

[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.]

February 20, 2015

To Our Shareholders

**MATERIALS DISCLOSED VIA THE INTERNET CONCERNING  
NOTICE OF CONVOCAION OF  
THE 30TH ANNUAL SHAREHOLDERS MEETING**

Concerning “Notes to Consolidated Financial Statements” and “Notes to Nonconsolidated Financial Statements” are posted on the Company’s website (<http://www.jti.co.jp/>) to be offered to shareholders, pursuant to the provisions of laws and regulations as well as Article 17 of our Articles of Incorporation.

Notes to Consolidated Financial Statements

Notes to Nonconsolidated Financial Statements

(For the fiscal year from April 1, 2014 to December 31, 2014)

**Japan Tobacco Inc.**

# Notes to Consolidated Financial Statements

## 1. Significant matters for preparing consolidated financial statements

### (1) Accounting principles for preparing consolidated financial statements

The consolidated financial statements of Japan Tobacco Inc. (hereinafter referred to as the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) are prepared in accordance with International Financial Reporting Standards (hereinafter referred to as “IFRS”) under the provisions of Article 120, Paragraph 1 of the Ordinance on Accounting of Companies. Under the provisions of the second sentence of the same paragraph of the same Ordinance, some disclosure items required under IFRS are omitted.

### (2) Early adoption of new standards

The Group has early adopted IFRS 9 “Financial Instruments” (revised in October 2010) (hereinafter referred to as “IFRS 9”) from April 1, 2011.

IFRS 9 replaces IAS 39 “Financial Instruments: Recognition and Measurement” (hereinafter referred to as “IAS 39”) and provides two measurement categories for financial instruments: amortized cost and fair value. Changes in fair value of financial assets measured at fair value are recognized in profit or loss. However, changes in fair value of investments in equity instruments, except for equity instruments held for trading purposes, are allowed to be recognized in other comprehensive income.

### (3) Scope of consolidation

Number of consolidated subsidiaries: 215 companies

Major consolidated subsidiaries: TS Network Co., Ltd., Japan Filter Technology, Ltd., JT International S.A., Gallaher Ltd., Torii Pharmaceutical Co., Ltd., JT Beverage Inc., Japan Beverage Holdings Inc., and TableMark Co., Ltd.

### (4) Scope of equity method

Number of affiliates accounted for using the equity method: 12 companies

Major affiliates accounted for using the equity method: Megapolis Distribution B.V.

Joint ventures are accounted for using the equity method.

(5) Change of fiscal year end

In this fiscal year, the Company and its subsidiaries with fiscal year ends other than December 31 have changed their fiscal year ends to December 31 for the purpose of unifying the fiscal year end with overseas consolidated subsidiaries of the Group, which will enhance and improve the efficiency of the closing and management systems.

As a consequence of this change of fiscal year end, fiscal year 2014 was a nine-month period from April 1, 2014 to December 31, 2014.

In addition, the fiscal year end date of JT International Holding B.V. and its subsidiaries which operate the Group's international tobacco business, continues to be December 31 as before, hence the Group consolidates financial results of the JTIH Group for the twelve-month period from January 1, 2014 to December 31, 2014 into the Group's consolidated financial results for the nine months ended December 31, 2014.

If the fiscal year of the Group had been the twelve-month period from January 1, 2014 to December 31, 2014, revenue, operating profit, and profit attributable to the owner of parent company in the consolidated statement of income for the period would have been ¥2,433,463 million, ¥571,767 million, and ¥389,065 million, respectively.

(6) Accounting policies

A. Basis and method of valuation for financial assets other than derivatives

i) Initial recognition and measurement

Financial assets are classified into financial assets measured at fair value through profit or loss, fair value through other comprehensive income, and amortized cost. The Group determines the classification at initial recognition.

Financial assets are classified as financial assets measured at amortized cost if both of the following conditions are met. Otherwise, they are classified as financial assets measured at fair value.

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For financial assets measured at fair value, each equity instrument is designated as measured at fair value through profit or loss or as measured at fair value through other comprehensive income, except for equity instruments held for trading purposes that must be measured at fair value through profit or loss. Such designations are applied consistently.

All financial assets are measured at fair value plus transaction costs that are attributable to the financial assets, except for the case of being classified in the category of financial assets measured at fair value through profit or loss.

ii) Subsequent measurement

After initial recognition, financial assets are measured based on the classification as follows:

(a) Financial assets measured at amortized cost

Financial assets measured at amortized cost are measured at amortized cost using the effective interest method.

(b) Other financial assets

Financial assets other than those measured at amortized cost are measured at fair value.

Changes in the fair value of financial assets measured at fair value are recognized as profit or loss. However, changes in the fair value of equity instruments designated as measured at fair value through other comprehensive income are recognized as other comprehensive income and the amount in other comprehensive income is transferred to retained earnings when equity instruments are derecognized or the decline in its fair value compared to its acquisition cost is significant. Dividends on the financial assets are recognized in profit or loss for the year.

iii) Derecognition

Financial assets are derecognized when the rights to receive benefits from them expire or are transferred, or when substantially all the risks and rewards of the ownership are transferred.

iv) Impairment of financial assets

In accordance with IAS 39, the Group assesses at the end of each reporting period whether there is any objective evidence that financial assets measured at amortized cost are impaired. Evidence of impairment includes significant financial difficulty of the borrower or a group of borrowers, a default or delinquency in interest or principal payments, and bankruptcy of the borrower.

The Group assesses whether objective evidence of impairment exists individually for financial assets that are individually significant and collectively for financial assets that are not individually significant.

If there is objective evidence that impairment losses on financial assets measured at amortized cost have been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows.

When impairment is recognized, the carrying amount of the financial asset is reduced by an allowance for doubtful accounts and impairment losses are recognized in profit or loss. The carrying amount of financial assets measured at amortized cost is directly reduced for the impairment when they are expected to become uncollectible in the future and all collaterals are implemented or transferred to the Group. If, in a subsequent period, the amount of the impairment loss provided changes due to an event occurring after the impairment was recognized, the previously recognized impairment losses are adjusted through the allowance for doubtful accounts.

B. Basis and method of valuation for derivatives

The Group utilizes derivatives, including forward foreign exchange contracts and interest rate swap contracts, to hedge foreign exchange and interest rate risks. These derivatives are initially measured at fair value when the contract is entered into, and are subsequently remeasured at fair value. Changes in the fair value of derivatives are recognized as profit or loss in the consolidated statement of income. However, the gains or losses on the hedging instrument relating to the effective portion of cash flow hedges and hedges of net investment in foreign operations are recognized as other comprehensive income.

C. Basis and method of valuation for inventories

The cost of inventories includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are measured at the lower of cost or net realizable value, and the costs are determined by using the weighted-average method. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

Leaf tobacco which is stored for more than 12 months before being used for production is included in current assets since it is held within the normal operating cycle.

D. Depreciation methods for significant depreciable assets

i) Property, plant and equipment and investment property (excluding leased assets)

Property, plant, and equipment is measured by using the cost model and is stated at cost less accumulated depreciation and accumulated impairment losses.

The acquisition cost includes any costs directly attributable to the acquisition of the asset and dismantlement, removal and restoration costs, as well as borrowing costs eligible for capitalization. Except for assets that are not subject to depreciation such as land, assets are depreciated using the straight-line method over their estimated useful lives.

Investment property is property held to earn rentals or for capital appreciation or both.

Investment property is measured by using the cost model and is stated at cost less accumulated depreciation and accumulated impairment losses.

The estimated useful lives of major asset items are as follows:

- Buildings and structures: 38 to 50 years
- Machinery and vehicles: 10 to 15 years

The estimated useful lives and depreciation method are reviewed at each fiscal year end and if there are any changes made to the estimated useful lives and depreciation method, such changes are applied prospectively as changes in estimate.

ii) Intangible assets (excluding leased assets)

Intangible assets are measured by using the cost model and are stated at cost less accumulated amortization and accumulated impairment losses.

Intangible assets acquired separately are measured at cost at the initial recognition, and the costs of intangible assets acquired through business combinations are recognized at fair value at the acquisition date. Expenditures on internally generated intangible assets are recognized as expense in the period when incurred, except for development expenses that satisfy the capitalization criteria.

Intangible assets with finite useful lives are amortized using the straight-line method over their estimated useful lives and are tested for impairment whenever there is any indication of impairment. The estimated useful lives and amortization method of intangible assets with finite useful lives are reviewed at each fiscal year end, and the effect of any changes in estimate would be accounted for on a prospective basis.

The estimated useful lives of major intangible assets with finite useful lives are as follows:

- Trademarks: 20 years
- Software: 5 years

Intangible assets with indefinite useful lives and intangible assets that are not ready to use are not amortized, but they are tested for impairment individually or by cash-generating unit annually or whenever there is any indication of impairment.

iii) Leased assets

Leases are classified as finance leases whenever substantially all the risks and rewards incidental to ownership are transferred to the Group. All other leases are classified as operating leases.

In finance lease transactions, leased assets and lease obligations are recognized in the consolidated statement of financial position at the lower of the fair value of the leased property or the present value of the minimum lease payments, each determined at the inception of the lease. Lease payments are apportioned between the financial cost and the reduction of the lease obligations based on the effective interest method. Financial costs are recognized in the consolidated statement of income. Leased assets are depreciated using the straight-line method over their estimated useful lives or lease terms, whichever is shorter.

In operating lease transactions, lease payments are recognized as an expense using the straight-line method over the lease terms in the consolidated statement of income. Contingent rents are recognized as an expense in the period when they are incurred.

