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(Securities Code: 8113)

(Date on which items subject to measures for electronic provision become available: February 26, 2025)

The 65th 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

Proposals and References

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.

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% (9 out of 9)
2	Kenji Takaku	Re-election	Director, Senior Management overseeing Marketing and Sales, Co-Chief Marketing Officer (CMO)	100% (9 out of 9)
3	Tetsuya Shite	New appointment	Senior Managing Executive Officer, Co-Chief Inclusion Officer (CIO), General Manager of Global Human Resources & Administration Division, Responsible for Secretary Office	—

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 (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
1	Takahisa Takahara (July 12, 1961) Male Re-election Special interest with the Company None Attendance at meetings of the Board of Directors 100% (9 out of 9)	April 1991 June 1995 April 1996 June 1997 April 1998 October 2000 June 2001 June 2004 [Significant concurrent positions] Outside Director of Nomura Holdings, Inc. Outside Director of Sumitomo Corporation	Joined the Company Director Director, General Manager of Procurement Division and Deputy General Manager of International Division Senior Director Senior Director, General Manager of Feminine Hygiene Business Division Senior Director, Responsible for Management Strategy Representative Director, President Representative Director, President & CEO (to present)	11,535,453 *The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.
	<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 demonstrated his competence in management by increasing the ratio of overseas sales to nearly 70% through proactive expansions in various areas. He has also succeeded in activating a matured Japanese market by providing products with new added value. Since taking office, he has succeeded in increasing sales approximately five times and operating income six times the amounts before he took office, while also raising dividends to shareholders for 23 straight years. These and other achievements attest to his overwhelmingly positive management results. In recent years, he has strongly promoted the Kyo-sei Life Vision 2030, the Unicharm Group's medium- to long-term ESG goals, while leading the Company's effort to solve social problems through distinctive business approaches and solutions. These initiatives have been successfully promoted despite diverse changes in the business environment, including population aging and falling birthrates, environmental issues, digitalization, price competition, and changes in consumer needs. Among the results of these activities, Unicharm was selected as a constituent of all six ESG indices targeting Japanese companies by Government Pension Investment Fund (GPIF) for two years running. Additionally, the Company was chosen among the Noteworthy DX Companies 2023 and as a SX (Sustainability Transformation) Brand 2024. In the Institutional Investor magazine's 2024 Japan Executive Team Rankings, Unicharm was chosen No. 1 in the Cosmetics & Personal Care category. These and other successful evaluations demonstrate Mr. Takahara's managerial ability to raise corporate value. 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 and oversight functions of the Board of Directors.</p> <p>Mr. Takahara has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising the corporate value of the Company, and the Board requests his re-election as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
2	<p>Kenji Takaku (October 5, 1960)</p> <p>Male</p> <p>Re-election</p> <p>Special interest with the Company None</p> <p>Attendance at meetings of the Board of Directors 100% (9 out of 9)</p>	<p>April 1983 April 1997 October 2000 January 2004 October 2005 April 2008 December 2014 July 2017 January 2022 March 2023 January 2025</p> <p>Joined the Company Marketing Director of Sanitary Business Group, Marketing Division Director of Marketing Department, Baby Care Business Division Managing Director, Shanghai Unicharm Co., Ltd. Deputy General Manager of Global Marketing Division and Department Manager of Feminine Care SBU Executive Officer and General Manager of Global Marketing Division Managing Executive Officer and General Manager of Global Marketing Division Managing Executive Officer, Managing Director, Unicharm India Private Ltd. 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 & North Africa Hygienic Industries Company S.A.E. Director, Senior Managing Executive Officer overseeing Marketing and Sales, Co-Chief Marketing Officer (CMO), Chairman, Unicharm India Private Ltd., Responsible for Unicharm Gulf Hygienic Industries Ltd. and Unicharm Middle East & North Africa Hygienic Industries Company S.A.E. Director, Senior Management overseeing Marketing and Sales, Co-Chief Marketing Officer (CMO) (to present)</p> <p>[Significant concurrent position] None</p>		<p>91,761</p> <p>*The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
