

[Translation for Reference and Convenience Purposes Only]

CORPORATE GOVERNANCE REPORT

UNICHARM CORPORATION

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Unicharm Corporation

Takahisa Takahara

President & CEO

Contact: Hirotatsu Shimada

Executive Officer, General Manager of Accounting Control and Finance Division

+81-3-3451-5111

Securities Code: 8113

<http://www.unicharm.co.jp/english>

The corporate governance of Unicharm Corporation (hereinafter “Unicharm” or the “Company”) is described below.

I Basic Views on Corporate Governance, and Basic Information on Capital Structure, Corporate Attributes, and Other Matters

1. Basic Views

The Unicharm Group strives to achieve “sound corporate management” through its commitment to Unicharm Ideals. We aim to achieve sustainable growth and create medium and long-term corporate value through appropriate collaboration with stakeholders and secure the esteem and trust of society.

In order to realize these objectives, we have established a basic policy of corporate governance that achieves transparent, fair, expeditious and decisive management by conducting honest and active dialogue to obtain support from various stakeholders and work to improve ESG and a corporate environment where management can implement a system of checks and balances and eliminate mistakes.

Reasons for Non-implementation of the Principles of the Corporate Governance Code

[Supplementary Principle 2-5-1: Establishment of a Framework for Whistleblowing]

The Company has established the Compliance Hotline and the Ring-ring employee hotline, which are contacts for whistleblowing in the event that an employee notices any fact that caused or may cause significant damage to the Company, such as behavior that violates laws and regulations. In the event that an employee detects such a fact, he or she has a duty to immediately report it.

The Corporate Ethics Office, which is responsible for the Compliance Hotline and the Ring-ring employee hotline, periodically reports the status of whistleblowing to the Board of Directors via the Corporate Ethics Committee while taking into account the anonymity of whistleblowers.

Although the Company has not established a point of contact that is independent of management for investigation and assessment of facts concerning reported information and uncertainties, the Company strives to continue to improve its effectiveness based on the recognition that a whistleblowing system is one of the most effective method in the early discovery of risks and contributes to a self-cleansing effect and promotion of compliance management.

[Principle 4-11: Preconditions for Board and Audit and Supervisory Committee Effectiveness]

As the Company takes the board size into consideration, all the directors of the Company are Japanese citizens who have expertise in general management (including management of international business).

Disclosure Based on the Principles of the Corporate Governance Code

[Principle 1-4: Cross-Shareholdings]

The Company may hold minimum necessary shares of other companies for the purpose of maintenance and strengthening of the relationships. In such case, the Company shall judge whether it should invest or not based on whether such investment would contribute to an increase in corporate value of the Company, taking into consideration dividends, benefits that can be obtained through maintaining and strengthening the relationships, risks, capital cost, and other factors.

The Board of Directors examines the rationality of each cross-shareholding on an annual basis, based on whether the purpose of the cross-shareholding has become insubstantial, and the benefit and the risk are proportionate to the capital cost. If cross-shareholdings are not reasonable, the Company sells the shares appropriately according to the overall judgement on market impact etc.

With respect to exercise of voting rights, the Company shall exercise voting rights appropriately by carefully examining proposals and judging whether they contribute to improvement of shareholder value. The Company shall not vote for any proposals that may damage shareholder value, regardless of whether they are proposed by the companies or their shareholders.

[Principle 1-7: Related Party Transactions]

When the Company engages in transactions (including indirect transactions) with its directors (including Audit and Supervisory Committee members) or their close relatives, the Company shall secure approval of the Board of Directors in advance.

Regarding transactions among the Group companies, in the case of a material transaction, the Company shall make a decision based on thorough deliberation by the Board of Directors including several independent outside directors in addition to prior legal check of the appropriateness of the transaction conditions and the method of their determination.

[Principle 2-6: Roles of Corporate Pension Funds as Asset Owners]

The Company recognizes that the investment of corporate pension funds may affect employee's wealth and the Company's financial status. Therefore, the Company runs the corporate pension healthily by assigning persons who have proper experience and skills (e.g. person who was in Accounting Control and Finance Division), and seeking advice from external experts.

Asset managers are monitored through their periodical report on investment performance and investment stewardship.

Discretion to select individual investment target and to exercise voting rights are entrusted to asset managers to avoid conflicts of interests between the beneficiaries of the pension fund and the Company.

[Principle 3-1: Full Disclosure]

i) Company objectives (e.g., management principles), business strategies and business plans

The Group has established a corporate philosophy, which is disclosed. For details, please refer to the Company's website.

<http://www.unicharm.co.jp/english/about/corporate-philosophy/index.html>

The Company's Medium-Term Management Plan is disclosed in the Integrated Report. For details, please refer to the Company's website.

<http://www.unicharm.co.jp/english/ir/report/highlight/index.html>

ii) The Group's basic views and guidelines on corporate governance

Refer to the “I. Basic Views on Corporate Governance, and Basic Information on Capital Structure, Corporate Attributes, and Other Matters” “1. Basic Views”.

- iii) Policies and procedures of the Compensation Committee in determining the remuneration of directors and executive officers

Refer to the “II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management” “2. Matters on Functions of Business Execution, Auditing and Oversight, Nomination, and Determination of Compensation (Overview of Current Corporate Governance System)”.

- iv) Policies and procedures of the Board of Directors for the appointments and dismissals of executive officers and the nominations of director candidates and the dismissals of incumbent directors

Refer to the “II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management” “2. Matters on Functions of Business Execution, Auditing and Oversight, Nomination, and Determination of Compensation (Overview of Current Corporate Governance System)”.

- v) Explanations with respect to the individual appointments and dismissals of executive officers and the individual nominations of director candidates and the dismissals of incumbent directors based on iv).

When proposing candidates for director (including a director serving as an Audit and Supervisory Committee member) or dismissals of incumbent director to a General Meeting of Shareholders, the Company shall explain the reasons for nomination of such candidates or dismissal of such directors in the notice of convocation of the General Meeting of Shareholders.

[Supplementary Principle 4-1-1: Scope and Content of the Matters Delegated to the Management]

The Company emphasizes ensuring transparency of decision-making and does not delegate decision-making of important business execution to directors.

The Board of Directors shall make decisions on important business execution and other matters requiring resolution by the Board of Directors in accordance with the Rules of the Board of Directors and the Regulations for Limits of Authority.

Responsibilities of executive officers and the division of roles between the Company’s executive officers and managers of domestic and overseas Group companies are also clearly defined by the resolutions of the Board of Directors and in accordance with the internal rules.