Determining whether an arrangement is, or contains, a lease is based on the substance of the arrangement in accordance with IFRIC 4 "Determining Whether an Arrangement Contains a Lease," even if the arrangement does not take the legal form of a lease.

E. Policy on accounting of significant provisions

The Group has present obligations (legal or constructive) resulting from past events and recognizes provisions when it is probable that the obligations are required to be settled and the amount of the obligations can be estimated reliably.

Where the effect of the time value of money is material, the amount of provisions is measured at the present value of the expenditures expected to be required to settle the obligations. In calculating the present value, the Group uses the pretax discount rate reflecting current market assessments of the time value of money and the risks specific to the liability.

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets," the Group recognizes a provision for restructuring when it has a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main scheme to those affected by it. Restructuring provisions include only the direct expenditures arising from the restructuring, which meet both of the following criteria:

- necessarily entailed by the restructuring;
- not associated with the ongoing activities of the entity.

#### F. Post-employment benefits

The Group sponsors defined benefit plans and defined contribution plans as employee retirement benefit plans.

The Company is obligated to bear pension expenses for a mutual assistance association incurred with respect to services in or before June 1956 (prior to the enforcement of the Act on the Mutual Aid Association of Public Corporation Employees). Such obligations are calculated and included in liabilities related to the retirement benefits.

For each plan the Group calculates the present value of defined benefit obligations, related current service cost and past service cost using the projected unit credit method. For a discount rate, a discount period is determined based on the period until the expected date of benefit payment in each fiscal year, and the discount rate is determined by reference to market yields for the period corresponding to the discount period at the end of the fiscal year on high quality corporate bonds or government bonds. Liabilities or assets for defined benefit plans are calculated by the present value of the defined benefit obligation, deducting the fair value of any plan assets (including adjustments for the asset ceiling for defined benefit plan and minimum funding requirements, if necessary). Expected interest costs and interest income are recognized as financial costs.

Remeasurements of defined benefit plans are recognized in full as other comprehensive income in the period when they are incurred and transferred to retained earnings immediately. Past service costs are recognized as profit or loss in the period when incurred.

The cost for retirement benefits for defined contribution plans is recognized as an expense at the time of contribution.

#### G. Accounting for revenue

##### i) Sale of goods

The Group mainly engages in the sale of tobacco products, prescription drugs, beverages and processed foods. Revenue from the sale of these goods is recognized when the significant risks and rewards of ownership of the goods transfer to the buyers, the Group retains neither continuing managerial involvement nor effective control over the goods sold, it is probable that the future economic benefits will flow to the Group, and the amount of revenue and the corresponding costs can be measured reliably. Therefore, revenue is usually recognized at the time of delivery of goods to customers. In addition, revenue is recognized at fair value of the consideration received or receivable less discounts, rebates and taxes, including consumption taxes.

Since the amount of turnover where the Group is involved as an agency, including tobacco excise taxes, is deducted from revenue, the Group recognizes only the economic benefit inflow, excluding such amount as revenue in the consolidated statements of income.

##### ii) Interest income

Interest income is recognized using the effective interest rate method.

##### iii) Dividend income

Dividend income is recognized when the shareholder's right to receive payment is established.

##### iv) Royalties

Royalties are recognized on an accrual basis in accordance with the substance of the relevant agreement.

#### H. Goodwill

Goodwill is stated at acquisition cost less accumulated impairment losses.

Goodwill is not amortized. It is allocated to cash-generating units that are identified according to locations and types of businesses and tested for impairment annually or whenever there is any

indication of impairment. Impairment losses on goodwill are recognized in the consolidated statement of income and no subsequent reversal is made.

#### I. Method of foreign currency translation

Consolidated financial statements of the Group are presented in Japanese yen, which is the functional currency of the Company. Each company in the Group specifies its own functional currency and measures transactions based on it.

Foreign currency transactions are translated into the functional currency at the rates of exchange prevailing at the dates of transactions or an approximation of the rate. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rates of exchange prevailing at the fiscal year end date. Differences arising from the translation and settlement are recognized as profit or loss. However, exchange differences arising from the translation of financial instruments designated as hedging instruments for net investment in foreign operations (foreign subsidiaries), financial assets measured at fair value through other comprehensive income, and cash flow hedges are recognized as other comprehensive income.

The assets and liabilities of foreign operations are translated into Japanese yen at the rates of exchange prevailing at the fiscal year end date, while income and expenses of foreign operations are translated into Japanese yen at the rates of exchange prevailing at the dates of transactions or an approximation to the rate. The resulting translation differences are recognized as other comprehensive income. In cases where foreign operations are disposed of, the cumulative amount of translation differences related to the foreign operations is recognized as profit or loss in the period of disposition.