		<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 by planning and executing highly original and systematic marketing strategies from consumers' perspective under his strong leadership. In expanding the Asian market, he was responsible for planning market entry and product deployment strategies in each country as well as promotion initiatives. He was instrumental in reorganizing and improving the performance of existing local subsidiaries, launching new subsidiaries, and carrying out M&As in the region. In India, he managed the local subsidiary, which was an important Group company and a growth driver. As a result of his outstanding management, the subsidiary's sales doubled in the five years following his appointment as he spearheaded high growth in the country. Since becoming a Director in 2023, he has served as the Executive Officer in charge of sales and marketing, overseeing sales program reforms and comprehensive reviews of marketing strategies at all local subsidiaries around the world. He has played an essential role in leading the Company to the goals of becoming a global company as well as a marketing company. Additionally, he has led initiatives to enhance practical marketing skills in order to promote the growth of younger employees. He has been instrumental in improving the retention of talented employees, as well as in building a decision-making structure to rapidly solve issues, thereby contributing to strengthened earnings power.</p> <p>Mr. Takaku has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising the corporate value of the Company, and the Board requests his re-election as a Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
3	<p>Tetsuya Shite (August 16, 1962)</p> <p>Male</p> <p>New appointment</p> <p>Special interest with the Company None</p> <p>Attendance at meetings of the Board of Directors —</p>	<p>April 1985 Joined the Company</p> <p>April 1993 Sales Division, Sales Planning Department</p> <p>April 2010 Deputy General Manager of Global Human Resources & Administration Division</p> <p>January 2016 Executive Officer, General Manager of Global Human Resources & Administration Division</p> <p>January 2019 Executive Officer, General Manager of Global Human Resources & Administration Division, General Manager of CSR Division, Department Manager of Corporate Ethics Office</p> <p>January 2021 Managing Executive Officer, Chief Quality Officer (CQO), General Manager of Global Human Resources & Administration Division, Responsible for ESG Division, Customer Communication Center and Global Quality Assurance Department</p> <p>January 2022 Senior Managing Executive Officer, Co-Chief Inclusion Officer (CIO), General Manager of Corporate Planning Division, Responsible for Customer Communication Center and Global Quality Assurance Department</p> <p>January 2024 Senior Managing Executive Officer, Co-Chief Inclusion Officer (CIO), General Manager of Global Human Resources & Administration Division, Responsible for Secretary Office (to present)</p> <p>[Significant concurrent position] None</p>		<p>55,179</p> <p>*The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.</p>
		<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Tetsuya Shite, as described in his career summary above, served in sales and sales planning positions before transferring to the human resources division and assuming responsibility for personnel management at the head office as well as at manufacturing subsidiaries. Since 2016, he has supervised the Global Human Resources & Administration Division. In this role, he has put “management with resonance,” Unicharm’s distinctive management model, into practice with the goal of nurturing large numbers of employees who can succeed in global business. As part of this effort, he led global strategic planning and execution for personnel affairs, and through his strong leadership, environments were established to ensure that employees could grow through their work. The Company operates on the principle that people are the driving force behind corporate value. To put this philosophy into practice, he strengthened coordination among functional departments, including development, production, marketing, sales and administration, while promoting staff assignments and appointments in a strategic manner to nurture talent serving as the core of the business activities. Additionally, he has been responsible for the Group’s quality assurance as Chief Quality Officer (CQO), the promotion of diversity, equity, and inclusion (DE&I) as the Co-Chief Inclusion Officer (CIO), while also having been in charge of the Corporate Planning Division, ESG Division, Customer Communication Center, and Secretary Office. Through the performance of his duties in these and other roles, he has made significant contributions to raising corporate value. Mr. Shite has been nominated as a Director based on the Board’s determination that he is the right person for continuously raising the corporate value of the Company and the Board requests his new appointment 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.