[Principle 4-9: Standards for Independence and Qualification of Independent Directors]

Refer to the “II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management” “1. Organizational Composition and Operation” [Independent Directors].

[Supplementary Principle 4-11-1: View on the Balance Between Knowledge, Experience and Skills of the Board of Directors as a Whole, and also on Diversity and Size of the Board of Directors]

In terms of its composition, the Board of Directors shall be well balanced with respect to knowledge, experience, and capabilities to effectively fulfill its roles and responsibilities, and it shall be constituted in such a manner as to accommodate diversity while keeping an appropriate size. Persons with appropriate experience and skills as well as necessary knowledge of finance, accounting, and the law shall be appointed to serve as an Audit and Supervisory Committee member. In particular, at least one person who has sufficient expertise on finance and accounting shall be appointed.

[Supplementary Principle 4-11-2: Securing Time and Effort of Directors]

Approval of the Board of Directors shall be required for directors to concurrently serve as directors, auditors or officers at other companies.

If an outside director concurrently serves as an officer of another company, it shall be determined in terms of whether time and effort required to properly perform the roles and responsibilities as a director of the Company can be secured. Status of concurrent service of officers shall be disclosed in the Business Report, the Securities Report and the Corporate Governance Report annually.

[Supplementary Principle 4-11-3: Analysis and Evaluation of Overall Effectiveness of the Board of Directors]

Each year, the Company shall have all directors perform self-evaluation about the overall effectiveness of the Board of Directors. Based on the results of self-evaluation, the Board of Directors shall have discussion to enhance effectiveness of the Board of Directors. The results of analysis and evaluation for fiscal 2018 are outlined below.

1. At the Company's Board of Directors' meetings, agenda items are adequately chosen and the meetings are arranged properly. Subject matters are deliberated taking directors' opinions into account. In addition, in comparison to the previous year, concrete steps to improve the following points have been made. As mentioned, we can evaluate that the Board of Directors of the Company functions effectively.
 - (1) At the General Meeting of Shareholders on March 27, 2019, a woman director was appointed and the board structure was changed. One-third of the directors are independent outside directors since then.
 - (2) Management system to address ESG issues under the supervision of the Board of Directors has been established. Actual ESG investment is reported to the Meeting of the Board of Directors annually, and the Board of Directors decides the investment plan for the next year.
 - (3) Succession plan has been established and clarified after deliberation of the Nomination Committee and the Compensation Committee as follows:
 - i) Each executive officers periodically conducts interviews with future director candidates and future executive officer candidates based on their career visions and career plans, and carries out human resource mapping.
 - ii) President & CEO biannually conducts interviews with executive officers; gives guidance and training by setting measurable goals and objectives for executive officers and their organizations, and evaluating their achievements.
 - iii) These procedures and the status of undergone process are reported to the Nomination Committee and the Compensation Committee for deliberation.
 - iv) The Board of Directors nominates executive officers and candidates for directors based on the opinion of the Nomination Committee.
2. In order to further improve the effectiveness of the Board of Directors, we will consider promotion of the following initiatives.
 - (1) Continuously consider the way to run the Meeting of the Board of Directors suitable for the new board structure where one-third of the directors are independent outside directors.
 - (2) Facilitate more active discussions than ever on important issues such as medium to long-term strategies and large scale investments.
 - (3) Change the chairperson of the Nomination Committee and the Compensation Committee from President & CEO to an independent outside director to improve transparency and fairness of the process by which directors and executive officers are nominated and their compensation are determined.

[Supplementary Principle 4-14-2: Training Policy for Directors]

When directors including outside directors newly assume their positions, the Company shall provide them with opportunities to acquire necessary knowledge about the Company's business, finance, organizations, etc. and sufficient understanding of roles and responsibilities (including legal responsibilities) of directors. The Company shall hold workshops for directors and executive officers during their terms of office. The Company shall also encourage them to vigorously participate in external seminars.

[Principle 5-1, Supplementary Principle 5-1-2: Policy for Constructive Dialogue with Shareholders]

The Company shall positively and to the extent reasonable, respond to the requests from shareholders to engage in dialogue (management meetings) so as to support sustainable growth and increase corporate value over the medium to long-term. The Board of Directors shall establish and approve policies concerning the measures and organizational structures aimed at promoting constructive dialogue with shareholders.

☐ Policies

i) Appointing an executive officer who is responsible for overseeing and ensuring that constructive dialogue takes place

The executive officer who is responsible for overseeing and ensuring that constructive dialogue takes place shall be the executive officer responsible for the Corporate Planning Division.

ii) Measures to ensure organic coordination between internal departments such as investor relations, corporate planning, general affairs, corporate finance, accounting and legal affairs

The IR department, the PR department, and the general affairs department shall periodically hold meetings about disclosure and briefing on financial closing and other matters. The corporate planning department, the accounting control and finance department, the legal affairs department, and other departments shall participate in the meetings, as necessary, to ensure organic coordination.

iii) Measures to promote opportunities for dialogue aside from individual meetings

The Company shall implement measures to enable shareholders to deepen their understanding of the Company's management strategies and business environment, such as holding of investor meetings and meetings for presentation of the financial results and disclosure on the website, apart from individual meetings.

iv) Measures to appropriately and effectively relay shareholder views

Opinions of shareholders and analysts grasped by IR shall be reported to the Board of Directors at each IR, by President & CEO who conduct IR, which are actively utilized for management strategy reviews of the Company. In the notice of convocation of the General Meeting of Shareholders, questionnaires are published and questionnaires are also distributed at explanation meetings for institutional investors and feedback related to responses are made.

v) Measures to control insider information

In principle, the Company prohibits communication of insider information to shareholders. If insider information is communicated to shareholders, the insider information shall be published at the same time as that communication in principle.