#### J. Method of significant hedge accounting

The Group utilizes derivatives, including forward foreign exchange contracts and interest rate swap contracts, to hedge foreign exchange and interest rate risks. These derivatives are initially measured at fair value when the contract is entered into, and are subsequently remeasured at fair value. Changes in the fair value of derivatives are recognized as profit or loss in the consolidated statement of income. However, the gains or losses on the hedging instrument relating to the effective portion of cash flow hedges and hedges of net investment in foreign operations are recognized as other comprehensive income.

At the inception of the hedge, the Group formally designates and documents the hedging relationship to which hedge accounting is applied and the objectives and strategies of risk management for undertaking the hedge. The documentation includes identification of hedging instruments, the hedged items or transactions, the nature of the risks being hedged and how the hedging instrument's effectiveness is assessed in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risks. Even though these hedges are expected to be highly effective in offsetting changes in fair value or cash flows, they are assessed on an ongoing basis and determined actually to have been highly effective throughout the financial reporting periods for which the hedges were designated.

Hedges that meet the stringent requirements for hedge accounting are classified in the following categories and accounted for in accordance with IAS 39.

##### i) Fair value hedge

Changes in the fair value of derivatives are recognized as profit or loss in the consolidated statement of income. Regarding changes in the fair value of hedged items attributable to the hedged risks, the carrying amount of the hedged item is adjusted and the change is recognized as profit or loss in the consolidated statement of income.

ii) Cash flow hedge

The effective portion of gains or losses on hedging instruments is recognized as other comprehensive income in the consolidated statement of comprehensive income, while the ineffective portion is recognized immediately as profit or loss in the consolidated statement of income.

The amounts of hedging instruments recognized in other comprehensive income are reclassified to profit or loss when the transactions of the hedged items affect profit or loss. In cases where hedged items result in the recognition of non-financial assets or liabilities, the amounts recognized as other comprehensive income are accounted for as adjustments to the original carrying amount of non-financial assets or liabilities.

When forecast transactions or firm commitments are no longer expected to occur, any related cumulative gain or loss that has been recognized in equity as other comprehensive income is reclassified to profit or loss. When hedging instruments expire, are sold, terminated or exercised without the replacement or rollover of other hedging instruments, or when the hedge designation is revoked, amounts that have been recognized in other comprehensive income are continued to be recognized in other comprehensive income until the forecast transactions or firm commitments occur.

iii) Hedge of net investment in foreign operations

Translation differences resulting from the hedge of net investment in foreign operations are accounted for similarly to a cash flow hedge. The effective portion of gains or losses on hedging instruments is recognized as other comprehensive income, while the ineffective portion is recognized as profit or loss in the consolidated statement of income. At the time of the disposal of the foreign operations, any related cumulative gain or loss that has been recognized in equity as other comprehensive income is reclassified to profit or loss.

K. National consumption tax and local consumption tax are excluded from the consolidated statement of income.

(7) Changes in accounting policies

From this fiscal year, the Group has adopted IAS 39 “Financial Instruments: Recognition and Measurement” (revised in June 2013) and IFRIC 21 “Levies”.

The effect of the above standards on the consolidated financial statements is immaterial.



## 2. Notes to consolidated statement of financial position

### (1) Accumulated depreciation of assets (including accumulated impairment losses)

Property, plant and equipment:	¥969,259 million
Goodwill and intangible assets:	¥705,177 million
Investment property:	¥28,214 million

### (2) Assets pledged as collateral and liabilities relating to collateral

- i) Pursuant to Article 6 of the Japan Tobacco Inc. Act, the Company's properties are pledged as general collateral for its corporate bonds.

Amount of liabilities relating to collateral

Bonds:	¥139,954 million
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- ii) Assets pledged as collateral related to some consolidated subsidiaries are ¥125 million.

The amount of liabilities related to assets pledged as collateral is ¥125 million.

### (3) Allowance for doubtful accounts directly deducted from assets

Trade and other receivables:	¥1,910 million
Other financial assets:	¥8,685 million

### 3. Notes to consolidated statement of changes in equity

#### (1) Class and total number of issued shares and class and total number of treasury shares

(Thousands of shares)

	Number of shares as of April 1, 2014	Increase for the nine months ended December 31, 2014	Decrease for the nine months ended December 31, 2014	Number of shares as of December 31, 2014
Issued shares				
Ordinary shares	2,000,000	–	–	2,000,000
Treasury shares				
Ordinary shares	182,452	–	9	182,443

(Note) The decrease of 9 thousand shares in treasury shares is due to the exercise of share option.

#### (2) Cash dividends

##### i) Dividend payments

Resolution	Class of shares	Total dividends (Millions of yen)	Dividends per share (Yen)	Basis date	Effective date
Annual Shareholders Meeting (June 24, 2014)	Ordinary shares	90,877	50	March 31, 2014	June 25, 2014
Board of Directors (October 30, 2014)	Ordinary shares	90,878	50	September 30, 2014	December 1, 2014

ii) Dividend whose basis date is in the nine months ended December 31, 2014 but whose effective date falls in the year ending December 31, 2015

The following proposal will be placed on the agenda of the Annual Shareholders' Meeting to be held on March 20, 2015.

(Proposal)	Class of shares	Total dividends (Millions of yen)	Source of dividends	Dividends per share (Yen)	Basis date	Effective date
Annual Shareholders Meeting (March 20, 2015)	Ordinary shares	90,878	Retained earnings	50	December 31, 2014	March 23, 2015

#### (3) Class and number of shares under subscription rights to shares as of December 31, 2014 (excluding rights whose exercise period has not yet begun)

Ordinary shares

1,071,000 shares

#### 4. Financial instruments

##### (1) Status of financial instruments

The Group is exposed to financial risks (credit risks, liquidity risks, foreign exchange risks, interest rate risks and market price fluctuation risks) in the process of its management activities, and it manages risks based on a specific policy in order to avoid or reduce said risks. The results of risk management are quarterly reported by the Treasury Division to the Board of Directors.

The Group policy limits derivatives to transactions for the purpose of mitigating risks from transactions based on actual demand. Therefore, we do not transact derivatives for speculation purposes or trading purposes.

##### (2) Fair value of financial instruments

The carrying amounts on the consolidated statement of financial position and the fair values as of December 31, 2014 are as follows:

(Millions of yen)

	Carrying amount on consolidated statement of financial position	Fair value
1) Long-term loan payables	40,976	40,976
2) Bonds	139,954	142,586

With regard to short-term financial assets and short-term financial liabilities measured at amortized cost, the fair value approximates the carrying amount.

The fair value of long-term borrowings is calculated based on the present value which is obtained by discounting the total of the principal and interest by the interest rate assumed in a case where the same loan is newly made.

The fair value of bonds issued by the Group is based on a quoted market price for bonds that have a quoted market price. For bonds that do not have any quoted market price, the fair value is determined by discounting the sum of principal and interest to the present value at a rate considering bonds' remaining maturity and credit risk.

#### 5. Investment property

##### (1) Status of investment property

The Group owns some rental properties such as office buildings and residences in Tokyo Prefecture and other areas.

##### (2) Fair value of investment property

The carrying amount on the consolidated statement of financial position and the fair value of investment properties as of December 31, 2014 are as follows:

(Millions of yen)

Usage	Carrying amount on consolidated statement of financial position	Fair value
Investment property	17,870	46,674

- (Notes)
1. The carrying amount on the consolidated statement of financial position is the acquisition cost less accumulated depreciation and accumulated impairment losses, if any.
  2. The fair value of investment properties is determined based on a valuation conducted by an external real estate appraiser. The valuation is made in accordance with the appraisal of the country where the investment property is located and based on market evidence of transaction prices for similar assets.

## 6. Per share information

(1) Equity attributable to owners of the parent company per share:	¥ 1,395.74
(2) Basic earnings per share:	¥ 199.67
(3) Diluted earnings per share:	¥ 199.56

## 7. Contingencies

### Contingent liabilities

The Company and some of its subsidiaries are defendants in lawsuits. Provisions are not accounted for in matters it is not practicable to reasonably estimate the final outcomes.

The Company and its subsidiaries, who are defendants in such lawsuits, believe that our defenses asserted in these lawsuits are based on substantial evidence and implement the system for response to action with the assistance of external lawyers.

### (1) Smoking and health related litigation

The Company and some of its subsidiaries become defendants in lawsuits filed by plaintiffs seeking damages for harm allegedly caused by smoking, the marketing of tobacco products, or exposure to tobacco smoke. As of December 31, 2014, there were a total of 20 smoking and health related cases pending in which one or more members of the Group were named as a defendant or for which the Company may have certain indemnity obligations pursuant to the agreement for the Company's acquisition of RJR Nabisco Inc.'s overseas (non-U.S.) tobacco operations.

The major ongoing smoking and health related cases are as follows:

#### i) Individual claim

There is one individual case brought against the Company's indemnitee in South Africa.

#### ii) Class actions

There are eight ongoing class actions in Canada against the Company's subsidiary and/or indemnitees.

#### iii) Health-care cost recovery litigation

There are nine ongoing health-care cost recovery cases in Canada pending against the Company's subsidiary and indemnitees brought by the Provinces of British Columbia, New Brunswick, Ontario, Newfoundland and Labrador, Manitoba, Quebec, Alberta, Saskatchewan and Prince Edward Island.

### (2) Other litigation

The Company and some of its subsidiaries are also named as defendants in other litigation such as commercial and tax disputes.

There is one main lawsuit that is pending in Japan with regard to claims for damages against some of the Company's subsidiaries.