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.

The candidates for Directors who are Audit and Supervisory Committee Members were nominated following deliberations by the Nominating Committee, which comprises one Representative Director, two Independent Outside Directors, and one Non-Executive Director. In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidate No.	Name		Position and responsibilities in the Company	Attendance at meetings of the Board of Directors etc.
1	Hiroaki Sugita	Re-election Outside Independent	Outside Director, Audit and Supervisory Committee Member	Board of Directors 100% (9 out of 9) Audit and Supervisory Committee 100% (11 out of 11)
2	Noriko Rzonca	Re-election Outside Independent	Outside Director, Audit and Supervisory Committee Member	Board of Directors 100% (9 out of 9) Audit and Supervisory Committee 100% (11 out of 11)
3	Shigeru Asada	Re-election	Director, Audit and Supervisory Committee Member (full time)	Board of Directors 100% (9 out of 9) Audit and Supervisory Committee 100% (11 out of 11)

No special interest exists between any of the above candidates for Directors who are Audit and Supervisory Committee Members 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 (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
1	<p>Hiroaki Sugita (February 14, 1961)</p> <p>Male</p> <p>Re-election Outside Independent</p> <p>Tenure as Outside Director of the Company 4 years</p> <p>Special interest with the Company None</p> <p>Attendance at meetings of the Board of Directors 100% (9 out of 9)</p> <p>Attendance at meetings of the Audit and Supervisory Committee 100% (11 out of 11)</p>	<p>April 1983</p> <p>April 1994</p> <p>January 2001</p> <p>November 2006</p> <p>May 2007</p> <p>January 2014</p> <p>January 2016</p> <p>January 2021</p> <p>March 2021</p> <p>January 2023</p> <p>[Significant concurrent positions]</p> <p>Senior Advisor, Boston Consulting Group</p> <p>Outside Director, Kaizen Platform, Inc.</p> <p>Outside Director, Luup, Inc.</p>	<p>Joined JAPAN TRAVEL BUREAU Inc. (currently JTB Corp.)</p> <p>Joined Boston Consulting Group</p> <p>Partner & Managing Director</p> <p>Supervisor of Japan Office</p> <p>Senior Partner & Managing Director</p> <p>Asia Pacific Client Team Leader</p> <p>Japan Co-chair</p> <p>Managing Director & Senior Partner</p> <p>Outside Director of the Company, Audit and Supervisory Committee Member (incumbent)</p> <p>Senior Advisor, Boston Consulting Group (to present)</p>	<p>18,000</p> <p>*The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.</p>
<p>Reasons for Nomination as a Candidate for Outside Director and a summary of expected roles</p> <p>Mr. Hiroaki Sugita, as described in his career summary above, served as a Japanese representative of the Boston Consulting Group, a leading foreign consulting firm, where he currently serves as Senior Advisor. He has a high level of insight through his affluent consulting experiences in corporate finance and accounting, as well as management strategies: particularly globalization strategy, corporate governance, group management, and DX. He has been nominated as an Outside Director who is an Audit and Supervisory Committee Member based on the Board's determination that he has used his expertise and judgment to provide appropriate advice on governance and management strategy as the Company further expands its business globally. Therefore, the Board requests his re-election as an Outside Director who is an Audit and Supervisory Committee Member.</p> <p>The Company has registered Mr. Sugita as an independent director with Tokyo Stock Exchange, Inc. as provided for by the aforementioned exchange. If the re-election of Mr. Sugita is approved, the Company will maintain his registration as an independent director. The Company expects that he will continue in his role as chairperson of Nomination Committee and Compensation Committee, leveraging his fair and independent position.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
2	<p>Noriko Rzonca (July 16, 1968)</p> <p>Female</p> <p>Re-election Outside Independent</p> <p>Tenure as Outside Director of the Company 2 years</p> <p>Special interest with the Company None</p> <p>Attendance at meetings of the Board of Directors 100% (9 out of 9)</p> <p>Attendance at meetings of the Audit and Supervisory Committee 100% (11 out of 11)</p>	<p>November 2000</p> <p>June 2006</p> <p>September 2008</p> <p>May 2015</p> <p>November 2017</p> <p>June 2019</p> <p>April 2020</p> <p>November 2021</p> <p>April 2022</p> <p>March 2023</p> <p>[Significant concurrent positions]</p>	<p>Joined Allstate Insurance Company in the U.S.</p> <p>Deputy Head of Marketing Business Analytics, CFJ G.K.</p> <p>Vice President of Decision Management at Retail Banking Division, Citibank Japan Ltd. (dissolved in October 2017)</p> <p>AVP, Head of Advanced Data Analytics Department, MetLife Insurance K.K.</p> <p>Executive Officer, Head of Data Analytics Department and Responsible for CX Design, Sony Bank Incorporated</p> <p>Executive Officer, Head of Marketing Science Department and Responsible for Content Planning Department</p> <p>Executive Officer, Responsible for DX Strategy Department and Content Planning Department</p> <p>Executive Officer, Chief Digital Officer (CDO), responsible for Corporate DX Department, Head of Corporate DX Strategy Department, Cosmo Energy Holdings Co., Ltd.</p> <p>Senior Executive Officer, Chief Digital Officer (CDO), Responsible for Corporate DX Strategy Department, Corporate Communication Department, and IT Initiative Department (incumbent)</p> <p>Outside Director of the Company, Audit and Supervisory Committee Member (to present)</p> <p>Senior Executive Officer, Chief Digital Officer (CDO), Responsible for Corporate DX Strategy Department, Corporate Communication Department, and IT Initiative Department, Cosmo Energy Holdings Co., Ltd.</p>	<p>6,000</p> <p>*The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.</p>
