

[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]

Document to be filed:	Change Report No. 1
Provisions to base upon:	Article 27-25, paragraph 1 of the Financial Instruments and Exchange Act
Filing to:	Director-General of the Kanto Local Finance Bureau
Name:	JAPAN TOBACCO INC. Mitsuomi Koizumi President, Chief Executive Officer and Representative Director
Address or location of head office:	2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan
Date on which duty to report arose:	December 4, 2002
Date of filing:	December 26, 2012
Total number of filing persons and joint holders (person)	2
Means of filing:	Filing in joint names
Cause of filing Change Report:	Description omitted because this report is written subject to former form

I. Matters regarding issuers

Name of issuer	TORII PHARMACEUTICAL CO., LTD.
Securities code	4551
Listed or OTC	Listed
Listed financial instruments exchange	Tokyo Stock Exchange

II. Matters regarding filing persons

1. Filing person (large volume holder) / 1

(1) Outline of filing person

(i) Filing person (large volume holder)

Natural or juridical person	Juridical person (stock company)
Name	JAPAN TOBACCO INC.
Address or location of head office	2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan
Former name	
Former address or location of head office	

(ii) Matters in case of natural person

Date of birth	
Occupation	
Name of workplace	
Address of workplace	

(iii) Matters in case of juridical person

Date of establishment	April 1, 1985
Name of representative	Mitsuomi Koizumi
Title of representative	President, Chief Executive Officer and Representative Director
Contents of business	Manufacturing and sale of tobacco products, etc.

(iv) Clerical contact

Clerical contact—department and person	Media & Investor Relations Division; Takenari Sasaki
Telephone number	+81-3-3582-3111 (Main)

(2) Purpose of holding

The Company holds the shares to establish a collaborative business relationship.
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(3) Act of making important suggestion, etc.

Omitted due to former form.

(4) Breakdown of share certificates, etc. held by above filing person

(i) Number of share certificates, etc. held

	Main clause of Article 27-23, paragraph 3 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 1 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 2 of the Financial Instruments and Exchange Act
Share certificates, investment securities, etc. (share/unit)	15,398,800 shares		
Share option certificates (share)	A	–	H
Bond certificates with share option (share)	B	–	I
Warrants covered with target securities	C		J
Depository receipts based on share certificates			
Depository receipts relating to share certificates	D		K
Beneficiary securities of share certificate trusts	(Omitted due to former form)	(Omitted due to former form)	(Omitted due to former form)
Beneficiary securities of share certificate-related trusts	E (Omitted due to former form)	(Omitted due to former form)	L (Omitted due to former form)
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G (Omitted due to former form)	(Omitted due to former form)	N (Omitted due to former form)
Total (share/unit)	O 15,398,800 shares	P	Q
Number of share certificates, etc. to be exempted due to transfer through margin trading	R		
Number of share certificates, etc. to be exempted on the assumption that rights such as the right to request delivery exist among joint holders	S (Omitted due to former form)		
Number of share certificates, etc. held (total) (O+P+Q-R-S)	T 15,398,800 shares		
Number of potential shares held (A+B+C+D+E+F+G+H+I+J+K+L+M+N)	U		

(ii) Holding ratio of share certificates, etc.

Total number of issued shares, etc. (share/unit) (as of December 4, 2002)	V 28,800,000 shares
Holding ratio of share certificates, etc. of above filing person (%) (T/(U+V) x 100)	53.47%
Holding ratio of share certificates, etc. stated in the latest Report (%)	53.47%

(5) Status of acquisition and disposal of any share certificates, etc. issued by the issuer of the subject share certificates, etc. during the latest 60 days

Date	Class of share certificates, etc.	Number	Ratio	Transaction inside or outside market	Acquisition or disposal	Unit price
No applicable items.						

(6) Important contracts regarding the subject share certificates, etc., such as collateral-related contracts

No applicable items.

(7) Funds for acquisition of share certificates, etc. held

(i) Breakdown of funds for acquisition

Funds on hand (W) (thousands of yen)	41,268,784
Total of borrowings (X) (thousands of yen)	—
Total of other funds (Y) (thousands of yen)	—
Detail of (Y) above	—
Total of funds for acquisition (thousands of yen) (W+X+Y)	41,268,784

(ii) Breakdown of borrowings

No applicable items.

(iii) Names, etc. of lenders

No applicable items.

2. Filing person (large volume holder) / 2

(1) Outline of filing person

(i) Filing person (large volume holder)

Natural or juridical person	Juridical person (stock company)
Name	TORII PHARMACEUTICAL CO., LTD.
Address or location of head office	4-1, Nihonbashi-Honcho 3-chome, Chuo-ku, Tokyo, Japan
Former name	
Former address or location of head office	

(ii) Matters in case of natural person

Date of birth	
Occupation	
Name of workplace	
Address of workplace	

(iii) Matters in case of juridical person

Date of establishment	November 1, 1921
Name of representative	Norihiko Matsuo
Title of representative	Representative Director, President and Chief Executive Officer
Contents of business	Manufacturing and marketing of pharmaceutical products

(iv) Clerical contact

Clerical contact—department and person	Corporate Planning Department; Ryosuke Otsu
Telephone number	+81-3-3231-6811 (Main)

(2) Purpose of holding

The Company holds the shares as a result of buying back shares less than one unit.
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(3) Act of making important suggestion, etc.

