

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 119th 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 3, 2019

Dear Shareholders

Shinichi Odo
Representative Director and Chairman of
the Board, Chief Executive Officer

NGK SPARK PLUG CO., LTD.
14-18, Takatsuji-cho, Mizuho-ku, Nagoya

NOTICE OF CONVOCAION OF THE 119th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 119th 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 Monday, June 24, 2019.

- 1. Time and Date:** 10:00 a.m., Tuesday, June 25, 2019
2. Place: 3F Nago, Nagoya Kanko Hotel
1-19-30, Nishiki, 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 Audit & Supervisory Board for Fiscal 2018 (From April 1, 2018, to March 31, 2019)
 2. Reports on Non-Consolidated Financial Statements for Fiscal 2018 (From April 1, 2018, to March 31, 2019)

Agenda:

- Proposal No.1:** Election of Ten (10) Directors
Proposal No.2: Election of One (1) Audit & Supervisory Board Member
Proposal No.3: Revision of Performance-Linked Stock Compensation Plan for Directors

©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.

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

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and Items of Reference

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

The terms of office of all of the current nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders, and Director Ms. Megumi Tamagawa passed away on May 2, 2019, and is therefore no longer in office. As such, we propose the election of ten (10) Directors, including three (3) candidates for Outside Director.


In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Company believes it is important to ensure that the Board of Directors is composed of diverse human resources with different backgrounds that include specialized knowledge, experience, etc. In addition, by electing several Outside Directors as members of the Board of Directors, the Company places great emphasis on incorporating external perspectives in order to strengthen supervisory functions while securing transparency for decision-making processes.

Based on the aforementioned belief, in order to ensure the reasonability and the transparency of the process, the selection of candidates for Directors is determined at the Board of Directors through the deliberation of Nomination Committee, an advisory body for the Board of Directors comprised mainly of independent outside directors.


The candidates for Directors are as follows:

No.	Name		Current positions at the Company	Assignments
1	Shinichi Odo	Re-appointed	Representative Director and Chairman of the Board, Chief Executive Officer	
2	Takeshi Kawai	Re-appointed	Representative Director and President, Chief Operating Officer	All Divisions
3	Toru Matsui	Re-appointed	Member of the Board and Executive Vice President	Assistant to President, Automotive Components Sales & Marketing, New Business, AEC Business
4	Mikihiko Kato	Re-appointed	Member of the Board Executive Officer	Corporate Strategy Group, General Manager of Tokyo Branch Office
5	Takio Kojima	Re-appointed	Member of the Board Executive Officer	Engineering R&D Group, Business Development, Medical Business
6	Kenji Isobe	Re-appointed	Member of the Board Executive Officer	Corporate Administration Group, Secretarial Office, Plant Manager of Nagoya
7	Hiroyuki Maeda	Newly appointed	Executive Officer	Business Planning Management Division, Automotive Components Business, Cutting Tools Business
8	Morihiko Otaki	Re-appointed Outside Director Independent Director	Member of the Board (Outside Director)	
9	Kanemaru Yasui	Re-appointed Outside Director Independent Director	Member of the Board (Outside Director)	
10	Mackenzie Donald Clugston	Newly Appointed Outside Director Independent Director		


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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
1	 <p>Shinichi Odo (April 3, 1954)</p>	<p>Apr. 1977 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb. 2003 General Manager of Overseas Aftermarket Sales & Marketing Dept., Sales & 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.</p> <p>Apr. 2012 Representative Director and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2016 Representative Director, Chairman of the Board and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2019 Representative Director and Chairman of the Board, Chief Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p>	19,136 shares
Reason for appointment as a candidate for Director			
<p>Mr. Odo has been engaged in the operation and management including domestic/overseas sales divisions concerning automotive components businesses for many years, and from June 2011 he served as Representative Director and President, the most senior corporate officer for the business operations of the Company. Currently, he is involved in management from the perspective of medium- to long-term corporate growth as Representative Director and Chairman of the Board. Based on the above, the Company has continuously selected Mr. Odo as a candidate for Director based on the judgment that he has extensive business experiences at the Company and insights into the global business operations, and proposes his election as Director.</p>			


