

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

## **NGK SPARK PLUG CO., LTD. (security code: 5334)**

<Affirmation>

Long-term Issuer Rating: A+  
Outlook: Positive  
Bonds: A+

### *Rationale*

- (1) NGK SPARK PLUG CO., LTD. (the "Company") is a major automotive components manufacturer, engaging in automotive-related products such as spark plugs and oxygen sensors, for which it has the world's largest market shares, and also IC packages and cutting tools. While domestic production centering on the core components (ceramic) that requires sophisticated production technology accounts for a large part of the total production, the Company's earnings are susceptible to foreign exchange fluctuations because of the high 80% overseas sales ratio. The Company has implemented 3 M&As since 2015 including acquisition of U.S.-based Wells Manufacturing, L.P. (manufacture and sale of switches, ignition coils, etc.). It also focuses its attention on nurturing new businesses, leveraging existing technologies in preparation for a shifting towards electric vehicles (EV).
- (2) While sales volume of spark plugs and oxygen sensors in the Automotive Components business have been relatively firm against the background of expansion in application for exhaust emissions regulations, burden of loss in the Technical Ceramics business (semiconductors) is beginning to decline thanks to progress of restructuring. For M&As, the U.S.-based Wells Manufacturing, L.P. failed to improve its profit and recorded an impairment loss of 20.1 billion yen for the fiscal year ended March 2017 (FY2016). From a long-term perspective, product development in response to the accelerating development of EV is an important issue for the Company in the future. The financial indicators remain at a good level, but a level that is required for the rating upgrade in terms of financial aspects is much higher in consideration of its vulnerability to fluctuations in foreign currency exchange rates and long-term risk of shift towards EV. Considering it is necessary to closely watch the further improvement of financial structure, synergistic effects with companies acquired through M&As, conditions of dealing with shift towards EV, etc., JCR affirmed rating for the Company and maintains Positive outlook on it.
- (3) The Company expects its operating income to increase 23.9% year-on-year to 66.4 billion yen. It revised upwards the earnings forecast from the beginning forecast amount of 53.4 billion yen to this amount when it released financial results for the 2nd quarter of FY2017 against the background of strong trend of the Automotive Components business and more-than-expected improvement of profit of the Technical Ceramics business (semiconductors). JCR sees that the business performance will remain firm, supported in terms of demand by plugs for aftermarket, which account for more than 70% of all plugs, against the background of the increasing number of automobiles owned. Its financial indicators remain at a good level including the equity ratio of 63.6% as of September 30, 2017. It is promoting enhancement of production capacity towards establishment of 1 billion plug production system for FY2020, but JCR expects it will keep the good financial structure, given that its capital investments are to be roughly within the scope of operating cash flow.
- (4) For the Technical Ceramics business (semiconductors), while it terminated production of organic packages at the end of March 2016, it started in October 2016 an independent operating subsidiary for manufacture and sale of ceramic packages, separating the design and sales functions from the parent company. The loss is on the decline thanks to progress of production site consolidation and product selection & concentration. The Company aims to turn profitable for this business in FY2019.

Mikiya Kubota, Akio Kamimura

## Rating

Issuer: NGK SPARK PLUG CO., LTD.

### <Affirmation>

Long-term Issuer Rating: A+      Outlook: Positive

Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
bonds no.6	Y25	Sept. 11, 2013	Sept. 11, 2018	0.391%	A+
bonds no.7	Y30	Oct. 27, 2015	Oct. 27, 2020	0.296%	A+

Rating Assignment Date: December 22, 2017

The criteria used for identifying matters which serve as assumptions for the assessment of the credit status, and the criteria used for setting of grades indicating the results of the assessments of the credit status are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

Outline of methodology for determination of the credit rating is shown as "JCR's Rating Methodology" (November 7, 2014) and "Automakers and Auto Parts Manufacturers" (March 26, 2012) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

## Japan Credit Rating Agency, Ltd.

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JCR publishes its press releases regarding the rating actions both in Japanese and in English on the same day. In case that it takes time to translate rating rationale, JCR may publicize the summary version, which will be replaced by the full translated version within three business days. (Regarding Structured Finance products, JCR only publicize the summary version in English.)

