

Corporate Governance Report

Last Update: December 26, 2022

Komatsu Ltd.

President: Hiroyuki Ogawa

Contact: +81-3-5561-2616

Securities Code: 6301

<https://www.komatsu.jp/en>

In the following, the Company expresses Komatsu Ltd. on a non-consolidated basis, while the Komatsu Group, on a consolidated basis.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

The Company believes its corporate value is the total sum of trust given to the Company by society and all stakeholders. To become a company which enjoys more trust from shareholders and all other stakeholders, the Company is working to strengthen corporate governance, improve management efficiency, advocate corporate ethics and ensure sound management on a group-wide basis.

To further improve the transparency of management for its shareholders and investors, the Company discloses information in a fair and timely manner and actively engages in investor relations' activities by holding meetings with shareholders and investors.

Corporate governance is explained on the Company's website below.
(<https://komatsu.disclosure.site/en/themes/98>)

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

The Company implements all principles of the Corporate Governance Code.

[Disclosure Based on the Principles of the Corporate Governance Code]

[Principle 1-4: Cross-shareholdings]

<Policy on cross-shareholding>

In light of avoiding risks resulting from stock price fluctuations and improving asset efficiency, the Company owns no listed shares except for the cases in which business relationships with invested companies and/or business cooperation with the Company are needed.

<Standards, etc for voting rights>

When executing the voting rights of cross-shareholdings, the Company evaluates and judges individually and specifically in light of maintaining and/or improving its corporate value, primarily by considering the business relationships, conditions of business cooperation with the Company, and mid- to long-term return on investment.

In cases where the Company owns listed shares, the Company also holds review meetings of concerned departments in order to decide voting rights and monitor the voting conditions. Concerning the appropriation of retained earnings, election of directors and auditors, director remuneration, changes in the articles of incorporation, organizational changes, issuance of new shares, anti-takeover measures and other

important matters, the Company has also formulated its Basic Policy for the exercise of voting rights which stipulate the matters to be carefully assessed.

[Principle 1-7: Related Party Transactions]

Based on the Companies Act and the Standards for Matters to be Referred to a Meeting of the Board of Directors, when the director intends to engage in conflict-of-interest transactions, concerned transactions need to be approved by the Board of Directors. Important matters related to any conflict-of-interest transactions must be reported to the Board of Directors. Furthermore, the Company's internal rules prohibit conflict-of-interest transactions by any executive officer without approval of the Company. The Company also conducts investigations of related party transactions with directors, auditors, and executive officers, and verifies the non-existence of any conflict-of-interest transactions every year.

[Principle 2-4: Ensuring Diversity, Including Active Participation of Women]

Supplementary Principle 2-4-1

The Company recognizes diversity as its strength and integrates the growth of each and every employee with their diverse individualities in order to connect to the growth of the entire company. In tandem with the globalization progress of Komatsu's business, foreign nationals have grown to account for about 70% of total employees. The Company promotes localization of management and at major overseas subsidiaries, as national employees (local employees) have already managed respective companies as top management officers. In FY2016, the Company introduced the Global Officer System and has since appointed top management officers, including national employees, of major overseas subsidiaries as global officers, making them responsible for management of not only regional business, but also of the Komatsu Group as management officers. The Company has also appointed some of them as its executive officers, who play the central management role of the Komatsu Group. The Company will increase the percentage of national employees assigned to executive officers and global officers as it will also continue to emphasize the human resource development of national employees as candidates for top management officers of overseas subsidiaries.

Concerning female employees' participation and promotion, the Company has set up a key performance indicator (KPI) of increasing the ratio of female managers to 13.0% in FY2024 on a global, consolidated basis, by actively assigning them to positions with more responsibilities and authority, including their promotion to managers (10.0% for the ratio of female managers as of March 31, 2022). Since 2019, the Company has held the Diversity & Inclusion Development Seminar for female managers of the Company and of overseas subsidiaries. In an effort to develop female leaders in a planned manner, this Seminar mainly helps them gain the viewpoints needed as top management officers, while demonstrating the significance and awareness of their leadership based on The KOMATSU Way.

With respect to employees recruited with work experience, other than those as new graduates, the Company will not only employ them aggressively, but also promote their work participation performance as core employees, including the promotion to managerial positions, in order to obtain human resources with diverse professional backgrounds.

For more information, visit the Company's website. As of June 30, the Company posts FY2020 data on its website. In July or later, the Company plans to renew and post FY2021 data, including the conditions of managers (foreign employees, female employees, and employees recruited with work experience).

(https://sustainability-cms-komatsu-s3.s3-ap-northeast-1.amazonaws.com/en/csr/pdf/KOMATSUCSR2022_en.pdf)

-P47: Mid-career employment (As of July 20th, 2022)

-P48: Diversity of management

-P50: Management System

-P51-52: Promoting Women's Careers

[Principle 2-6: Execution of Functions of a Corporate Pension Plan as the Asset Owner]

To ensure the steady payment of postretirement benefits to beneficiaries into the future, the Company manages its pension fund for the goal of securing the necessary comprehensive earnings within the scope of acceptable risks for a long period of time. Accordingly, the Company has developed a basic portfolio, consisting of an appropriate combination of stocks, bonds, and other financial instruments, after considering a long-term expected rate of return.

The Company has created the Pension and Postretirement Benefit Committee, consisting of the CFO, a representative of its labor union, an executive officer who supervises human resources, and other senior officers. Based on the Basic Policy related to Pension Fund Management, which was defined according to Japan's Ministry of Health, Labor and Welfare's guidelines, the Committee periodically and comprehensively evaluates and monitors whether or not the pension fund is being appropriately managed (e.g., to decide the need for reassessing the basic portfolio by evaluating the amount of gap between the expected rate of return and actual earnings), and whether there is any conflict of interest between the Company and the beneficiaries.

To take full advantage of the monitoring function concerning the institutions of payments for corporate pension, the Company not only works with fund management consultant(s), but also works to allocate qualified personnel with the necessary experience and professional capabilities and to develop such personnel in a planned manner.

[Principle 3-1] Full Disclosure]

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

<Corporate Identity>

The Company has defined the corporate identity of the Komatsu Group by reflecting on its corporate growth and its relations with society built by its forerunners over 100 years since its foundation. Specifically, the Company has articulated its mission and vision as its purpose of "Creating value through manufacturing and technology innovation to empower a sustainable future where people, businesses and our planet thrive together," as well as its values, as the stance that the Company will firmly maintain.

The Company has also systematically organized other original elements that have been created over the years, such as its founding principles, The Komatsu Way, Komatsu's Worldwide Code of Business Conduct, and strategies, including the mid-term management plan. Furthermore, the Company has defined its brand promise (tagline) of "Creating value together".

-Our Strategy

<Management principle>

The cornerstone of Komatsu Group's management lies in commitment to pursue Quality and Reliability and to maximize its corporate value. The Company believes its corporate value is the total sum of trust given to the Company by society and all stakeholders.

< Business strategies and Business plans >

The Komatsu Group have engaged in the three-year mid-term management plan (FY2022-FY2024) entitled "DANTOTSU Value – *Together, to "The Next" for sustainable growth*".

Under the mid-term management plan, launched in April 2022, Komatsu uphold three pillars of growth strategies of 1) accelerate growth by means of innovation, 2) maximize earning power, and 3) enhance corporate resilience. By making priority investment in growth areas based on the three pillars of growth strategies, it will strive for sustainable growth through a positive circle of improving earnings and solving ESG issues without being affected by changes in market demand. we are working to create DANTOTSU Value which integrates DANTOTSU Products (advancement of machines), DANTOTSU Service (advancement of machine operations), and DANTOTSU Solutions (advancement of workplace operations).

With this creation of customer value that generates a positive cycle for improvement of earnings and ESG resolutions, we will strive for sustainable growth. Furthermore, we have also made our "2050 carbon-neutral declaration" as a target of our challenge to satisfy both global warming countermeasures and business growth. Prior to developing the new mid-term management plan, we have extracted priority areas of important social issues (materiality), to both us and stakeholders. As a result, we have recognized the four areas where our materiality and that of stakeholders overlapped as the most important areas, that is, Environment, Customers, Employees, and Ethics & Governance. To generate a positive cycle for improvement of earnings and ESG resolutions, we have reflected efforts for these four areas to our growth strategies. The Komatsu Group will strive to create new value in order to take steady steps forward to the next stage for the workplace of the future and pass on a sustainable future to the next generation.

