

URL : <http://www.ngkntk.co.jp>
Stock listing : Tokyo 1st section, Nagoya 1st section
Code number : 5334
Head office : 14-18 Takatsuji-cho, Mizuho-ku, Nagoya, Aichi, Japan, 467-8525
Representative : Norio Kato, President

Secondary Offering of Our Shares

We, as NGK SPARK PLUG CO., LTD. (the “Company”) has resolved at a meeting of the Board of Directors held on February 28, 2011 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:

4,350,000 shares of common stock of the Company

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

Name	Number of shares to be sold
Sompo Japan Insurance Inc.	2,000,000 shares
Tokyo Marine & Nichido Fire Insurance Co., Ltd.	1,600,000 shares
The Bank of Tokyo–Mitsubishi UFJ, Ltd.	390,000 shares
Mitsubishi UFJ Trust and Banking Corporation	360,000 shares

(3) Offer price:

The Offer price shall be determined on any date between Monday, March 7 through Thursday, March 10, 2011 (the “Offer Price Determination Date”).

(4) Method of secondary offering:

All Shares for offer shall be underwritten jointly by Nomura Securities Co., Ltd., Mitsubishi UFJ Morgan Stanley.

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 two business days following the Offer Price Determination Date.

(6) Delivery date:

Expected to be the sixth 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.

2. Secondary offering by way of over-allotment

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

Up to 650,000 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 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 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.

(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.

<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 and other matters

Secondary offering by way of over-allotment is a secondary offering to be made in relation to secondary offering by way of underwriting by underwriters for shares of common stock of the Company, in a number not exceeding 650,000 shares, that will be borrowed by Nomura Securities Co., Ltd., the Lead Manager of secondary offering by way of underwriting by underwriters, from certain shareholders of the Company, taking into account market demand. The number of shares to be offered in secondary offering by way of over-allotment is scheduled to be 650,000 shares; however, this is the maximum number of shares to be sold, and such number may be decreased, or secondary offering by way of over-allotment may be cancelled entirely, depending on market demand.

If secondary offering by way of over-allotment is to be conducted, apart from shares to be sold in secondary offering by way of underwriting by underwriters, Nomura Securities Co., Ltd. will be granted by the above-mentioned shareholders the right to acquire additional shares of common stock of the Company (the "Greenshoe Option") up to the limit of shares to be sold in secondary offering by way of over-allotment. The exercise period of the Greenshoe Option will commence from the delivery date in respect of secondary offering by way of underwriting by underwriters and secondary offering by way of over-allotment and end on Thursday, March 24, 2011.

Nomura Securities Co., Ltd. may also purchase shares of common stock of the Company (the "Syndicate Cover Transactions") on the Tokyo Stock Exchange, up to the number of shares to be sold in secondary offering by way of over-allotment, for the purpose of returning the shares borrowed from certain shareholders of the Company (the "Borrowed Shares"). Such Syndicate Cover Transactions would be made during the period from the day immediately following the last day of the subscription period for secondary offering by way of underwriting by underwriters and secondary offering by way of over-allotment to Friday, March 18, 2011 (the "Syndicate Cover Transaction Period"). All of the shares of common stock of the Company purchased by Nomura Securities Co., Ltd. during the Syndicate Cover Transaction Period will be used to return Borrowed Shares. During the Syndicate Cover Transaction Period, Nomura Securities Co., Ltd. may decide not to conduct any Syndicate Cover Transaction or may decide to terminate the Syndicate Cover Transactions before the number of shares purchased reaches the number of shares sold in secondary offering by way of over-allotment.

Nomura Securities Co., Ltd. may conduct stabilizing transactions along with secondary offering by way of underwriting by underwriters and secondary offering by way of over-allotment. The shares of common stock of the Company purchased through such stabilizing transactions may be used, in whole or in part, to return the Borrowed Shares.

Any Borrowed Shares remaining after allocation of the shares purchased by the Syndicate Cover Transactions and stabilization transactions for returning may be returned by exercise of the Greenshoe Option by Nomura Securities Co., Ltd..

3. Lock-up

In relation to secondary offering by way of underwriting by underwriters, Sompo Japan Insurance Inc., Tokyo Marine & Nichido Fire Insurance Co., Ltd., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Mitsubishi UFJ Trust and Banking Corporation as sellers have agreed with Nomura Securities Co., Ltd. not to sell shares of the Company, etc. (excluding secondary offering by way of underwriting by underwriters, or the sale or transfer of shares to the trust assets of specified stock investment trusts, the sale or transfer of shares by way of reserve account, trust account or special account, or the sale or transfer of shares which the sellers hold as collateral or which the collateral providers have pledged as collateral, etc.) during the period commencing on the Determination Date and ending on the 90th day after the delivery date for secondary offering by way of underwriting by underwriters (the “Lockup Period”) without Nomura Securities Co., Ltd.’ prior written consent.

Moreover, the Company has agreed with Nomura Securities Co., Ltd. not to issue shares of the Company, issue securities that can be converted to or exchanged for shares of the Company, or issue any other securities that represent the right to acquire or receive shares of the Company, etc. (excluding the issuance of new shares of the Company by way of stock split, etc.) during the Lockup Period without Nomura Securities Co., Ltd.’ prior written consent.

In relation to any of the above, Nomura Securities Co., Ltd. have the authority to waive apart or all of the conditions of that agreement during the Lockup Period at their own discretion.

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 prospects for secondary offering (and amendments), prepared by the Company for your judgment.