

FORM OF LETTER TO BE DELIVERED BY INVESTORS LOCATED IN THE UNITED STATES

This letter is required to be delivered (a) where Rights (as defined below) are being exercised by a holder located in the United States (other than a holder that is acting on a non-discretionary basis for the account or benefit of another person or persons), or (b) where Rights are being exercised by a holder that is acting on a non-discretionary basis for the account or benefit of another person or persons located in the United States. In any such case, the holder or the beneficial owner of such Rights, which in each case has investment discretion as to whether to exercise such Rights and is located in the United States, is required to sign this investor letter.

Nichi-Iko Pharmaceutical Co., Ltd.
1-6-21 Sogawa, Toyama City, Toyama
930-8583 Japan

Nomura Investor Relations Co., Ltd.
1-9-1, Nihonbashi, Chuo-ku, Tokyo
103-8011, Japan
As U.S. Private Placement Coordinator

Dear Sirs:

In connection with our exercising stock acquisition rights ("**Rights**") to acquire for shares of common stock ("**Shares**") of Nichi-Iko Pharmaceutical Co., Ltd. (the "**Company**") as part of a rights offering (the "**Rights Offering**") of the Company, we hereby confirm that:

1. We are, and at the time of the exercise of any Rights and acquisition of Shares, will be, a "qualified institutional buyer" (a "**QIB**") within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**").
2. We understand and acknowledge that neither the Rights nor the Shares have been or will be registered under the Securities Act, and that they may not be offered, sold or exercised, directly or indirectly, in the United States, other than in accordance with paragraph 4 below.
3. We are exercising Rights and acquiring for Shares (i) for our own account or (ii) for the account of one or more other QIBs for which we are acting as duly authorized fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account, in each case for investment and not with a view to any resale or distribution of any Shares.
4. We understand and agree that, although offers and sales of Shares are being made in the United States only to QIBs, such offers and sales are not being made pursuant to Rule 144A ("**Rule 144A**") under the Securities Act, and that if in the future we or any such other QIB for which we are acting, as described in paragraph 3 above, or any other fiduciary or agent representing such investor decide to offer, sell, deliver, hypothecate or otherwise transfer any Shares, we and it will do so only (i) pursuant to an effective registration statement under the Securities Act, (ii) to a QIB in a transaction meeting the requirements of Rule 144A, (iii) outside the United States pursuant to Rule 904 under Regulation S under the Securities Act in an "offshore transaction" (and not in a pre-arranged transaction resulting in the resale of such Shares into the United States) or (iv) in accordance with Rule 144 under the Securities Act and, in each case, in accordance with any applicable securities laws of any state or territory of the United States and of any other jurisdiction. We understand that no representation can be made as to the availability of the exemption provided by Rule 144 under the Securities Act for the resale of the Shares.

5. We understand that, for so long as the Shares are “restricted securities” within the meaning of Rule 144 under the Securities Act, no such Shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such Shares will not settle or trade through the facilities of the Depository Trust Company or any other U.S. clearing system.

6. We acknowledge that, other than as described in paragraph 7 below, no offering circular, prospectus or other offering document will be prepared in English in connection with offers and sales of Shares.

7. In making our decision of exercise of the Rights and acquisition of Shares, we:

7.1 have conducted our own investigation and made our own investment decision regarding the Shares based solely on our own knowledge and other information available to us or on the Publicly Available Information referred to below;

7.2 have had access to all such information as we deem necessary or appropriate in connection with making our own investment decision to exercise the Rights and acquire Shares (which includes, among other materials, (i) a press release in English and Japanese announcing the Rights Offering posted on the Company’s web site, (ii) a Japanese language securities registration statement filed with the competent finance bureau under the Financial Instrument and Exchange Act of Japan which is available through Electronic Disclosure for Investors’ NETwork (EDINET) and (iii) English translations of certain recent press releases and certain other information posted on the Company’s web site (collectively, the “**Publicly Available Information**”));