The mid-term management plan (FY2022-FY2024) entitled "DANTOTSU Value – *Together, to "The Next" for sustainable growth*" is explained on the Company's website below.

https://www.komatsu.jp/en/-/media/home/ir/library/en/2022_midmgtplan_e.pdf

<Corporate Social Responsibility >

The Komatsu Group defines its corporate social responsibility (CSR) activities as those activities it conducts through its core business and which meet social needs. Based on this definition, the Komatsu Group develops and promotes efforts of focus which it must make on a global scale. It also turns the cycle of CSR activities and management strategies while checking if CSR activities match the demands of society and the times.

<Sustainability Policy>

The Company maintains the basic stance of making social contributions through its business activities. The Company will work to achieve sustainable growth of both society and its business. (cf. Supplementary Principle 3-1-3)

-Our Action

<Founding Principles>

“Global Expansion”, “Quality First”, “Technological Innovation”, and “Employee Development” are the founding principles. These continue to be upheld by the Komatsu Group’s organization to this day.

<The Komatsu Way>

The Komatsu Way embodies the values that all employees of the Komatsu Group, including top management, must eternally inherit at their respective workplaces. The Komatsu Way states in writing the Company's strengths, beliefs that support the strengths, basic mindset and perspectives toward working at the Company, and patterns (styles) of behavior, all of which have been built by its forerunners in the course of growth of the Company and based on its founder's guiding principles. The Company works to inherit and anchor it among all Komatsu Group employees.

<Worldwide Code of Business Conduct>

Compliance with the rules of business community is considered top priority at Komatsu. The rules are not limited to laws and regulations but also include rules that are generally recognized and respected in society.

<Komatsu Report (Integrated Report)>

Published annually, Komatsu Report (integrated report) provides financial and non-financial information on the Company’s efforts to realize continuous, long-term improvements in corporate value. Separate reports (Annual Securities Report and ESG Databook) are prepared and disclosed to provide detailed financial information and information on environmental and social initiatives.

Corporate identity, Our Strategy and Our Action are explained on the Company's website below.

<https://www.komatsu.jp/en/aboutus/corporate-identity>

CSR, Environment is explained on the Company's website below.

<https://www.komatsu.jp/en/aboutus/csr>

Komatsu Report (Integrated Report) is explained on the Company's website below.

<https://www.komatsu.jp/en/ir/library/annual>

ESG databook is explained on the Company's website below.

<https://komatsu.disclosure.site/en/themes/121>

2) Basic views and guidelines on corporate governance

The Company's basic view is the same as expressed in "1. Basic Views ". The Company works to strengthen its corporate governance by complying with the idea and principles of the Corporate Governance Code as its basic policy.

3) Policies and procedures in determining the remuneration of the senior management and directors

They are the same as expressed in the "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" to be described later.

4) Policies and procedures in the appointment of the senior management and the nomination of directors and Audit & Supervisory Board Members candidates

The Nomination Advisory Committee (As the ratio of outside members represents 66.7% of total), consisting of four (4) Outside Directors (one of them as Committee Chairperson), Chairperson of the Board and President, appoints the candidates for directors and auditors, and discusses appointment and discharge of

executive officers and other senior management officers including President (CEO), and reports the results to the Board of Directors. When selecting the candidates, the Committee also considers diversity, as represented by gender, nationality and race. Based on the report, the Board of Directors discusses and decides appointments of the candidates for directors and Audit & Supervisory Board Members as well as appointments and discharges of executive and other officers.

5) Explanations with respect to the individual appointments and nominations based on (iv)

Career summaries of individual candidates for directors and Audit & Supervisory Board Members are shown in notices of Ordinary General Meetings of Shareholders and Annual Securities Report.

The reasons for appointing Outside Directors and Outside Audit & Supervisory Board Members are the same as expressed, respectively, in "II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management", "Directors", "Outside Directors' Relationship with the Company (2)", and "Audit & Supervisory Board Members", "Outside Audit & Supervisory Board Members' Relationship with the Company (2)".

Supplementary Principle 3-1-3

Concerning sustainability efforts, the Company has developed "Sustainability Policy", defining its stance of making social contributions through business activities, and working to achieve sustainable growth of both society and its business.

To solve environmental problems, including climate change, the Company has been making aggressive efforts since its establishment of the Earth Environment Charter (currently known as the Komatsu Earth and Environment Policy) in 1992. In its mid-term management plan, the Company has set up a management target of reducing CO2 emissions by 50% from 2010 to 2030. Since April 2019 when the Company expressed its support for the Task Force on Climate-Related Financial Disclosures (TCFD), it has promoted efforts to evaluate the risks and opportunities as affected by climate change and develop strategies based on the analyses of scenarios. The Company has also upheld its new long-term vision of achieving carbon neutrality, virtually zero carbon emissions by 2050.

The Company discloses "Sustainability Policy" and, its response to TCFD's recommendations and conducting related scenario analyses on its website.

(<https://www.komatsu.jp/en/aboutus/csr/sustainability>)

(https://www.komatsu.jp/en/-/media/home/ir/library/annual/en/2022/kmt_kr22e_print.pdf)

-P48-53: Climate change response initiatives (Disclosure based on TCFD recommendations)

With regard to investment in human capital, the Company has the policies of "each and every employee shall set a high goal, and learn knowledge and skills while remaining independent and self-driven," and "the company conducts education needed for management and employees in a focused manner, and supports employees' career development." Under these policies, the Company is working to achieve sustainable growth of the company and its employees. This is being done not only by improving education designed for employees to become professional in respective fields and supporting them to obtain the required knowledge and skills on respective levels, but also by analyzing and disclosing annual training hours and expenses per employee and other relevant information.

Concerning investment in intellectual property and other matters, the Company is making efforts for products, services, and solutions, based on growth strategies of the mid-term management plan. The Company has several research facilities worldwide, including nine (9) mother plants equipped with product development capabilities. With respect to technologies that have been developed by its research and development efforts, the Company acquires intellectual property rights, such as patents, as needed.

For more information about investment in human capital, intellectual property, and other relevant matters, visit the Company's website.

(https://sustainability-cms-komatsu-s3.s3-ap-northeast-1.amazonaws.com/en/csr/pdf/KOMATSUCSR2022_en.pdf)

-P63: Employee Training

(https://www.komatsu.jp/en/-/media/home/ir/library/annual/en/2022/kmt_kr22e_print.pdf)

-P12: Intellectual capital

[Principle 4-1: Roles and Responsibilities of the Board (1)]

Supplementary Principle 4-1-1

The Company specifies the Standards for Matters to be Referred to a Meeting of the Board of Directors which includes the base amount according to their importance to management and covers more matters than stipulated in laws and the Articles of Incorporation. Concerning the matters to be decided on other management levels, the Company stipulates the authority standards in the "Decision-making Authority Rule" of its internal rules, which clearly defines the job authorization of concerned positions.

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

The standards for independence of Outside Directors and Audit & Supervisory Board Members of the Company are disclosed on the Company's website below.

<https://www.komatsu.jp/en/ir/corporate-governance/independence-criterion-standards>

[Principle 4-10: Use of Optional Organizations]

Supplementary Principle 4-10-1

<Nomination Advisory Committee>

The Nomination Advisory Committee (As the ratio of outside members represents 66.7% of total), consisting of four (4) Outside Directors (one of them as Committee Chairperson), Chairperson of the Board and President, appoints the candidates for directors and auditors, and discusses appointment and discharge of executive officers and other senior management officers including President (CEO), and reports the results to the Board of Directors. When selecting the candidates, the Committee also considers diversity, as represented by gender, nationality and race. Based on the report, the Board of Directors discusses and decides appointments of the candidates for directors and Audit & Supervisory Board Members as well as appointments and discharges of executive and other officers.

<Compensation Advisory Committee>

In an effort to maintain an objective and transparent remuneration system, the policy and levels of remuneration for Directors and Audit & Supervisory Board Members of the Company are deliberated by the Compensation Advisory Committee, which consists of eight (8) Outside Members [four (4) Outside Directors (including one (1) as the Chairperson of the Committee), three (3) Outside Auditors, and one (1) Outside Expert] and one (1) Internal Member (As the ratio of outside members represents 88.9% of total). Taking its reports and recommendations into consideration, the remuneration for Directors is determined by the Board of Directors, and the remuneration for Audit & Supervisory Board Members is determined by discussions by the Audit & Supervisory Board Members, respectively, within the range previously determined by resolution of the General Meeting of Shareholders.

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

Supplementary Principle 4-11-1

The Company strives to maintain transparency and soundness of management by appointing Outside Directors and Outside Audit & Supervisory Board Members, while limiting the members of the Board of Directors small so that discussions at the Board of Directors are more substantial. At present, the Board of Directors consists of nine (9) members, four (4) of whom are independent Outside Directors. Inside Directors are appointed from senior managers of different core functions of the Company, such as development, production, marketing, human resources, and accounting and finance, etc. The Company clearly identifies in light of on-going management tasks what specialization, knowledge and experience it expects to Outside Directors and Audit & Supervisory Board Members and then selects Outside Directors and Audit & Supervisory Board Members. When selecting the candidates, the Committee also considers diversity, as represented by gender, nationality and race.