Omitted due to former form.

(4) Breakdown of share certificates, etc. held by above filing person

(i) Number of share certificates, etc. held

	Main clause of Article 27-23, paragraph 3 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 1 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 2 of the Financial Instruments and Exchange Act
Share certificates, investment securities, etc. (share/unit)	2,079 shares		
Share option certificates (share)	A	–	H
Bond certificates with share option (share)	B	–	I
Warrants covered with target securities	C		J
Depository receipts based on share certificates			
Depository receipts relating to share certificates	D		K
Beneficiary securities of share certificate trusts	(Omitted due to former form)	(Omitted due to former form)	(Omitted due to former form)
Beneficiary securities of share certificate-related trusts	E (Omitted due to former form)	(Omitted due to former form)	L (Omitted due to former form)
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G (Omitted due to former form)	(Omitted due to former form)	N (Omitted due to former form)
Total (share/unit)	O 2,079 shares	P	Q
Number of share certificates, etc. to be exempted due to transfer through margin trading	R		
Number of share certificates, etc. to be exempted on the assumption that rights such as the right to request delivery exist among joint holders	S (Omitted due to former form)		
Number of share certificates, etc. held (total) (O+P+Q-R-S)	T 2,079 shares		
Number of potential shares held (A+B+C+D+E+F+G+H+I+J+K+L+M+N)	U		

(ii) Holding ratio of share certificates, etc.

Total number of issued shares, etc. (share/unit) (as of December 4, 2002)	V 28,800,000 shares
Holding ratio of share certificates, etc. of above filing person (%) (T/(U+V) x 100)	0.01%
Holding ratio of share certificates, etc. stated in the latest Report (%)	–

(5) Status of acquisition and disposal of any share certificates, etc. issued by the issuer of the subject share certificates, etc. during the latest 60 days

Date	Class of share certificates, etc.	Number	Ratio	Transaction inside or outside market	Acquisition or disposal	Unit price (yen)
October 8, 2002	Common share certificates	40	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,550
October 16, 2002	Common share certificates	64	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,601
October 18, 2002	Common share certificates	50	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,603
October 31, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,578
November 11, 2002	Common share certificates	120	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,550
November 14, 2002	Common share certificates	10	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,575
November 15, 2002	Common share certificates	60	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,593
November 20, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,585
November 26, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,561
November 27, 2002	Common share certificates	40	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,582
November 28, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,577
November 29, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,570
December 4, 2002	Common share certificates	80	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,560

(6) Important contracts regarding the subject share certificates, etc., such as collateral-related contracts

No applicable items.

(7) Funds for acquisition of share certificates, etc. held

(i) Breakdown of funds for acquisition

Funds on hand (W) (thousands of yen)	3,435
Total of borrowings (X) (thousands of yen)	—
Total of other funds (Y) (thousands of yen)	—
Detail of (Y) above	—
Total of funds for acquisition (thousands of yen) (W+X+Y)	3,435

(Note) Funds on hand indicates the amount obtained by subtracting A (average acquisition cost per share certificate, etc. before disposal) multiplied by B (number of share certificates, etc. disposed) from C (funds on hand before disposal).

(ii) Breakdown of borrowings

No applicable items.

(iii) Names, etc. of lenders

No applicable items.

III. Matters regarding joint holders

No applicable items.

IV. Summary of filing persons and joint holders

1. Filing persons and joint holders

- (1)** JAPAN TOBACCO INC.
- (2)** TORII PHARMACEUTICAL CO., LTD.

2. Breakdown of share certificates, etc. held by above filing persons and joint holders

(1) Number of share certificates, etc. held

	Main clause of Article 27-23, paragraph 3 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 1 of the Financial Instruments and Exchange Act	Article 27-23, paragraph 3, item 2 of the Financial Instruments and Exchange Act
Share certificates, investment securities, etc. (share/unit)	15,400,879 shares		
Share option certificates (share)	A	–	H
Bond certificates with share option (share)	B	–	I
Warrants covered with target securities	C		J
Depository receipts based on share certificates			
Depository receipts relating to share certificates	D		K
Beneficiary securities of share certificate trusts	(Omitted due to former form)	(Omitted due to former form)	(Omitted due to former form)
Beneficiary securities of share certificate-related trusts	E (Omitted due to former form)	(Omitted due to former form)	L (Omitted due to former form)
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G (Omitted due to former form)	(Omitted due to former form)	N (Omitted due to former form)
Total (share/unit)	O 15,400,879 shares	P	Q
Number of share certificates, etc. to be exempted due to transfer through margin trading	R		
Number of share certificates, etc. to be exempted on the assumption that rights such as the right to request delivery exist among joint holders	S (Omitted due to former form)		
Number of share certificates, etc. held (total) (O+P+Q-R-S)	T 15,400,879 shares		
Number of potential shares held (A+B+C+D+E+F+G+H+I+J+K+L+M+N)	U		

(2) Holding ratio of share certificates, etc.

Total number of issued shares, etc. (share/unit) (as of December 4, 2002)	V 28,800,000 shares
Holding ratio of share certificates, etc. of above filing persons (%) (T/(U+V) x 100)	53.48%
Holding ratio of share certificates, etc. stated in the latest Report (%)	–

(3) Breakdown of holding ratio of share certificates, etc. in case of joint holding

(Omitted due to former form)