

SUMMARY TRANSLATION FOR REFERENCE PURPOSES ONLY

This notice is a summary translation of the original Japanese text of the timely disclosure statement dated September 8, 2015, and is for reference purposes only. In the event of any discrepancy between the original Japanese and this translation, the Japanese text shall prevail.

CAUTIONS REGARDING FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements, such as Unicharm Corporation's current plans, strategies, and future performance. These forward-looking statements are based on judgments obtained from currently available information. Please be advised that, for a variety of reasons, actual results may differ materially from those discussed in the forward-looking statements. Events that might affect actual results include, but are not limited to, economic circumstances in which Unicharm Corporation operates, competitive pressures, relevant regulations, changes in product development, and fluctuations in currency exchange rates.



September 8, 2015

To whom it may concern:

Listed Company Name: **Unicharm Corporation**
Listing: **First Section, Tokyo Stock Exchange**
Code Number: **8113**
URL: **<http://www.unicharm.co.jp/>**
Company Representative: **Takahisa Takahara, President and Chief Executive Officer**
Contact Person: **Shigeru Asada, Executive Officer, General Manager of Accounting Control and Finance Division**
Telephone Number: **+81-3-3451-5111**

**Announcement of determination of the terms of issuance, etc., of the
Zero Coupon Convertible Bonds due 2020**

Unicharm Corporation (the "Company") hereby notifies the following determination of the terms of issuance, etc., in addition to those terms that were already determined, of the Zero Coupon Convertible Bonds due 2020 (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuen-tsuki shasai*, hereinafter referred to as the "Bonds"), the issuances whereof were resolved at the meeting of the Board of Directors held on September 8, 2015.

Note: This announcement is intended as general information regarding Unicharm Corporation's issuance of convertible bonds. This announcement does not constitute an offer of, or the solicitation of an offer to buy or subscribe for the Bonds or the Shares in the United States or in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds are not offered or sold within Japan. Further, the Bonds and the Shares issuable upon exercise of the Stock Acquisition Rights (together, the "Securities") have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account of, U.S. persons (as defined in Regulation S of the Securities Act ("Regulation S")). The Securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act. No public offering of the securities is being made in the United States.

Description

I. Matters relating to the stock acquisition rights		
(1)	The amount to be paid upon exercise of the stock acquisition rights	Equal to the principal amount of the Bonds
(2)	Conversion Price	<u>¥2,409</u>
	(Reference)	
	Share Price, etc. on Pricing Date (September 8, 2015)	
	(i) Share Price (Closing Price) on the Tokyo Stock Exchange	<u>¥2,189.5</u>
	(ii) Premium	
	$[(\text{Conversion Price})/(\text{Share Price (Closing Price)})-1] \times 100$	<u>10.03%</u>
II. Matters relating to the bonds		
(1)	Amount to be paid in for bonds	<u>109.5% of the principal amount of the Bonds</u>
(2)	Offer price (issue price) of bonds	<u>111.5% of the principal amount of the Bonds</u>
(3)	Maximum redemption price applicable to the early redemption due to cooperate reorganization, delisting and squeeze out and the like.	<u>200.0% of the principal amount of the Bonds</u>

Reference Note: Information on dilution by potential shares

Due to the issuance of the Bonds with Stock Acquisition Rights, the ratio of the number of potentially issuable shares to the current total number of issued shares (excluding treasury shares) as of June 30, 2015 would be 3.45%.

Furthermore, the Company plans to leverage its treasury shares upon conversion requests.

(Note): The ratio of potentially issuable shares is calculated by dividing the number of the shares to be issued when all stock acquisition rights of the Bonds that are scheduled to be issued this time are exercised at the initial conversion price, by the current total number of issued shares.

End.

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