2. Capital Structure

Foreign Shareholding Ratio	30% or more
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned (Shares)	Percentage (%)
Unitec Corporation	154,956,780	25.97
Takahara Fund Ltd.	28,080,000	4.71
The Master Trust Bank of Japan, Ltd. (Trust account)	27,758,600	4.65
Japan Trustee Services Bank, Ltd. (Trust account)	21,101,700	3.54
The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account/The Hiroshima Bank Account)	17,287,200	2.90
BNYMSANV Re MIL Re FSI ICVC-Stewart Inv Asia Pacific Leaders FD (Standing Proxy, MUFG Bank, Ltd.)	17,226,000	2.89
The Iyo Bank, Ltd. (Standing proxy: Trust & Custody Services Bank, Ltd.)	15,299,856	2.56
Nippon Life Insurance Company (Standing proxy: The Master Trust Bank of Japan, Ltd.)	12,188,718	2.04
JP Morgan Chase Bank (Standing proxy: Mizuho Bank, Ltd. Settlement Sales Department)	10,139,254	1.70
Japan Trustee Services Bank, Ltd. (Trust account No. 5)	8,320,300	1.39

Controlling Shareholders (excluding Parent Company)	—
Parent Company	None

Supplementary Explanation

3. Corporate Attributes

Listed Stock Exchange and Market Section	Tokyo Stock Exchange, First Section
Fiscal Year-End	December
Type of Business	Chemical
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (consolidated) as of the End of the Previous Fiscal Year	¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholders

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5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

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II

Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management

1. Organizational Composition and Operation

Organizational Form	Company with Audit and Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in the Articles of Incorporation	18
Terms of Office of Directors Stipulated in the Articles of Incorporation	1 year
Chairperson of the Board of Directors	President & CEO
Number of Directors	6
Appointment of Outside Directors	Appointed
Number of Outside Directors	2
Number of Independent Directors	2

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*)										
		a	b	c	d	e	f	g	h	i	j	k
Takashi Mitachi	From other company								○			
Hiroko Wada	From other company											

※ Categories for “Relationship with the Company”

※ “○” When the category currently applies to or recently applied to the person

“△” When the category applied to the person in the past

※ “●” When the category currently applies to or recently applied to a close relative of the person

“▲” When the category applied to a close relative of the person in the past

a. Executive of the Company or its subsidiaries

b. Executive director or non-executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director

g. Major shareholder of the Company (or an executive of said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which the Company’s outside directors/Audit and Supervisory Committee members are mutually appointed (the director himself/herself only)

- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Relationship with the Company (2)

Name	Audit and Supervisory Committee Member	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Takashi Mitachi	○	○	<p>Senior Advisor of the Boston Consulting Group</p> <p>Outside Director of Rakuten, Inc.</p> <p>Outside Director of Lotte Holdings Co., Ltd.</p> <p>Outside Director of Tokio Marine Holdings</p> <p>Outside Director of DMG MORI CO., LTD.</p> <p>Outside Director of FiNC Inc.</p>	<p>Although Mr. Takashi Mitachi is engaged in the business of the Boston Consulting Group, he is not involved in its project with the Company. Moreover, the amount of consulting fees paid to the Boston Consulting Group by the Unicharm Group accounted for under 0.1% of consolidated net sales in the past three fiscal years. Thus, Mr. Mitachi is qualified as an independent director in accordance with the independence standards provided in the Guidelines concerning Listed Company Compliance, etc. of the Tokyo Stock Exchange and the Standards for Appointment of Independent Directors of the Company. Therefore, the Company judges that he is unlikely to have a conflict of interest with general shareholders and has designated Mr. Mitachi as an independent director.</p>

Name	Audit and Supervisory Committee Member	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Hiroko Wada	○	○	Representative of Office WaDa Outside Director of Shimazu Corporation Outside Director of Coca-Cola Bottlers Japan Holdings Inc.	Ms. Wada was consecutively Vice President of US Procter & Gamble, Representative Director and President of Dyson KK, President and Representative Director of Toys“R”Us-Japan, Ltd. Ms. Wada is qualified as an independent director in accordance with the independence standards provided in the Guidelines concerning Listed Company Compliance, etc. of the Tokyo Stock Exchange and the Standards for Appointment of Independent Directors of the Company. Therefore, the Company judges that she is unlikely to have a conflict of interest with general shareholders and has designated Ms. Wada as an independent director.

[Audit and Supervisory Committee]

Composition of the Committee and Attributes of the Chairman

	Total Number of Committee Members	Number of Full-time Committee Members	Number of Internal Directors	Number of Outside Directors	Committee Chairman
Audit and Supervisory Committee	3	1	1	2	Outside director

Appointment of Directors and Employees Who Assist the Audit and Supervisory Committee with its Duties

Appointed

Matters relating to the Independence of Such Directors and Employees from Executive Directors

Refer to the “IV. Matters Related to the Internal Control System” “1. Basic Views on the Internal Control

System and the Progress of System Development” “6. Employees assigned to assist the Audit and Supervisory Committee”.

Cooperation between Audit and Supervisory Committee, Accounting Auditor, and Internal Audit Department
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The Audit and Supervisory Committee works closely with the Accounting Auditor (PricewaterhouseCoopers Aarata LLC) to inspect operations and assets at the head office, main business sites, and domestic and overseas Group companies, and requests them to report on the statuses. In order to improve the reliability of financial statements, the Audit and Supervisory Committee and the Accounting Auditor hold periodic quarterly meetings and additional meetings as needed. At these meetings, they share information about their respective audit plans and audit results to increase the effectiveness and efficiency of audits.

The Audit and Supervisory Committee and the Internal Audit Department hold monthly Internal Audit Report Meetings. At these meetings, the Audit and Supervisory Committee receives reports on the results of internal audits of executive business divisions, examines the appropriateness of the internal control system from comprehensive and objective perspectives. It also provides recommendations for improvement concerning issues identified, recommendations for remediation, and follow-ups.

[Voluntarily Establishment of Committees]

Voluntary Establishment of Committees equivalent to Nomination Committee or Compensation Committee	Established
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Voluntary Establishment of Committees, Composition of the Committee and Attributes of the Chairman
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	Committee's Name	Total Number of Committee Members	Number of Full-Time Committee Members	Number of Internal Directors	Number of Outside Directors	Number of External Experts	Number of Others	Committee Chairman
Committees equivalent to Nomination Committee	Nomination Committee	4	0	2	2	0	0	Outside director
Committees equivalent to Compensation Committee	Compensation Committee	4	0	2	2	0	0	Outside director

Supplementary Explanation

Nomination Committee and Compensation Committee are comprised of President & CEO (1 person) and independent outside directors (2 persons) and other non-executive director (1 person).

[Independent Directors]

Number of Independent Directors	2
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Matters relating to Independent Directors

The Company established the “Standards for Appointment of Independent Directors.” For details, refer to the Company’s website.

<http://www.unicharm.co.jp/company/about/corporate-governance/index.html>

The Company has appointed two Independent Outside Directors with sufficient qualifications to fulfill the roles and responsibilities so as to contribute to sustainable growth and enhancement of corporate value of the Company over the medium and long-term. We will strive to nominate a person who can be expected to contribute to honest, active and constructive review at the Board of Directors as a candidate for Independent Outside Director.