The Nomination Advisory Committee, consisting of four (4) Outside Directors (one of them as Committee Chairperson), Chairperson of the Board and President, discusses appointment and discharge of senior management officers including President (CEO), and reports the results to the Board of Directors. Based on the report, the Board of Directors discusses and decides appointments of the candidates for directors and Audit & Supervisory Board Members as well as appointments and discharges of executive and other officers.

The skill matrix is disclosed on the Company's website below. This skill matrix presents categories of skills that the Board of Directors has deemed particularly worthy of focus and oversight by the respective Directors and Audit & Supervisory Board Members with respect to management of the Company, upon taken

into account the primary abilities and expertise of each individual. (P24: Notice of Convocation of the 153rd Ordinary General Meeting of Shareholders of Komatsu Ltd.)

https://www.komatsu.jp/en/-/media/home/ir/shares/meeting/en/153convocation_e.pdf

Supplementary Principle 4-11-2

In the event that Director or Audit & Supervisory Board Member, (excluding Outside Directors or Outside Audit & Supervisory Board Members) concurrently assumes office as executive officers of a listed company other than the Company, the Director or Audit & Supervisory Board Member is required to get approval of the Board of Directors based on the Standards for Matters to be Referred to a Meeting of the Board of Directors.

State of cross-assumption of office is described in the Company's notices of ordinary shareholders meetings and Annual Securities Report.

Supplementary Principle 4-11-3

As in the case of the previous year, the Company assessed the effectiveness of the Board of Directors for FY2021 in compliance with the corporate governance code.

1) Process of analysis and assessment

In its meeting, the Board of Directors discussed the assessment methods for effectiveness in the current fiscal year based on the assessment methods applied in the previous year and the results thereof as well as Japan's corporate governance code which was revised in 2018. The Company conducted a survey after considering in what ways the Board of Directors should be effective. Applicable to all Directors and Audit & Supervisory Board Members, the survey from the Company has requested replies to the questions concerning (1) the size and composition of the Board of Directors, (2) the contents of agendas, (3) reports, explanations, information provision, and follow-ups, (4) discussions, (5) the roles and functions of the Board of Directors, and (6) self-assessments. Replies from all of them have been received.

2) Outline of the results

The assessment shows a generally high level of achievement for each item and confirms that there were no serious problems concerning the effectiveness. The Company received positive evaluations of the efforts made to improve the management of the Board of Directors in FY2021 in the following aspects of (1) set-up of Groupwide themes, (2) improvement of questions and answers by reporting clearly defined issues, and (3) adoption of explanatory video presentations before Board meetings.

With respect to the conducting of Board meetings, there were a few suggestions for improvement. These included how to expand discussions of strategic, individual themes designed to improve corporate value; how business executions should be reported to contribute to advice, audits, and supervision of Directors and Auditors; and the promotion of dialogues between the Board of Directors and its stakeholders. The Company will implement such improvements to make the Board of Directors further effective in the future.

[Principle 4-14: Director and Audit & Supervisory Board Members Training]

Supplementary Principle: 4-14-2

The Company explains to Outside Directors and Audit & Supervisory Board Members its business, financial position, organization and the like at the time of their assuming office. The Company trains inside Directors and Audit & Supervisory Board Members as needed before they assume office. The Company also provides continuous training to Directors and Audit & Supervisory Board Members as needed even after they have assumed office.

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

Policies on operations and efforts to promote constructive dialogue with shareholders and investors are described as follows:

1) The Company engages in fair and timely disclosure of information to all stakeholders, including shareholders and investors, and emphasizes the importance of direct communication by the President.

2) The Company appoints the Director or Senior Executive Officer in charge of supervising investor relations (IR), defines the departments responsible for IR activities, and promotes collaborations among all related departments.

- 3) The Company works to endeavor to identify its shareholder Ownership structure and create a means of dialogue other than individual meetings.
(Investor briefings of business results, information for shareholders and investors on the website, meeting and plant tours with individual shareholders, meeting with individual and institutional investors in Japan and abroad, etc.)
- 4) The President and the Director or Senior Executive Officer in charge of supervising IR periodically reports on the state of dialogue to the Board of Directors, executive officers and related departments.
- 5) The Company stipulates the internal rule to control insider information and sets the Information Disclosure Committee which checks on the contents of statutory disclosures and controls insider information.

2. Capital Structure

| | |
|----------------------------|---------------|
| Foreign Shareholding Ratio | More than 30% |
|----------------------------|---------------|

[Status of Major Shareholders]

| Name / Company Name | Number of Shares Held | Shareholding Ratio (%) |
|---|-----------------------|------------------------|
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 171,051,500 | 18.08 |
| Custody Bank of Japan, Ltd. (Trust Account) | 70,704,692 | 7.47 |
| STATE STREET BANK WEST CLIENT TREATY 505234 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) | 26,457,454 | 2.79 |
| Taiyo Life Insurance Company | 25,600,716 | 2.70 |
| Nippon Life Insurance Company (Standing proxy: The Master Trust Bank of Japan, Ltd.) | 21,301,123 | 2.25 |
| JP Morgan Securities Japan Co., Ltd. | 19,655,014 | 2.07 |
| THE BANK OF NEW YORK MELLON AS DEPOSITARY BANK FOR DEPOSITARY RECEIPT HOLDERS (Standing proxy: Sumitomo Mitsui Banking Corporation) | 19,121,879 | 2.02 |
| STATE STREET BANK AND TRUST COMPANY 505223 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) | 14,922,139 | 1.57 |
| JP MORGAN CHASE BANK 385781 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division) | 12,165,660 | 1.28 |
| Komatsu Employees Shareholding Association | 12,096,965 | 1.27 |

| | |
|---|------|
| Controlling Shareholder (except for Parent Company) | - |
| Parent Company | None |

Supplementary Explanation

- 1) Conditions as of September 30, 2022 are described above.
- 2) The figures of “Shareholding ratio (excluding treasury stock) (%)” in the table are rounded down to the second decimal place.
- 3) 27,473,404 shares of treasury stock held by the Company are excluded from the list.
- 4) All shares held by The Master Trust Bank of Japan, Ltd. (Trust Account) and Custody Bank of Japan, Ltd. (Trust Account) are held through trusts.

5) The Report of Possession of Large Volume relating to the Company's shares was filed in the joint names of Sumitomo Mitsui Trust Asset Management Co., Ltd. and Nikko Asset management Co., Ltd. at the date of September 23, 2020 under the Financial Instruments and Exchange Act of Japan. However, the description in the table is as the same with that in the shareholders' list of the Company and does not reflect the information in the Report, because the Company is not able to confirm the actual state of shareholdings as of September 30, 2022.

6) The Change Report No.4 pertaining to Report of Possession of Large Volume relating to the Company's shares was filed in the name of Nomura Asset Management Co., Ltd. at the date of May 20, 2022 under the Financial Instruments and Exchange Act of Japan. However, the description in the table is as the same with that in the shareholders' list of the Company and does not reflect the information in the Report, because the Company is not able to confirm the actual state of shareholdings as of September 30, 2022.

7) The Change Report No.3 pertaining to Report of Possession of Large Volume relating to the Company's shares was filed in the joint names of BlackRock Japan Co., Ltd. and nine joint holders at the date of June 21, 2022 under the Financial Instruments and Exchange Act of Japan. However, the description in the table is as the same with that in the shareholders' list of the Company and does not reflect the information in the Report, because the Company is not able to confirm the actual state of shareholdings as of September 30, 2022.