	<p>Reasons for Nomination as a Candidate for Outside Director and a summary of expected roles</p> <p>Ms. Noriko Rzonca, as described in her career summary above, has secular experiences overseas and at major foreign subsidized financial institutions in Japan both at hands-on and management levels. She has a high level of insight in corporate management strategy and governance. At Sony Bank Incorporated and Cosmo Energy Holdings Co., Ltd., she bolstered DX strategies and nurtured DX personnel, while promoting the establishment of data-driven management foundations. Her high level of expertise in DX strategies has made significant contributions to DX promotion and DX personnel development as a management strategy for the Company. Additionally, her experience working outside Japan for a foreign-subsidized company has been leveraged in providing appropriate advice on the Company's global business strategy planning and execution. Ms. Rzonca has been nominated as a new Outside Director who is an Audit and Supervisory Committee Member based on the Board's judgement that she will provide appropriate advice on governance enhancement as well as digital strategy execution for the Company to become the world's number-one entity. The Board, therefore, requests her re-election as an Outside Director who is an Audit and Supervisory Committee Member.</p> <p>The Company has registered Ms. Rzonca as an independent director with Tokyo Stock Exchange, Inc. as provided for by the aforementioned exchange. If the re-election of Ms. Rzonca is approved, the Company will maintain her registration as an independent director. The Company expects that she will continue in her role as a member of the Nomination Committee and Compensation Committee, leveraging her fair and independent position.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
3	<p>Shigeru Asada (March 20, 1949)</p> <p>Male</p> <p>Re-election</p> <p>Special interest with the Company None</p> <p>Attendance at meetings of the Board of Directors 100% (9 out of 9)</p> <p>Attendance at meetings of the Audit and Supervisory Committee 100% (11 out of 11)</p>	<p>April 1973</p> <p>March 1994</p> <p>April 1999</p> <p>April 2004</p> <p>April 2006</p> <p>April 2009</p> <p>February 2013</p> <p>April 2013</p> <p>March 2017</p> <p>April 2019</p> <p>March 2021</p> <p>[Significant concurrent position] None</p>	<p>Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>Managing Director, Chief Financial Officer, Panasonic Do Brasil Limitada</p> <p>General Manager (tax) of Corporate Accounting Department, Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>Managing Director, Chief Financial Officer, Panasonic Europe Co., Ltd.</p> <p>Director, General Manager of Internal Auditing Department, Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>Standing Corporate Auditor, IPS Alpha Technology, Ltd. (dissolved in September 2023)</p> <p>Advisor, Company Auditors Office of the Company</p> <p>Executive Officer, General Manager of Accounting Control and Finance Division</p> <p>Director, Audit and Supervisory Committee Member (full time)</p> <p>Advisor, Audit and Supervisory Committee Office</p> <p>Director, Audit and Supervisory Committee Member (full time) (to present)</p>	<p>6,000</p> <p>*The Company conducted a 3-for-1 stock split effective January 1, 2025. The number of shares of the Company held indicates the number of shares following the stock split.</p>
	<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Shigeru Asada, as described in his career summary above, served as head of the internal auditing department and tax accounting department at Panasonic Corporation, as well as an officer in charge of the company's overseas subsidiaries' accounting operations and Executive Officer, General Manager of Accounting Control and Finance Division of the Company. In these roles, he accumulated significant expertise in finance and accounting operations. Mr. Asada has demonstrated his skill in the management control of the Unicharm Group as a whole by assuming various posts at the Company, including Executive Officer, General Manager of Accounting Control and Finance Division since 2013, Director who is an Audit and Supervisory Committee Member from 2017 to 2019, and after that has actively provided advice as Advisor in the Audit and Supervisory Committee Office and as a Director who is an Audit and Supervisory Committee Member. In light of his performance, the Board requests his re-election as a Director who is an Audit and Supervisory Committee Member, assuming he will oversee the Company's management based on his accumulated experiences and knowledge.</p> <p>If the re-election of Mr. Asada as a Director who is an Audit and Supervisory Committee Member is approved, the Company expects that he will continue in his role as chairperson of an Audit and Supervisory Committee for his high level of expertise in finance and accounting as well as detailed knowledge in audit duties.</p>			