The Company has appointed all outside directors as independent directors, insofar as they meet the qualification thereof.

[Incentives]

Incentive Policies for Directors

Introduction of the Stock Option System

Supplementary Explanation

The Company considers that the results of management are reflected in change in the Company’s market capitalization and have a direct impact on shareholders’ benefits. Based on this, the Company grants subscription rights to shares as stock options to directors and employees of the Company who do not serve as Audit and Supervisory Committee members, and directors and employees of wholly owned subsidiaries in Japan according to their positions and responsibilities within the limit approved by the General Meeting of Shareholders with conditions such that their rights will expire if the predetermined target stock price conditions are not met within a certain period of time.

Grantees of Stock Options

Internal Directors, Employees, Directors of Subsidiaries, Employees of Subsidiaries

Supplementary Explanation

The stock option program allows directors and employees of the Company who do not serve as Audit and Supervisory Committee members, and directors and employees of wholly owned subsidiaries in Japan to enjoy benefits linked with benefits of shareholders and other stakeholders when the target corporate value (market capitalization) is reached through realization of Unicharm Ideals. The Company grants stock options with the aim of enhancing motivation of every individual involved in the Company’s business activities, cultivating a sense of unity based on shared recognition that achieving plans leads to an increase in the value of the Group as a whole, further increasing the probability of success.

[Director’s Compensation]

Disclosure of Individual Directors’ Compensation
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Selected Directors

Supplementary Explanation

Information on directors who receive compensation totaling ¥100 million or more is disclosed in the Company's Securities Report.

The Securities Report is posted on the Company's website.

<http://www.unicharm.co.jp/ir/index.html>

Policy on Determining Compensation Amounts and Calculation Methods

Established

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods

Refer to the "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management" "2. Matters on Functions of Business Execution, Auditing and Oversight, Nomination, and Determination of Compensation (Overview of Current Corporate Governance System)".

[System for Supporting Outside Directors]

An employee is assigned to assist the two outside directors who are Audit and Supervisory Committee Members. Also, secretaries are assigned to coordinate the Meeting of the Board of Directors and any other meetings and distribute materials in advance, etc. Full-time Audit and Supervisory Committee Member provides prior explanations, etc., about the proposals to the Board of Directors and, if necessary, sets up a meeting with the relevant departments to support the outside directors.

[Status of Person who Resigned from Representative Director, President, etc.]

Nomination as Advisers and Consultants, etc., who are Former Representative Director, President, etc.

Name	Title/Position	Operations	Service form/Conditions (Full-time, part-time, with or without remuneration, etc.)	Date of resignation from President, etc.	Term
—	—	—	—	—	—

Total Number of Advisers and Consultants, etc. who are Former Representative Director, President, etc.

0 person

Other Matters

There is no person who resigned from representative director, president, etc.

2. Matters on Functions of Business Execution, Auditing and Oversight, Nomination, and Determination of Compensation (Overview of Current Corporate Governance System)

■ Governance Mechanism

□ Board of Directors

Refer to the "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management" "1. Organizational Composition and

Operation” [Directors]

☐ Audit and Supervisory Committee

Refer to “II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management” “1. Organizational Composition and Operation” [Audit and Supervisory Committee]

☐ Nomination Committee and Compensation Committee

Refer to “II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Supervision of Management” “1. Organizational Composition and Operation” [Voluntarily Establishment of Committees]

☐ Advisory Board

All Executive Officers and responsible persons of relevant departments and Full-time Audit and Supervisory Committee Member attend and President & CEO assumes post of Chairman. Outside directors attend as necessary. The Advisory Board deliberates on the business plan and strategies of each department of the Company and domestic and overseas Group companies.

☐ Business Execution Council

All Executive Officers and responsible persons of relevant departments, etc., attend and President & CEO assumes post of Chairman. The Business Execution Council is generally held every month and report on the status of execution of business shall be made and discussions shall be made on important tasks for business execution selected by Chairman in order to resolve expeditiously.

☐ CSR Committee

President & CEO is Chairman and Director, Vice President and Managing Executive Officer is Vice Chairman and CSR Division assumes function of secretariat. The CSR Committee deliberates on the action plans and performance regarding ESG and strives to resolve and promote tasks across the entire company.

☐ Corporate Ethics Committee

President & CEO is Chairman, Executive Officer in Charge of Corporate Ethics Office is Vice Chairman and all Audit and Supervisory Committee Members are standing members and the Corporate Ethics Committee promotes the ethics and compliance system.

☐ Internal Control Committee

President & CEO is Chairman, Executive Officer in Charge of Internal Audit Department is Vice Chairman and Internal Audit Department assumes function of secretariat, and the Internal Control Committee promotes the matters concerning evaluation and audit of internal control over financial reports.

■ Business Execution

The Company adopts an Executive Officers system. President & CEO executes the business as the head of all execution divisions. Other Executive Officers shall, as the head of each execution division, be responsible for and execute the business in charge, which are determined by the Board of Directors and President & CEO.

■ Nomination

[Policy]

A candidate for Director shall be nominated from among the persons who demonstrate excellent character, and knowledge in general management whether inside or outside of the Company, focusing on the quality of being able to properly fulfill the duty of care of a good manager and fiduciary obligations and contribute to sustainable growth and enhance the corporate value of the Company. For Internal Directors, Directors, the Nomination Committee, and the Board of Directors shall regularly confirm and supervise the status of development of

successors and nominate based on the results.

Executive Officers shall be appointed, focusing on the ability to practice “Five Great Pillars and Associate Principles of Action” and properly execute business of the Company Group.

The Company improves transparency and objectivity by clearly setting out the standards of evaluation for each Director and Executive Officer taking their responsibilities into account. The Board of Directors determines the dismissal or non-reappointment of a Director or Executive Officer by an overall judgement after deliberation by the Nomination Committee if performance of the Director or Executive Officer is below the standards in 2 consecutive years.

[Procedure]

Nomination of candidates for Directors and appointment of Executive Officers shall be determined by the Board of Directors upon hearing the opinions of the Nomination Committee, which is comprised of President & CEO (1 person) and independent outside directors (2 persons) and other non-executive director (1 person), and chaired by an independent outside director, to improve transparency and objectivity. Nomination Committee shall also deliberate on the policy for nomination of candidates for Directors and appointment of Executive Officers as necessary. For a candidate for Director, who is an Audit and Supervisory Committee Member, the Nomination Committee shall prepare the draft after deliberation based on the policy of the Audit and Supervisory Committee and with the prior consent of the Audit and Supervisory Committee, it shall be determined by the Board of Directors.