3. Corporate Attributes

| | |
|---|--------------------------------------|
| Listed Stock Market and Market Section | Tokyo Stock Exchange Prime Market |
| Fiscal Year-End | March |
| Type of Business | Machinery |
| Number of Employees (consolidated) as of the End of the Previous Fiscal Year | More than 1000 |
| Sales (consolidated) as of the End of the Previous Fiscal Year | More than JPY1 trillion |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | From 100 to less than 300 |

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

-

5. Other Special Circumstances which may have Material Impact on Corporate Governance

None

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

| | |
|-------------------|--|
| Organization Form | Company with Audit & Supervisory Board |
|-------------------|--|

[Directors]

| | |
|---|---------------------|
| Maximum Number of Directors Stipulated in Articles of Incorporation | 15 |
| Term of Office Stipulated in Articles of Incorporation | 1 year |
| Chairperson of the Board | Company Chairperson |
| Number of Directors | 9 |
| Number of Outside Directors | 4 |
| Number of Independent Directors | 4 |

Outside Directors' Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | |
|--------------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k |
| Takeshi Kunibe | From another company | | | | | △ | | | | | | |
| Arthur M, Mitchell | Lawyer | | | | | | | | | | | |
| Naoko Saiki | Other | | | | | | | | | | | |
| Michitaka Sawada | From another company | | | | | | | | | | | |

* categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or 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 listed 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/Audit & Supervisory Board Member

g. Major shareholder of the Company (or an executive of the 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 and the Company outside directors/Audit & Supervisory Board 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

Outside Directors' Relationship with the Company (2)

| Name | Designation as Independent Director | Supplementary Explanation of the Relationship | Reasons of Appointment |
|----------------|-------------------------------------|---|---|
| Takeshi Kunibe | ○ | - | <p>Mr. Takeshi Kunibe has considerable knowledge and rich experience in the business world, including the field of finance and in group company management, etc., having served successively as Representative Director, President and Chief Executive Officer of SMBC, as well as Representative Director and President, Director President and Representative Executive Officer, and Chairman of the Board of SMFG.</p> <p>Utilizing this knowledge and experience, his recommendations concerning the overall management of the Company are expected to contribute to sustaining and improving transparency and soundness of management as well as enhancing corporate governance.</p> <p>Therefore, the Company appointed him as an Outside Director.</p> <p>Mr. Takeshi Kunibe is unlikely to have a conflict of interest with general shareholders. For this reason, the Company considers him as an Independent Director and has submitted the relevant notification to the Tokyo Stock Exchange.</p> <p>Mr. Kunibe serves as Chairman of the Board of Sumitomo Mitsui Financial Group, Inc. and Sumitomo Mitsui Banking Corporation. He served as Representative Director, President and Chief Executive Officer of Sumitomo Mitsui Banking Corporation from April 2011 to April 2017. Since his retirement in April 2017 from the positions above, he has not been involved with the execution of business at said bank.</p> <p>Because the Company and its consolidated subsidiaries have several lenders and the said bank is only one lender among the several lenders of the Company and its consolidated subsidiaries, the said bank is not a business partner which has a significant impact on the Company's decision making. As of the end of the most recent fiscal year, the balance of loans from the said bank was JPY 182.8billion, which</p> |

| | | | |
|--------------------|---|---|---|
| | | | was 19.3% of the total amount of interest-bearing liabilities. |
| Arthur M, Mitchell | ○ | - | <p>Mr. Arthur M. Mitchell has worked for many years as a New York state attorney and foreign law attorney in Japan, and has considerable knowledge and rich experience in the field of international legal affairs.</p> <p>Utilizing this knowledge and experience, his recommendations concerning the overall management of the Company are expected to contribute to the mitigation and avoidance of risk in the Company's global business operations, and to the enhancement of the Company's medium- and long-term corporate value.</p> <p>Therefore, the Company appointed him as an Outside Director.</p> <p>Mr. Arthur M. Mitchell is unlikely to have a conflict of interest with general shareholders.</p> <p>For this reason, the Company considers him as an Independent Director and has submitted the relevant notification to the Tokyo Stock Exchange.</p> |
| Naoko Saiki | ○ | - | <p>Ms. Naoko Saiki has considerable knowledge and abundant experience in international affairs, international law, and the field of economics as she served in positions such as Director-General of Economic Affairs Bureau and Director-General of International Legal Affairs Bureau at MOFA. Utilizing this knowledge and experience, her recommendations concerning the overall management of the Company are expected to contribute to the enhancement of medium- to long-term corporate value of the Company.</p> <p>Therefore, the Company appointed her as an Outside Director.</p> <p>Ms. Naoko Saiki is unlikely to have a conflict of interest with general shareholders. For this reason, the Company considers her as an Independent Director and has submitted the relevant notification to the Tokyo Stock Exchange.</p> |
| Michitaka Sawada | ○ | - | <p>Mr. Michitaka Sawada has considerable knowledge and rich experience in the business world including that which involves engaging in global group corporate management and ESG management, given that he has served as Representative Director, President of Kao Corporation and Director, Chair of Kao Corporation.</p> |

| | | |
|--|--|---|
| | | Utilizing this knowledge and experience, his recommendations concerning the overall management of the Company are expected to contribute to the enhancement of medium- to long-term corporate value of the Company. Therefore, the Company appointed him as an Outside Director. Mr. Michitaka Sawada is unlikely to have a conflict of interest with general shareholders. For this reason, the Company considers him as an Independent Director and has submitted the relevant notification to the Tokyo Stock Exchange. |
|--|--|---|

| | |
|---|-------------|
| Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee | Established |
|---|-------------|

Committee's Name, Composition, and Attributes of Chairperson

| | Committee Corresponding to Nomination Committee | Committee Corresponding to Remuneration Committee |
|-----------------------|---|---|
| Committee's Name | Nomination Advisory Committee | Compensation Advisory Committee |
| All Committee Members | 6 | 9 |
| Full-time Members | 0 | 0 |
| Inside Directors | 2 | 1 |
| Outside Directors | 4 | 4 |
| Outside Experts | 0 | 1 |
| Other | 0 | 3 |
| Chairperson | Outside Directors | Outside Directors |

Supplementary Explanation

<Nomination Advisory Committee>

[Members of the Nomination Advisory Committee] Chairperson: Takeshi Kunibe. Members: Arthur M. Mitchell, Naoko Saiki, Michitaka Sawada, Tetsuji Ohashi and Hiroyuki Ogawa. (As of the filing date)

<Compensation Advisory Committee>

Three persons listed in the "Other" category of the above table are Outside Auditors. Members of the Compensation Advisory Committee are all outside members for one Inside member. As the ratio of outside members represents 88.9% of total, the Company believes this Committee is highly independent.

[Members of the Compensation Advisory Committee] Chairperson: Takeshi Kunibe. Members: Arthur M. Mitchell, Naoko Saiki, Michitaka Sawada, Eiko Shinotsuka, Kotaro Ohno, Tatsuro Kosaka, Shinji Hatta and Tetsuji Ohashi. (As of the filing date)

[Audit & Supervisory Board Members]

| | |
|--|-------------|
| Establishment of Audit & Supervisory Board | Established |
| Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation | 5 |
| Number of Audit & Supervisory Board Members | 5 |
| Collaboration between Audit & Supervisory Board Members, the Independent Public Accounting Firm and the Internal Audit Departments | |

[Collaboration between audits by Audit & Supervisory Board Members and accounting audit]
 To complete the audit process effectively and efficiently, Audit & Supervisory Board Members exchange opinions with the contracted independent public accounting firm concerning audit policies, audit items to be focused upon and audit approaches. Audit & Supervisory Board Members also observe the independent public accounting firm, when the firm audits the Company’s business bases and subsidiaries, and Audit & Supervisory Board Members and the independent public accounting firm hold meetings to exchange audit information as needed during a given fiscal year. These exchanges lead to better collaboration between Audit & Supervisory Board Members and the independent public accounting firm and a more expeditious audit process. In addition, Audit & Supervisory Board Members receive reports of the independent public accounting firm’s review at the end of the first, second and third quarters, and review and confirm important financial statement matters at the end of the second quarter and the fiscal year-end. Furthermore, Audit & Supervisory Board Members evaluate the methods and results of the independent public accounting firm’s review and audit by listening to their summaries and receiving their review and audit reports at the meetings of the Audit & Supervisory Board Members.

The Audit & Supervisory Board exchanges information with the accounting firm as needed, and confirms the independence of the accounting firm concerning its service to the Company and its consolidated subsidiaries.

[Collaboration between audits by Audit & Supervisory Board Members and internal audits]
 Audit & Supervisory Board Members observe audits by the Internal Audit Department, form their own audit opinions, and give advice and recommendations to the Internal Audit Department. In addition to the audit results reported by the Internal Audit Department to the Audit & Supervisory Board, the Audit & Supervisory Board closely maintains substantive cooperation with the Internal Audit Department, such as receiving various pieces of information relevant to their duties on a routine basis.

[Collaboration between internal audits and accounting audits]
 In the assessment of internal control over financial reporting, etc. implemented by the Internal Audit Department, the Independent Public Accounting Firm collaborates with the Internal Audit Department as needed by exchanging opinions and sharing information.

