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(Securities Code: 8113)
March 6, 2018

To Shareholders with Voting Rights:

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

**NOTICE OF CONVOCAION OF
THE 58TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 58th Ordinary General Meeting of Shareholders of UNICHARM CORPORATION (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders set forth below and exercise your voting rights.

<Vote by mail>

Indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail to reach us by the end of business hours at 4:50 p.m. on Tuesday, March 27, 2018 (Japan time).

<Vote online>

Access the voting site designated by the Company (<https://evote.tr.mufg.jp/>), enter the Login ID and Temporary Password indicated on the enclosed Voting Rights Exercise Form, and input whether you vote for or against the proposals in accordance with the on-screen instructions. Please input your voting information by the end of business hours at 4:50 p.m. on Tuesday, March 27, 2018 (Japan time).

- 1. Date and Time:** Wednesday, March 28, 2018 at 10:00 a.m. (Japan time)
2. Place: Meeting Room at Technical Center of the Company
1531-7, Wadahama, Toyohama-cho, Kanonji-city, Kagawa, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 58th Fiscal Year (from January 1, 2017 to December 31, 2017) and results of audits by the Accounting Auditors and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 58th Fiscal Year (from January 1, 2017 to December 31, 2017)

Matters to be resolved:

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

When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception.

Of the documents to be provided to our shareholders with this notice of convocation, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are deemed to have been provided to our shareholders by posting on the Company’s website (<http://www.unicharm.co.jp/ir/index.html>) in accordance with applicable laws and regulations and Article 14 of the Articles of Incorporation of the Company. Therefore, the documents attached to this notice of convocation are a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Accounting Auditors and the Audit and Supervisory Committee in preparing their respective audit reports.

In cases where any item in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements is amended, the Company will announce the updated documents on the Company’s website (<http://www.unicharm.co.jp/ir/index.html>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

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

The terms of office of all eight 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 eight Directors.

The candidates for Directors are as follows.

The candidates for Directors were selected following deliberations by the Nominating Committee, which comprises the Representative Director, Non-Executive Directors, and Independent Outside Directors.

Candidate No.	Name	Re-election	Position and responsibilities in the Company
1	Keiichiro Takahara	Re-election	Director, Founder
2	Takahisa Takahara	Re-election	President & CEO
3	Gumpei Futagami	Re-election	Director, Vice President and Managing Executive Officer Chairman of the Hartz Mountain Corporation
4	Eiji Ishikawa	Re-election	Director, Vice President and Managing Executive Officer Chief Quality Officer and General Manager of Global Research & Development Division Representative Director President & CEO of Unicharm Products Co., Ltd.
5	Shinji Mori	Re-election	Director, Vice President and Managing Executive Officer General Manager of Japan Sales Head Office
6	Kennosuke Nakano	Re-election	Director, Managing Executive Officer General Manager of Japan Pro-care Sales Head Office
7	Masakatsu Takai	Re-election	Director, Senior Executive Officer General Manager of PetCare Production Division
8	Yoshihiro Miyabayashi	Re-election	Director, Senior Executive Officer Chairman, President of Unicharm (China) Co., Ltd. Chairman, President of Unicharm Consumer Products (China) Co., Ltd. President of UniCharm (Philippines) Corp.

