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(Securities Code: 8113)

February 26, 2025

Takahisa Takahara
Representative Director, President & CEO
UNICHARM CORPORATION
182 Shimobun, Kinsei-cho, Shikokuchuo-City,
Ehime, Japan

NOTICE OF CONVOCAION OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

To Shareholders with Voting Rights:



Takahisa Takahara
Representative Director,
President & CEO

I would like to extend my gratitude for your continued support.

Across the globe, there were dramatic changes in 2024. Geopolitical risks increased, inflation accelerated internationally, and unusual weather patterns caused outbreaks of natural disasters across the world. Overall, it was a year in which uncertainty continued to cloud the future outlook.

In this global environment, we are promoting “Love Your Possibilities” as our new corporate brand essence. This brand essence expresses Unicharm’s commitment to realizing a cohesive society in which all people can live independently, are united and support one another, and can live the lives they want. We continue striving to offer products and services to society based on the creation of unique values.

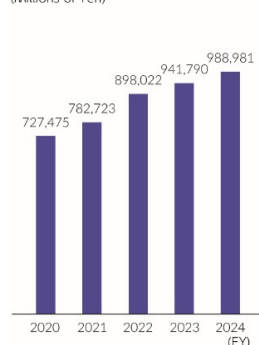
As an example, as part of the RefF Project initiated by the Company for the horizontal recycling of used disposable diapers, we began selling products using recycled pulp, including “MamyPoko Pants RefF” diapers, “Lifree RefF” incontinence pads, and “Deo Toilet RefF” deodorizing and antibacterial cat litter pads. In addition, we offer the Sofy Be app, which helps women understand the relationship between hormones and their physical conditions. With this service, we started working on raising the sense of self-efficacy by helping people to feel more confident about their ability to manage their own health. In Africa, we are supporting the ability of women to take greater roles in society by promoting the spread of hygiene products. In Kenya, for instance, we began selling Sofy brand sanitary pads.

Due in part to such business activities, which were driven by initiatives aimed at resolving social issues, net sales for FY2024 reached 989.0 billion yen, an increase in revenue of 47.2 billion yen or 5.0% year on year, while core operating income was 138.5 billion yen, an increase of 10.5 billion yen or 8.2% year on year. The Company would like to offer a shareholder return of 22 yen per share, a 2 yen increase from the previous year. This will be the 23rd consecutive period of dividend increases.

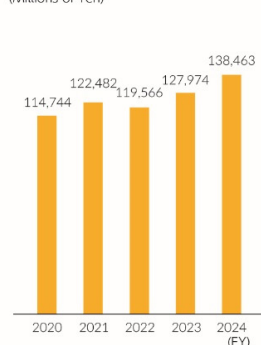
In 2025, we expect there to be significant changes in the business environment. Despite the challenges, we will strive towards absolute value and earning our customers’ support by ensuring that they feel anything is possible when they have Unicharm products—in a phrase, “Love Your Possibilities.” Realizing this absolute value will make it possible to achieve our medium- to long-term targets of 1.5 trillion yen in net sales, a core operating income margin of 17.0%, and ROE of 17.0% by 2030. We will continue striving towards these goals.

I appreciate your continued support and encouragement.

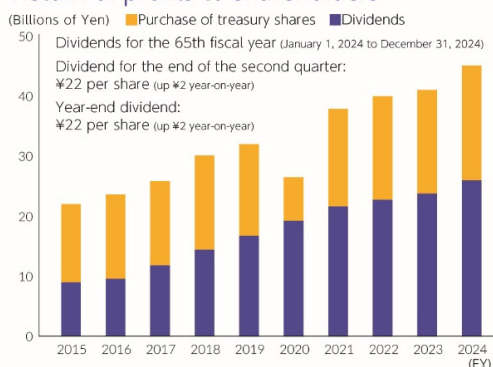
Net sales (consolidated)
(Millions of Yen)



Core operating income
(Millions of Yen)



Return of profits to shareholders



*Core operating income is a result of subtracting selling, general and administrative expenses from gross profit.

NOTICE OF CONVOCATION OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 65th Ordinary General Meeting of Shareholders of UNICHARM CORPORATION (the “Company”). The meeting will be held as described below.

- 1. Date and Time:** Wednesday, March 19, 2025 at 10:00 a.m. (Reception starts at 9:00 a.m.) (Japan time)
- 2. Place:** Multipurpose Hall at Technical Center of the Company
1531-7, Wadahama, Toyohama-cho, Kanonji-city, Kagawa, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 65th Fiscal Year (from January 1, 2024 to December 31, 2024) and results of audits by the Accounting Auditors and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 65th Fiscal Year (from January 1, 2024 to December 31, 2024)
- Matters to be resolved:**
- Proposal No. 1:** Election of Three Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of Three Directors who are Audit and Supervisory Committee Members
- Proposal No. 3:** Disposal of Treasury Stock through Third-Party Allotment for the Purpose of Contributing to the SDGs by Supporting the Activities of SHINAGAWA JOSHI GAKUIN

At the convocation of the Ordinary General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision) in electronic format and posts this information on the Company’s website.

<https://www.unicharm.co.jp/en/ir.html>

- * The Company posts items subject to measures for electronic provision on the TSE website (Listed Company Search) as well as the Company’s website. 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.” <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>
- * If there are revisions to items subject to measures for electronic provision, a notice of the revisions and the details of the information before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

Overview of Proposal

The proposal to be resolved at the meeting is as follows. For more details, refer to the items subject to measures for electronic provision, posted on the websites listed above.

Proposal No. 1: 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. Kenji Takaku, and Mr. Tetsuya Shite.

Candidate No.	Name		Gender	Main current positions
1	Takahisa Takahara	Re-election	Male	Representative Director, President & CEO Outside Director of Nomura Holdings, Inc. Outside Director of Sumitomo Corporation
2	Kenji Takaku	Re-election	Male	Director, Senior Management overseeing Marketing and Sales, Co-Chief Marketing Officer (CMO)
3	Tetsuya Shite	New appointment	Male	Senior Managing Executive Officer, Co-Chief Inclusion Officer (CIO), General Manager of Global Human Resources & Administration Division

Proposal No. 2: Election of Three Directors who are Audit and Supervisory Committee Members

The terms of office of all three 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 who will be Audit and Supervisory Committee Members: Mr. Hiroaki Sugita, Ms. Noriko Rzonca and Mr. Shigeru Asada.

Candidate No.	Name		Gender	Main current positions
1	Hiroaki Sugita	Re-election Outside	Male	Outside Director (Audit and Supervisory Committee Member) Senior Advisor, Boston Consulting Group Outside Director, Kaizen Platform, Inc. Outside Director, Luup, Inc.
2	Noriko Rzonca	Re-election Outside	Female	Outside Director (Audit and Supervisory Committee Member) Senior Executive Officer and Chief Digital Officer, Cosmo Energy Holdings Co., Ltd.
3	Shigeru Asada	Re-election	Male	Director (Audit and Supervisory Committee Member) (full time)

(Reference) Nomination of Director Candidates

Board of Directors has nominated the candidates for Directors after hearing comments from “Nomination Committee,” where more than half of the members are independent Outside Directors and chaired by an Independent Outside Director. If candidates for Directors listed in Proposal No. 1 and No. 2 are elected as originally proposed, the composition of the Board of Directors of the Company and the combination of skills, etc. of Directors will be as shown in the chart as follows.

	Takahisa Takahara	Kenji Takaku	Tetsuya Shite	Hiroaki Sugita	Noriko Rzonca	Shigeru Asada
Corporate management	○	○	○	○	○	○
Finance and accounting	○			○		○
Corporate governance	○	○	○	○	○	○
Risk management	○	○	○	○	○	○
Human resource development	○	○	○	○	○	○
Overseas business	○	○			○	○
Marketing	○	○		○	○	
Distribution strategy		○	○	○		
Development and production		○				
Sustainability*	○		○	○	○	
DX				○	○	

*Sustainability: Environment and Quality

Proposal No. 3: Disposal of Treasury Stock through Third-Party Allotment for the Purpose of Contributing to the SDGs by Supporting the Activities of SHINAGAWA JOSHI GAKUIN