[Relationship between audits by Audit & Supervisory Board Members, accounting audits and internal audits, and the Internal Control Department]
 In their respective audit procedures, Audit & Supervisory Board Members, the Independent Public Accounting Firm and the Internal Audit Department share information with the accounting and finance departments and other relevant internal control departments as needed, and exchange opinions on risk assessment, effectiveness of internal control and other matters.

| | |
|--|-----------|
| Appointment of Outside Audit & Supervisory Board Members | Appointed |
| Number of Outside Audit & Supervisory Board Members | 3 |
| Number of Independent Audit & Supervisory Board Members | 3 |

Outside Audit & Supervisory Board Members' Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | | |
|-----------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | J | k | l | m |
| Eiko Shinotsuka | Academic | | | | | | | | | | | | | |
| Kotaro Ohno | Lawyer | | | | | | | | | | | | | |
| Tatsuro Kosaka | From another company | | | | | | | | | | | | | |

* Categories for "Relationship with the Company"

- * "○" when the Audit & Supervisory Board Member presently falls or has recently fallen under the category;
- "△" when the Audit & Supervisory Board Member fell under the category in the past
- * "●" when a close relative of the Audit & Supervisory Board Member presently falls or has recently fallen under the category;
- "▲" when a close relative of the Audit & Supervisory Board Member fell under the category in the past

- a. Executive of the Company or its subsidiary
- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Non-executive director or executive of a parent company of the Company
- d. Audit & Supervisory Board Member of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board Member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)
- k. Executive of a company, between which and the Company outside directors/Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Members himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)
- m. Others

Outside Audit & Supervisory Board Members' Relationship with the Company (2)

| Name | Designation as Independent Audit & Supervisory Board Member | Supplementary Explanation of the Relationship | Reasons of Appointment |
|-----------------|---|---|--|
| Eiko Shinotsuka | ○ | - | After engaging in research in economic fields at Japan Center for Economic Research, Ms. Eiko Shinotsuka, in addition to professor emeritus at Ochanomizu University, has the experience of having served as a member of the Policy Board of the Bank of Japan, Chairperson of the Cooperation Conference for the Gender Equality Promotion of the Cabinet Office, Executive Director of the Japan Legal Support Center and Commissioner of the National Personnel Authority, etc. and |

| | | | |
|----------------|---|---|---|
| | | | <p>she has held numerous other official posts in public office up until now. Accordingly, she possesses wide-ranging knowledge and abundant experience, the Company expects her to execute her duties as Outside Audit & Supervisory Board Member from the standpoint of a specialist. Therefore, the Company appointed her as an Outside Audit & Supervisory Board Member.</p> <p>Ms. Eiko Shinotsuka is unlikely to have a conflict of interest with general investors. For this reason, the Company considers her as an Independent Audit & Supervisory Board Member and has submitted the relevant notification to the Tokyo Stock Exchange.</p> |
| Kotaro Ohno | ○ | - | <p>Having served as Prosecutor-General of the Supreme Public Prosecutors Office, Mr. Kotaro Ohno has considerable knowledge and abundant experience in the legal profession. Utilizing this knowledge and experience, the Company expects him to execute his duties as Outside Audit & Supervisory Board Member from the standpoint of a specialist. Therefore, the Company appointed him as an Outside Audit & Supervisory Board Member.</p> <p>Mr. Kotaro Ohno is unlikely to have a conflict of interest with general shareholders. For the reasons, the Company considers him as an Independent Audit & Supervisory Board Member and has submitted the relevant notification to the Tokyo Stock Exchange.</p> |
| Tatsuro Kosaka | ○ | - | <p>Mr. Tatsuro Kosaka has considerable knowledge and rich experience in the business world having engaged in global corporate management as Representative Director, President of Chugai Pharmaceutical Co., Ltd. and Representative Director, Chairman of Chugai Pharmaceutical Co., Ltd. Utilizing this knowledge and experience, the Company expects him to execute his duties as Outside Audit & Supervisory Board Member by performing managerial oversight from the perspective of a corporate manager. Therefore, the Company appointed him as an Outside Audit & Supervisory Board Member.</p> <p>Mr. Tatsuro Kosaka is unlikely to have a conflict of interest with general shareholders. For this reason, the</p> |

| | | | |
|--|--|--|---|
| | | | Company considers him as an Independent Audit & Supervisory Board Member and has submitted the relevant notification to the Tokyo Stock Exchange. |
|--|--|--|---|

[Independent Directors/Audit & Supervisory Board Members]

| | |
|---|---|
| Number of Independent Directors/Audit & Supervisory Board Members | 7 |
|---|---|

Matters relating to Independent Directors/Audit & Supervisory Board Members

All Outside Directors and Outside Auditors are qualified as Independent Executives, and the Company has registered them as Independent Executives with the Tokyo Stock Exchange.

The Board of Directors of the Company has defined the standards for the independence of Outside Directors and Outside Audit & Supervisory Board Members.

The standards for independence of Outside Directors and Audit & Supervisory Board Members of the Company are disclosed on the Company's website below.

<https://www.komatsu.jp/en/ir/corporate-governance/independence-criterion-standards>

Outside Directors Takeshi Kunibe, Arthur M. Mitchell, Naoko Saiki and Michitaka Sawada and Outside Audit & Supervisory Board Members Eiko Shinotsuka, Kotaro Ohno and Tatsuro Kosaka are unlikely to have a conflict of interest with general investors, because there are no special interests between them and the Company. Accordingly, they are considered to be Independent Directors or Audit & Supervisory Board Members.

[Incentives]

| | |
|----------------------------------|---------------------------------|
| Incentive Policies for Directors | Performance-linked Remuneration |
|----------------------------------|---------------------------------|

Supplementary Explanation

To the Directors, excluding the Outside Directors, the Company shall pay two-thirds (2/3) of the total amount of performance-based remuneration linked to the Company's consolidated performance for a single year in the form of cash as Directors' bonuses. Concerning the remaining one-third (1/3) of the aforementioned total amount as well as the performance-based remuneration which will reflect the degree of achievement of the targets raised in the mid-term management plan, the Company shall offer stock acquisition rights in order to foster the same perspective on corporate value with the shareholders and consequently clarifying their incentive to enhance the long-term corporate value of the Company.

Recipients of Stock Options

Supplementary Explanation

None

[Director Remuneration]

| | |
|--|--------------------|
| Disclosure of Individual Directors' Remuneration | Selected Directors |
|--|--------------------|

Supplementary Explanation

Remunerations related to amounts of remunerations for Directors and Audit & Supervisory Board Members [153rd term (April 1, 2021 - March 31, 2022)]

| Classification | Number of Persons Paid | Fixed Remuneration | Performance-Basic Remuneration, etc. | | Total Amount of Remuneration, etc. Paid |
|--|------------------------|-----------------------|--------------------------------------|---------------------------------|---|
| | | Monetary Remuneration | | Non-monetary Remuneration, etc. | |
| | | Basic Remuneration | Bonus in Cash | Stock-Based Remuneration | |
| Director | 10 | JPY 398 mil | JPY207 mil | JPY182 mil | JPY787 mil |
| (Outside Director included above) | 4 | JPY 68 mil | – | – | JPY 68 mil |
| Audit & Supervisory Board Member | 6 | JPY 142 mil | – | – | JPY 142 mil |
| (Outside Audit & Supervisory Board Member included above) | 3 | JPY 55 mil | – | – | JPY 55 mil |
| Total | 16 | JPY 540 mil | JPY 207 mil | JPY182 mil | JPY 928 mil |
| (Outside Director and Outside Audit & Supervisory Board Member included above) | 7 | JPY 123 mil | – | – | JPY 123 mil |

Notes:

1) As of the end of the fiscal year ended March 31, 2022, there are nine (9) Directors (four (4) of whom are Outside Directors) and five (5) Audit & Supervisory Board Members (three (3) of whom are Outside Audit & Supervisory Board Members). However, the numbers and amounts in the table above include those for one (1) Directors and one (1) Audit & Supervisory Board Member who have retired as of the close of the 152nd Ordinary General Meeting of Shareholders in June 2021.

2) It was resolved at the 149th Ordinary General Meeting of Shareholders, held on June 19, 2018, that the maximum amount of remuneration to be paid to Directors per year, which is the total of basic remuneration and bonus in cash, shall not exceed JPY 1.5 billion (of which, payment to the Outside Directors shall not exceed JPY 100 million per year) and that the maximum amount of remuneration to be paid to Audit & Supervisory Board Members shall not exceed JPY 200 million. Furthermore, in the same Ordinary General Meeting of Shareholders, the limit for remuneration, etc. related to the restricted stock granted to Internal Directors as

stock-based remuneration was decided as an amount that shall not exceed JPY 360 million annually for Stock-Based Remuneration A linked to the Company’s consolidated performance for a single year and as an amount that shall not exceed JPY 180 million annually for Stock-Based Remuneration B linked to the performance of the Mid-Term Business Plan. Note that each of the aforementioned remuneration amounts resolved by the shareholders does not include the employee salary portion of remuneration to Directors concurrently serving as employees.