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

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	Keiichiro Takahara (March 16, 1931)	February 1961 President of Taisei Kako Co., Ltd. July 1974 President of the Company June 2001 Chairman & Executive Director June 2004 Representative Director, Chairman of the Board June 2008 Director, Chairman of the Board February 2011 Director, Founder (to present)	117
		<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Keiichiro Takahara is the Company's founder; he appropriately oversees governance, human resource development, and other aspects of overall management in his position as a Director based on his powerful unifying force, many years of experience, and insight as a top executive. Mr. Takahara has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value and the Board requests his re-election as a Director.</p>	
2	Takahisa Takahara (July 12, 1961)	April 1991 Joined the Company June 1995 Director April 1996 Director General Manager of Procurement Division and Deputy General Manager of International Division June 1997 Senior Director April 1998 Senior Director General Manager of Feminine Hygiene Business Division October 2000 Senior Director Responsible for Management Strategy June 2001 President June 2004 President & CEO (to present) [Significant concurrent position] Outside Director of Calbee, Inc.	3,699,951
		<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Takahisa Takahara has managed global strategy as a Representative Director since 2001. He has exhibited his competence in management by increasing the ratio of overseas sales to more than 60% and helping to create new demand, even in Japan, through product development and marketing from the consumer's point of view, thus expanding the Unicharm Group's industry assets, sales, and profits. Additionally, as Chairman of the Board of Directors, Mr. Takahara provides full and appropriate explanations of material management matters from a perspective of substantial insight as a top executive and serves to enhance the decision-making functions of the Board of Directors. Mr. Takahara has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value 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	Gumpei Futagami (January 9, 1945)	<p>April 1968 Joined Taisei Kako Co., Ltd.</p> <p>December 1985 Director of the Company</p> <p>June 1991 Senior Director</p> <p>June 2001 President & Representative Director of Unicharm PetCare Corporation</p> <p>June 2010 Director of the Company</p> <p>September 2010 Director, Vice President and Managing Executive Officer</p> <p>January 2014 President of Unicharm PetCare Company</p> <p>March 2014 Director, Vice President and Managing Executive Officer</p> <p>Chairman of Unicharm PetCare Company</p> <p>January 2017 Director, Vice President and Managing Executive Officer of the Company</p> <p>Chairman of the Hartz Mountain Corporation</p> <p>(to present)</p>	95,400
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Gumpei Futagami has been involved in numerous businesses of the Company as a Director, has developed the pet care business into one of the Company's pillars, possesses a high level of insight as a top executive, actively expresses his opinion in Board of Directors meetings, and appropriately performs oversight of management from a strategic perspective. Mr. Futagami contributes to enhancing the corporate value of the Group by running the global side of the pet care business and leading efforts to solve several issues as the general executive. Mr. Futagami has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value and the Board requests his re-election as a Director.</p>			
4	Eiji Ishikawa (October 19, 1955)	<p>February 1980 Joined the Company</p> <p>October 1996 Department Manager of Production Planning Office, Production Division</p> <p>April 1998 General Manager of Production Division</p> <p>June 1999 Executive Officer</p> <p>July 2003 Senior Executive Officer</p> <p>July 2004 Senior Executive Officer</p> <p>June 2005 Director, Senior Executive Officer</p> <p>April 2010 Director, Managing Executive Officer</p> <p>January 2018 Director, Vice President and Managing Executive Officer</p> <p>Chief Quality Officer and General Manager of Global Research & Development Division</p> <p>Representative Director President & CEO of Unicharm Products Co., Ltd.</p> <p>(to present)</p>	31,500
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Eiji Ishikawa manages environmental, social, and governance issues and oversees the Company's quality enhancement efforts and the social contributions of its corporate activities with a high level of insight as the chief quality officer (CQO) and the Director responsible for CSR and consumer affairs. He performs appropriate oversight of management by actively stating his opinion with a global perspective in meetings of the Board of Directors in his role as the Director responsible for the development and production divisions. Mr. Ishikawa has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value 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
5	Shinji Mori (June 17, 1956)	April 1979 Joined the Company April 1994 Branch Manager of the Hiroshima Branch, Sales Division April 1998 Branch Manager of the Osaka Branch, Sales Division June 1999 Deputy Executive Officer June 2000 Executive Officer July 2003 Senior Executive Officer July 2004 Senior Executive Officer June 2005 Director, Senior Executive Officer October 2005 Director, Senior Executive Officer General Manager of Sales Division April 2010 Director, Managing Executive Officer January 2014 Director, Managing Executive Officer President of Unicharm PetCare Company October 2016 Director, Managing Executive Officer President of Unicharm PetCare Company and General Manager of Japan Sales Head Office January 2017 Director, Managing Executive Officer General Manager of Japan Sales Head Office January 2018 Director, Vice President and Managing Executive Officer General Manager of Japan Sales Head Office (to present)	60,300
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Shinji Mori has extensive experience in the sales division and performs appropriate supervision by making active statements in meetings of the Board of Directors regarding global sales strategies from a high level of insight regarding logistics. Mr. Mori has been responsible for the sales division of the personal care and pet care businesses in Japan, where he is actively undertaking business structure reforms to strategically promote e-commerce channel and to create a society that is inclusive of both people and pets and therefore participates in social contribution. Mr. Mori has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value 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