## 8. Significant subsequent events

### (1) Legal matter

Subsequent to December 31, 2014, the following health-care cost recovery litigation was filed.

Canada Nova Scotia Health-Care Cost Recovery Litigation:

This health-care cost recovery litigation was filed by the Province of Nova Scotia on January 2, 2015 against tobacco industry members including JTI-Macdonald Corp. and the Company's indemnitees based on its provincial legislation, the "Tobacco Damages and Health-Care Costs Recovery Act." The Province of Nova Scotia is seeking to recoup the health-care costs the province has incurred and will incur, resulting from "tobacco related wrongs." The claim amount is unspecified. The pre-trial process is ongoing. A trial date is not yet scheduled.

(2) Withdrawal from the manufacture and sale of JT beverage products

The Company decided by resolution at a meeting of the Board of Directors held on February 4, 2015 to withdraw from manufacture and sale of JT beverage products in the beverage business. The manufacture and sale of JT beverage products conducted by JT's beverage business division and JT Beverage Inc. is expected to be discontinued by the end of September 2015. The impact of the decision on the consolidated financial statements for fiscal year ending December 31, 2015 has not been confirmed at present.

(3) Acquisition of own shares

As a supplemental measure for the adjusted EPS growth at constant FX in the mid- to long-term in the framework of shareholder return, the Company's Board of Directors made a resolution on February 5, 2015 for the Company to acquire its own shares according to the particulars stated below pursuant to the provision of Article 156 of the Companies Act, as applied by replacing the relevant terms pursuant to the Act's provision of Article 165, paragraph 3.

a. Class of shares to be acquired

Common stock

b. Number of shares to be acquired

Up to 36,000,000 shares

c. Total payment amount to acquire shares

Up to ¥100,000 million

d. Period of share acquisition

From February 9, 2015 to June 9, 2015

e. Method of acquisition

Purchase on the stock exchange via a trust bank

**9. All figures are rounded off to the nearest unit.**

## Notes to Nonconsolidated Financial Statements

### 1. Significant accounting policies

#### (1) Basis and method of valuation for securities

Stocks of subsidiaries and affiliates:

Stated at cost determined by the moving-average method.

Available-for-sale securities:

Securities with a fair value:

Stated at fair value based on market prices on the closing date of the accounting period. (Valuation difference is stated as a component of net assets and the cost of securities sold is calculated applying the moving-average method.)

Securities without a fair value:

Stated at cost determined by the moving-average method.

#### (2) Basis and method of valuation for derivatives

Stated based on the fair value method.

#### (3) Basis and method of valuation for inventories

Stated at cost determined by the average cost method.

(Balance sheet amounts are measured at the lower of cost or net selling value.)

#### (4) Depreciation methods for depreciable assets

##### i) Property, plant and equipment (excluding leased assets)

The declining-balance method (straight-line method is applied for buildings (excluding accompanying facilities) acquired on or after April 1, 1998)

The main useful lives are as follows:

Buildings (excluding accompanying facilities): 38 to 50 years

Machinery and equipment: 10 years

##### ii) Intangible assets (excluding leased assets)

Straight-line method

The main useful lives are as follows:

Patent right: 8 years

Right of trademark: 10 years

Software: 5 years

##### iii) Leased assets

For finance leases that do not transfer ownership of the leased property to the lessee, depreciation expense is mainly computed on the straight-line method over the lease period as the useful life assuming no residual value.

(5) Policy on accounting of provisions

i) Allowance for doubtful accounts

Provided for possible losses from bad debts at an amount determined based on the historical default rate for ordinary receivables and the individual recoverability of specific doubtful receivables from customers experiencing financial difficulties.

ii) Provision for bonuses

Provided based on the estimated payable amount to provide for the payment of bonuses to employees and directors.

iii) Provision for retirement benefits

Provided in preparation for the payment of retirement benefits to employees based on the estimated retirement benefit obligations and fair values of plan assets as of the end of this fiscal year. In calculating retirement benefit obligations, the benefit formula basis is used as the method of attributing expected benefit to periods up to the fiscal year ended December 31, 2014.

Past service cost is amortized using the straight-line method over the average remaining years of service of the employees (10 years).

Actuarial gains and losses are amortized from the year following the year in which the gains or losses are recognized using the straight-line method over the average remaining years of service of the employees (10 years).

Also included in the provision for retirement benefits is the portion of public pension expenses for mutual assistance association during certain periods in or before June 1956 (prior to the enforcement of the Act on the Mutual Aid Association of Public Corporation Employees).

(6) Policy on translation of assets and liabilities denominated in foreign currency into Japanese yen

Receivables and payables denominated in foreign currencies are translated into Japanese yen at the rates prevailing at the closing date of the accounting period with translation differences treated as gains or losses occurring in the corresponding fiscal year.

(7) Method of hedge accounting

Deferral hedge accounting is applied.

For interest rate and currency swaps, if they satisfy the requirements for treatment that incorporates swaps into underlying accounting items (accounting by applying foreign exchange rate stipulated in the contracts; exceptional treatment), they are accounted for by incorporating swaps into underlying accounting items.

(8) National consumption tax and local consumption tax are excluded from each amount of the nonconsolidated statement of income.

(9) Change of fiscal year end

In this fiscal year, the Company has changed its fiscal year end from March 31 to December 31 by the resolution of the 29<sup>th</sup> Annual General Shareholders' Meeting held on June 24, 2014, for the purpose of unifying the fiscal year end with overseas consolidated subsidiaries of the Group, which will enhance and improve the efficiency of the closing and management systems.

As a consequence of this change of fiscal year end, fiscal year 2014 was a nine-month period from April 1, 2014 to December 31, 2014.

(10) Changes in accounting policies

Adoption of accounting standard for retirement benefit

In this fiscal year, the Company has adopted “Accounting Standard for Retirement Benefits” (Accounting Standard Board of Japan (ASBJ) Statement No. 26, revised on May 17, 2012) and “Guidelines on Accounting Standard for Retirement Benefits” (ASBJ Guidelines No. 25, revised on May 17, 2012). The calculation method for retirement benefit obligations and current service cost was reviewed and the method of attributing expected benefit to periods has been changed from the straight-line basis to the benefit formula basis.

The Company has applied the transitional treatment of paragraph 37 of the Accounting Standard for Retirement Benefits and the effects of the changes in calculation method for retirement benefit obligations and current service cost arising from initial application have been recognized as an adjustment to the beginning balance of retained earnings.

As a consequence of this change, the beginning balance of retained earnings decreased by ¥6,198 million. The effect on the statement of income is immaterial.

**2. Notes to nonconsolidated balance sheet**

(1) Receivables and payables with respect to subsidiaries and affiliates (excluding items separately presented)

Short-term receivables: ¥33,768 million

Short-term payables: ¥26,037 million

Long-term payables: ¥11,551 million

(2) Accumulated depreciation of property, plant and equipment: ¥557,914 million

(3) Pursuant to Article 6 of the Japan Tobacco Inc. Act, the Company’s assets are pledged as general collateral for its corporate bonds.

Amount of liabilities relating to collateral: Bonds ¥136,572 million

(4) Guarantee obligations

Guaranteed party	Guarantee amount (Millions of yen)	Type of guarantee obligation	
JT International Hellas A.E.B.E.	41,695	Loan guarantee, guarantee denominated in foreign currencies	¥41,695 million (EUR 285 million)
JT International Company Netherlands B.V.	38,711	Loan guarantee, guarantee denominated in foreign currencies	¥38,711 million (EUR 264 million)
JTI Ireland Limited	28,605	Loan guarantee, guarantee denominated in foreign currencies	¥28,605 million (EUR 195 million)
JT International S.A.	14,168	Loan guarantee, guarantee denominated in foreign currencies	¥14,168 million (USD 9 million) (EUR 49 million) (CHF 48 million)
Others (44 companies)	72,198	Loan guarantee	
Total	195,377		

(5) Payables to Directors and Audit & Supervisory Board Members

Long-term payables: ¥26 million

(6) “Cash management system deposits received” are funds entrusted in the cash management system for domestic



group companies.

### 3. Notes to nonconsolidated statement of income

- (1) Net sales including tobacco excise taxes for the nine months ended December 31, 2014 amounted to ¥1,532,755 million.

Net sales including tobacco excise taxes are the amount of net sales plus the amount equivalent to tobacco excise taxes.

- (2) Amount of transactions with subsidiaries and affiliates

Net sales: ¥94,275 million

Purchase of goods: ¥65,063 million

Selling, general and administrative expenses: ¥47,981 million

Amount of non-operating transactions: ¥19,902 million

- (3) Total research and development expenses are ¥33,197 million, all of which were recorded as general and administrative expenses

- (4) Business restructuring costs mainly relate to costs of measures to strengthen the competitiveness of “Domestic Tobacco Business.” They mainly consist of extra severance payment for early retirement.

### 4. Notes to nonconsolidated statement of changes in net assets

Class and number of shares of treasury shares

(Thousands of shares)

	Number of shares as of April 1, 2014	Increase for the nine months ended December 31, 2014	Decrease for the nine months ended December 31, 2014	Number of shares as of December 31, 2014
Treasury shares				
Ordinary shares	182,452	–	9	182,443
Total	182,452	–	9	182,443

(Note) The decrease of 9 thousand shares in treasury shares is due to the exercise of share option.