3) Stock-based remuneration represents the amounts of expense allocated as remuneration for Directors which are not monetary in accounting for the fiscal year ended March 31, 2022. Specifically, the total amount of remuneration expenses for stock-based remuneration in the fiscal year ended March 31, 2022 stated above comprises (1) the amount of expense recorded as the estimate of the payment in the form of restricted stock compensation of Stock-Based Remuneration A, for which payment level was determined by the operating results of the fiscal year ended March 31, 2022 (The number of shares to be granted has yet to be determined.), and (2) the amount of expense recorded as remuneration for the fiscal year ended March 31, 2022 paid by newly issuing shares as restricted stock compensation of Stock-Based Remuneration B with the pay-in date of September 1, 2021, following the resolution passed at the Board of Directors meeting held on July 16, 2021 (equivalent to 32,910 shares).

4) The portions of salaries as employees for Directors concurrently serving as employees are not paid.

5) Amounts of less than JPY one (1) million are rounded to the nearest million yen.

Remunerations related to individually disclosed remunerations, etc. for Directors [the 153rd term (April 1, 2021 – March 31, 2022)]

Hiroyuki Ogawa, Director: JPY224 million (including bonus and stock acquisition rights)

Tetsuji Ohashi, Director: JPY202 million (including bonus and stock acquisition rights)

Masayuki Moriyama, Director: JPY104 million (including bonus and stock acquisition rights)

Kiyoshi Mizuhara, Director: JPY104 million (including bonus and stock acquisition rights)

Notes:

1) Stock-based remuneration represents the amounts of expense allocated as remuneration for Directors which are not monetary in accounting for the fiscal year ended March 31, 2022. Specifically, the total amount of remuneration expenses for stock-based remuneration in the fiscal year ended March 31, 2022 stated above comprises (1) the amount of expense recorded as the estimate of the payment in the form of restricted stock compensation of Stock-Based Remuneration A, for which payment level was determined by the operating results of the fiscal year ended March 31, 2022, and (2) the amount of expense recorded as remuneration for the fiscal year ended March 31, 2022 paid by newly issuing shares as restricted stock compensation of Stock-Based Remuneration B with the pay-in date of September 1, 2021, following the resolution passed at the Board of Directors meeting held on July 16, 2021.

2) The portions of salaries as employees for Directors concurrently serving as employees are not paid.

3) Amounts of less than one (1) million yen are rounded to the nearest million yen.

| | |
|--|-------------|
| Policy on Determining Remuneration Amounts and Calculation Methods | Established |
|--|-------------|

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

In an effort to maintain a highly objective and transparent remuneration system, the Compensation Advisory Committee deliberates on the policy and levels of remuneration for Directors of the Company, then taking the Committee’s reports and recommendations into consideration, the Board of Directors shall decide on the total amount of remuneration within the range previously determined by resolution of the General Meeting of Shareholders.

The remuneration for Directors excluding the Outside Directors (hereinafter “Internal Director”) comprises basic remuneration (fixed remuneration) and performance-based remuneration linked to the Company’s consolidated performance for a single fiscal year (bonus in cash and the Stock-Based Remuneration A) as well as the performance-based remuneration (Stock-Based Remuneration B) that will reflect the degree of achievement of the targets raised in the mid-term management plan, so that it will further contribute to the enhancement of the medium - and long-term corporate value of the Company, by linking the

remuneration to the performance.

The remuneration for Outside Directors only consists of basic remuneration (fixed remuneration) designed to support their role to make recommendations with respect to the overall management of the Company as a member of the Board of Directors.

Regarding basic remuneration and bonus in cash within the remuneration stated above, the Compensation Advisory Committee reports monthly remuneration levels and levels of bonus in cash (number of times of monthly remuneration) by position to the Board of Directors after deliberation, and the Company makes a decision on the monthly remuneration levels and levels of bonus in cash (number of times of monthly remuneration) by position based on the details of this report. The calculation and determination of the amount of individual basic remuneration (monthly remuneration) and the amount of bonus in cash in accordance with such decision are delegated to the Chairman of the Board Tetsuji Ohashi and the President and Representative Director Hiroyuki Ogawa pursuant to the resolution passed at a meeting of the Board of Directors. This authority has been delegated given that the monthly remuneration levels and levels of bonus in cash (number of times of monthly remuneration) by position shall be deliberated and resolved by the Compensation Advisory Committee, and the Company has deemed it appropriate for decisions based on such outcomes with respect to individual amounts of basic remuneration and bonus in cash to become subject to discussion involving the Chairman of the Board as well as the President and Representative Director, drawing on their comprehensive perspective of the Company's overall business operations, rather than by engaging further deliberation and decision-making entailing consultation by the Board of Directors.

The remuneration for Audit & Supervisory Board Members only consists of basic remuneration (fixed remuneration) designed to support their independent position with authority to audit the execution of duties by Directors without getting fettered by the movements of corporate performance of the Company. The specific total amount of remuneration shall be determined by discussions among the Audit & Supervisory Board Members within the range previously determined by resolution of the General Meeting of Shareholders, taking reports and recommendations of the Compensation Advisory Committee into consideration. The retirement allowance system for Directors and Audit & Supervisory Board Members was terminated as of June 2007.

[System of Remuneration for Internal Director]

| Basic remuneration (Fixed Remuneration) | Performance-Based Remuneration for a Single Year (Monthly Remuneration x 0 ~ 24 months) | | Performance-Based Remuneration Linked to Performance of Mid- Term Management Plan (Monthly Remuneration x 0 ~ 3 months) |
|--|---|--|--|
| Monthly Remuneration x 12 months | Bonus in Cash (2/3, in principle) [up to the equivalent of 12 months' remuneration] | Stock-Based Remuneration A (1/3, in principle) Restricted Stock | Stock-Based Remuneration "B" Restricted Stocks |

a) Basic Remuneration

With regard to levels of monthly remuneration as basic remuneration, a comparison to positions at other key, globally active manufacturers in Japan is made by the Compensation Advisory Committee and is reflected in its reports and recommendations. Subsequently, monthly remuneration levels by position will be decided by the Board of Directors based on these reports and recommendations.

b) Performance-based remuneration for a single year

The total amount paid for performance-based remuneration shall be calculated each year by evaluating the single fiscal-year consolidated performance against the basic indicators, comprising consolidated ROE*1, consolidated ROA*2 and the consolidated operating income ratio, using the respective percentages indicated in the table below as benchmarks, and making adjustments for growth (growth rate of consolidated sales).

[Indicators with respect to single-fiscal-year consolidated performance-based remuneration]

| | Indicator | Ratio |
|-----------------------|---|-------|
| Basic Indicators | Consolidated ROE*1 | 50% |
| | Consolidated ROA*2 | 25% |
| | Consolidated operating income ratio | 25% |
| Adjustment Indicators | Adjustment according to growth rate of consolidated sales | |

*1 ROE=Net income attributable to Komatsu Ltd. for the year/[(Komatsu Ltd. shareholders' equity at the beginning + Komatsu Ltd. shareholders' equity at the end of the fiscal year)/2]

*2 ROA=Income before income taxes and equity in earnings of affiliated companies/[(total assets at the beginning + total assets at the end of the fiscal year)/2]

The Company selected such performance indicators upon having deemed them appropriate as quantitative values that reflect the entire Komatsu Group's efficiency and growth. In this regard, the Board of Directors made its decisions per deliberations of the Compensation Advisory Committee, taking into account factors that include past valuation indicators and potential continuity.

Such performance indicators may be changed in the future by a resolution of the Board of Directors. For the fiscal year ended March 31, 2022, the Company's actual results regarding its performance indicators consist of decreases in consolidated ROE of 10.9%, consolidated ROA of 8.0%, consolidated operating income ratio of 11.3%, and growth rate of sales of 28.0%. The Company accordingly determined the payment level based on such results.

With regards to the single-fiscal-year consolidated performance-based remuneration levels, the upper limit shall be twice the basic remuneration (12 × monthly remuneration) of the Director, and the lower limit shall be zero (0) payment (remuneration in this case will comprise only the basic remuneration).

The equivalent of two-thirds (2/3) of the total paid amount of performance-based remuneration linked to the Company's consolidated performance for a single year shall be paid in the form of bonus in cash and the amount remaining after deducting the bonus in cash shall be paid by granting restricted stock as stock-based remuneration based on a resolution passed at a meeting of the Board of Directors, in order to further promote the same perspective on corporate value with the shareholders (Stock-Based Remuneration A); provided, however, that for the bonus in cash, the upper limit shall be the equivalent of a 12 month portion of the monthly remuneration, and for any amount exceeding the 12 month portion, the Company shall pay the Stock-Based Remuneration A in substitution for the bonus in cash. Note that as a general rule, concerning the Stock-Based Remuneration A, the restriction of transfer of the shares will be lifted after three years from delivery.

c) Performance-Based Remuneration Linked to Performance of Mid-Term Management Plan

The Company will pay Internal Directors the equivalent of a three-month portion of monthly remuneration based on the resolution of the Board of Directors every fiscal year as remuneration linked to the period of the Company's Mid-Term Management Plan by granting restricted stock as stock-based remuneration (Stock-Based Remuneration B). In deciding Stock-Based Remuneration B, after the expiry of the period of the mid-term management plan, the number of shares on which to lift transfer restrictions (within range of 0-100%) will be decided mainly based on the achievement of the indicators presented in the table below, which are within the management targets of the Mid-Term Management Plan and as a general rule, the restriction of transfer on the shares will be lifted after three years from delivery.

