

[This is an English translation prepared for the convenience of non-resident shareholders. Should there be any inconsistency between the translation and the official Japanese text, the latter shall prevail.]

## [Cover]

Shelf registration number:	21-Kanto54
Document to be filed:	Shelf Registration Statement
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	April 20, 2009
Company name (Japanese):	日本たばこ産業株式会社 ( <i>Nihon Tabako Sangyo Kabushiki-Kaisha</i> )
Company name (English):	JAPAN TOBACCO INC.
Title and name of representative:	Hiroshi Kimura, President, Chief Executive Officer and Representative Director
Location of head office:	2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan
Telephone number:	+81-3-3582-3111 (Main)
Contact person:	Manabu Yamaguchi, Vice President, Group Treasurer
Place of contact:	2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan
Telephone number:	+81-3-3582-3111 (Main)
Contact person:	Manabu Yamaguchi, Vice President, Group Treasurer
Type of securities offered to which shelf registration is to be applied:	Bonds
Scheduled issuance period:	From the effective date of the Shelf Registration under this Shelf Registration Statement (April 28, 2009) through the date on which two (2) years will elapse thereafter (April 27, 2011)
Scheduled amount of issue:	¥300,000 million
Items regarding stabilizing transactions:	No items to report
Places where the document to be filed is available for public inspection:	Japan Tobacco Inc. Saitama Sales Office (55-1, Shimocho 1-chome, Omiya-ku, Saitama-shi, Saitama) Japan Tobacco Inc. Yokohama Sales Office (143, Hanasakicho 6-chome, Nishi-ku, Yokohama-shi, Kanagawa) Japan Tobacco Inc. Nagoya Sales Office (12-1, Iseyama 2-chome, Naka-ku, Nagoya-shi, Aichi) Japan Tobacco Inc. Osaka Sales Office (5-10, Oyodo-minami 1-chome, Kita-ku, Osaka-shi, Osaka) Japan Tobacco Inc. Kobe Sales Office (7-23, Nakayamate-dori 3-chome, Chuo-ku, Kobe-shi, Hyogo) Tokyo Stock Exchange, Inc. (2-1, Nihonbashi-kabutocho, Chuo-ku, Tokyo) Osaka Securities Exchange Co., Ltd. (8-16, Kitahama 1-chome, Chuo-ku, Osaka-shi, Osaka) Nagoya Stock Exchange, Inc. (8-20, Sakae 3-chome, Naka-ku, Nagoya-shi, Aichi) Fukuoka Stock Exchange, Inc. (14-2, Tenjin 2-chome, Chuo-ku, Fukuoka-shi, Fukuoka) Sapporo Securities Exchange, Inc. (14-1, Minamiichijo-nishi 5-chome, Chuo-ku, Sapporo-shi, Hokkaido)

## **A. INFORMATION CONCERNING SECURITIES**

### **I. Terms and Conditions of Offering for Subscription:**

The terms and conditions of offering, other than those stipulated below, will be set forth in an “Amendment to the Shelf Registration Statement” or a “Supplemental Document to the Shelf Registration Statement” at each time when the relevant bonds are offered for subscription.

#### **1. Newly issued bonds**

To be determined

#### **2. Retention for underwriting and commissions of management of the bonds:**

To be determined

#### **3. Use of net proceeds from the new issuance:**

##### **(1) The amount of net proceeds from the new issuance of bonds**

To be determined

##### **(2) Use of net proceeds**

The net proceeds from the new issuance of bonds are to be used as funds for the redemption of bonds, repayment of loans, investments in property, plant and equipment and investments and loans as well as operating funds.

### **II. Terms and Conditions of Offering for Sale**

No items to report

### **III. Other Matters to be Described**

No items to report

## **B. INFORMATION INCORPORATED BY REFERENCE**

### **I. Documents Incorporated by Reference**

As for matters such as the outline of the Company and outline of business, etc. provided for in Article 5, Paragraph 1, Item 2 of the Financial Instruments and Exchange Act, please refer to the following documents. Please note that the following documents are filed through the Electronic Disclosure for Investors' NETwork (EDINET) stipulated in Article 27, Paragraph 30, Item 2 of said Act.

#### **1. Annual Securities Report and Appendix**

23rd term (from April 1, 2007 to March 31, 2008) filed to Kanto Local Finance Bureau Director-General on June 24, 2008

#### **2. Quarterly or Semiannual Securities Report**

First quarter of 24th term (from April 1, 2008 to June 30, 2008) filed to Kanto Local Finance Bureau Director-General on August 13, 2008

#### **3. Quarterly or Semiannual Securities Report**

Second quarter of 24th term (from July 1, 2008 to September 30, 2008) filed to Kanto Local Finance Bureau Director-General on November 14, 2008

#### **4. Quarterly or semiannual Securities Report**

Third quarter of 24th term (from October 1, 2008 to December 31, 2008) filed to Kanto Local Finance Bureau Director-General on February 13, 2009

#### **5. Extraordinary Report**

Since the filing date of the Annual Securities Report listed in "1" above and until the date hereof, Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc. filed to Kanto Local Finance Bureau Director-General on September 19, 2008

#### **6. Amendment Report**

Amendment Report (amendment report of the Extraordinary Report listed in "5" above) filed to Kanto Local Finance Bureau Director-General on October 7, 2008

#### **7. Amendment Report**

Amendment Report (amendment report of the Annual Securities Report listed in "1" above) filed to Kanto Local Finance Bureau Director-General on February 6, 2009

#### **8. Amendment Report**

Amendment Report (amendment report of the Quarterly Report listed in "2" above) filed to Kanto Local Finance Bureau Director-General on February 6, 2009

#### **9. Amendment Report**

Amendment Report (amendment report of the Quarterly Report listed in "3" above) filed to Kanto Local Finance Bureau Director-General on February 6, 2009

#### **10. Amendment Report**

Amendment Report (amendment report of the Quarterly Report listed in "4" above) filed to Kanto Local Finance Bureau Director-General on March 6, 2009

## II. Supplemental Information to the Documents Incorporated by Reference

With regard to the matters described in “Business and other risks” in the Annual Securities Report listed above as a reference document, the following amendments have occurred since the filing date of said Report until the date hereof. Amendments are underlined.

While the Annual Securities Report listed above includes forward looking statements as of the date hereof, there has been no material change in judgments concerning such statements and there is nothing to add to such statements.

### (2) Risks relating to the JT Group’s domestic and international tobacco businesses

g. Litigation

ii Others

(Before amendments)

Various kinds of smuggling and counterfeiting of tobacco products have posed a major challenge to the tobacco industry as a whole. The Canadian government filed a civil action against JT and its subsidiaries claiming damages incurred as a result of the smuggling of tobacco products into Canada. In addition, a JT subsidiary received a Notice of Assessment from the Quebec Ministry of Revenue for tobacco taxes plus penalties regarding tobacco product smuggling. It responded by filing an action against the Notice requesting for the taxation to be invalidated. The JT Group believes that, for any damages or costs associated with these cases, it will be entitled to seek indemnification from RJR Nabisco Inc. (now Reynolds American Inc.), the seller in the purchase agreement entered in 1999.

The JT Group is not involved in any smuggling or other improper dealings and will continue to challenge these claims in the future.

Concerning the smuggling and counterfeiting of tobacco products, in December 2007, JT subsidiaries signed an agreement with the European Commission (EC), the executive branch of the European Union (EU) and twenty-six Member States of the EU on cooperation in combating cigarette smuggling and counterfeiting in Europe. We believe that this agreement, which builds upon initiatives implemented by the JT Group over the past years, will help to jointly establish an efficient and constructive framework for combating cigarette smuggling and counterfeiting with the EC and its Member States and protect the brand value of our products against the threat of such illegal activities.

The agreement calls for a contribution of capital in the amount of US\$50 million (¥5,629 million) annually for the first five years subsequent to signing and US\$15 million (¥1,688 million) annually for the following ten years to support anti-smuggling and anti-counterfeiting initiatives for the EC and its Member States. In addition, the parties agree not to file any civil actions against each other concerning the matters until the date of the agreement. The JT Group will do its utmost to continue the fight to eradicate contraband and counterfeit tobacco.

Moreover, although not related to smuggling, a JT subsidiary has filed a suit seeking to invalidate an assessment it received from tax authorities in Russia.

In the U.K., that country’s Office of Fair Trading (OFT) issued a Statement of Objections to JT subsidiaries there indicating that that company is suspected of violating the Competition Act prior to its acquisition by JT. Upon a careful examination of the information indicated in the Statement, JT and its subsidiary will be responding appropriately in accordance with the Competition Act.

As mentioned above, in addition to the smoking health-related litigation the JT Group is party, and may be party in the future, to cases which may negatively affect the performance or manufacture, sale, import and export, etc. of tobacco products by the JT Group should their outcomes prove unfavorable.