7.3 acknowledge that the Publicly Available Information alone provides us with information sufficient for making our own investment decision as to exercise of the Rights and acquire Shares;

7.4 have sufficient knowledge and experience in financial and business matters and expertise in assessing market, credit and all other relevant risks related to the Company and the Shares;

7.5 are experienced in purchasing equity securities of Japanese companies and currently hold investments in, or have in the past invested in or considered investment in, shares of the Company or other Japanese companies in the industry or industries in which the Company operates;

7.6 are capable of evaluating, and have evaluated, independently the merits, risks and suitability of our exercise of the Rights and acquisition of Shares, including the relevant tax, legal, currency and other economic considerations relevant to our investment in the Shares; and

7.7 have not relied on any investigation that Nomura Securities Co., Ltd., the commitment company, or any person acting on its behalf may have conducted with respect to the Shares or the Company.

8. We confirm that, by our exercise of the Rights and acquisition of Shares, we are assuming and are capable of bearing the risk of loss that may occur with respect to the Shares at this time and in the future, including the possibility that we may lose all or a substantial portion of our investment in the Shares.

9. We understand that these representations and undertakings are required in connection with U.S. securities laws and that the Company and the U.S. Private Placement Coordinator will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. We irrevocably authorize the Company and the U.S. Private Placement Coordinator to produce this letter to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered herein.

10. We understand that Rights may be exercised by persons located in the United States only if such persons are reasonably believed by the Company to be QIBs and that, in addition to receiving this letter, the Company will seek to take steps to verify such persons’ QIB status including through the U.S. Private Placement Coordinator, which will confirm that such persons’ names are listed on a commercial database as QIBs and take certain other steps as the U.S. Private Placement Coordinator deems necessary. We further understand that it may take time for

such verification process to be completed, particularly where our name is not listed on such commercial database as a QIB, and that we need to carefully consider the impact of potential delay in the verification process, as well as the impact of a determination that we are not a QIB, in deciding whether and/or when to exercise our Rights or, alternatively, sell our Rights on the Tokyo Stock Exchange. For example, the verification process may not be completed by the end of the designated exercise period or it may be determined that we are not reasonably believed to be a QIB, which in either cases would result in our not being able to exercise our Rights and, depending on the timing of the determination, could further result in our not being able to sell our Rights because the trading market for Rights on the Tokyo Stock Exchange may no longer be available at that time. We understand that we are encouraged to contact the U.S. Private Placement Coordinator (1-9-1, Nihonbashi, Chuo-ku, Tokyo 103-8011, Japan, +81-3-3276-7510, qib.nichi-iko@nomura-ir.co.jp) when we believe it is necessary to confirm our status as a QIB based on the inquiries conducted by the Company, including whether our name is listed as a QIB on the commercial database used by the U.S. Private Placement Coordinator. We acknowledge that, although the Company and the U.S. Private Placement Coordinator seek to conduct the verification of QIB status in a timely manner, neither the Company nor the U.S. Private Placement Coordinator take responsibility for completing such verification prior to the expiration of the exercise period or the delisting of Rights from the Tokyo Stock Exchange, and the Company and the U.S. Private Placement Coordinator disclaim any liability associated therewith. In addition, we acknowledge that Company has absolute discretion in determining that a person seeking to exercise Rights is not a QIB and that its determination that a person is not a QIB is conclusive and determinative, and that the Company and the U.S. Private Placement Coordinator disclaim all liability arising out of or based upon any such determination.

11. We undertake promptly to notify the Company and the U.S. Private Placement Coordinator if, at any time prior to the delivery of the Shares, any of the foregoing ceases to be true.

This letter shall be governed by, and construed in accordance with, the laws of the State of New York.

Dated: _____

(Name of Qualified Institutional Buyer in the United States)

By: _____

Name:

Title:

Address: