

[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. 2
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:	November 11, 2003
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.
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**(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 November 11, 2003)	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.
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**(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 in order of making it possible to flexibly implement capital policies in response to changes in management environment.

**(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)	489,859 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 489,859 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		489,859 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 November 11, 2003)	V	28,800,000 shares
Holding ratio of share certificates, etc. of above filing person (%) (T/(U+V) x 100)		1.70%
Holding ratio of share certificates, etc. stated in the latest Report (%)		0.01%

**(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 1, 2003	Common share certificates	40	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,761
October 16, 2003	Common share certificates	40	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,772
November 11, 2003	Common share certificates	486,000	(Omitted due to former form)	(Omitted due to former form)	Acquisition	1,718

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

No applicable items.
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**(7) Funds for acquisition of share certificates, etc. held**

**(i) Breakdown of funds for acquisition**

Funds on hand (W) (thousands of yen)	841,022
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)	841,022

(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)	15,888,659 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 15,888,659 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		15,888,659 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 November 11, 2003)	V	28,800,000 shares
Holding ratio of share certificates, etc. of above filing persons (%) (T/(U+V) x 100)		55.17%
Holding ratio of share certificates, etc. stated in the latest Report (%)		53.48%

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

(Omitted due to former form)