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(Securities Code: 8113)

(Date on which items subject to measures for electronic provision become available: March 6, 2024)

## The 64th Ordinary General Meeting of Shareholders

### Items Subject to Measures for Electronic Provision

UNICHARM CORPORATION

Of the information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision), Consolidated Statement of Changes in Equity (IFRS), Notes to Consolidated Financial Statements, Non-Consolidated Statement of Changes in Shareholders' Equity (Japanese GAAP), and Notes to Non-consolidated Financial Statements are not provided in the documents delivered to shareholders who have requested the delivery of paper-based documents as provided for by the provisions of laws and regulations and Article 14, section 2 of the Articles of Incorporation of the Company. Accordingly, the documents that are delivered to shareholders who have requested a delivery of paper-based documents are part of the documents included in the scope of documents audited by the Audit and Supervisory Committee and the Financial Auditor when they create their respective audit reports. The Consolidated Statement of Changes in Equity (IFRS), Notes to Consolidated Financial Statements, Non-Consolidated Statement of Changes in Shareholders' Equity (Japanese GAAP), and Notes to Non-consolidated Financial Statements can be viewed on the Company's website below or on the TSE's website.

If revisions to the items subject to measures for electronic provision are to arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

The Company's website: <https://www.unicharm.co.jp/en/ir.html>

TSE website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>  
Enter "Unicharm" on "Issue name (Company name)" box or "8113" on "Code" box to search. Select "Basic Information," then "Documents for public inspection / PR information." The information will appear in "Notice of General Shareholders Meeting / Informational Materials for an Ordinary General Shareholders Meeting" section under "Filed information available for public inspection."

## Reference Documents for the General Meeting of Shareholders

### Proposal and References

**Proposal:** Election of Three Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three Directors (here and hereafter in this proposal, excluding Directors who are Audit and Supervisory Committee Members) will expire upon the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three Directors: Mr. Takahisa Takahara, Mr. Toshifumi Hikosaka, and Mr. Kenji Takaku.

In addition, the candidates for Directors were nominated following deliberations by the Nominating Committee, which comprises one Representative Director, two Independent Outside Directors, and one Non-Executive Director.

| Candidate No. | Name               |             | Position and responsibilities in the Company  | Attendance at meetings of the Board of Directors |
|---------------|--------------------|-------------|---|--|
| 1             | Takahisa Takahara  | Re-election | Representative Director, President & CEO  | 100%<br>(9 out of 9)                             |
| 2             | Toshifumi Hikosaka | Re-election | Director, Senior Management overseeing Production, Research & Development, Chief Quality Officer (CQO), Responsible for Standardization, Responsible for New World Project  | 100%<br>(9 out of 9)                             |
| 3             | Kenji Takaku       | Re-election | Director, Senior Managing Executive Officer overseeing Marketing and Sales, Co-Chief Marketing Officer (CMO), Responsible for Lifetime Value Promotion Department, Chairman, Unicharm India Private Ltd., Responsible for Uni-Charm Corporation Sdn. Bhd., Unicharm Gulf Hygienic Industries Ltd., and Unicharm Middle East & North Africa Hygienic Industries Company S.A.E. | 100%<br>(6 out of 6)                             |

No special interest exists between any of the above candidates for Directors and the Company.

The Company has entered into a liability insurance contract with an insurance company for directors and officers, etc., as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages that may arise from the insured, including Directors of the Company, assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. However, the coverage excludes the events of the insured receiving private profits or benefits illegally, criminal acts by the insured, acts of the insured carried out with recognition of a violation of a law, and other events. The Company pays all insurance premiums, and in effect the insured is not responsible for the insurance premium. If each candidate is elected as Director, each candidate will become an insured under said insurance contract. The Company also plans to renew such insurance contract at the next renewal time.

| Candidate No.  | Name<br>(Date of birth)   | Career summary, position and responsibilities<br>in the Company<br>(Significant concurrent positions)  | Number of shares of the Company held |
|--|---|--|--------------------------------------|
| 1  | <p>Takahisa Takahara<br/>(July 12, 1961)</p> <p>Male</p> <p>Re-election</p> <p>Special interest with the Company<br/>None</p> <p>Attendance at meetings of the Board of Directors<br/>100% (9 out of 9)</p> | <p>April 1991      Joined the Company</p> <p>June 1995      Director</p> <p>April 1996      Director, General Manager of Procurement Division and Deputy General Manager of International Division</p> <p>June 1997      Senior Director</p> <p>April 1998      Senior Director, General Manager of Feminine Hygiene Business Division</p> <p>October 2000    Senior Director, Responsible for Management Strategy</p> <p>June 2001      Representative Director, President</p> <p>June 2004      Representative Director, President &amp; CEO (to present)</p> <p>[Significant concurrent positions]</p> <p>Outside Director of Nomura Holdings, Inc.</p> <p>Outside Director of Sumitomo Corporation</p> | 3,817,851                            |
| <p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Takahisa Takahara, as described in his career summary above, has managed global strategy as a Representative Director since 2001. He has exhibited his competence in management by increasing the ratio of overseas sales to more than 65% through proactive expansions in areas. He has also worked to activate a matured Japanese market by providing products with new added value. He has demonstrated his managerial skill to enhance corporate value through these initiatives, which have, since he took office, resulted in sales approximately quadrupling, operating income increasing approximately six times, and market capitalization also increasing by more than ten times due to his clear and proactive business strategies and appropriate dissemination of information. He also led the company to achieve dividend increases for 22 periods in a row. In recent years, he has been the driver of “Kyo-sei Life Vision 2030,” the Group’s medium- to long-term ESG goals, as well as enhancing DX initiatives. As a result, the Company has made the following achievements: selected as a component stock of six ESG indices that have been adopted by the Government Pension Investment Fund (GPIF); selected for Noteworthy DX Companies 2023; selected as No.1 in all six categories in Institutional Investor’s “2023 Japan Executive Team Rankings,” and as an All-Star for the second consecutive year. He plays an active role in further enhancing corporate value by accelerating integration of the businesses with ESG. Additionally, as Chairman of the Board of Directors, Mr. Takahara provides full and appropriate explanations of material matters and serves to enhance the decision-making function of the Board of Directors. Mr. Takahara has been re-nominated as a Director based on the Board’s determination that he is the right person for continuously raising corporate value of the Company, and the Board requests his re-election as a Director.</p> |   |  |                                      |

| Candidate No. | Name<br>(Date of birth)  | Career summary, position and responsibilities<br>in the Company<br>(Significant concurrent positions)   | Number of<br>shares of the<br>Company<br>held |
|---------------|--|---|---|
| 2             | <p>Toshifumi Hikosaka<br/>(August 20, 1960)</p> <p>Male</p> <p>Re-election</p> <p>Special interest with<br/>the Company<br/>None</p> <p>Attendance at<br/>meetings of the<br/>Board of Directors<br/>100% (9 out of 9)</p> | <p>February 1982    Joined the Company</p> <p>April 2008        Department Manager of Engineering<br/>Development Department, Global<br/>Research &amp; Development Division</p> <p>April 2010        Department Manager of Product<br/>Innovation Development Department,<br/>Global Research &amp; Development Division</p> <p>April 2012        Department Manager of Blue Sky Project,<br/>Global Research &amp; Development Division</p> <p>January 2016     Executive Officer, Deputy General<br/>Manager of Global Research &amp;<br/>Development Division</p> <p>January 2020     Managing Executive Officer and General<br/>Manager of Global Research &amp;<br/>Development Division</p> <p>January 2022     Senior Managing Executive Officer, Co-<br/>Chief Research &amp; Development Officer,<br/>General Manager of Global Research &amp;<br/>Development Division, Department<br/>Manager of Blue Sky Project, and General<br/>Manager of Intellectual Property Division</p> <p>March 2022       Director, Senior Managing Executive<br/>Officer, Co-Chief Research &amp;<br/>Development Officer (CDO), General<br/>Manager of Global Research &amp;<br/>Development Division, Department<br/>Manager of Blue Sky Project, and General<br/>Manager of Intellectual Property Division,<br/>Responsible for Standardization</p> <p>March 2023       Director, Senior Management overseeing<br/>Production, Research &amp; Development,<br/>Responsible for Standardization</p> <p>April 2023        Director, Senior Management overseeing<br/>Production, Research &amp; Development,<br/>Chief Quality Officer (CQO), Responsible<br/>for Standardization</p> <p>December 2023   Director, Senior Management overseeing<br/>Production, Research &amp; Development,<br/>Chief Quality Officer (CQO), Responsible<br/>for Standardization, Responsible for New<br/>World Project<br/>(to present)</p> <p>[Significant concurrent position]<br/>None</p> | 16,100  |

Reasons for Nomination as a Candidate for Director

Mr. Toshifumi Hikosaka, as described in his career summary above, is the Director overseeing Production, Research & Development for the Group. He has engaged in optimal management across the Company by allocating people, goods, and money from a global perspective and promoted manufacturing operations. In addition, he has long years of experience in the manufacturing equipment development department, one source of strength of the Group. Through his high level of expertise, he has achieved outstanding results in developing cutting-edge equipment and facilities, building global production systems, and enhancing production quality. He has led the utilization of control systems and robots to achieve labor saving and efficiency improvements, among other activities, and he has been vigorously promoting the future manufacturing technology reform of the Group. In the product development field, he engages in proposing added value looking ahead to the consumer needs of each area from a medium- to long-term perspective in the process of promoting global expansion. He also leads the Company's unique, environmentally friendly product development initiatives, such as recycling used diapers. Through these initiatives, the Company has won the "Consumer-oriented Activities Award" from the Association of Consumer Affairs Professionals (ACAP) for two consecutive years, the "Minister of State's Commendation Award" at the Awards for Good Practices of Consumer-Oriented Management, and the "Award of Excellence" at the Environmental Awards. In these ways, he plays an essential managerial role toward the achievement of SDGs, the purpose of the Company. Mr. Hikosaka has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value of the Company, and the Board requests his re-election as a Director.

| Candidate No.   | Name<br>(Date of birth)  | Career summary, position and responsibilities<br>in the Company<br>(Significant concurrent positions)   | Number of shares of the Company held |
|---|--|---|--------------------------------------|
| 3   | <p>Kenji Takaku<br/>(October 5, 1960)</p> <p>Male</p> <p>Re-election</p> <p>Special interest with the Company<br/>None</p> <p>Attendance at meetings of the Board of Directors<br/>100% (6 out of 6)</p> | <p>April 1983      Joined the Company</p> <p>April 1997      Marketing Director of Sanitary Business Group, Marketing Division</p> <p>October 2000    Director of Marketing Department, Baby Care Business Division</p> <p>April 2002      Deputy Managing Director and General Manager of Marketing Department, Shanghai Unicharm Co., Ltd.</p> <p>October 2005    Deputy General Manager of Global Marketing Division and Department Manager of Feminine Care SBU</p> <p>April 2008      Executive Officer and General Manager of Global Marketing Division</p> <p>December 2014   Managing Executive Officer and General Manager of Global Marketing Division</p> <p>July 2017       Managing Executive Officer, Managing Director, Unicharm India Private Ltd.</p> <p>January 2022    Senior Managing Executive Officer, Co-Chief Marketing Officer (CMO), Chairman, Unicharm India Private Ltd., Responsible for Unicharm Gulf Hygienic Industries Ltd. and Unicharm Middle East &amp; North Africa Hygienic Industries Company S.A.E. (incumbent for all positions)</p> <p>March 2023     Director, Senior Managing Executive Officer overseeing Marketing and Sales (incumbent)</p> <p>July 2023       Director, Senior Managing Executive Officer, Responsible for Lifetime Value Promotion Department (incumbent)</p> <p>January 2024    Director, Senior Managing Executive Officer, Responsible for Uni-Charm Corporation Sdn. Bhd. (incumbent) (to present)</p> <p>[Significant concurrent position]<br/>None</p> | 26,187                               |
| <p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Kenji Takaku, as described in his career summary above, has served as a responsible official of marketing divisions of the Group, having experienced marketing leader positions of the businesses mentioned above. He has contributed to enhancing brand value of the Company and its products' planning and executing highly distinctive and systematic marketing strategies from consumers' perspective under his strong leadership. He took a lead in planning and implementing a rollout strategy of the Company's Asian business expansion. He also contributed to rejuvenating subsidiaries, launch new subsidiaries, and mergers and acquisitions. In addition, he exercises his management skills as prominently as his marketing skills as a person in charge of the Company's subsidiaries in China and India, two of the key subsidiaries and growth drivers. In India, he has led its business' rapid growth and doubled the sales in five years since he took office. He plays an essential role in leading the Company to the goals of becoming a global company as well as a marketing company. After being appointed Director last year, as the Director overseeing Marketing and Sales he took immediate steps to improve the culture on the front line and foster job satisfaction, while also taking the initiative and setting an example by drawing up a strategy for expanding overseas sales in the pet care business, leading to reduced turnover among young employees and enhancing their marketing skills, and has made decisions promptly in order to resolve issues. Mr. Takaku has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value of the Company, and the Board requests his re-election as a Director.</p> |  |   |                                      |

### **Audit and Supervisory Committee Members' View on Selecting Director Candidates**

All the Company's Audit and Supervisory Committee Members are also members of the Nomination Committee (half of the Committee members are Independent Outside Directors) and has confirmed the following through discussions at the Nomination Committee: the nomination procedure of Director candidates was appropriate; the Board of Directors had balanced knowledge, experiences, and capabilities as a whole to play its role and fulfill its responsibilities, and was composed in a way so that it was diverse and at the same time at an appropriate scale, based on the Company's mission, specific management strategies, and environments surrounding the Company. As a result, all Audit and Supervisory Committee Members have deemed that the candidates for Directors were appropriate. Accordingly, the Audit and Supervisory Committee has deemed that it does not have to state an opinion on the appointment of Directors at the Ordinary General Meeting of Shareholders as stipulated in Article 342-2, Paragraph 4 of the Companies Act.

All the Company's Audit and Supervisory Committee Members are also members of the Compensation Committee (half of the Committee members are Independent Outside Directors) and confirmed the following: a policy of deciding the compensation, etc. of individual Directors and the details of them reflected the Company's medium- to long-term performance as well as potential risks; their compensation was appropriately incentivized so that Directors could exercise healthy entrepreneurial spirit; the percentage of the Company's medium- to long-term performance-related compensation was set appropriately; the ratio of cash compensation and stock compensation was arranged appropriately; and decisions of compensations went through a fair and appropriate procedure. As a result, all the Company's Audit and Supervisory Committee Members have judged that a policy of deciding the compensation, etc. of individual Directors and the details of them were appropriate, and the Audit and Supervisory Committee deemed that it does not have to state an opinion on the compensation, etc. of Directors at the Ordinary General Meeting of Shareholders as stipulated in Article 361, Paragraph 6 of the Companies Act.