

Governance Data

Corporate Governance

Board of Directors

			2021 ^{*1}	2022 ^{*2}	2023 ^{*3}	2024 ^{*4}
Directors	Internal	Male	4	4	4	4
		Female	0	0	0	0
		Total	4	4	4	4
	Outside	Male	1	1	1	1
		Female	1	1	1	1
		Total	2	2	2	2
	Total		6	6	6	6
Percentage of independent outside directors (%)			33.3	33.3	33.3	33.3
Percentage of female directors (%)			16.7	16.7	16.7	16.7

Audit & Supervisory Committee

			2021 ^{*1}	2022 ^{*2}	2023 ^{*3}	2024 ^{*4}
Audit & Supervisory Committee members	Internal	Male	1	1	1	1
		Female	0	0	0	0
		Total	1	1	1	1
	Outside	Male	1	1	1	1
		Female	1	1	1	1
		Total	2	2	2	2
	Total		3	3	3	3
Percentage of independent outside directors (%)			66.7	66.7	66.7	66.7
Percentage of female directors (%)			33.3	33.3	33.3	33.3

Nomination Committee

			2021 ^{*1}	2022 ^{*2}	2023 ^{*3}	2024 ^{*4}
Nomination Committee members	Internal	Male	2	2	2	2
		Female	0	0	0	0
		Total	2	2	2	2
	Outside	Male	1	1	1	1
		Female	1	1	1	1
		Total	2	2	2	2
Total			4	4	4	4
Percentage of independent outside directors (%)			50.0	50.0	50.0	50.0
Percentage of female directors (%)			25.0	25.0	25.0	25.0

Remuneration Committee

			2021 ^{*1}	2022 ^{*2}	2023 ^{*3}	2024 ^{*4}
Remuneration Committee members	Internal	Male	2	2	2	2
		Female	0	0	0	0
		Total	2	2	2	2
	Outside	Male	1	1	1	1
		Female	1	1	1	1
		Total	2	2	2	2
Total			4	4	4	4
Percentage of independent outside directors (%)			50.0	50.0	50.0	50.0
Percentage of female directors (%)			25.0	25.0	25.0	25.0

Officers (Directors [including Audit & Supervisory Committee members] and Executive Officers)

		2021 ^{*1}	2022 ^{*2}	2023 ^{*3}	2024 ^{*4}
Officers	Male	30	31	30	31
	Female	2	2	2	2
	Total	32	33	32	33
Percentage of female directors (%)		6.25	6.06	6.25	6.06

*1 As of March 26, 2021

*2 As of March 25, 2022

*3 As of March 24, 2023

*4 As of March 27, 2024

▶ Number of Board of Directors and Committee Meetings Held and Attendance Rate

		2021	2022	2023
Board of Directors	No. of times held	9	10	9
	Attendance rate (%)	98.1	100	100
Audit & Supervisory Committee	No. of times held	11	11	11
	Attendance rate (%)	100	97.0	100
Nomination Committee	No. of times held	1	1	1
	Attendance rate (%)	100	100	100
Remuneration Committee	No. of times held	1	2	1
	Attendance rate (%)	100	100	100

▶ Composition of the Board of Directors, Audit & Supervisory Committee, and Other Committees and Attendance at These Meetings (Fiscal 2023)

	Tenure	Board of Directors	Audit & Supervisory Committee	Nomination Committee	Remuneration Committee
Takahisa Takahara President & CEO	28 years, 9 months	◎ 100% (9/9 times)	—	○ 100% (1/1 time)	○ 100% (1/1 time)
Toshifumi Hikosaka Senior Executive Director in Charge of Production and Development	2 years	○ 100% (9/9 times)	—	—	—
Kenji Takaku Director, Senior Managing Executive Officer in Charge of Marketing and Sales	1 year	○ 100% (6/6 times)	—	—	—
Hiroaki Sugita Director, Audit & Supervisory Committee Member Outside Independent	3 years	○ 100% (9/9 times)	○ 100% (11/11 times)	◎ 100% (1/1 time)	◎ 100% (1/1 time)
Noriko Rzonca Director, Audit & Supervisory Committee Member Outside Independent	1 year	○ 100% (6/6 times)	○ 100% (9/9 times)	○ 100% (1/1 time)	○ —*1
Shigeru Asada Director, Audit & Supervisory Committee Member	5 years	○ 100% (9/9 times)	◎ 100% (11/11 times)	○ 100% (1/1 time)	○ 100% (1/1 time)

Note: ◎ denotes chair and ○ denotes members. **Outside** Outside director **Independent** Independent director
Attendance is based on the number of times committees have convened during respective tenures

*1 Appointed on March 24, 2023. The Remuneration Committee did not convene thereafter in fiscal 2023 (the fiscal 2023 meeting was held prior to this appointment and attended by the previous Audit & Supervisory Committee member).

▶ Relevant Expertise of Directors (as of March 27, 2024)

	Corporate Management	Finance and Accounting	Corporate Governance	Risk Management	Human Resource Development	Overseas Business	Marketing	Distribution Strategy	Development and Production	Sustainability*2	Digital Transformation
Takahisa Takahara President & CEO	●	●	●	●	●	●	●			●	
Toshifumi Hikosaka Senior Executive Director in Charge of Production and Development	●			●	●				●	●	
Kenji Takaku Director, Senior Managing Executive Officer in Charge of Marketing and Sales	●			●	●	●	●	●			
Hiroaki Sugita Director, Audit & Supervisory Committee Member Outside Independent	●	●	●	●	●		●	●		●	●
Noriko Rzonca Director, Audit & Supervisory Committee Member Outside Independent	●		●	●	●	●	●			●	●
Shigeru Asada Director, Audit & Supervisory Committee Member	●	●	●	●	●	●					

Outside Outside director **Independent** Independent director *2 Environment and quality

► Evaluation Criteria for and Basic Policy on Executive Remuneration and Fiscal 2023 Remuneration Targets and Results

No.	Evaluation Criteria	Accountability	Assessment Weighting	Targets	Results	Assessment
1	Group performance (business plan)	1-1 Consolidated net sales	20%–50%	¥963.5 billion (up 7.3% YoY)	¥941.8 billion (up 4.9% YoY)	97.7%
		1-2 Consolidated core operating income		¥141.0 billion (up 17.9% YoY)	¥128.0 billion (up 7.0% YoY)	90.8%
		1-3 Profit attributable to owners of parent		¥80.9 billion (up 19.7% YoY)	¥86.1 billion (up 27.3% YoY)	106.4%
2	Department performance	2-1 Sales in applicable business division	0%–40%	(Each department)	(Each department)	—
		2-2 Profits in applicable business division		(Each department)	(Each department)	—
3	Group key strategy	3-1 Priority strategies for each role	20%–50%	(Each director)	(Each director)	—
		3-2 ESG assessment (specialist rating agency evaluation, etc.)		(Each director)	(Each director)	—
4	Department key strategy	4 Priority strategy in applicable business division	0%–40%	(Each department)	(Each department)	—

Overview of key assessment indicators

1. Performance-based indicators for Company efforts
2. Performance-based indicators for individual director and executive officer efforts
3. Assessment indicators for Company priority strategies (including qualitative assessments)
4. Assessment indicators for individual director and executive officer priority strategies (including qualitative assessments)

► Total Remuneration for Each Director and Executive Officer, Total for Each Type of Remuneration, and Number of Directors Receiving Remuneration

Role	Total Remuneration (million yen)	Totals for Each Type of Remuneration (million yen)			No. of Directors Receiving Remuneration
		Basic Remuneration	Performance-Linked Remuneration	Non-Monetary Remuneration	
				Restricted Share-Based Remuneration	
Directors (excluding Audit & Supervisory Committee members and outside directors)	562	196	196	171	4
Directors (Audit & Supervisory Committee members) (excluding outside directors)	8	8	—	—	1
Outside directors	21	21	—	—	3

1. The amounts above include those for the remuneration of one director (who did not serve as an Audit & Supervisory Committee member) and one outside director who resigned as of the end of the 63rd General Meeting of Shareholders held on March 24, 2023.
2. Total amount of remuneration of directors (who did not serve as Audit & Supervisory Committee members) includes amounts recorded as expenses of ¥171 million for restricted share-based remuneration of three directors and one retired director (excluding Audit & Supervisory Committee members).
3. Following the enforcement of the Companies Act, the Company's shareholders approved a resolution to abolish the retirement benefit system for directors and executive officers and incorporate their bonuses into remuneration at the 47th General Meeting of Shareholders held on June 26, 2007. Directors and executive officers now only receive annual compensation.

Compliance

Fair Business Practices

► Fines, Surcharges, Settlements, and Dismissals Resulting from Acts of Corruption

	2021	2022	2023	Coverage
No. of fines, surcharges, and settlements resulting from serious legal violations related to corruption and bribery	0	0	0	Unicharm Corporation
Amount of fines, surcharges, and settlements resulting from serious legal violations related to corruption and bribery (yen)	0	0	0	
No. of employees subject to disciplinary action due to acts of corruption or bribery	0	0	1	

► Number of Consultations and Reports via the Whistleblowing System

	2021	2022	2023	Coverage
No. of consultation/whistleblowing cases (Japan)	68	100	165	Unicharm Group
No. of consultation/whistleblowing cases (overseas*)	37	42	48	
Of which, are in violation of compliance	0	0	0	

* Unicharm's local subsidiaries in China, Taiwan–Greater China, Thailand, Indonesia, India, Brazil, South Korea, the United States, Vietnam, Saudi Arabia, Egypt, and Australia

► Measures to Raise Compliance Awareness

Target	Details	2023	
		No. of Times	No. of Attendees
All employees	All areas of compliance (distribution through email newsletters and posting on the Company intranet)	6	All employees
New employees	Compliance and basis of contracts	2	60
New leaders	Harassment prevention	1	21
Employees to be posted overseas (pre-posting training)	Prohibition of bribery, protection of confidential information, contract compliance, etc.	2	20
Divisional basis	Setting of themes according to business activity and holding of workshops	2	33

► Harassment Prevention

	2021	2022	2023	Coverage
No. of participants in harassment prevention manager training	52	26	21	Unicharm Corporation

Tax Compliance

► Tax Payments by Country/Region (million yen)

	2021	2022	2023
Japan	22,998	19,898	25,102
China	5,339	6,056	3,984
Vietnam	2,271	1,546	463
Saudi Arabia	2,203	1,518	2,168
Thailand	1,794	2,703	1,963
Other regions	2,168	5,682	6,459
Total	36,774	37,403	40,139