



April 30, 2009

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### **JT Announces the Amendment of its Articles of Incorporation**

Japan Tobacco Inc. (JT) announced today that the company's Board of Directors has today decided to propose a partial amendment of the company's Articles of Incorporation at the company's 24<sup>th</sup> Ordinary General Meeting of Shareholders to be held on June 23, 2009.

#### **1. Purpose of Amendment of the Articles of Incorporation**

In response to the enforcement of the Act for Partial Revision of the Act on Transfer of Bonds, etc. for Streamlining Settlement Concerning Stock Trading, etc. (Act No. 88 of 2004; hereinafter referred to as the "Act for Streamlining Settlement of Stocks, etc.") on January 5, 2009 (hereinafter, "Enforcement Date"), which made all share certificates dematerialized, the following amendments are proposed.

- (1) In accordance with Article 6, Paragraph 1 of the Supplementary Provisions of the Act for Streamlining Settlement of Stocks, etc., it is deemed that a resolution has been passed on the Enforcement Date to amend the current Articles of Incorporation abolishing the provisions thereof pertaining to the issuance of share certificates. Accordingly, provisions pertaining to the issuance of share certificates (Article 8) and any wording referring to share certificates will be deleted.
- (2) In accordance with Article 2 of the Supplementary Provisions of the Act for Streamlining Settlement of Stocks, etc., the Act on Custody and Transfer of Share Certificates, etc. (Act No. 30 of 1984) was repealed as of the Enforcement Date. As a result, any wording referring to beneficial shareholders and the registry of beneficial shareholders will be deleted.
- (3) For a period of one year from the day following the Enforcement Date, the registry of lost share certificates shall be prepared and retained in accordance with the provisions of the Companies Act (Act No. 86 of 2005). Therefore, supplementary provisions will be established as needed.
- (4) Incidentally to the above changes, the numbering of the articles and other necessary adjustments will be effected.

#### **2. Details of Amendment**

Please refer to the attached documents for details of the proposed amendment.

#### **3. Prospective Schedule**

These amendments will be effective subject to approval at the company's 24<sup>th</sup> Ordinary General Meeting of Shareholders for June 23, 2009, and the Minister of Finance in accordance with the Japan Tobacco Inc. Law.

Details of amendment of the company's Articles of Incorporation are as follows:

(Underlined portions are to be amended.)

Current Articles of Incorporation	Proposed Amendment
<p><u>Article 8. (Share Certificates)</u>  <u>The Company shall issue share certificates relating to its shares.</u></p> <p>Article <u>9.</u> (Rules relating to Handling of Shares)  <u>The type of share certificates and procedures and fees relating to the shares and share options of the Company, such as entering or recording in the registry of shareholders (hereinafter including the registry of beneficial shareholders), the registry of share options and the registry of lost share certificates and the reissue of share certificates, etc.</u> shall be in accordance with the rules relating to handling of shares established by the Board of Directors.</p> <p>Article <u>10.</u> (Notification of Addresses, etc.)  <u>Shareholders (hereinafter including beneficial shareholders), registered pledgees of shares or their statutory agents or representatives shall report their names, addresses and seals to the Company. The same shall apply in the event of changes thereof.</u></p>	<p>(Deleted)</p> <p>Article <u>8.</u> (Share Handling Regulations)  Procedures and fees relating to the share and share options of the Company shall be in accordance with <u>laws and regulations, these Articles of Incorporation as well as</u> the rules relating to handling of shares established by the Board of Directors.</p> <p>Article <u>9.</u> (Notification of Addresses, etc.)  <u>Shareholders, registered pledgees of shares or their statutory agents or representatives shall file their names and addresses with the Company. The same shall apply in the event of changes thereof.</u></p>
<p>2. Shareholders, registered pledgees of shares or their statutory agents or representatives residing in a foreign country shall establish a temporary address or an agent in Japan and report to the Company thereon. The same shall apply in the event of changes thereof.</p> <p>3. The provisions in Paragraph 1 above shall apply mutatis mutandis to the aforementioned agent.</p> <p>4. The Company shall not be liable for any damages incurred with respect to individuals failing to make reports in accordance with Paragraphs 1 to 3 above.</p>	<p>2. (Same as at present)</p> <p>3. (Same as at present)</p> <p>4. (Same as at present)</p>
<p>Article <u>11.</u> (Record Date)  (Provisions omitted)</p>	<p>Article <u>10.</u> (Record Date)  (Same as at present)</p>
<p>Article <u>12.</u> (Administrator of the Registry of Shareholders)  The Company shall have an Administrator of the Registry of Shareholders.</p> <p>2. The Administrator of the Registry of Shareholders and its place of business shall be designated by resolution of the Board of Directors and announced in a public notice.</p> <p>3. The preparation and retention of the Company's <u>registry of shareholders, registry of share options and registry of lost share certificates</u> as well as other business related to <u>the registry of shareholders, registry of share options and registry of lost share certificates</u> shall be handled by the Administrator of the Registry of Shareholders and shall not be handled by the Company.</p>	<p>Article <u>11.</u> (Administrator of the Registry of Shareholders)  (Same as at present)</p> <p>2. (Same as at present)</p> <p>3. The preparation and retention of the Company's <u>registry of shareholders and registry of share options</u> as well as other business related to <u>the registry of shareholders and registry of share options</u> shall be handled by the Administrator of the Registry of Shareholders and shall not be handled by the Company.</p>

Current Articles of Incorporation	Proposed Amendment
<p>Article <u>13</u> to Article <u>30</u> (Provisions omitted)</p> <p style="text-align: center;">(Newly established)</p>     <p style="text-align: center;">(Newly established)</p>	<p>Article <u>12</u> to Article <u>29</u> (Same as at present)</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1. The preparation and retention of the Company's registry of lost share certificates as well as other business related to the registry of lost share certificates shall be handled by the Administrator of the Registry of Shareholders and shall not be handled by the Company.</u></p> <p><u>Article 2. This Article and the preceding Article shall be valid until January 5, 2010 and deleted on January 6, 2010.</u></p>