

(Translation)

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**[Cover]**

Document to be filed:	Extraordinary Report
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	June 21, 2018
Company name (Japanese):	株式会社小松製作所 ( <i>Kabushiki Kaisha Komatsu Seisakusho</i> )
Company name (English):	Komatsu Ltd.
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Place where the document to be filed is available for public inspection:	Tokyo Stock Exchange, Inc. (2-1, Nihonbashi-kabutocho, Chuo-ku, Tokyo)

## 1. Reason for filing

At the 149th Ordinary General Meeting of Shareholders of Komatsu Ltd. (hereinafter, the “Company”) held on June 19, 2018, resolutions of items for resolution were made, therefore, this Extraordinary Report is filed pursuant to the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act of Japan and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc. of Japan.

## 2. Content of report

(1) Date of the General Meeting of Shareholders                      June 19, 2018

(2) Detail of the items for resolution

Item 1:    Appropriation of Surplus

The year-end dividend for the 149th fiscal year (year-end dividends of surplus) is JPY 48 per one (1) common share of the Company.

Item 2:    Election of Eight (8) Directors

Mr. Kunio Noji, Mr. Tetsuji Ohashi, Mr. Mikio Fujitsuka, Mr. Masayuki Oku, Mr. Mitoji Yabunaka, Mr. Makoto Kigawa, Mr. Hiroyuki Ogawa and Ms. Kuniko Urano were elected as Directors.

Item 3:    Election of One (1) Audit & Supervisory Board Member

Mr. Hirohide Yamaguchi was elected as Audit & Supervisory Board Member.

Item 4:    Payment of Bonuses for Directors

The Company would pay bonuses within the range of JPY 255 million in total to the eight (8) Directors who were in office as of the end of the 149th fiscal year (of which, JPY 9 million in total to the three (3) Outside Directors).

Item 5:    Revision of the Amount of Remuneration for Directors and Audit & Supervisory Board Members

It was changed that the maximum amount of remuneration for the Directors in total shall not exceed JPY 1,500 million per year (of which, payment to the Outside Directors shall not exceed JPY 100 million per year) and the maximum amount of remuneration for the Audit & Supervisory Board Members in total shall not exceed JPY 200 million per year.

Item 6:    Determination of the Amount of Remuneration in the Restricted Stock Compensation System for Directors

The Company would pay the remuneration for granting the restricted stock to the Directors (excluding the Outside Directors) as monetary compensation receivables, separately from the amount of remuneration for the Directors set forth in Item 5, no more than JPY 360 million per year with respect to “Stock-Based Remuneration A (Performance-Based Remuneration for a Single Year),” and no more than JPY 180 million per year with respect to “Stock-Based Remuneration B (Performance-Based Remuneration Linked to Performance of Mid-Range Management Plan).”

- (3) Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval or abstention for the items for resolution; requirements for adoption thereof; and resolution results thereof

Items for Resolution	Approved	Disapproved	Abstained	Requirement for Adoption	Resolution Result (Approval Ratio)
Item 1	7,629,861	1,718	41	(Note 1)	Approved (98.85%)
Item 2				(Note 2)	
Mr. Kunio Noji	7,258,166	348,850	24,480		Approved (94.04%)
Mr. Tetsuji Ohashi	7,435,772	171,250	24,480		Approved (96.34%)
Mr. Mikio Fujitsuka	7,430,843	196,362	4,298		Approved (96.27%)
Mr. Masayuki Oku	6,394,360	1,237,120	18		Approved (82.85%)
Mr. Mitoji Yabunaka	7,621,435	10,049	18		Approved (98.74%)
Mr. Makoto Kigawa	7,324,089	307,392	18		Approved (94.89%)
Mr. Hiroyuki Ogawa	7,432,693	194,511	4,298		Approved (96.30%)
Ms. Kuniko Urano	7,432,446	194,759	4,298		Approved (96.29%)
Item 3				(Note 2)	
Mr. Hirohide Yamaguchi	7,627,880	3,741	16		Approved (98.83%)
Item 4	6,543,949	1,077,352	10,258	(Note 1)	Approved (84.78%)
Item 5	7,259,880	359,535	12,147	(Note 1)	Approved (94.06%)
Item 6	7,564,440	67,143	3	(Note 1)	Approved (98.00%)

Notes:

1. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting who are entitled to exercise their voting rights.
2. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.
3. The approval ratio was calculated by adding the number of voting rights of all of the shareholders present at the meeting to the denominator.

- (4) Reason why a portion of the number of voting rights of the shareholders present at the meeting were not included in the number of voting rights

By aggregating the number of voting rights exercised by the date immediately before the date of the meeting and the number of voting rights of some of the shareholders present at the meeting whose intention of approval or disapproval of each item was confirmed, the requirement for adoption of each item was satisfied and resolutions have been legally adopted pursuant to the Companies Act of Japan. Therefore, the number of voting rights whose intention of approval, disapproval or abstention was not confirmed has not been included in the calculation.

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