

[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. 3
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:	February 27, 2013
Date of filing:	March 1, 2013
Total number of filing persons and joint holders (person)	2
Means of filing:	Others
Cause of filing Change Report:	1% or more increase in holding ratio of share certificates, etc. of the filing person 1% or more decrease in holding ratio of share certificates, etc. of the joint holder

I. Matters regarding issuers

Name of issuer	JAPAN TOBACCO INC.
Securities code	2914
Listed or OTC	Listed
Listed financial instruments exchange	Tokyo Stock Exchange and Osaka Securities 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 expand management options.
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(3) Act of making important suggestion, etc.

No applicable items.

(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)	182,510,100 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			
Beneficiary securities of share certificate-related trusts	E		L
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G		N
Total (share/unit)	O 182,510,100 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		
Number of share certificates, etc. held (total) (O+P+Q–R–S)	T 182,510,100 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 February 27, 2013)	V 2,000,000,000 shares
Holding ratio of share certificates, etc. of above filing person (%) (T/(U+V) x 100)	9.13%
Holding ratio of share certificates, etc. stated in the latest Report (%)	4.20%

(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
February 14, 2013	Common share certificates	600 shares	0.00%	Outside market	Disposal	Disposal upon exercise of share options
February 27, 2013	Common share certificates	86,805,500 shares	4.34%	Outside market	Acquisition	2,880 yen

(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)	234,572,914
Total of borrowings (X) (thousands of yen)	110,000,000
Total of other funds (Y) (thousands of yen)	
Detail of (Y) above	Acquisition of 335,936 shares by a share split as of April 1, 2006 Acquisition of 95,226,674 shares by a share split as of July 1, 2012
Total of funds for acquisition (thousands of yen) (W+X+Y)	344,572,914

(ii) Breakdown of borrowings

Name (branch office name)	Business type	Representative	Location	Purpose of borrowing	Amount (thousands of yen)
Mizuho Bank, Ltd. (Tokyo Main Office Division No. 2)	Banking	President and CEO Takashi Tsukamoto	1-5, Uchisaiwaicho 1-chome, Chiyoda-ku, Tokyo	2	110,000,000

(iii) Names, etc. of lenders

No applicable items.

III. Matters regarding joint holders

1. Joint holder / 1

(1) Outline of joint holder

(i) Joint holder

Natural or juridical person	Other (national government)
Name	Minister of Finance of Japan
Address or location of head office	1-1, Kasumigaseki 3-chome, Chiyoda-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	
Name of representative	
Title of representative	
Contents of business	

(iv) Clerical contact

Clerical contact—department and person	First Accounting Section, Debt Management Policy Division, Financial Bureau of the Ministry of Finance
Telephone number	+81-3-3581-4111

(2) Breakdown of share certificates, etc. held by above joint holder**(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)	919,928,600 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			
Beneficiary securities of share certificate-related trusts	E		L
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G		N
Total (share/unit)	O 919,928,600 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		
Number of share certificates, etc. held (total) (O+P+Q–R–S)	T 919,928,600 shares		
Number of potential shares held (A+B+C+D+E+F+G+H+I+J+K+L+M+N)	U		

(i) Holding ratio of share certificates, etc.

Total number of issued shares, etc. (share/unit) (as of February 27, 2013)	V 2,000,000,000 shares
Holding ratio of share certificates, etc. of above joint holder (%) (T/(U+V) x 100)	46.00%
Holding ratio of share certificates, etc. stated in the latest Report (%)	50.00%

IV. Summary of filing persons and joint holders

1. Filing person and joint holder

- (1) JAPAN TOBACCO INC.
- (2) Minister of Finance of Japan

2. Breakdown of share certificates, etc. held by above filing person and joint holder

(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)	1,102,438,700 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			
Beneficiary securities of share certificate-related trusts	E		L
Bonds redeemed by target securities	F		M
Share certificates exchangeable to shares of other company, etc.	G		N
Total (share/unit)	O 1,102,438,700 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		
Number of share certificates, etc. held (total) (O+P+Q–R–S)	T		1,102,438,700 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 February 27, 2013)	V	2,000,000,000 shares
Holding ratio of share certificates, etc. of above filing person and joint holder (%) ($T/(U+V) \times 100$)		55.12%
Holding ratio of share certificates, etc. stated in the latest Report (%)		54.20%

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

Name of filing person and joint holder	Number of share certificates, etc. held (total) (share/unit)	Holding ratio of share certificates, etc.
JAPAN TOBACCO INC.	182,510,100	9.13
Minister of Finance of Japan	919,928,600	46.00
Total	1,102,438,700	55.12