

February 24, 2015

Company Name: NGK SPARK PLUG CO., LTD.
Representative: Shinichi Odo, President and CEO
Securities Code: 5334
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Notice of Acquisition (Subsidiary) of all NIHON CERATEC's shares

Nagoya, February 24, 2015 —NGK SPARK PLUG CO., LTD. (President and CEO: Shinichi Odo, Headquarters: Nagoya, hereafter NGK SPARK PLUG) announces today that we decided to acquire all shares of NIHON CERATEC Co., Ltd. (hereafter CERATEC) and CERATEC to be a subsidiary of NGK SPARK PLUG at our Board of Directors meeting.

1. Reasons for the Acquisition of all Shares

We have grown our Automotive Components businesses as our core, especially the spark plugs. High-quality and high-performance products have been delivered to customers around the world. Along with expanding its business, we have built a position of world's top share. With the aim of further development, we have invested product facilities for the 1 billion pieces of spark plugs per year towards 2020.

On the other hand, in our Technical Ceramics businesses, we are now promoting the "selection and concentration" of its businesses. We are now promoting the optimal allocation of our management resources, that is, determining which businesses should be withdrew or restructured and which businesses should be invested for growth.

CERATEC has strengths and advantage of its high-precision products processing technology, adjusting to the small production and offering broad services from processing to spraying and washing in the semiconductor manufacturing equipment parts, which we plan to expand. Their major customers are leading semiconductor equipment manufacturers. For further development, CERATEC has been considering to strengthen the support system both for existing and potential customers.

NGK SPARK PLUG is able to use high-precision products processing technology and take advantage of cost competitiveness in the small production which CERATEC has. CERATEC is able to use our global sales network and strengthen the support system both for existing and potential customers. There are many synergies, so that NGK SPARK PLUG has decided to acquire all the shares of CERATEC.

2. Overview of the Subsidiary to be Transferred

1)	Company Name	NIHON CERATEC CO., LTD.		
2)	Location	3-5 Akedori, Izumi-ku , Sendai, Miyagi 981-3292 , Japan		
3)	President	Shiro Moriyama		
4)	Business	Development, manufacturing and sales, also for cleaning and regeneration of structural ceramics as well as various applying products. Development, manufacturing and sales of piezoelectric ceramics, as well as various applying products.		
5)	Capital	4,826 million yen (As of March 31, 2014)		
6)	Establishment	July 7,1987		
7)	Major Shareholder and Shareholding Ratio	TAIHEIYO CEMENT CORPORATION 100.0%		
8)	Relationship between the Listed Company and the Company	Capital	There is no capital relationship that should be disclosed.	
		Human Resources	There is no HR relationship that should be disclosed.	
		Sales	There is no sales relationship that should be disclosed.	
9)	Operating Results and Financial Condition of the Recent Three Years of the Company (*1)			
	Accounting Term (From April 1 to March 31)	FY 2012	FY 2013	FY 2014
	Net Assets	1,750 million yen	513 million yen	1,350 million yen
	Total Assets	16,107 million yen	13,348 million yen	10,395 million yen
	Net Assets Per Share	11,779.67 yen	3,457.10 yen	6,800.71 yen
	Sales	8,670 million yen	6,580 million yen	9,403 million yen
	Operating Profit	137 million yen	-649 million yen	886 million yen
	Ordinary Profit	48 million yen	-740 million yen	853 million yen
	Net Profit for FY	67 million yen	-1,236 million yen	-1,690 million yen
	Net Income Per Share	480.98 yen	-8,322.56 yen	-11,365.89 yen
	Dividend	—	—	—

(*1) The company has no consolidated index and use the non-consolidated index.

3. Overview of Counterparty in the Share Acquisition

1)	Company Name	TAIHEIYO CEMENT CORPORATION																					
2)	Location	Daiba Garden City Building, 2-3-5 Daiba, Minato-ku, Tokyo, Japan																					
3)	President	Shuji Fukuda																					
4)	Business (As of June 30, 2014)	Cement, mineral resources, environmental, construction materials, and other businesses																					
5)	Capital	86,174 million yen (As of March 31, 2014)																					
6)	Establishment	May 1881																					
7)	Net Assets (Consolidated)	273,312 million yen (As of March 31, 2014)																					
8)	Total Assets (Consolidated)	1,015,564 million yen (As of March 31, 2014)																					
9)	Major Shareholder and Shareholding Ratio	<table border="0"> <tr> <td>Japan Trustee Services Bank, Ltd. (account in trust)</td> <td>7.51%</td> </tr> <tr> <td>The Master Trust Bank of Japan, Ltd. (account in trust)</td> <td>5.30%</td> </tr> <tr> <td>State Street Bank & Trust Company 510071</td> <td>4.66%</td> </tr> <tr> <td>Mizuho Bank Ltd.</td> <td>1.91%</td> </tr> <tr> <td>HSBC-FUND SERVICES BANK NEGARA MALAYSIA-EQUITY</td> <td>1.66%</td> </tr> <tr> <td>State Street Bank & Trust Company 505225</td> <td>1.51%</td> </tr> <tr> <td>CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW</td> <td>1.25%</td> </tr> <tr> <td>Meiji Yasuda Life Insurance Company</td> <td>1.23%</td> </tr> <tr> <td>Sumitomo Mitsui Banking Corporation</td> <td>1.21%</td> </tr> <tr> <td>MORGAN STANLEY & CO. LLC</td> <td>1.20%</td> </tr> </table>		Japan Trustee Services Bank, Ltd. (account in trust)	7.51%	The Master Trust Bank of Japan, Ltd. (account in trust)	5.30%	State Street Bank & Trust Company 510071	4.66%	Mizuho Bank Ltd.	1.91%	HSBC-FUND SERVICES BANK NEGARA MALAYSIA-EQUITY	1.66%	State Street Bank & Trust Company 505225	1.51%	CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW	1.25%	Meiji Yasuda Life Insurance Company	1.23%	Sumitomo Mitsui Banking Corporation	1.21%	MORGAN STANLEY & CO. LLC	1.20%
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10)	Relationship between the Listed company and the company	Capital	There is no capital relationship that should be disclosed.																				
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		Sales	There is no sales relationship that should be disclosed.																				
		Status to related parties	There is no information that should be disclosed.																				

4. The Number of Acquisition Shares and the Status of Shares before and after the Acquisition

1)	Number of shares before change	0 (Number of Voting Rights : 0) (Voting Rights Ratio : 0.0 %)
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2)	Number of shares Acquired shares	198,622 shares (Number of Voting Rights : 198,622)
3)	Acquisition cost	7,300 million yen
4)	Number of shares after change	198,622shares (Number of Voting Rights : 198,622) (Voting Rights Ratio : 100.0 %)

(*2)NGK SPARK PLUG obtains all the shares of NIHON CERATEC from the acquisition, and the Company will own NIHON CERATEC as a subsidiary.

The number of shares and voting rights might be changed at the final decision.

5. Schedule

1)	Resolution of the Board of Directors Date	February 24, 2015
2)	Agreement Date	February 24, 2015
3)	Execution Date of Share Transfer	April 1, 2015 (Planned)

6. Outlook

There is no impact on the current fiscal year of our consolidated financial results regarding this acquisition of shares. Regarding the impact on the future consolidated results, we will inform you accordingly.