(After amendments)

Various kinds of smuggling and counterfeiting of tobacco products have posed a major challenge to the tobacco industry as a whole. The Canadian government filed a civil action against JT and its subsidiaries claiming damages incurred as a result of the smuggling of tobacco products into Canada. In addition, a JT subsidiary received a Notice of Assessment from the Quebec Ministry of Revenue for tobacco taxes plus penalties regarding tobacco product smuggling. It responded by filing an action against the Notice requesting for the taxation to be invalidated. The JT Group believes that, for any damages or costs associated with these cases, it will be entitled to seek indemnification from RJR Nabisco Inc. (now Reynolds American Inc.), the seller in the contract entered into with JT for the acquisition of said subsidiary in 1999.

The JT Group is not involved in any smuggling or other improper dealings and will continue to challenge these claims in the future.

Moreover, although not related to smuggling, a JT subsidiary has filed a suit seeking to invalidate an assessment it received from tax authorities in Russia. Concerning the assessment for approximately 2.4 billion rubles (approximately ¥6.9 billion) received in July 2004 by ZAO JTI Marketing and Sales (“M&S Corp.”), a Russian consolidated subsidiary, the case was closed in favor of M&S Corp. after Russian Federation Higher Arbitration Court’s decision in October 2008.

In April 2008, the Office of Fair Trading (OFT), the UK competition authority, issued a Statement of Objections for suspected violations to the Competition Act relating to the retail pricing of tobacco products in the UK market by Gallaher Group Ltd. (former Gallaher Group Plc) and Gallaher Ltd. (together, hereinafter, “Gallaher”), JT’s tobacco subsidiaries in the United Kingdom, during the period prior to JT’s acquisition. However, in July of that year, JT and Gallaher, generally taking into consideration related laws and facts, concluded an early resolution agreement with the OFT under which Gallaher agreed to pay a fine of approximately £93 million (approximately ¥13.0 billion).

The JT Group charged the amount to liabilities in the accounting treatment related to JT’s acquisition of Gallaher Group Plc (now Gallaher Group Ltd.). This agreement requires us to cooperate with the OFT regarding the investigation. The fine to Gallaher is scheduled to be finally decided after the investigation has been completed.

While the agreement reached with the OFT relates only to Gallaher’s past business activities prior to JT’s acquisition, JT will strengthen its compliance system as it receives indications from the OFT.

As mentioned above, in addition to the smoking health-related litigation the JT Group is party, and may be party in the future, to cases which may negatively affect the performance or manufacture, sale, import and export, etc. of tobacco products by the JT Group should their outcomes prove unfavorable.

### **III. Places Where Copies of the Documents for Reference are Made Available for Public Inspection**

Japan Tobacco Inc. Headquarters  
(2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan)

Japan Tobacco Inc. Saitama Sales Office  
(55-1, Shimocho 1-chome, Omiya-ku, Saitama-shi, Saitama)

Japan Tobacco Inc. Yokohama Sales Office  
(143, Hanasakicho 6-chome, Nishi-ku, Yokohama-shi, Kanagawa)

Japan Tobacco Inc. Nagoya Sales Office  
(12-1, Iseyama 2-chome, Naka-ku, Nagoya-shi, Aichi)

Japan Tobacco Inc. Osaka Sales Office  
(5-10, Oyodo-minami 1-chome, Kita-ku, Osaka-shi, Osaka)

Japan Tobacco Inc. Kobe Sales Office  
(7-23, Nakayamate-dori 3-chome, Chuo-ku, Kobe-shi, Hyogo)

Tokyo Stock Exchange, Inc.  
(2-1, Nihonbashi-kabutocho, Chuo-ku, Tokyo)

Osaka Securities Exchange Co., Ltd.  
(8-16, Kitahama 1-chome, Chuo-ku, Osaka-shi, Osaka)

Nagoya Stock Exchange, Inc.  
(8-20, Sakae 3-chome, Naka-ku, Nagoya-shi, Aichi)

Fukuoka Stock Exchange, Inc.  
(14-2, Tenjin 2-chome, Chuo-ku, Fukuoka-shi, Fukuoka)

Sapporo Securities Exchange, Inc.  
(14-1, Minamiichijo-nishi 5-chome, Chuo-ku, Sapporo-shi, Hokkaido)

### **C. INFORMATION ON GUARANTY COMPANY, ETC.**

No items to report