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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	 <p>Takeshi Kawai (October 13, 1962)</p>	<p>Apr. 1987 Joined NGK SPARK PLUG CO., LTD. Feb. 2011 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Apr. 2012 Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2015 Managing Officer, NGK SPARK PLUG CO., LTD. Jun. 2015 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2016 Member of the Board Senior Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Representative Director and President, Chief Operating Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) In charge of All Divisions</p>	2,275 shares
Reason for appointment as a candidate for Director			
<p>Mr. Kawai has been engaged in engineering division in the Sensor Division for many years, and after he served as General Manager of Automotive Components Group, from April 2016, as Member of the Board and Senior Managing Officer, he was in charge of the Business Planning Management Division that has an overall control of business divisions. He is currently involved in the management of the Company as Representative Director and President, the most senior corporate officer for the business operations of the Company. Based on the above, the Company has continuously selected Mr. Kawai as a candidate for Director based on the judgment that he has extensive knowledge of the Company's business operations, product development, and engineering, and proposes his election as Director.</p>			


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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
3	 Toru Matsui (February 14, 1962)	<p>Apr. 1984 Joined NGK SPARK PLUG CO., LTD. Apr. 2011 President of NGK SPARK PLUG EUROPE GmbH Oct. 2013 General Manager of OEM Sales & Marketing Dept., Sales and Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Dec. 2014 President of NGK SPARK PLUG (SHANGHAI) CO., LTD. Apr. 2015 Corporate Officer, NGK SPARK PLUG CO., LTD. Jul. 2016 President of NGK SPARK PLUG (SHANGHAI) TRADING CO., LTD. Apr. 2018 Managing Officer, NGK SPARK PLUG CO., LTD. Jun. 2018 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Member of the Board and Executive Vice President (up to the present)</p> <p>(Assignments) Assistant to President, In charge of Automotive Components Sales & Marketing, New Business, AEC Business</p>	5,691 shares
Reason for appointment as a candidate for Director			
<p>Mr. Matsui has been engaged in sales and marketing division concerning automotive components businesses for many years, and after he served as President of our group companies, he currently serves as Member of the Board and Executive Vice President, and is in charge of Automotive Components Sales & Marketing and New Business. Based on the above, the Company has continuously selected Mr. Matsui as a candidate for Director based on the judgment that he has extensive sales and marketing experiences at the Company and insights into the global business operations, and proposes his election as Director.</p>			

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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	 Mikihiko Kato (August 18, 1962)	Apr. 1985 Joined NGK SPARK PLUG CO., LTD. Feb. 2012 General Manager of Corporate Planning Dept., NGK SPARK PLUG CO., LTD. Aug. 2012 President, Ceramica e Velas de Ignicao NGK do Brasil Ltda Oct. 2015 General Manager of Corporate Planning Dept., NGK SPARK PLUG CO., LTD. Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD. Jun. 2017 Member of the Board, Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present) (Assignments) In charge of Corporate Strategy Group, General Manager of Tokyo Branch Office	3,589 shares
Reason for appointment as a candidate for Director			
Mr. Kato has been engaged in accounting and corporate planning divisions for many years, and after he served as President of our group company, he currently serves as Member of the Board and Executive Officer in charge of the Corporate Strategy Group. Based on the above, the Company has continuously selected Mr. Kato as a candidate for Director based on the judgment that he has extensive experiences at the Company related to corporate planning and knowledge concerning business operations, and proposes his election as Director.			

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
5	 Takio Kojima (October 12, 1961)	<p>Apr. 1984 Joined NGK SPARK PLUG CO., LTD.</p> <p>Feb. 2011 General Manager of Next Generation Product Project, Product Planning Center, Engineering R&D Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2012 General Manager of Next Generation Product Project, New Business Advancement Group, NGK SPARK PLUG CO., LTD.</p> <p>Oct. 2013 Deputy General Manager of R&D Center, Engineering R&D Group, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2014 Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2018 Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Jun. 2018 Member of the Board, Managing Officer, NGK SPARK PLUG CO., LTD.</p> <p>Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) In charge of Engineering R&D Group, Business Development, Medical Business</p>	4,413 shares
Reason for appointment as a candidate for Director			
<p>Mr. Kojima has been engaged in research and development division for many years, and after he served as Deputy General Manager of R&D center, he currently serves as Member of the Board and Executive Officer in charge of the Engineering R&D Group. Based on the above, the Company has continuously selected Mr. Kojima as a candidate for Director based on the judgment that he has extensive research and development experiences at the Company and knowledge concerning new engineering, and proposes his election as Director.</p>			


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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	 <p>Kenji Isobe (August 9, 1963)</p>	<p>Apr. 1986 Joined NGK SPARK PLUG CO., LTD. Jul. 2011 General Manager of Accounting & Finance Dept., NGK SPARK PLUG CO., LTD. Apr. 2013 General Manager of Corporate Planning Dept. and Public Relations Office, NGK SPARK PLUG CO., LTD. Dec. 2015 General Manager of Accounting & Finance Dept., Corporate Administration Group and General Manager of Public Relations Office, NGK SPARK PLUG CO., LTD. Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD. Jun. 2018 Member of the Board, Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Member of the Board, Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) In charge of Corporate Administration Group, Secretarial Office, Plant Manager of Nagoya</p>	8,459 shares
Reason for appointment as a candidate for Director			
<p>Mr. Isobe has been engaged in accounting, management planning and public relations divisions for many years, and after he served as Deputy General Manager of Corporate Administration Group, he currently serves as Member of the Board and Executive Officer in charge of Corporate Administration Group. Based on the above, the Company has continuously selected Mr. Isobe as a candidate for Director based on the judgment that he has extensive corporate administration related experiences at the Company and knowledge concerning finance and accounting, and proposes his election as Director.</p>			


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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
7	 <p>Hiroyuki Maeda (February 6, 1964)</p>	<p>Apr. 1986 Joined NGK SPARK PLUG CO., LTD. Feb. 2012 General Manager of Planning Control Dept., Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD Apr. 2012 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Apr. 2013 General Manager of Procurement Dept., Procurement Div., NGK SPARK PLUG CO., LTD. Apr. 2014 Deputy General Manager of Procurement Div., General Manager of Supplier Relations & Development Office, General Manager of Procurement Dept., NGK SPARK PLUG CO., LTD. Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Executive Officer, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>(Assignments) In charge of Business Planning Management Division, Automotive Components Business, Cutting Tools Business</p>	1,146 shares
Reason for appointment as a candidate for Director			
<p>Mr. Maeda has been engaged in planning division and engineering divisions of Sensor Division for many years, and after he served as General Manager of Procurement Division, he currently serves as Executive Officer in charge of the Business Planning Management Division which oversees business divisions. Based on the above, the Company has newly selected Mr. Maeda as a candidate for Director based on the judgment that he has extensive product development and engineering related experiences at the Company and knowledge concerning business operations, and proposes his election as Director.</p>			


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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 Morihiko Otaki (June 11, 1954)	Aug. 1996 President and CEO, Johnson & Johnson K.K. Vision Care Company Aug. 2011 Vice Chairman, Director, Pasona Inc. Jun. 2013 Member of the Board (Outside Director), NGK SPARK PLUG CO., LTD. (up to the present) Jun. 2016 Director, Henry Schein Japan K.K. (up to the present) Aug. 2016 Vice Chairman, Pasona Inc. Jun. 2018 Outside Director, GIGA PRIZE CO., LTD. (up to present) (Significant Positions Concurrently Held) Director, Henry Schein Japan K.K. Outside Director, GIGA PRIZE CO., LTD.	623 shares
8	<p>He attended all of the 12 Board of Directors' Meetings held in Fiscal 2018. He will have held a position as Outside Director of the Company for six (6) years at the conclusion of this General Meeting of Shareholders.</p> <p>【Reason for appointment as a candidate for Outside Director】 Mr. Otaki has extensive experience with global companies and keen insight as a business executive. As an Outside Director, he oversees business execution by the Company's management team and provides advice to the team. The Company has selected Mr. Otaki as a candidate for Outside Director based on the judgment that he will continue to contribute to the maintenance and reinforcement of the Company's corporate governance, as he has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. Based on the above, the Company proposes his re-election as Outside Director.</p> <p>【Regarding the independence of candidates for Outside Director】 Mr. Otaki had served as Director of Pasona Inc., which maintains a business relationship with the Company involving personnel placement services. However, the Company's business with Pasona accounts for an extremely small percentage of Pasona sales (less than 0.1%). Also, there is no business relationship between Henry Schein Japan K.K., for which he serves as Director, and the Company. For the reasons above, we deem that his independence is sufficiently assured and that the election criteria for independent officers (please refer to page 14) set by the Company are met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.</p>		

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 Kanemaru Yasui (February 22, 1951)	Mar. 1981 Registered as certified public accountant Apr. 1999 Partner, Chuo Audit Corporation Sep. 2006 Partner, Misuzu Audit Corporation Aug. 2007 Partner, AZSA & Co. (currently KPMG AZSA LLC.) Jun. 2008 Managing Partner, Director of Nagoya Branch, AZSA & Co. (currently KPMG AZSA LLC.) Jun. 2013 Retired from AZSA & Co. Jul. 2013 Director, Yasui Certified Public Accountant Office (up to the present) Jun. 2014 Outside Director, NICHIIHA Corporation Member of the Board (Outside Director), NGK SPARK PLUG CO., LTD. (up to the present) (Significant Positions Concurrently Held) Certified Public Accountant	536 shares
9	<p>He attended all of the 12 Board of Directors' Meetings held in Fiscal 2018. He will have held a position as Outside Director of the Company for five (5) years at the conclusion of this General Meeting of Shareholders.</p> <p>【Reason for appointment as a candidate for Outside Director】 Mr. Yasui has expert knowledge and experience accumulated over many years as a certified public accountant. As an Outside Director, he oversees business execution by the Company's management team and provides advice to the team. The Company has selected Mr. Yasui as a candidate for Outside Director based on the judgment that he will continue to contribute to the maintenance and reinforcement of the Company's corporate governance, as he has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. Based on the above, the Company proposes his re-election as Outside Director. Although Mr. Yasui has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that he will be able to appropriately fulfill the duties of Outside Director.</p> <p>【Regarding the independence of candidates for Outside Director】 Mr. Yasui has an employment background with KPMG AZSA LLC, the Company's auditing firm, and from April 1993 to March 2005 was involved in accounting audits of the Company. However, over thirteen (13) years have passed following his involvement in auditing the Company, and it has been six (6) 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 (Approximately 0.1%). In addition, at present there is no business relationship between the Company and Yasui Certified Public Accountant Office, where Mr. Yasui currently serves as Director, and the election criteria for independent officers (please refer to page 14) set by the Company are met. As such, the independence of Mr. Yasui is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.</p>		

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
10	 Mackenzie Donald Clugston (June 19, 1950)	Jun. 1982 Joined Department of Foreign Affairs and International Trade of the Canadian Government Aug. 2000 Canadian Consul General in Osaka Aug. 2003 Minister, Embassy of Canada in Japan Aug. 2009 Ambassador of Canada to Indonesia, Timor-Leste and the ASEAN Nov. 2012 Ambassador of Canada to Japan Jun. 2016 Outside Director, KAMEDA SEIKA CO., LTD. (up to the present) Sep. 2016 Professor, Kwansei Gakuin University (up to the present) Jun. 2017 Outside Director, Idemitsu Kosan Co., Ltd. (up to the present) Mar. 2018 Outside Director, Sapporo Holdings Limited (up to the present) (Significant Positions Concurrently Held) Outside Director, KAMEDA SEIKA CO., LTD Professor, Kwansei Gakuin University Outside Director, Idemitsu Kosan Co., Ltd. Outside Director, Sapporo Holdings Limited	0 shares
<p>【Reason for appointment as a candidate for Outside Director】 Mr. Clugston has abundant global experience as a diplomat, and a high level of insight about international affairs and trade. Based on this this, the Company newly proposes his election as Outside Director, determining that he will be able to oversee business execution by the Company's management team and provide advice to the team. Although Mr. Clugston has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that he will be able to appropriately fulfill the duties of Outside Director.</p> <p>【Regarding the independence of candidates for Outside Director】 We deem that Mr. Clugston's independence is sufficiently assured given that the election criteria for independent officers (please refer to page 14) set by the Company are met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his appointment as Independent Outside Director, upon approval of his election.</p>			

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.
- Mr. Morihiko Otaki, Mr. Kanemaru Yasui and Mr. Mackenzie Donald Clugston are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
- In order that the Outside Directors may perform the roles expected of them, the Company has established rules in accordance with the Articles of Incorporation, enabling the conclusion of a liability limitation agreement with each Outside Director, which limits Outside Directors' compensation for damages to the minimum liability amount established by laws and regulations.
Mr. Morihiko Otaki and Mr. Kanemaru Yasui have both already concluded a liability limitation agreement with the Company, and upon approval of their re-election as Outside Directors, the Company intends to continue the said agreements with them.
The Company intends to conclude the aforementioned liability limitation agreement with Mr. Mackenzie Donald Clugston upon approval of his election as Outside Director.