[Succession Planning]

The Company trains and nominates successors as follows:

- (1) Each executive officers periodically conducts interviews with future director candidates and future executive officer candidates based on their career visions and career plans, and carries out human resource mapping.
- (2) President & CEO biannually conducts interviews with executive officers; gives guidance and training by setting measurable goals and objectives for executive officers and their organizations, and evaluating their achievements.
- (3) These procedures and the status of undergone process are reported to the Nomination Committee and the Compensation Committee for deliberation.
- (4) The Board of Directors nominates candidates for directors and executive officers based on the opinion of the Nomination Committee.

[Nomination and Dismissal of President & CEO]

The Company recognizes that, in addition to succession planning, the nomination and dismissal of President & CEO is one of the most important strategic decision making. The company sets out clearly the standards of evaluation for President & CEO regarding the business results of the entire Company and the progress in important strategies.

■ Determination of Compensation

[Policy]

Compensation, etc., for Directors and Executive Officers of the Company shall be determined, comprehensively considering the motivation for improvement of performance and corporate value and securing excellent human resources, etc., which shall be a level appropriate to their roles and responsibilities. Basic policies on compensation to promote growth-oriented management and to accomplish management strategy and fulfill management plan are as follows.

□ Basic Principles

- (1) Compensation contributable to the sustainable growth and medium to long-term creation of corporate value
- (2) Results-linked compensation structure that motivates the fulfilment of management plans and the achievement of results of the Company
- (3) Compensation standard which attracts and retains "talented personnel" who are capable of company

management

(4) Highly transparent and objective determination process

☐ Compensation Standard

In order to swiftly cope with the changes in external and market circumstances, the Company benchmarks the compensation standards of executive members of other companies in the same and different industries with the size equivalent to the Company and sets compensation standard of the Company.

☐ Compensation Structure

Compensation structure of the Company is made up of "basic pay" and "performance-linked pay". "Basic pay" is determined for each management role corresponding to the responsibilities whereas "performance-linked pay" is determined based on the annual results of each fiscal year.

In addition to the existing stock option as a medium to long-term incentive, the Compensation Committee is currently discussing the possibility of introducing the new "medium to long-term performance-linked stock-based compensation" which is determined based on the degree or estimate of fulfillment of the medium to long-term management plan.

[Procedure]

Compensation, etc., for Directors (except for Directors who are Audit and Supervisory Committee Members) and Executive Officers shall be deliberated and determined at the Compensation Committee, which is comprised of President & CEO (1 person) and independent outside directors (2 persons) and other non-executive director (1 person), and chaired by an independent outside director, to improve transparency and objectivity. Compensation Committee shall also deliberate and determine the policy for compensation for Directors and Executive Officers as necessary.

■ Audits and Supervision

☐ Audits and Supervision by the Audit and Supervisory Committee

Audit and Supervisory Committee shall determine the "Standards for the Audit, etc., of the Audit and Supervisory Committee" and the "Standards for Conducting Audits by Audit and Supervisory Committee related to the Internal Control System" and conducts audits in compliance thereof. Audit and Supervisory Committee determines its opinions on appointment and compensation, etc., of Directors (except for Directors who are Audit and Supervisory Committee Members). For the opinions of the Audit and Supervisory Committee on appointment and compensation, etc., of Directors, refer to the notice of convocation of the General Meeting of Shareholders.

<http://www.unicharm.co.jp/english/ir/report/index.html>

☐ Audits by Internal Audit Department

As an internal audit division, the Internal Audit Department is established directly under President & CEO.

☐ Audits by Accounting Auditor

The Company appointed PricewaterhouseCoopers Aarata LLC to its Accounting Auditor.

<Name and Years of Continued Service of the Certified Public Accountants who conducted audits of the Company>

Hisashi Shirahata (4 years)

Tsuyoshi Saito (1 years)

Mamoru Honda (0 years)

<Composition of Accounting Audit Support Team>

Certified Public Accountants: 10 persons

Other: 12 persons

For the status of audits, refer to the "IV. Matters Related to the Internal Control System" "1. Basic Views on the

Internal Control System and the Progress of System Development”

■ Agreement Limiting Liability

The Company has not executed an agreement limiting liability with the directors and accounting auditor.

3. Reasons for Adopting the Current Corporate Governance System

In May 2015, the Company adopted a “company with audit and supervisory committee” structure to meet expectations of stakeholders worldwide from a global perspective by strengthening oversight of the executive functions of the Board of Directors and increasing transparency and efficiency of processes through involvement of outside directors in management.

Independent Audit and Supervisory Committee members have voting rights at meetings of the Board of Directors, and the Audit and Supervisory Committee performs audits by proactively utilizing the internal control system. This will enable the Company not only to comply with the laws and regulations, but also to strengthen audit and supervisory functions of management monitored by the outside directors with aims to maintain appropriate collaborative relationships with stakeholders, and to foster organizational culture and climate that respects healthy and ethical business practices.

III

Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meeting of Shareholders and Smooth Exercise of Voting Rights

	Supplementary Explanation
Early Sending of Notice of Convocation of General Meeting of Shareholders	The notice of convocation is generally sent three (3) weeks before the date designated for holding the general meeting of shareholders. It is also posted on the Company's website and TDnet about one (1) week before the date of sending the notice of convocation.
Holding of General Meeting of Shareholders of the Company, Avoiding Days on which Many General Meetings of Shareholders are Held	Date of holding the general meeting of shareholders is set by avoiding days on which many general meetings of shareholders are held as practicable as possible (On Wednesday, March 27 in 2019)
Exercise of Electronic Voting Rights	Voting rights can be exercised on the Internet (PC, smartphones or mobile phones).
Participation in the Electronic Voting Platform and any other Initiatives for Improvement of the Environment of Exercising Voting Rights by Institutional Investors.	The Company participates in the electronic voting platform for institutional investors, operated by ICJ, Inc.
Furnishing of Notice of Convocation in English (summary)	English translation (summary) of the notice of convocation is posted on the Company's website and the electronic voting platform for institutional investors.
Other	The Company strives to transmit information to be easier to be understood by shareholders by using presentations with narration for explanation about reporting matters at the general meeting of shareholders. The results of resolutions are posted on the Company's website.

