

(Translation)

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Document to be filed:	Extraordinary Report
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	June 21, 2024
Company name (Japanese):	株式会社小松製作所 (<i>Kabushiki Kaisha Komatsu Seisakusho</i>)
Company name (English):	Komatsu Ltd.
Title and name of representative:	Hiroyuki Ogawa, President and Representative Director
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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 155th Ordinary General Meeting of Shareholders of Komatsu Ltd. (hereinafter, the “Company”) held on June 19, 2024, 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 Order on Disclosure of Corporate Affairs of Japan.

2. Content of report

(1) Date of the General Meeting of Shareholders June 19, 2024

(2) Detail of the items for resolution

Item 1: Appropriation of Surplus

The year-end dividend for the 155th fiscal year (year-end dividends of surplus) is JPY 95 per one (1) common share of the Company.

Item 2: Election of Nine (9) Directors

Mr. Tetsuji Ohashi, Mr. Hiroyuki Ogawa, Mr. Takeshi Horikoshi, Ms. Mitsuko Yokomoto, Mr. Takeshi Kunibe, Mr. Arthur M. Mitchell, Ms. Naoko Saiki, Mr. Michitaka Sawada and Mr. Takuya Imayoshi were elected as Directors.

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

Mr. Mitsuo Nakao was elected as Audit & Supervisory Board Member.

Item 4: Revision of the Amount of Remuneration for Directors and Audit & Supervisory Board Members

The amount of remuneration for Directors was revised to an amount that shall not exceed JPY 2,000 million per year (of which, payment to the Outside Directors shall not exceed JPY 200 million per year), and the amount of remuneration for Audit & Supervisory Board Members was revised to an amount that shall not exceed JPY 250 million per year.

Item 5: Revision of Performance-Linked Stock-Based Remuneration System for Directors

The Company introduced a new performance-linked stock-based remuneration system using a trust for Directors, excluding Outside Directors, to replace the restricted stock compensation approved at the 149th Ordinary General Meeting of Shareholders held on June 19, 2018.

(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	7,420,829	42,730	367	(Note 1)	Approved (98.68%)
Item 2				(Note 2)	
Mr. Tetsuji Ohashi	7,072,654	366,006	25,201		Approved (94.05%)
Mr. Hiroyuki Ogawa	7,042,589	396,072	25,201		Approved (93.65%)
Mr. Takeshi Horikoshi	7,111,563	351,935	367		Approved (94.57%)
Ms. Mitsuko Yokomoto	7,121,976	338,137	3,752		Approved (94.71%)
Mr. Takeshi Kunibe	6,849,859	613,633	367		Approved (91.09%)
Mr. Arthur M. Mitchell	7,406,691	53,425	3,752		Approved (98.49%)
Ms. Naoko Saiki	7,428,236	35,270	367		Approved (98.78%)
Mr. Michitaka Sawada	7,416,036	44,085	3,752		Approved (98.62%)
Mr. Takuya Imayoshi	7,113,678	349,820	367		Approved (94.60%)
Item 3				(Note 2)	
Mr. Mitsuo Nakao	7,333,848	129,674	367		Approved (97.52%)
Item 4	7,437,589	17,633	8,697	(Note 1)	Approved (98.90%)
Item 5	7,426,327	27,133	10,464	(Note 1)	Approved (98.75%)

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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