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Proposal No. 2: Election of One (1) Audit & Supervisory Board Member

As current Audit & Supervisory Board Member Mr. Fumio Mizuno will expire at the conclusion of this General Meeting of Shareholders, we propose the election of one (1) Audit & Supervisory Board Member.

The terms of office of the Audit & Supervisory Board Members to be elected by this General Meeting of Shareholders will be until the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within four (4) years following his election.

This proposal has been approved in advance by the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
 Yoshihiro Matsubara (December 12, 1960)	Apr. 1983 Joined NGK SPARK PLUG CO., LTD. Feb. 2012 General Manager of Production Engineering Dept., Spark Plug Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Apr. 2012 General Manager of Spark Plug Production Engineering Dept., Production Engineering Center, Production Engineering Div., NGK SPARK PLUG CO., LTD. Feb. 2014 General Manager of Machinery Design Dept., Production Engineering Center, Production Engineering Div., NGK SPARK PLUG CO., LTD. Apr. 2014 Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Statutory Advisor, NGK SPARK PLUG CO., LTD. (up to the present)	4,763 shares
Reason for appointment as a candidate for Director		
Mr. Matsubara has been engaged in product development and production engineering divisions for many years, and has exert knowledge and abundant experience in the field. The Company has newly selected Mr. Matsubara as a candidate for Audit & Supervisory Board Member based on the judgment that he can perform appropriate audits of the management of plants, products and quality control operations of the Company, and proposes his election as Audit & Supervisory Board Member.		

Notes: The candidate for Audit & Supervisory Board Member has no special interest in the Company.

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(Reference)

Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

In addition to the qualifications of outside directors and outside audit & supervisory board members specified in the Companies Act and the criteria on the independence of independent officers specified by financial instrument exchanges, the Company adopted its own Election Criteria of Independent Officers* set forth below and elects only persons who meet all of those criteria as independent outside officers.

1. Persons who in the preceding three (3) years have not served as a director, audit & supervisory board member, executive, manager, or other employee (including Corporate Officers but excluding outside directors and outside audit & supervisory board members; referred to as “Directors etc.”) of a trading partner with which transactions accounted for 2% or more of the consolidated net sales of the Company, its subsidiaries or affiliate companies (referred to as “the Group”) or the trading partner's consolidated net sales in any of the preceding three (3) years.
2. Persons who are not currently principal shareholders of the Group, or who are not Directors etc. of a company one of whose principal shareholder is the Group (a principal shareholder holds 10% or more of voting rights).
3. Persons who have not been employed by a principal lender of the Group in the preceding three (3) years (a principal lender is a financial institution or other financial creditor that is essential for the procurement of capital by the Group and on which the Group relies to a degree that it is irreplaceable).
4. Persons who are not attorneys, certified public accountants, consultants, or providers of other professional services who currently receive compensation from the Group.
5. Persons who have not received donations of ¥10 million or more from the Group in any of the preceding three (3) years.**
6. Persons who are not Directors etc. of companies or subsidiaries of such companies, to which Directors etc. have been seconded by the Group.
7. Persons who are not relatives within two (2) degrees of consanguinity of a current or former Director etc. of the Group.
8. Persons who are not likely to give rise to substantive conflicts of interest with the Group on a regular basis.

Notes;

* However, in cases where there are grounds for a clear explanation of independence that can be provided to third parties against a backdrop of corporate merger or other unintended circumstances, even when these criteria are not met, approval may be given after giving consideration to the opinions of Independent Officers.

** However, even in cases where a donation of ¥10 million or more is made, if there are grounds for a clear explanation of the lack of impact resulting from such donation on the judgement of the independence of the candidate Independent Officer that can be provided to third parties, for example, the case that the donation was made to a different professor in the same research lab or a different research lab at the same university with which the candidate Independent Officer is affiliated, approval may be given after giving consideration to the opinions of Independent Officers.

Proposal No. 3: Revision of Performance-Linked Stock Compensation Plan for Directors

1. Reason for Plan Revision

The Company proposes a partial revision of the content of the performance-linked stock compensation plan (hereinafter, the “Plan”) for Directors of the Company (excluding Outside Directors and non-residents of Japan [“Non-residents”]) and the Company’s Corporate Officers (excluding Non-residents), which grants and pays (hereinafter, “Granting, etc.”) the Company’s shares and cash equivalent to the market value of the Company’s shares (hereinafter, “the Company’s shares, etc.”) according to their positions and the degree of achievement, etc. of performance targets set forth in the mid-term management plan, etc., which was approved by shareholders at the 117th Ordinary General Meeting of Shareholders held on June 29, 2017. The purpose of the revision will be to expand the scope of the Plan to include Non-resident Directors and Corporate Officers (excluding Corporate Officers who are appointed under employment contracts with the Company [hereinafter, “Employment-type Corporate Officers”]) working overseas, and hereby the Company request the approval of shareholders.