Given that such remuneration constitutes performance-based remuneration under the mid-term management plan, the Company has selected these performance indicators having deemed them to be appropriate after comprehensively taking these performance indicators into consideration in order to multilaterally reflect in Directors' remuneration the Company's performance while paying close attention to growth and profitability in light of the goal of this remuneration system, which is to further contribute to the increase of medium- to long-term corporate value, after connecting it to the management targets established in the mid-term management plan. The performance indicators that are the basis of the calculation of this remuneration are subject to change per resolution of the Board of Directors.

[Management Targets, Valuation Bases and Valuation Indicators in Mid-Term Management Plan (FY2022-FY2024)]

| Item | Index | Target |
|-------------------------|--------------------------------------|---|
| Growth | Sales growth rate | Growth rate above the industry's average*1 |
| Profitability | Operating income ratio | An industry's top-level profit ratio*1 |
| Efficiency | ROE | 10% or higher |
| Financial Position | Net debt-to-equity ratio*2 | Industry's top-level financial position |
| Retail finance business | ROA Net debt-to-equity ratio*2 | 1.5% to 2.0% 5 times or less |
| ESG | Reduction of environmental impact | -CO2 emissions: Decrease by 50% in 2030 from 2010 Become carbon neutral by 2050 (Challenging goal) -Renewable energy use: Increase to 50% of total energy use in 2030 |
| | Evaluation by external organizations | Selected for DJSI*3 (World & Asia Pacific) and for CDP*4 A-list (Climate Changes and Water Risk) |
| Shareholder return | Consolidated payout ratio | -Keep a fair balance between investment for growth and shareholder return (incl. share buybacks), while placing main priority on growth investment -40% or more |

*1 Relative comparison with domestic and foreign major competitors in the same industry.

*2 Net debt-to-equity ratio = (Interest-bearing debt - Cash and cash equivalents - Time deposits) / Shareholders' equity of the Company

*3 Dow Jones Sustainability Indices: ESG investment indices of S&P Dow Jones Indices LLC of the United States.

*4 International non-profit organization which advocates the reduction of greenhouse gas emissions and protection of water resources and forests by companies and governments.

d) Malus and Clawback System

The Company resolved on Malus (reduction / confiscation) and Clawback (return) system at the meeting of the Board of Directors held on April 28, 2022. In the event of a significant revision of financial statements or an event that has a significant impact on the reputation of the Company due to the execution of business by Directors, the performance-based remuneration paid to the Internal Directors could be required to be reduced, confiscated, or refunded. In principle, the content of the refund request, etc. will be decided by the Board of Directors after deliberation by the Compensation Advisory Committee according to each event.

[Supporting System for Outside Directors and/or Audit & Supervisory Board Members]

As general rule, the Company provides materials for Board of Directors to Outside Directors and Outside Audit & Supervisory Board Members in advance of the meetings so that they have sufficient time to review the matters that are to be discussed. With respect to matters that may be of particular importance, the Board of Directors discusses them at the Board of Directors prior to the Board of Directors where such matters are scheduled for resolution. In this manner, the Company ensures that the Directors have sufficient time to review the matters before decisions are made and that they will have an opportunity to consider the points noted in earlier discussions before deciding upon such matters.

For newly appointed Outside Director(s) and Outside Audit & Supervisory Board Member(s), the concerned department(s) conducts explanatory meeting(s) concerning the information requiring decision-making by the Board of Directors, as needed. Such meetings are attended by the Secretariat of the Board of Directors and held prior to Board of Director meetings. The Company has built the database which houses materials, minutes, other information of the Board of Directors and other major committee meetings in the past. This database can be accessed by all members of the Board of Directors and the Audit & Supervisory Board Members, including Outside Member(s). The Company has also built the database which houses materials and minutes of the Board of the Audit & Supervisory Board in the past. This database can be

accessed by all members of the Board of the Audit & Supervisory Board Members, including Outside Member(s).

[Conditions of Retired Representative Directors, etc.]

Names and other information concerning Councilors and Advisers who were former Representative Directors, etc.

| Name | Positions | Business | Working form and terms(Full-time, Part-time, Remuneration, etc.) | Date of retirement from executive positions | The terms of office |
|-----------------|--------------------------------|---|--|---|---------------------|
| Kunio Noji | Councilor and Senior Adviser*1 | Public-interest activities outside of the company | Working form:Full time work Remuneration: exist | March 31, 2013 | exist |
| Masahiro Sakane | *2 | No consignment | Remuneration: None | June 22, 2007 | — |
| Tetsuya Katada | *2 | No consignment | Remuneration: None | June 29, 1995 | — |

| | |
|---|---|
| Number of Retired Representative Directors, etc. | 3 |
|---|---|

[Other matters]

[Remarks]
 *1 Mr. Noji's activities outside of the company follow.
 - President, The Flower Association of Japan
 *2 Mr.Sakane and Mr. Katada are given the titles only, and no consignments are offered.

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

1) Overview of Current Corporate Governance System (the reference material at the end of this Report: see the schematic diagram.)
 The Company positions the Board of Directors as the core of corporate governance. To enhance the effectiveness of the Board, the Company has worked to improve the Board organizationally and operationally so that it can discuss important management matters more thoroughly and make prompt decisions. To this end, having introduced the Executive Officer System in 1999, the Company has worked to separate management decision making and supervisory functions from executive functions to the extent permitted by laws and regulations. The Company also limits the Board of Directors to a small number of members and appoints Outside Directors and Outside Audit & Supervisory Board Members. To improve the effectiveness of discussions at meetings of the Board of Directors, the Company has worked to reform their operational aspect, primarily by putting in place a system to ensure thorough discussions of important management matters and prompt decision making.
 The Company holds Board of Directors' meetings periodically at least once every month. The Board of Directors deliberates and makes resolutions on important matters, determines management policies of the Company, and rigorously controls and supervises the execution of duties by all members of the executive management team including Representative Directors. Of the nine (9) Directors on the Board, four (4) are Outside Directors to ensure transparent and objective management.
 In FY2021, the Board of Directors met fifteen (15) times, made decisions on important management matters based on the Standards for Matters to be Referred to a Meeting of the Board of Directors, and reported

business execution. While the business execution reports cover virtually 100% of businesses on a consolidated basis, that of very small operations are also reported, centering on their safety, compliance and risk matters, in Board meetings. To ensure thorough discussions by the Board of Directors, the Company secures ample time for thorough discussions and has adopted the process in which the Board of Directors meet twice to separately discuss and resolve important agenda.

In monthly Board meetings, the President and CEO directly reports latest conditions and topics of important matters, including safety, compliance and risk management, CFO also reports conditions of sales, income, orders received and borrowings.

In FY2021, the attendance at Board meetings (average attendance rates) is shown below.

- Directors: 100%
- Auditors: 100%

Audit & Supervisory Board Members attend important meetings such as meetings of the Board of Directors, Strategy Review Committee, Compliance Committee, and Risk Management Committee, visit and inspect offices and plants of the Company and its subsidiaries, exchange opinions with the representative directors, other Directors and Audit & Supervisory Board Members, and management of the Company and its main subsidiaries, and hold liaison meetings and individual interviews with the standing Audit & Supervisory Board Members of subsidiaries in Japan. Through these activities, they monitor the upgrading and implementation status of the internal control system. They also periodically exchange opinions with the Internal Auditing Department and the Accounting Auditors and maintain close contact to enhance the effectiveness of audits.

The Audit & Supervisory Board consists of five (5) Audit & Supervisory Board Members, including three (3) or more Outside Audit & Supervisory Board Members. The Board meets periodically at least once every month in principle and determines audit policies and the division of duties among Audit & Supervisory Board Members. Based on audit policies, each Audit & Supervisory Board Member audits the execution of duties by Directors and hears reports from members of the executive management team on their execution of duties, thereby performing appropriate audits. To assist the Audit & Supervisory Board Members in their duties, the Company has established the Office of Corporate Auditors' Staff, allocates necessary staff, and budgets expenses, which are regarded as necessary to perform their duties based on audit plans, thereby performing appropriate management and execution.