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INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

## Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	NGK SPARK PLUG CO.,LTD.
Rating Publication Date:	December 27,2017

**1** The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7

- Please see the news release.

**2** The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7

- Please see the news release.

**3** The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

- The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and business environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees.
- The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.

**A) Business Bases**

The likelihood of a given debt payment is highly conditional to its issuer's business bases - how they can be maintained/ expanded into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

**B) Financial Grounds and Asset Quality**

The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a financial institution might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

**C) Liquidity Positions**

The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions).

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as parent company, subsidiary, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

E) Order of Seniority in Debt Payment

The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

4 The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.

5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

- The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

- There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.

7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

- There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.

8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule 17g-7

- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.

A) Audited financial statements presented by the rating stakeholders

B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

## 9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

- JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the publication by the issuer or some independent media or, otherwise, JCR analyst's scrutiny, etc.
- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.

## 10 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR did not receive in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of credit rating, such as one in the ancillary business.

## 11 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

### A) Business Bases

The credit rating is subject to alteration if there is improvement or deterioration of the issuer's business bases, since its revenue, etc. may improve or deteriorate by the change in its business management policies, clients' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the business bases is large.

### B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

### C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.

### D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's parent company or subsidiary, guarantor or other provider of credit enhancement, or the government of the issuer's

business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its business bases, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

**E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract**

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

**F) Rise and Fall in General Economy and Markets**

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

**G) Various Events**

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's major shareholders, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

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Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- Historical records of the credit rating herewith presented are posted in the end of this paper.
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

<https://www.jcr.co.jp/en/service/company/regu/nrsro/>

## 13

Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

**A) Business Bases**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's business bases and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's business bases on some drastic change in the operational environments, etc.

**B) Financial Grounds and Asset Quality**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its business bases.

C) Liquidity Risks

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

D) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the order of seniority in repayment of interests and principal. JCR assumes the resultant change of the credit rating is most likely by a notch. The change could be as much as a few notches if the issuer's financial structure differs so much and thereby the balance between debts shifted so greatly. Rating change is also possible in case of the financial products for which non-payment of interest/ principal is contractually permissible, if and when the assumptions made at the time of its determination turns out to be inaccurate. The change of the credit rating is assumed to be by a notch but often as much as a few notches.

E) Rise and Fall in General Economy and Markets

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

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Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

- The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

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## The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	February 9, 2006	AA-	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 5, 2007	AA-	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 16, 2008	AA-	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	February 26, 2009	A+	Negative
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	February 4, 2010	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 28, 2011	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 20, 2012	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	February 8, 2013	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 28, 2014	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 14, 2015	A+	Stable
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	January 26, 2016	A+	Positive
NGK SPARK PLUG CO., LTD.	Issuer(Long-term)	December 27, 2016	A+	Positive
NGK SPARK PLUG CO., LTD.	Shelf Registration	October 15, 2015	A+	
NGK SPARK PLUG CO., LTD.	Shelf Registration	January 26, 2016	A+	
NGK SPARK PLUG CO., LTD.	Shelf Registration	December 27, 2016	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.6	September 4, 2013	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.6	January 28, 2014	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.6	January 14, 2015	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.6	January 26, 2016	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.6	December 27, 2016	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.7	October 21, 2015	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.7	January 26, 2016	A+	
NGK SPARK PLUG CO., LTD.	Bonds no.7	December 27, 2016	A+	



## Attestation Required by Paragraph (a)(1)(iii) of Rule 17g-7

I, Mikiya Kubota, have responsibility to this Rating Action and to the best of my knowledge:

- A) No part of the credit rating was influenced by any other business activities.
- B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.
- C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

窪田 幹也

Mikiya Kubota

General Manager of Corporate Rating Department I

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