2. IR Activities

	Supplementary Explanation	Presentation by Representatives
Disclosure Policy	Unicharm Group Disclosure Policy is available at http://www.unicharm.co.jp/english/ir/policy/index.html .	
Regular Briefings for Analysts and Institutional Investors	In order to fulfill accountability and enhance management transparency, the Company is emphasizing IR activities in addition to appropriate disclosure in accordance with laws and regulations. The Company holds explanation meetings for financial results twice a year at the announcement of the 2nd quarter and year-end closings for analysts and institutional investors, where President & CEO makes presentations on such management information as the financial information, status of business activities, future policies and strategies. In this regard, at the announcement of the 1st quarter and 3rd quarter closings, the Company holds telephone conferences.	Available
Regular Briefings for Overseas Investors	President & CEO visits overseas investors every year both in Europe and the Americas.	Available
Posting of IR Materials on the Website	On the Company's website, such IR materials as summary of financial results, materials for explanation meetings for financial results, the notice of convocation of the general meeting of shareholders, and integrated reports are disclosed together with English translations. http://www.unicharm.co.jp/english/ir/index.html	
Establishment of IR department (person in charge)	Public Relations & Investor Relations Office is established in Corporate Planning Division.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Stipulation of Internal Rules for Respecting the Position of Stakeholders	In “The Unicharm Way,” the Action Guidelines for all officers and employees of the Company Group, the Company established, “Beliefs and Pledges and Corporate Principles of Action” document the five pledges to each stakeholder, including customers, shareholders, business partners, associates and society, the Action Guidelines to realize them and strive to make them thoroughly understood.
Implementation of Environmental Activities and CSR Activities, etc.	Based on the philosophy that in terms of ESG, focusing on the environment, society and governance, aiming to realize sustainability, it is the realization of our corporate philosophy and CSR of the Company to resolve such tasks through our core business activities, and the Company holds its CSR Committee, a company-wide promotion organization. As important tasks for the environment, we are dedicated to establishment of a recycling society, reduction of waste, sustainable resource procurement that considers resource utilization, the Company established medium-term targets, its Eco Plan 2020 upon determination to mitigate climate change throughout value chain. We support a target of 2 °C at COP21 and proposals of TCFD and risks and opportunities related to climate change are posted as agenda items for the CSR Committee. The details of information and progress, etc., of greenhouse gas are posted on the Website of the Company, “CSR/Environment.” http://www.unicharm.co.jp/english/csr/index.html
Development of Policies on Information Provision to Stakeholders	In the “Beliefs and Pledges and Corporate Principles of Action (Pledge to our Shareholders)” of “The Unicharm Way,” the Action Guidelines for all officers and employees of the Company Group, the Company set out its commitment, “we will strive to manage the company in a reliable fashion by disclosing management information proactively.” Based on the above “Pledge to our Shareholders,” we strive to realize expeditious and correct information disclosure for all stakeholders, including shareholders and investors and enhance transparency of management through wide-scale information disclosure.

	Supplementary Explanation
Other	<p>The Company shall not discriminate against employees by reason of nationality, race, religion, gender, sexual orientation, age, ancestry or disability, etc., and shall respect human rights and the character of every employee and strive to prepare and improve the workplace environment where every employee can exert their abilities. The Company has established Unicharm Group Policy on Human Rights, Basic Policy of Procurement, and Sustainable Procurement Guidelines in 2017, and is taking actions with all business partners in the globe to meet social responsibilities.</p> <p><Policy and Initiatives for Active Participation of Women></p> <p>Under the business philosophy, “NOLA & DOLA,” the Company strives to support work-life balance as we desire workers to realize their dreams through work by removing burdens of lifestyle constraints and create opportunities to exert the ability of individuals to the maximum extent. The Company makes all women workers have women's health checkup and bears the cost for breast cancer screening and cervical cancer screening. Further in order to meet the needs and circumstances of workers, the Company has established a shorter working hour system for childcare and nursing care and leave of absence programs. The Company also promotes initiatives that will lead to workstyle reforms throughout the workplace, including a telework system and anniversary leave for all employees. Share of women managers is steadily increasing to the target.</p>

IV Matters Related to the Internal Control System

1. Basic Views on the Internal Control System and the Progress of System Development

1. Compliance System

[Basic Policy]

- In Unicharm Ideals and Action Guidelines (Corporate Principles), the policy for compliance shall be specified.
- Training shall be provided so that officers and employees can acquire necessary knowledge.
- Regular monitoring on compliance awareness shall be conducted.
- Audits by the Internal Audit Department independent of the audited department shall be conducted.
- Whistleblowing contacts shall be established for problem recognition at an early stage.
- The Company shall cut off any relationships with anti-social forces. The Company shall also strive to prevent any forms of corruption, including extortion and bribery.

[Operation Status]

- We proclaim in Unicharm Ideals, “We strive to pursue proper corporate management principles which combine corporate growth, associate well-being and the fulfillment of our social responsibilities.” The Company also prepared “The Unicharm Way,” a brochure summarizing the Corporate Principles and distributes it to officers and employees of the Company and domestic and overseas Group companies.
- Several times a year, compliance study meetings are held for officers. Under new employee training and training for employees dispatched overseas, etc., themes related to compliance are addressed. In addition, the Company provides E-learning for officers and employees under various themes of compliance.
- The Company sets out survey items for compliance awareness in its awareness surveys, which have been regularly conducted in the Company and domestic and overseas Group companies and conducts monitoring.
- The Internal Audit Department conducts internal audits of the Company and domestic and overseas Group companies. The results of audits are reported to President & CEO and the Audit and Supervisory Committee every month.
- The “Compliance Hotline” was established as the contact of consultations and reporting of matters that violate ethics and laws and regulations and the “Ring-ring Dial” as the contact for consultations on acts of harassment and matters of distress. The status of consultations and reporting is regularly reported to the Board of Directors through the Corporate Ethics Committee, taking care to protect the persons who consulted and reported.
- Cutoff of relationships with anti-social forces and prevention of corruption are specified in the Corporate Principles and efforts are promoted.

2. System of Retention and Management of Information

[Basic Policy]

- Information about the execution of duties of directors shall be properly retained and managed, considering confidentiality, integrity and availability, and compliance with laws and regulations, if they are enacted.

[Operation Status]

- In such internal regulations as the “Information Security Policy,” “Information Management Security Regulations” and “Document Retention Limit Table,” treatment of retention and management of information is determined and operated based on laws and regulations. Directors may access the information which is retained and managed at any time necessary.

