

[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.]

October 2010

**Minutes of the Extraordinary Meeting of
the Board of Directors**

(Certified Extract)

Japan Tobacco Inc.

Minutes of the Extraordinary Meeting
of the Board of Directors in October 2010

- 1. Date and Time of the Meeting:** Thursday, October 28, 2010, at 10:44 a.m.
- 2. Place of the Meeting:** 2-1, Toranomom 2-chome, Minato-ku, Tokyo
Executive Committee Room of the
Company's principal office
- 3. Attendee:** 9 Directors
(among 9 Directors)

4 Auditors
(among 4 Auditors)
- 4. Chairman:** Yoji Wakui, Chairman of the Board
- 5. Matters Resolved:**
Item 1 Omitted
- 6. Matters Reported:**
Item 2 Omitted
- 7. Matters Resolved:**

Item 3 Issuance of domestic straight bonds
- Following the instructions of the Chairman, Director Takeda provided an explanation concerning the issuance of domestic straight bonds, as shown in Attached 3. Following deliberations, the Chairman asked for the matter to be approved as proposed and all Directors in attendance did so unanimously.
- Item 4 Omitted
- 8. Matters Reported:**
Item 5 Omitted
- 9. Closure:** 11:10 a.m.

These Minutes were drafted in an effort to articulate the above deliberation and outcomes of the meeting, with every Director and Auditor in attendance affixing their names and seals as follows.

October 28, 2010

Japan Tobacco Inc. Board of Directors

Chairman	Chairman of the Board	Yoji Wakui
	President, Representative Director	Hiroshi Kimura
	Executive Deputy President, Representative Director	Munetaka Takeda
	Executive Deputy President, Representative Director	Masaaki Sumikawa
	Executive Deputy President, Representative Director	Mitsuomi Koizumi
	Executive Deputy President, Representative Director	Masakazu Shimizu
	Member of the Board	Noriaki Okubo
	Member of the Board	Mutsuo Iwai
	Member of the Board	Yasushi Shingai
	Standing Auditor	Hisao Tateishi
	Standing Auditor	Gisuke Shiozawa
	Auditor	Takanobu Fujita
	Auditor	Koichi Ueda

Details of Bond Issuance

- (1) Bond class: Domestic straight bonds
- (2) Total amount of issue: ¥100.0 billion maximum in one-time or multiple issuance
- (3) Redemption period: 10 years or less
- (4) Interest rate: Redemption maturity JGB yield + 0.30% maximum
- (5) Issue price: ¥98 or more per face value of ¥100
- (6) Redemption method: Bullet maturity redemption; retirement by purchase possible at any time after issuance
- (7) Issuing period: From November 1, 2010 to March 31, 2011
No issuance during this period is possible due to conditions in financial and capital markets
- (8) Security: General security (in accordance with Article 6 of the Japan Tobacco Inc. Act)
- (9) Use of proceeds: To be used as funds for the redemption of bonds and commercial papers, and the repayment of short-term and long-term loans
- (10) Application of Act on Book-Entry Transfer of Company Bonds, Shares, etc.:
The provisions of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. shall apply to all bonds issued pursuant to this Resolution.
- (11) Others: The Director in charge of finance shall be authorized to determine the term and amount of issued bonds as well as specific requirements of issuance, to select financial institutions to act as underwriter and administrator etc. and to enter into the agreements in relation to bond issuances.