## 5. Tax effect accounting

### (1) Breakdown of deferred tax assets and deferred tax liabilities by major cause

Deferred tax assets	
Provision for retirement benefits	¥ 22,135 million
Obligations pertaining to mutual assistance pension benefits	¥ 24,728 million
Provision for bonuses	¥1,921 million
Accounts payable to employees who have agreed for early retirement	¥28,039 million
Other	¥ 20,555 million
Subtotal	<u>¥97,378 million</u>
Less valuation allowance	<u>(¥6,518) million</u>
Total	<u>¥90,859 million</u>
Deferred tax liabilities	
Reserve for reduction entry	(¥24,413) million
Other	<u>(¥22,928) million</u>
Total	<u>(¥47,341) million</u>
Net deferred tax assets	<u>¥ 43,518 million</u>

### (2) Reconciliation between the effective statutory tax rate and the actual effective tax rate after applying tax effect accounting, if there is a significant difference

Effective statutory tax rate	35.41%
(Adjustments)	
Permanent difference arising from non-deductible items including entertainment expenses	0.32%
Permanent difference arising from non-taxable items including dividend income	(0.30%)
Tax credit of items including research and development expenses	(1.91%)
Valuation allowance	0.04%
Other	0.00%
Actual effective tax rate after applying tax effect accounting	<u>33.56%</u>

## 6. Related-party transactions

### Subsidiaries and Affiliates

Type	Name	Ownership ratio of voting rights	Relation with related-parties	Description of transaction	Transaction amount		Item	End-of-period balance
					Lending of funds	Receipt of repayment of funds		
					millions of yen	millions of yen		millions of yen
Subsidiary	TableMark Holdings Co., Ltd.	Direct ownership 100%	Lending of funds	Lending of funds (Notes 1, 2)	84,700	84,639	Short-term loan receivables from subsidiaries and affiliates	44,878
							Long-term loan receivables from subsidiaries and affiliates	7,556

Type	Name	Ownership ratio of voting rights	Relation with related-parties	Description of transaction	Transaction amount	Item	End-of-period balance
					millions of yen		millions of yen
Subsidiary	TS Network Co., Ltd.	Direct ownership 74.5%	Deposits received for cash management system	Receipt of surplus funds (Notes 1, 2)	–	Cash management system deposits received	174,479
	Japan Beverage Holdings Inc.	Direct ownership 70.5 %	Deposits received for cash management system	Receipt of surplus funds (Notes 1, 2)	–	Cash management system deposits received	39,758
	JT International Hellas A.E.B.E.	Indirect ownership 100%	Guarantee of obligations	Guarantee of obligations (Note 3)	41,695	–	–
	JT International Company Netherlands B.V.	Indirect ownership 100%	Guarantee of obligations	Guarantee of obligations (Note 3)	38,711	–	–
	JTI Ireland Limited	Indirect ownership 100%	Guarantee of obligations	Guarantee of obligations (Note 3)	28,605	–	–
	JT International Group Holding B.V.	Direct ownership 100%	–	Return of paid-in capital (Note 4)	117,020	–	–

Transaction conditions and policy on determination of transaction conditions

(Notes) 1. Interest rates on lending of funds and that on receipt of surplus funds are reasonably determined taking into account interest rates on the market.

2. For lending/borrowing from the cash management system, transaction amounts are omitted from

the table above because of their frequent occurrence.

3. Guarantees of obligations are made for bank loans and guarantee fees are calculated based on the guarantee amount.
4. JT International Group Holding B.V. reduced its paid-in capital and repaid \$ 1 billion.

## **7. Per share information**

(1) Net assets per share:	¥ 906.45
(2) Net income per share:	¥ 59.78
(3) Diluted net income per share:	¥ 59.75

## **8. Significant subsequent events**

- (1) Withdrawal from the manufacture and sale of JT beverage products

The Company decided by resolution at a meeting of the Board of Directors held on February 4, 2015 to withdraw from manufacture and sale of JT beverage products in the beverage business. The manufacture and sale of JT beverage products conducted by JT's beverage business division and JT Beverage Inc. is expected to be discontinued by the end of September 2015. The impact of the decision on the nonconsolidated financial statements for fiscal year ending December 31, 2015 has not been confirmed at present.

- (2) Acquisition of own shares

As a supplemental measure for the adjusted EPS growth at constant FX in the mid- to long-term in the framework of shareholder return, the Company's Board of Directors made a resolution on February 5, 2015 for the Company to acquire its own shares according to the particulars stated below pursuant to the provision of Article 156 of the Companies Act, as applied by replacing the relevant terms pursuant to the Act's provision of Article 165, paragraph 3.

- a. Class of shares to be acquired  
Common stock
- b. Number of shares to be acquired  
Up to 36,000,000 shares
- c. Total payment amount to acquire shares  
Up to ¥100,000 million
- d. Period of share acquisition  
From February 9, 2015 to June 9, 2015
- e. Method of acquisition  
Purchase on the stock exchange via a trust bank

## **9. All figures are rounded off to the nearest unit.**