The purpose of this revision of the Plan is to extend the scope of persons eligible for the Plan to all Directors (excluding Outside Directors) and all Corporate Officers (excluding Employment-type Corporate Officers), and thus to further clarify the link between the compensation of Directors and Corporate Officers who are subject to the Plan and the value of the Company’s stock, and to have Plan beneficiaries share interests with shareholders and so as to incentivize the persons subject to the Plan to contribute to the improvement of the Company’s medium- to long-term performance and to increasing corporate value. Based on this purpose, the Company believes this revision of the Plan to be appropriate.

Following the revision, the number of Directors subject to the Plan will be seven (7) if Proposal No. 1 is approved as written. In addition, among the Corporate Officers (excluding Directors) at the conclusion of this General Meeting of Shareholders, thirteen (13) Corporate Officers will be subject to this Plan following the revision.

2. Content of the Plan Following Revision

(1) Outline of the current Plan

The Plan is a performance-linked stock compensation plan in which shares of the Company are acquired through a trust using cash contributed by the Company, and the persons subject to the Plan are granted, etc. shares of the Company through the trust according to the position and the degree of achievement of performance targets, based on the share granting regulations established by the Company.

(2) Content of revision of the Plan

This revision is to add Non-resident Directors and Corporate Officers (excluding Employment-type Corporate Officers) to whom the current Plan is not applied, to the persons subject to the Plan. Accordingly, the requirement to be a beneficiary of the Granting etc. of Company Shares etc. will not require being a resident of Japan. In addition, if the person subject to the Plan becomes Non-residents due to overseas assignment during the trust term, the Granting etc. of Company Shares etc. will be made after the end of the applicable period, not at the time of overseas assignment.

[Translation for Reference and Convenience Purposes Only]

- Persons to whom the Granting etc. of Company Shares etc. in the Plan is applied

Before revision	After revision
Directors of the Company (excluding Outside Directors and Non-residents) Corporate Officers of the Company (excluding Non-residents)	Directors of the Company (excluding Outside Directors) Corporate Officers of the Company*

* The Company has introduced Corporate Officers who are appointed under employment contracts with the Company (Employment-type Corporate Officers) since April 1, 2019. The Plan does not apply to Employment-type Corporate Officers.

There are no other changes in the content of the Plan, including the upper limit of cash contributed by the Company and the upper limit of the number of the Company shares, etc. acquired by the persons subject to the Plan.

- Main contents of the Plan approved at the 117th Ordinary General Meeting of Shareholders

Item	Contents
Applicable period of Plan	The applicable period will be four (4) fiscal years from the fiscal year ending on March 31, 2018 to the fiscal year ending on March 31, 2021.
Upper limit of cash contributed by the Company	Applicable to four (4) fiscal years; total of 1,000 million yen
Upper limit of the number of the Company Shares etc. acquired by the persons subject to the Plan	<ul style="list-style-type: none"> • The upper limit of the number of shares will be 667,000 shares over four years in total. (If the total number of shares of the Company increases or decreases during the trust term due to stock splits, consolidation of shares, etc., it will be adjusted according to the split ratio, consolidation ratio, etc. of the Company's shares.) • As of March 31, 2017, it was approximately 0.31% of the total number of issued and outstanding shares (net treasury stock), while as of March 31, 2019, it was approximately 0.32% of the total number of issued and outstanding shares (net treasury stock). • The acquisition of the Company's shares will be executed from the stock exchange, and no dilution will occur. Also, there will be no additional acquisitions in conjunction with the revision of the Plan.
Contents of conditions for achievement of performance targets	<ul style="list-style-type: none"> • To be determined in the range from 0% to 200% according to the degree of achievement of the financial results forecast in the consolidated financial reports and targets outlined in the medium-term management plan. • Performance indicators used for evaluation of the degree of achievement of performance targets will be consolidated net sales, consolidated operating income, and ROIC.
Timing of Granting etc. of Company Shares etc. to the persons subject to the Plan	<ul style="list-style-type: none"> • Upon the completion of the applicable period