo Stock Exchange, for the period commencing the day following the end of the above-mentioned subscription period until three business days before the end of the above exercise period for the Greenshoe Option (the "Syndicate Covering Period"). During the Syndicate Covering Period, Nomura Securities Co., Ltd. may judge not to conduct Syndicate Covering Transactions at all or may conclude Syndicate Covering Transactions before reaching the maximum number of shares to be purchased.

**Note: This press release has been prepared for the purpose of an announcement to the public, not for representing solicitation to purchase securities. When making an investment, please refer to the prospectus for secondary offering (and amendments), prepared by the Company for your judgment.**