3. Risk Management System

[Basic Policy]

- Roles and responsibilities related to risk management shall be clarified.
- Proper consideration shall be made for assumed risks in decision-making.
- Regarding the material risks of management, the Company shall construct a system to handle countermeasures across the entire company.
- The Company shall prepare organizations and systems and plan for corresponding risks.
- Audits of risk management process shall be conducted.

[Operation Status]

- Officers and employees of the Company and domestic and overseas Group companies are responsible for conducting risk management according to the authorities defined in the Regulations for Division of Duties and Limits of Authority.
- In decision-making, including those made at the Board of Directors, the Company has prepared rules for the decision-making process and necessary materials, etc., so that appropriate consideration shall be given to assumed risks.
- For material risks of management of the Company and domestic and overseas Group companies, the system is established in which the Business Execution Council shall discuss the countermeasures and report to the Board of Directors as necessary.
- For responses to any crisis, in the Crisis Communication Manual, the rules for organizations responding during ordinary times and in emergencies, risk information monitoring and crisis reporting are established. The Business Continuity Plan (BCP) has been established and drills are regularly conducted.
- The Internal Audit Department conducts audits of the Company and domestic and overseas Group companies. Audit results are reported to President & CEO and the Audit and Supervisory Committee every month.

4. System to Ensure Efficiency of Performance of Duties

[Basic Policy]

- By clarifying the roles and responsibilities related to the performance of duties, duplication shall be eliminated and expeditious decision-making shall be realized.
- Management approaches ensuring efficiency of performance of duties shall be adopted and carried out.
- Consistent strategies and plans shall be developed at various levels from the entire group to field sites.
- Management strategies shall be flexibly reviewed, corresponding to changes in the business environment.
- Streamlining of business shall be vigorously promoted.

[Operation Status]

- The Company adopts the executive officer system to clarify the responsibilities for business execution. By establishing the Regulations for Division of Duties and Limits of Authority, roles and responsibilities of officers and employees of the Company and domestic and overseas Group companies are clarified.
- The Company and domestic and overseas Group companies share and promulgate group-wide goals and targets through the Management with Resonance Practical Meeting (held by linking the Company and domestic and overseas Group companies by TV conference every week), etc.
- The Group Medium-Term Management Plan is established by a resolution of the Board of Directors. In order to realize the Medium-Term Management Plan, respective strategies of the Company and domestic and overseas Group companies are deliberated by the Advisory Board. Based thereon, a management budget is formulated by a resolution of the Board of Directors.
- The progress of the overall plan is monitored by the monthly Business Execution Council and weekly Management with Resonance Practical Meeting. For any issues that arise, a response policy is determined at these meetings.
- For streamlining of business, IT is effectively used and the Company continues to handle business process reforms.

5. Group Management System

[Basic Policy]

- It shall be the basic policy for domestic and overseas Group companies to carry out autonomous management at their own responsibility.
- Regarding the compliance system, risk management system, system to ensure the efficiency of performance of duties, the matters to be commonly applied to the domestic and overseas Group companies shall be clarified and such systems shall be constructed.
- Matters to be reported to the Company by domestic and overseas Group companies and to obtain approval of the Company shall be clearly specified.
- Transactions among the Group companies shall be made properly.
- Proper monitoring and supervision of the domestic and overseas Group companies shall be conducted.
- Effective audits of the domestic and overseas Group companies shall be conducted.

[Operation Status]

- It is the basic policy for the domestic and overseas Group companies to carry out autonomous management at their own responsibility.
- Regarding the compliance system, risk management system, system to ensure the efficiency of performance of duties, for the matters to be commonly applied to the domestic and overseas Group companies, the Group Regulations are established and they are operated with approval of each Group company.
- In the Regulations for Management of Associated Companies, the matters to be reported to the Company by the domestic and overseas Group companies are specified. In the Regulations for Limits of Authority, the matters for the domestic and overseas Group companies to obtain approval of the Company are specified.
- Regarding the transactions among Group companies (including transactions between the Company and the domestic and overseas Group companies), conflict of interest is managed and if necessary, we respond by deliberation at the Meeting of the Board of Directors where outside directors are present or by the officers concurrently holding offices abstaining from joining in deliberation and resolutions.
- Through exercise of voting rights at the General Meeting of Shareholders, officers concurrently holding offices, reporting and deliberation at the Board of Directors, Advisory Board and Business Execution Council, monitoring and supervision of the domestic and overseas Group companies are conducted.
- In addition to audits of the domestic and overseas Group companies by the Internal Audit Department of the Company, major Group companies conduct audits by themselves. The results of such audits are also reported to President & CEO and Audit and Supervisory Committee through the Internal Audit Department.

6. Employee assigned to assist the Audit and Supervisory Committee

[Basic Policy]

- An Employee assisting the Audit and Supervisory Committee shall be assigned to assist the duties of the Audit and Supervisory Committee.
- Independence of the Employee assisting the Audit and Supervisory Committee from Directors other than the Audit and Supervisory Committee Members shall be ensured.
- Effectiveness of instructions of the Audit and Supervisory Committee on the Employee assisting the Audit and Supervisory Committee shall be ensured.

[Operation Status]

- In order to assist the Audit and Supervisory Committee with its duties, the Audit and Supervisory Committee Office is established.
- Determination of such personnel affairs matters as appointment, assessment, relocation and disciplinary actions of the Employee assisting the Audit and Supervisory Committee needs prior consent of the Audit and Supervisory Committee.
- Audit and Supervisory Committee may directly give instructions to the Employee assisting the Audit and Supervisory Committee and the Employee assisting the Audit and Supervisory Committee shall follow the instructions.

7. Systems of Reporting to the Audit and Supervisory Committee

[Basic Policy]

- Systems in which the Audit and Supervisory Committee can receive reports from the related persons and the Audit and Supervisory Committee can obtain cooperation of the related persons when the Audit and Supervisory Committee Members investigate the status of business and assets, shall be established.
- Systems for reporting to the Audit and Supervisory Committee of facts which might cause significant damage to the Company shall be established.
- Systems for reporting to the Audit and Supervisory Committee by Full-time Audit and Supervisory Committee Member shall be established.
- Systems in which reporting to the Audit and Supervisory Committee by Accounting Auditor and Internal Audit Department shall be established.
- Systems which ensure that the person reporting to the Audit and Supervisory Committee shall not be unfairly treated shall be established.