6	Kennosuke Nakano (April 13, 1956)	<p>April 1979 Joined the Company</p> <p>April 1993 Branch Manager of the Yokohama Branch, Sales Division</p> <p>April 1999 Branch Manager of the Tokyo Branch, Sales Division</p> <p>June 1999 Executive Officer</p> <p>July 2003 Senior Executive Officer</p> <p>July 2004 Senior Executive Officer</p> <p>June 2005 Director, Senior Executive Officer</p> <p>April 2009 Director, Senior Executive Officer Chairman, President of Unicharm Consumer Products (China) Co., Ltd. and Responsible for Asia and Oceania regions</p> <p>April 2010 Director, Managing Executive Officer</p> <p>April 2011 Director, Managing Executive Officer Chairman, President of Unicharm Consumer Products (China) Co., Ltd., and Responsible for Asia, Oceania and MENA regions</p> <p>April 2013 Director, Managing Executive Officer Chairman, President of Unicharm (China) Co., Ltd., Chairman, President of Unicharm Consumer Products (China) Co., Ltd., and Responsible for Asia, Oceania and MENA regions</p> <p>January 2014 Director, Managing Executive Officer General Manager of Sales Division</p> <p>October 2016 Director, Managing Executive Officer General Manager of Japan Pro-care Sales Head Office (to present)</p>	64,800
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Kennosuke Nakano has business management experience in Japan and overseas and performs appropriate oversight of management by actively making statements in meetings of the Board of Directors from a global strategic perspective. Mr. Nakano has been responsible for the sales division of the domestic pro-care business and continues to contribute to society and enhance business results through proposals to enhance the quality of elimination care in an aging society, with emphasis on community-based sales structure. Mr. Nakano has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value 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
7	Masakatsu Takai (May 6, 1956)	<p>March 1977 Joined the Company</p> <p>April 1996 Plant Manager of the Chuo Plant of Charm Industry Corporation</p> <p>April 1998 Deputy General Manager of Technology Division and Department Manager of Production Technology Department of the Company</p> <p>June 1999 Deputy Executive Officer</p> <p>June 2000 Executive Officer</p> <p>June 2007 Director, Executive Officer</p> <p>April 2008 Director, Senior Executive Officer</p> <p>April 2010 Director, Senior Executive Officer General Manager of Global Human Resources & Administration Division and Department Manager of Corporate Social Responsibility Department</p> <p>January 2012 Director, Senior Executive Officer General Manager of Global Human Resources & Administration Division and General Manager of Production Division of Unicharm PetCare Company</p> <p>April 2012 Director, Senior Executive Officer General Manager of Production Division of Unicharm PetCare Company</p> <p>January 2017 Director, Senior Executive Officer General Manager of PetCare Production Division (to present)</p>	34,200
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Masakatsu Takai has long and extensive experience in the production division and possesses a high level of insight into supply chain management (SCM) and workplace improvement initiatives. He performs appropriate oversight of management by actively making statements in meetings of the Board of Directors from the perspectives of quality, cost, and delivery times. Additionally, to develop the pet care business further, Mr. Takai is expanding the business through management and oversight of product development reinforcement and production functions globalization from a management perspective. Mr. Takai has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value 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
8	Yoshihiro Miyabayashi (April 26, 1955)	<p>April 1979 Joined the Company</p> <p>April 1993 Branch Manager of the Chiba Branch, Sales Division</p> <p>April 1999 Department Manager of National Account Department, Sales Division</p> <p>June 1999 Executive Officer</p> <p>April 2005 Executive Officer President Director of PT Uni-Charm Indonesia</p> <p>April 2010 Senior Executive Officer</p> <p>April 2011 Senior Executive Officer President Director of PT Uni-Charm Indonesia, and Responsible for ASEAN region</p> <p>April 2012 Senior Executive Officer President Director of PT Uni-Charm Indonesia, President of UniCharm (Philippines) Corp., and Responsible for ASEAN region</p> <p>June 2012 Director, Senior Executive Officer</p> <p>April 2013 Director, Senior Executive Officer President Director of PT Uni-Charm Indonesia, Chairman of Unicharm India Private Ltd., President of UniCharm (Philippines) Corp., and Responsible for ASEAN region</p> <p>January 2014 Director, Senior Executive Officer Chairman, President of Unicharm (China) Co., Ltd., Chairman, President of Unicharm Consumer Products (China) Co., Ltd., Chairman of PT Uni-Charm Indonesia, Chairman of Unicharm India Private Ltd., and President of UniCharm (Philippines) Corp.</p> <p>January 2018 Director, Senior Executive Officer Chairman, President of Unicharm (China) Co., Ltd., Chairman, President of Unicharm Consumer Products (China) Co., Ltd., and President of UniCharm (Philippines) Corp. (to present)</p>	57,477
<p>Reasons for Nomination as a Candidate for Director</p> <p>Mr. Yoshihiro Miyabayashi has extensive experience as a manager of overseas subsidiaries that drive the Company's global strategy and performs appropriate oversight of management by actively making statements in meetings of the Board of Directors from the perspectives of sales, marketing, and governance. He contributes to the expansion of our overseas business by providing advice and guidance regarding business management in each country, with a focus on China, India, and other emerging nations, including adapting to logistics structure changes and human resources development. Mr. Miyabayashi has been re-nominated as a Director based on the Board's determination that he is the right person for continuously raising corporate value and the Board requests his re-election as a Director.</p>			

