

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 115th Ordinary General Meeting of Shareholders of NGK SPARK PLUG CO., LTD. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 5334)

June 4, 2015

Dear Shareholders

Shinichi Odo  
President and Chief Executive Officer  
**NGK SPARK PLUG CO., LTD.**  
14-18, Takatsuji-cho, Mizuho-ku, Nagoya

## **NOTICE OF CONVOCAATION OF THE 115th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 115th Ordinary General Meeting of Shareholders of NGK SPARK PLUG CO., LTD. (the “Company”), to be held as follows.

**If you are unable to attend the meeting, you may otherwise exercise your voting rights in writing or via the Internet. Please read the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below. You are requested to exercise your Voting Rights before 5:00 p.m., on Thursday, June 25, 2015.**

- 1. Time and Date:** 10:00 a.m., Friday, June 26, 2015
- 2. Place:** 7F The Grand Court, ANA CROWNE PLAZA Hotel Grand Court Nagoya  
1-1-1 Kanayama-cho, Naka-ku, Nagoya

**3. Objectives of the Meeting:**

- Reports:**
1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for Fiscal 2014 (From April 1, 2014, to March 31, 2015)
  2. Reports on Non-Consolidated Financial Statements for Fiscal 2014 (From April 1, 2014, to March 31, 2015)

**Agenda:**

- Proposal No.1:** Election of Ten (10) Directors
- Proposal No.2:** Election of One (1) Corporate Auditor

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◎If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company’s Web site.

[\(http://www.ngkntk.co.jp/\)](http://www.ngkntk.co.jp/)

## REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Proposal and Items of Reference

#### Proposal No.1: Election of Ten (10) Directors

As the term of office of the current eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders, we propose the election of ten (10) Directors, including two (2) candidates for Outside Director. In 2010, the Company announced “The Evolution of NGK Spark Plug,” a plan focusing on the Company’s ideals for ten years in the future. The plan is based on the steps of “Delving > Renovating > Evolving,” with each step lasting three years. The Company’s aim is to become a distinguished *monozukuri* company, which holds an unshakeable position as No.1 in delivering products with value to our customers around the world, a highly profitable company, a progressive company, and a personnel “assets” company, and in 2020, to provide “Real Value” to all our stakeholders.

Fiscal 2015 marks the third and final fiscal year of the plan’s “Renovating” phase. Now, heading up to the three years of the final “Evolving” phase and the 2020 vision, in the Automotive Components Business we will work toward achieving further growth through aggressive investment that addresses growing demand in emerging markets, while in the Technical Ceramics Business, take steps that entail forging ahead in restructuring operations and eliminating businesses with negative earnings through a business “selection and concentration” approach, while also tackling challenges in creating pivotal new products for the next generation. In conjunction with the aim of expediting these initiatives, the Company hereby requests the appointment of ten (10) Directors in total, which includes two (2) new Director candidates who are managing officers in charge of the Automotive Components Group, Technical Ceramics Group and Engineering R&D Group.

The candidates for Director are as follows:

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
1	Shinichi Odo (April 3, 1954)	<p>Apr 1977 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2003 General Manager of Overseas Aftermarket Sales &amp; Marketing Dept., Sales and Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Jul 2005 President, NGK Spark Plugs (U.S.A.), Inc.</p> <p>Jun 2007 Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2010 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Representative Director and President, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>Apr 2012 President and Chief Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments)</p> <p>Overall control of Corporate Planning Dept.</p>	13,387 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
2	Takafumi Oshima (January 30, 1954)	<p>Apr 1979 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2004 General Manager of Sensor Engineering Dept. 1, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Oct 2006 General Manager of Spark Plug Engineering Dept., Spark Plug Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2007 Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2009 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Member of the Board (Senior Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2013 Member of the Board Executive Vice President, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2013 Representative Director, Executive Vice President, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Assistant to the president, Overall control of Engineering R&amp;D Group, Production Engineering • MONODUKURI Group, New Business Advancement Group, Fuel Cell Business Group, Corporate Quality Control Dept.</p>	14,277 shares
3	Shinji Shibagaki (December 24, 1953)	<p>Apr 1977 Joined NGK SPARK PLUG CO., LTD.</p> <p>Oct 2003 General Manager of Accounting &amp; Finance Dept., NGK SPARK PLUG CO., LTD.</p> <p>Apr 2007 President, NGK Spark Plugs (U.S.A.) Holding, Inc. (up to the present)</p> <p>Jun 2007 Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2010 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Member of the Board (Senior Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2013 Member of the Board Executive Vice President, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2013 Representative Director, Executive Vice President, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Assistant to the president, Overall control of CSR Promotion Office, Internal Auditing Office, Public Relations Office, Corporate Administration Group (Significant Positions Concurrently Held) President, NGK Spark Plugs (U.S.A.) Holding, Inc.</p>	18,908 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
4	Shogo Kawajiri (December 17, 1954)	<p>Apr 1979 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2004 General Manager of Quality Assurance Dept., Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Feb 2005 General Manager of Quality Assurance Dept., NGK SPARK PLUG CO., LTD.</p> <p>Jun 2007 General Manager of Fine Ceramics Div., Technical Ceramics Group, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2008 Deputy General Manager of Semiconductor Components Div., Communication Media Components Group, Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Member of the Board Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2013 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2014 Member of the Board Vice President, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Member of the Board Vice President / Automotive Components Group and Technical Ceramics Group</p>	13,244 shares
5	Takeshi Nakagawa (September 20, 1956)	<p>Apr 1979 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2007 General Manager, Purchasing Dept., NGK SPARK PLUG CO., LTD.</p> <p>Jun 2008 Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Member of the Board (Managing Director), NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Member of the Board Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2013 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Member of the Board Senior Managing Officer / Corporate Administration Group and Procurement Group</p>	11,920 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
6	Teppei Okawa (July 11, 1955)	<p>Apr 1981 Joined NGK SPARK PLUG CO., LTD.</p> <p>Oct 2006 General Manager of Technical Control, Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2007 General Manager of Planning Dept., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2009 General Manager of New Mission-Critical System, Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2010 General Manager of SCM, Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Feb 2011 General Manager of Procurement Dept., Procurement Group, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2011 Member of the Board, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Member of the Board Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2012 Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Jun 2013 Member of the Board Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2014 Member of the Board Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2015 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) In charge of Corporate Planning Dept. and New Business Advancement Group</p>	6,437 Shares
7	<div>New Candidate</div> <p>Masahiko Okuyama (February 24, 1957)</p>	<p>Apr 1981 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2006 General Manager of Research Dept. II, R&amp;D Group, NGK SPARK PLUG CO., LTD.</p> <p>Jul 2011 Senior General Manager of R&amp;D Center, Engineering R&amp;D Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Senior General Manager of Engineering R&amp;D Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2013 Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2014 Managing Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Managing Officer / Engineering R&amp;D Group</p>	5,076 shares
8	<div>New Candidate</div> <p>Takeshi Kawai (October 13, 1962)</p>	<p>Apr 1987 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb 2011 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2012 Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr 2015 Managing Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) Managing Officer / Sparkplug Div. and Sensor Div., Automotive Components Group, in charge of i project, Technical Ceramics Group</p>	1,315 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
9	<div>Candidate for Outside Director</div> <p>Morihiko Otaki (June 11, 1954)</p>	<p>Aug 1996 President and CEO, Johnson &amp; Johnson K.K. Vision Care Company</p> <p>Aug 2011 Vice Chairman, Director, Pasona Inc. (up to the present)</p> <p>Jun 2013 Member of the Board, NGK SPARK PLUG CO., LTD.(up to the present)</p> <p>(Significant Positions Concurrently Held) Vice Chairman, Director, Pasona Inc.</p>	724 Shares
10	<div>Candidate for Outside Director</div> <p>Kanemaru Yasui (February 22, 1951)</p>	<p>Mar 1981 Registered as certified public accountant</p> <p>Apr 1999 Partner, Chuo Audit Corporation</p> <p>Sep 2006 Partner, Misuzu Audit Corporation</p> <p>Aug 2007 Partner, AZSA &amp; Co. (currently KPMG AZSA LLC.)</p> <p>Jun 2008 Managing Partner, Director of Nagoya Branch, AZSA &amp; Co. (currently KPMG AZSA LLC.)</p> <p>Jul 2013 Director, Yasui Certified Public Accountant Office(up to the present)</p> <p>June 2014 Member of the Board, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Significant Positions Concurrently Held) Outside Director, NICHIIHA Corporation</p>	26 shares

Notes:

- Each candidate for Director has no special interest in the Company.
- The number of Shares of the Company each candidate holds includes the shares that each candidate holds in NGK SPARK PLUG under officer stock ownership.
- Details about candidate for Outside Director are as follows.

(1) Morihiko Otaki and Kanemaru Yasui are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.

(2) Reason for appointment as a candidate for Outside Director

**【Morihiko Otaki】**

The Company has selected Mr. Otaki as a candidate for Outside Director in the expectation that his extensive experience with global companies and his keen insight as a business operator will be valuable assets in his advice to the Company's management team and supervising of the team's work. Please note that the period of appointment since Mr. Otaki assumed the position of Outside Director of the Company will be 2 years as of the conclusion of this General Meeting of Shareholders.

**【Kanemaru Yasui】**

The Company has selected Mr. Yasui as a candidate for Outside Director in the expectation that his expert knowledge and experience accumulated over many years as a certified public accountant will be valuable assets in his advice to the Company's management team and supervising of the team's work. Although Mr. Yasui has not contributed to corporate management in a capacity other than outside director and outside corporate auditor, for the reasons above, the Company has determined that he will be able to appropriately fulfill the duties of Outside Director. Please note that the period of appointment since Mr. Yasui assumed the position of Outside Director of the Company will be 1 year as of the conclusion of this General Meeting of Shareholders.

