

(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 26, 2015
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:	Tetsuji Ohashi, 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 146th Ordinary General Meeting of Shareholders of Komatsu Ltd. held on June 24, 2015, 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 Law 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 24, 2015

(2) Detail of the items for resolution

Item 1: Appropriation of Surplus

The year-end dividend (year-end dividend of surplus) will be JPY 29 per one (1) common share of the Company.

Item 2: Partial Amendments to the Articles of Incorporation

In order to expand the range of individuals with whom the Company concludes limited liability agreements in accordance with the “Act for Partial Revision of the Companies Act of Japan” (Act No. 90 of 2014), the Company makes necessary amendments to Article 27, Paragraph 2 and Article 34, Paragraph 2 of the current Articles of Incorporation. The Company also makes partial amendments to the current Articles of Incorporation so that the President may be selected not only from among Directors but also from among Executive Officers in order to allow the optimal management structure to be flexibly built, and newly establishes provisions related to Executive Officers in order to clarify the method for appointing Executive Officers and their roles.

Item 3: Election of Ten (10) Directors

Messrs. Kunio Noji, Tetsuji Ohashi, Mikio Fujitsuka, Fujitoshi Takamura, Hisashi Shinozuka, Kazunori Kuromoto, Masanao Mori, Kouichi Ikeda, Masayuki Oku and Mitoji Yabunaka will be elected as Directors.

Item 4: Election of One (1) Audit & Supervisory Board Member

Ms. Eiko Shinotsuka will be elected as an Audit & Supervisory Board Member.

Item 5: Payment of Bonuses for Directors

The Company will pay bonuses within the range of JPY 235 million in total to the ten (10) Directors who were in office as of the end of the 146th fiscal year (of which, JPY 9 million in total to the three (3) Outside Directors).

Item 6: Giving the Board of Directors the Authority to Issue Stock Acquisition Rights as Stock-Based Remuneration to Employees of the Company and Representative Directors of Major Subsidiaries of the Company

The Company will issue Stock Acquisition Rights without consideration of no more than 1,930 units (the maximum number of common stock of the Company subject to Stock Acquisition Rights shall be 193,000 shares) as stock-based remuneration to employees of the Company and Representative Directors of major subsidiaries of the Company and the Company’s Board of Directors will be given the authority to issue such Stock Acquisition Rights.

- (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	7,228,754	4,886	13,855	(Note 1)	Approved (98.19%)
Item 2	7,220,743	12,895	13,859	(Note 2)	Approved (98.08%)
Item 3				(Note 3)	
Mr. Kunio Noji	7,055,605	143,681	48,100		Approved (95.84%)
Mr. Tetsuji Ohashi	7,123,395	75,891	48,100		Approved (96.76%)
Mr. Mikio Fujitsuka	7,127,922	71,365	48,100		Approved (96.82%)
Mr. Fujitoshi Takamura	7,023,661	175,609	48,114		Approved (95.41%)
Mr. Hisashi Shinozuka	7,023,700	175,570	48,114		Approved (95.41%)
Mr. Kazunori Kuromoto	7,023,420	175,850	48,114		Approved (95.40%)
Mr. Masanao Mori	7,023,667	175,603	48,114		Approved (95.41%)
Mr. Kouichi Ikeda	7,172,202	35,731	39,453		Approved (97.42%)
Mr. Masayuki Oku	6,640,991	566,925	39,468		Approved (90.21%)
Mr. Mitoji Yabunaka	7,170,332	37,600	39,454		Approved (97.40%)
Item 4				(Note 3)	
Ms. Eiko Shinotsuka	7,221,578	11,243	14,743		Approved (98.09%)
Item 5	6,754,065	464,961	27,927	(Note 1)	Approved (91.74%)
Item 6	7,043,975	189,136	13,853	(Note 2)	Approved (95.68%)

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 two thirds or more 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 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.
4. 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 regarding 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 as the total number of voting rights, 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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