(Notes) 1. No special interest exists between any of the above candidates for Director and the Company.

2. A summary of the opinion of the Audit and Supervisory Committee concerning the election of Directors and remuneration is set forth below. The Committee conducted a deliberate investigation of the candidates for Director to determine if each candidate has the necessary knowledge, experience, and skills and can carry out the roles and responsibilities of a Director, and whether the composition of the Board of Directors has both diversity and an optimal size and will function effectively, taking into consideration factors such as the Company's specific

management strategies and the business environment. As a result of its investigation, the Committee determined that the Nominating Committee (a majority of whose members are outside Directors) deliberated on the roles and allocation of functions of Directors and Executive Officers, the work experience of the candidates for Directors, and other factors. The Committee further determined that the nominated individuals possess specialized knowledge and extensive experience and have deep understanding of the Company's management philosophy and methods and that the individuals selected are capable of performing the roles expected of the Board of Directors, including raising corporate value by making decisions regarding the conduct of business. The Committee therefore concluded that the candidates for Directors nominated pursuant to this proposal are suitable. The Committee conducted a deliberate investigation of whether the compensation of the Representative Director and Executive Directors reflects the financial results and potential risks of the Company over the medium to long term. The Committee investigated from perspectives such as whether the ratio of compensation linked to performance is appropriately set, whether the ratio of cash compensation and stock-based compensation is appropriate, and whether compensation is determined through fair and appropriate procedures. As a result of its investigation, the Committee determined that the Compensation Committee (a majority of whose members are outside Directors) deliberated on the clarification of evaluation criteria, and other factors. The Committee further determined that, in light of the Company's performance, compensation levels are appropriately set for roles and work duties and the ratio of cash compensation and stock-based compensation is appropriate, and therefore, the details of the Company's compensation are appropriate.

-End-