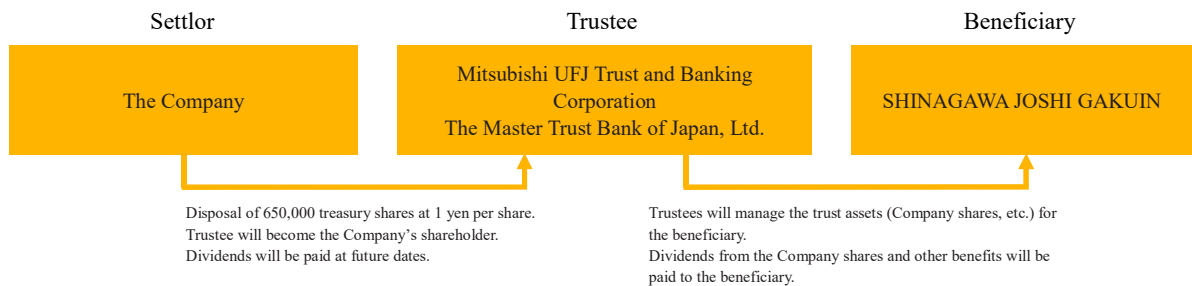
The proposal is to establish a trust for SHINAGAWA JOSHI GAKUIN to support the school’s activities and make a contribution to SDGs. The trust will be established with Mitsubishi UFJ Trust and Banking Corporation as the trustee, The Master Trust Bank of Japan, Ltd. as co-trustee, and SHINAGAWA JOSHI GAKUIN as the beneficiary. The Company will execute the disposal of treasury shares by making the third-party allotment to receiver and co-trustee, The Master Trust Bank of Japan, Ltd. Regarding the third-party allotment of treasury shares, the Company requests shareholder approval on the maximum number of shares for disposal, the minimum payment for the shares, as well as to delegate to the Board of Directors decisions the date of the transaction and other details. The IR News section of the Company’s website has related information. Please see the website for more details on measures for electronic provision.

<https://www.unicharm.co.jp/en/ir.html>

Maximum number of shares to be disposed of: 650,000 shares (equal to 0.034% of the total number of issued shares)

Minimum amount to be paid in: 1 yen per share

(Reference) Trust Structure



Exercising Your Voting Rights

You can exercise your voting rights by either of the three methods as follows. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights. The Company encourages that you exercise your voting rights in writing or via the Internet whenever possible.

[Vote at the Ordinary General Meeting of Shareholders in person]

Please submit the Voting Right Exercise Form to the reception at the venue.

Date and Time: Wednesday, March 19, 2025 at 10:00 a.m. (Reception starts at 9:00 a.m.) (Japan time)

[Vote in writing by mail]

Indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it by mail without putting on a stamp.

Deadline: Forms must reach us by 4:50 p.m. on Tuesday, March 18, 2025

[Vote online]

Follow the instruction below and indicate your vote for or against the proposal.

Deadline: Input must be completed by 4:50 p.m. on Tuesday, March 18, 2025

- * If there is no indication for or against the proposal on the Voting Rights Exercise Form, the Company will consider it as your approval.
- * If you exercise your voting rights via both a Voting Rights Exercise Form in writing by mail and online, the Company will take voting online as the effective vote. If you vote multiple times via the Internet, the Company will consider your last vote as the valid vote.

Vote Online

[Vote with QR code]

1 Scan the QR code shown on the Voting Rights Exercise Form.

*The QR code is a registered trademark of DENSO WAVE INCORPORATED.

2 Follow the on-screen instructions and indicate your vote for or against the proposal.

[Vote using login ID / temporary password]

1 Please access the voting site.

<https://evote.tr.mufg.jp/>

2 Enter login ID / temporary password on the voting form and click.

3 Follow the on-screen instructions and indicate your vote for or against the proposal.

- * If you have any questions on how to operate your PC or smartphone to vote via the Internet, please contact the help desk at Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation (0120-173-027, toll free, available only in Japan / Business hours: 9:00 a.m. - 9:00 p.m. (Japan time)).

Electronic Provision of General Shareholder Meeting Materials

The system for providing general shareholder meeting materials in electronic format has been introduced, followed by the amended Companies Act enforcement on September 1, 2022. Please note that the Company sends general shareholder meeting materials by mail to only those who requested to send them by mail by December 31, 2024. The Company appreciates your understanding.

For those who want to obtain general shareholder meeting materials by mail for the next Ordinary General Meeting of Shareholders or after, please submit a request to your broker or Mitsubishi UFJ Trust and Banking Corporation. (Dedicated phone line for the system for providing materials in electronic format 0120-696-505, toll free, available only in Japan / Business hours: from Monday to Friday 9:00 a.m. - 5:00 p.m. (Japan time), excluding weekends and holidays.)