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(3) Regarding the independence of candidates for Outside Director

**【Morihiro Otaki】**

Mr. Otaki serves as vice chairman of Pasona Inc., which maintains business relations with the Company involving personnel placement services. However, we deem that his independence is sufficiently assured given that the Company's business with Pasona accounts for an extremely small percentage of Pasona sales (less than 0.01%). Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as independent director, upon approval of his re-election.

**【Kanemaru Yasui】**

Mr. Yasui has an employment background with KPMG AZSA LLC, the auditing firm of the Company, and from April 1993 to March 2005 was involved in accounting audits of the Company. However, over 9 years have passed following his involvement in audits of the Company, and it has been 2 years since his retirement from the aforementioned auditing firm. Moreover, that auditing firm conducts accounting audits of the Company from an independent standpoint, as stipulated by law; furthermore, payments by the Company to the auditing firm account for an extremely small percentage of the total remuneration of the auditing firm (less than 0.1%). In addition, at present there is no business or capital relationship between the Company and Yasui Certified Public Accountant Office, where Mr. Yasui currently serves as Director. As such, the independence of Mr. Yasui has been sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as independent director, upon approval of his re-election.

(4) Johnson & Johnson K.K. Vision Care Company, of which Mr. Otaki worked as President and CEO, was served by the Japan Fair Trade Commission with a cease and desist order targeting sales of the company's products, effective December 1, 2010, for violation of Act on Prohibition of Private Monopolization and Maintenance of Fair Trade. Mr. Otaki, accepting the relevant facts in earnest, worked to prevent recurrence by constructing systems for detailed and thorough employee training and cooperation with the company's legal department to ensure legal compliance.

(5) In August 2014, the Company concluded a plea agreement with the United States Department of Justice involving payment of a fine based on charges that the Company violated antitrust laws in connection with some sales of automotive spark plugs and oxygen sensors. Also in South Korea in March 2015, Korea Fair Trade Commission (KFTC) announced that the Company had committed acts in violation of the Articles under Monopoly Regulation and Fair Trade Act in Korea, and thus, KFTC would impose fines on the Company. The Company considers compliance with laws and regulations as an essential task for its management. In that regard, Morihiro Otaki and Kanemaru Yasui, both Outside Directors, have made clear statements on the importance of compliance with laws and regulations to pursue strict compliance at the Board of Directors and other meetings.

Even after the occurrence of the aforementioned incidents, both of the Outside Directors have fulfilled their responsibilities by making clear statements to eliminate any violation of Antimonopoly Act including overseas competition laws, upgrade the group-wide framework to ensure compliance, and promote activities under such framework, in addition to their previous statements on compliance.

(6) In order that the Outside Directors may perform the roles expected of them, the Company has established rules in accordance with prescriptions of Article 28 of the Articles of Incorporation, enabling the conclusion of liability limitation agreement with Outside Directors, which limits Outside Directors' compensation for damages to the minimum liability amount established by laws and regulations pursuant to the provisions of Article 427, Paragraph 1. of the Companies Act.

Mr. Otaki and Mr. Yasui have already concluded a liability limitation agreement with the Company, and upon approval of their re-election as Outside Directors, the Company intends to continue this agreement with Mr. Otaki and Mr. Yasui.

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**Proposal No.2: Election of One (1) Corporate Auditor**

As the term of office of the current Corporate Auditor, Masami Asai will expire at the conclusion of this General Meeting of Shareholders, we propose the election of one (1) Corporate Auditor.

This Proposal has been approved in advance by the Board of Corporate Auditors.

The candidate for Corporate Auditor is as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held		Number of Shares Held
<div>New Candidate</div> <p>Fumio Mizuno (January 16, 1957)</p>	Apr 1981	Joined NGK SPARK PLUG CO., LTD.	3,000 shares
	Feb 2006	General Manager of Production Dept. I , Semiconductor Components Div., Communication Media Components Group, NGK SPARK PLUG CO., LTD.	
	Jun 2009	General Manager of Production Dept., Ceramics Package Div., Communication Media Components Group, NGK SPARK PLUG CO., LTD.	
	Apr 2011	President, NTK Ceramic Co., Ltd.	
	Jul 2011	Senior General Manager, NGK SPARK PLUG CO., LTD.(up to the present)	
	Apr 2013	Senior General Manager of Semiconductor Div., Technical Ceramics Group, NGK SPARK PLUG CO., LTD.	
	Apr 2015	Senior General Manager of Corporate Administration Group, NGK SPARK PLUG CO., LTD. (up to the present)	

Notes: Candidate for Corporate Auditor has no special interest in the Company.