[Operation Status]

- If it is requested by the Audit and Supervisory Committee or the Audit and Supervisory Committee Member, officers and employees of the Company and the domestic and overseas Group companies shall expeditiously give reports on the business or cooperate in an investigation of the status of the business or assets (except for just cause for the officers and employees of the domestic and overseas Group companies).
- If the officers of the Company discover facts which might cause significant damage to the Company, they shall immediately report to the Audit and Supervisory Committee.
- Full-time Audit and Supervisory Committee Member collects information and report to the Audit and Supervisory Committee by attending the Advisory Board, Business Execution Council, and CSR Committee, etc., and visiting audit.
- Accounting Auditor and Internal Audit Department regularly report to the Audit and Supervisory Committee on the policies and plans of an audit. The audit results (including the results of an audit of the domestic and overseas Group companies and an audit which was independently conducted by the domestic and overseas Group companies) are regularly reported to the Audit and Supervisory Committee.
- It is prohibited to unfairly treat a person reporting to the Audit and Supervisory Committee by reason of the report.

8. Other Systems to Ensure the Effectiveness of Audit by the Audit and Supervisory Committee

[Basic Policy]

- Access to the internal information by the Audit and Supervisory Committee Members shall be ensured.
- Collaboration among an Accounting Auditor, Internal Audit Department and Auditors of Group companies shall be ensured.
- Exchanges of information and opinions with officers other than the Audit and Supervisory Committee Members shall be conducted.
- Expenses required for performance of duties of the Audit and Supervisory Committee Members shall be borne by the Company.
- Collaboration with external experts shall be made possible as necessary.

[Operation Status]

- An environment is prepared, in which the Audit and Supervisory Committee Members can access the internal documents, including approval documents, etc., at any time.
- The Audit and Supervisory Committee regularly holds meetings to exchange information and opinions with an Accounting Auditor, Internal Audit Department and Auditors of the Group companies and closely collaborates with each other.
- The Audit and Supervisory Committee regularly holds meetings with President & CEO and any other Directors and Executive Officers to exchange information and opinions.
- If the Audit and Supervisory Committee Members request advance payment and payment, etc., of the expenses for performance of the duties, advance payment and payment, etc., shall be made, except when the expenses were proved to be unnecessary for performance of the duties of the Audit and Supervisory Committee Members. Expenses expected to be paid are recorded in the budget.

- The Audit and Supervisory Committee may collaborate with such external experts as attorneys or certified public accountants at the expense of the Company if necessary.

2. Basic Views on Eliminating Anti-Social Forces and the Progress of System Development

As the Corporate Principles to realize “Beliefs and Pledges and Corporate Principles of Action” (Pledge to Society) in “The Unicharm Way,” the Action Guidelines of all officers and employees of the Company Group, it is determined that the Company will never have any type of relationship with or respond to demands from anti-social forces, and will respond to such group with a resolute attitude.

Progress of System Development for Eliminating Anti-Social Forces

The Company believes that taking a firm stance in accordance with laws and regulations and corporate ethics is crucially important in eliminating the influence of anti-social forces. Based on this recognition, the Company ensures that directors and employees throughout the Group understand and observe the Group’s Action Guidelines. Moreover, the Company works closely with the police and other external specialist organizations to gather and manage information about anti-social forces. The Company is committed to improving and strengthening internal systems in order to exclude the influence of anti-social forces through ongoing education and awareness-raising of employees, and development of manuals.

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
<p>Supplementary Explanation</p> <p>The Company recognizes that enhancing corporate value is an important task for the Company. Based on this recognition, the Company strives to establish a system that enables enhancement of international competitiveness and earnings power by enhancing product development capabilities and technology development capabilities and committing to profit-oriented operation.</p> <p>The Company believes that enhanced earnings power and higher corporate value will lead to the benefit of shareholders, enable the Company to reach a wider range of investors, and bring about long-term stability of capital, and moreover, recognizes that they are the most effective anti-takeover measures.</p>	

Supplementary Explanation

The Company recognizes that enhancing corporate value is an important task for the Company. Based on this recognition, the Company strives to establish a system that enables enhancement of international competitiveness and earnings power by enhancing product development capabilities and technology development capabilities and committing to profit-oriented operation.

The Company believes that enhanced earnings power and higher corporate value will lead to the benefit of shareholders, enable the Company to reach a wider range of investors, and bring about long-term stability of capital, and moreover, recognizes that they are the most effective anti-takeover measures.

2. Other Matters concerning Corporate Governance System

The Company's internal system for timely disclosure of corporate information is described below.

(1) Timely Disclosure Policy

As the Corporate Principles to realize "Beliefs and Pledges and Corporate Principles of Action" (Pledge to our Shareholders) in "The Unicharm Way," the Action Guidelines of all officers and employees of the Company Group, the Company declares that "we will disclose our management information including our financial status, business activities, and future policies and strategies to our shareholders and investors in an appropriate manner, and we will sincerely accept their opinions concerning the information and strive to improve our management accordingly", and strives for timely disclosure of the corporate information as a listed company in order to perform and ensure accountability.

(2) Timely Disclosure System

The Company has established a system by which important corporate information, including information concerning domestic and overseas Group companies, is concentrated at the Company's corporate functional divisions. Based on discussion by the persons responsible for such divisions and after securing approval of President & CEO, the information handling officer registered with the Tokyo Stock Exchange determines the content, timing, and method of disclosure of information subject to timely disclosure and instructs the division responsible for information handling and the IR Group to register the information on TDnet, post the information, arrange a press conference, etc.

The system for integrated management of important corporate information is described below.

● Matters that have been determined (including financial closing information)

The Regulations for Limits of Authority shared throughout the Company and domestic and overseas Group companies stipulates the decision-making body, the decision-maker, and persons to be consulted according to the nature of the determined matter and its materiality. By integrating internal control and information control, the Company has established a system by which important corporate information is concentrated at the Company's corporate functional divisions. In particular, regarding important matters to be determined by the Board of Directors, the division responsible for information handling or the secretariat of the Board of Directors is required to review the agenda in advance and judge whether it requires timely disclosure in light of laws and regulations, guidelines and case examples.

● Matters that have occurred

In the event that any fact that has a material impact on the Company and domestic and overseas Group companies occurs, directors and employees of the Company and domestic and overseas Group companies are required to act in accordance with the Crisis Communication Manual, which stipulates rules for crisis management. The Company has established a system by which departments or domestic and overseas Group companies where such facts occurred notify information pertaining to such matters that have occurred to the Company's corporate functional divisions.

Diagram (Reference Material)

Indicated below is a diagram of the corporate governance system of the Company