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 (hereinafter “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. The trust will deliver the benefits, such as dividends from the Company’s shares to Shinagawa Joshi Gakuin, and Shinagawa Joshi Gakuin will use these trust benefits for their future activities. The disposal of treasury stock is intended for the trust, which is established to provide funds for the activities of Shinagawa Joshi Gakuin.

Shinagawa Joshi Gakuin is particularly committed to nurturing female leaders with an “entrepreneurial mindset” and is actively involved in the development and operation of programs through collaboration with outside the school, including Challenge Based Learning (practical problem-solving learning) and entrepreneurial experiences, as well as contributing to the local community. These efforts are highly compatible with our goals of “Love Your Possibilities” and “Cohesive Society,” and supporting the development of women who will lead the future will contribute to society as an investment in the future, while at the same time demonstrating our corporate stance to society at large. It is also expected to contribute to the penetration and value enhancement of our corporate brand.

Furthermore, we believe that through this initiative, there is the potential to build beneficial relationships with students as long-term customers by having them retain empathy and affection for the Company after graduation, and ultimately to increase corporate value by having the Company’s products be closely involved in enriching their individual lives. In particular, as students play active roles in society, we expect that by speaking and acting as opinion leaders based on their own experience, they will be a powerful driving force towards realizing the Company’s goal of “Cohesive Society.”

Based on the above, we will support Shinagawa Joshi Gakuin by establishing a system to contribute the Company’s stock dividends through the disposal of treasury stock to secure funds for their activities.

In accordance with the stipulations of Articles 199 (Determination of Subscription Requirements) and 200 (Delegation of Determination of Subscription Requirements) of the Companies Act, with the regard to the disposal of treasure shares through a third-party allotment, the Company proposes the maximum number of shares for subscription and the minimum amount to be paid in, as well as the delegation of the subscription terms to the Board of Directors.

Outline of Shinagawa Joshi Gakuin

Name	Shinagawa Joshi Gakuin
Address	3-3-12 Kitashinagawa, Shinagawa-ku, Tokyo
Director	Shihoko Abe (Shihoko Urushi)
Date of establishment	February 19, 1929

Activities	<p>School Management</p> <ul style="list-style-type: none"> • Educational programs aimed at fostering female leaders with an “entrepreneurial mindset” <p>Development and operation of programs through collaboration with outside schools, including Challenge Based Learning (practical problem-solving learning) and entrepreneurship experience</p> <ul style="list-style-type: none"> • Contribution to Local Communities <p>Implement student-led activities that lead to better policy proposals through collaboration with local governments and community stakeholders. Communicate such activities through open days and other opportunities and provide co-creation opportunities widely.</p>
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Disposal of treasury shares

Class of shares for disposal and maximum number of shares	<p>650,000 shares of common stock (equal to 0.034% of total shares outstanding)</p> <p>*The calculation is based on 1,862,502,957 outstanding shares as of January 1, 2025. The Company conducted a 3-for-1 stock split effective January 1, 2025, and the total number of outstanding shares indicated above is the figure after the stock split.</p>
Minimum payment per share	1 yen per share
Payment for all shares (tentative)	650,000 yen
Method of disposal	Disposal through third-party allotment
Recipient of disposal (tentative)	The Master Trust Bank of Japan, Ltd.
Disposal date (tentative)	May 30, 2025
Delegation of determination	<p>In addition to the matters stated above, the Board of Directors will make a final resolution on the subscription items, the contents of the trust agreement, and other matters related to the disposal of shares.</p> <p>Furthermore, the Company plans to stipulate in the trust agreement that it may change the beneficiary or terminate the trust agreement in the event that certain types of misconduct occur at Shinagawa Joshi Gakuin.</p>

Reasonableness of disposal terms, etc.

Reasonableness of payment amount	<p>The purpose of the share disposal is to support the activities of Shinagawa Joshi Gakuin. Therefore, the payment of 1 yen per share is deemed reasonable.</p>
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Reasonableness of number of shares for disposal

Regarding the number of shares for disposal, the number was calculated based on the basic earnings per share of the Company and a level appropriate to provide a source of funds to support the activities of Shinagawa Joshi Gakuin. The dilution of shares represents 0.034% of total outstanding shares, a relatively small amount. Therefore, the Company deems that the disposal of 650,000 shares is reasonable.

Reference materials

- Notice Regarding the Disposal of Treasury Stock through Third-Party Allotment for the Purpose of Contributing to the SDGs by Supporting the Activities of SHINAGAWA JOSHI GAKUIN
- * Information is posted on the Company's website under the IR News section.
<https://www.unicharm.co.jp/en/ir.html>