To promote efficient management of the Board of Directors, the Company has established a Strategy Review Committee consisting of Senior Executive Officers and senior managers. Based on the reviews of the Committee, Executive Officers and senior managers execute their duties within the authority delegated by the Board of Directors.

As a means to supplement executive functions, the Company established the International Advisory Board (IAB) in 1995. Through the IAB, the Company aims to secure objective advice and suggestions from experts from Japan and abroad about how to function as a global company by exchanging opinions and holding discussions.

The Nomination Advisory Committee (As the ratio of outside members represents 66.7% of total), consisting of four (4) Outside Directors, Chairperson of the Board and President, discusses appointment and discharge of senior management officers and offers advice and suggestions to the Board of Directors. When selecting the candidates, the Committee also considers diversity, as represented by gender, and nationality and race. Based on the report, the Board of Directors discusses and decides appointments of the candidates for directors and Audit & Supervisory Board Members as well as appointments and discharges of executive and other officers.

In an effort to maintain an objective and transparent remuneration system, the policy and levels of remuneration for Directors and Audit & Supervisory Board Members of the Company are deliberated by the Compensation Advisory Committee (As the ratio of outside members represents 66.7% of total), which consists of eight (8) Outside Members [four (4) Outside Directors (including one (1) as the Chairperson of the Committee), three (3) Outside Auditors, and one (1) Outside Expert] and one (1) Internal Member (As the ratio of outside members represents 88.9% of total). Taking its reports and recommendations into consideration, the remuneration for Directors is determined by the Board of Directors, and the remuneration for Audit & Supervisory Board Members is determined by discussions by the Audit & Supervisory Board Members, respectively, within the range previously determined by resolution of the General Meeting of Shareholders.

Furthermore, the Company works to mitigate legal risks by securing timely advice from expert law offices regarding important legal issues.

2) Accounting Auditor

The Company has entered into an audit contract with KPMG AZSA LLC and receives audit services for its accounts in connection with both consolidated and non-consolidated financial statements. Certified public accountants who executed an accounting audit of the Company and other information are as follows:

[Certified public accountants]

Masafumi Tanabu (engaged for seven (7) consecutive years in auditing)

Tomoo Nishigori (engaged for three (3) consecutive year in auditing)

Daisuke Toyama (engaged for three (3) consecutive year in auditing)

[Audit Corporation]

KPMG AZSA LLC

[Assistants involved in auditing work]

Twenty-three (23) other certified public accountants

Forty-four (44) associates

3) Outside Directors and outside Audit & Supervisory Board Members

Outside Directors of the Company perform their duty of contributing to the maintenance of management transparency and soundness by providing advice and suggestions based on their considerable insight and rich experience from an independent standpoint for proposed items and their discussions at the meetings of the Board of Directors. Outside Audit & Supervisory Board Members perform their duty of enforcing audit activities throughout the fiscal year based on the audit policy, audit plan, audit method and assignment of duties, which they discussed and decided at the meeting of the Audit & Supervisory Board in collaboration with Standing Audit & Supervisory Board Members, as well as provide comments as necessary based on their professional standpoint and rich experience at the meetings of the Board of Directors and of the Audit & Supervisory Board.

4) Succession Plans

One of the items that has been contained in the Code of Conduct for Leadership/Top Management described in the KOMATSU Way since its establishment in 2006 is “continue to think about your succession plan.” The KOMATSU Way positions the cultivation of management successors as an important task that can only be entrusted to top management. Members of top management are thus expected to always have clearly defined successors and to take steps to foster within these successors the capacity to identify the underlying causes of issues by providing them with opportunities to experience and gain understanding of various work sites.

The Nomination Advisory Committee, which comprises the chairman of the Board, the president, and outside directors, consistently engages in discussions regarding the selection and cultivation of candidates for positions as next the president (CEO) and the next president (CEO) to follow.

5) Summary of Limitation of Damage Liability

Based on Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation of the Company, the Company and each Outside Member of the Board of Directors and the Audit & Supervisory Board have concluded an agreement for limitation of liability for damages (liability limitation agreement) under Article 423, Paragraph 1 of the Companies Act. Based on the agreement, the Company sets the limited amounts of liability as specified in laws and regulations.

6) Outline of Contents of Company Indemnification Agreement

The Company has entered into a company indemnification agreement in accordance with the provisions of Article 430-2, Paragraph 1 of the Companies Act of Japan with Directors and Audit & Supervisory Board Members, thereby providing that the Company shall indemnify expenses set forth in Article 430-2, Paragraph 1, Item 1 of the same, and losses set forth in Article 430-2, Paragraph 1, Item 2 of the same, within the scope permitted by laws and regulations.

7) Outline of Contents of Directors and Officers Liability Insurance Policy

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act of Japan with an insurance company, whereby those listed as insured persons include the Directors, Audit & Supervisory Board Members, and executive officers of the Company and its consolidated subsidiaries. The insurance policy covers damages which may arise should an insured person incur liability in relation to his or her execution of duties or otherwise become subject to a claim pertaining to pursuit of such liability.

3. Reasons for Adoption of Current Corporate Governance System

The Company organizes the above framework to ensure effective and adequate performance of matters related to decision making, management and supervision, such as separation of corporate management from business execution, enhancement of corporate management decision making by the Board of Directors, strict management and supervision of business execution, measures undertaken by Outside Directors to improve transparency and objectivity of management, and measures undertaken by the Audit & Supervisory Board to appropriately audit Directors' execution of duties.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

| | Supplementary Explanations |
|---|--|
| Early Notification of General Meeting of Shareholders | The Company sends out the notice of convocation about three (3) weeks in advance of the date of the meeting. See below for the dates of sending the notices and the dates (bracketed) of General Meetings of Shareholders held for the last three (3) years. May 30, 2022 and (June 21): 22 days in advance May 28, 2021 and (June 18): 21 days in advance June 2, 2020 and (June 18): 16 days in advance Note: The Company changed the date of disclosing financial results to May18 (originally scheduled for April 30), as affected by COVID-19 pandemic. As a result, the period between sending out the notice of convocation and the date of General Meetings of Shareholders was short. |
| Scheduling General Meetings of Shareholders Avoiding the Peak Day | Since the General Meeting of Shareholders in 2003 the Company has held Ordinary General Meeting of Shareholders earlier than the date when the largest number of Japanese companies hold general meetings of shareholders. |
| Allowing Electronic Exercise of Voting Rights | Since the General Meeting of Shareholders in 2004, the Company has allowed for electronic exercise of voting rights in addition to in writing. Electronic exercise of voting rights allowed for by the company is a measure that shareholders access to the Company's website via personal computers or smart phones and exercise their voting right. |
| Participation in Electronic Voting Platform and other improvements in voting environments geared towards institutional investor | The Company participates in the Electronic Voting Platform operated and managed by ICJ, Inc. for institutional investors. |
| Providing Convocation Notice in English | The Company sends the notices of convocation in English to standing proxies of foreign shareholders, etc., as requested, while simultaneously sending the notices in Japanese. The Company also provides the notices in English on its website for browsing. |
| Other | Since the General Meeting of Shareholders in 2015, the Company disclosed the notices of convocation (in Japanese and English) on the TDnet and The Company's website for browsing prior to sending the notices. (Date of disclosure in 2022: May 24 or four (4) business days in advance of sending the notices). Starting with the General Meeting of Shareholders in 2021, the Company has offered live streaming over the internet. |

2. IR Activities

| | Supplementary Explanations |
|---|--|
| Preparation and Publication of Disclosure Policy | The Company defines the basic policy, methods of information disclosure, practice of the silent periods and future business outlook as its policy on information disclosure, and posts them on its website. |
| Regular Investor Briefings for Individual Investors | The Company holds meetings with individual shareholders, where top management explains business performance and strategies. The Company also invites them to plant tours a few times a year. Additionally, the Company holds meetings with individual investors a few times a year. Note: The Company has held some online meetings, in order to prevent the spread of COVID-19 pandemic and reach a broad audience. |
| Regular Investor Briefings for Analysts and Institutional Investors | The Company holds meetings with securities analysts and institutional investors, when (on the same days, as a general rule) it discloses the second-quarter and full-year business performances, where top management explains business performance and strategies. When the Company discloses the first and third-quarter business performances, it holds teleconferences to explain its performance. The Company also holds meetings to introduce its business operations and offers plant tours in Japan and abroad periodically. Note: The Company has held some online meetings, as affected by COVID-19 pandemic. |
| Regular Investor Briefings for Overseas Investors | For foreign investors, the Company holds meetings in mainly the United States, Europe and Asia twice or three times a year, as a general rule, where top management explains business performance and strategies. Note: The Company has held some online meetings, as affected by COVID-19 pandemic. |
| Posting of IR Materials on Website | The Company discloses sales and profit gains reports, Komatsu Reports (integrated reports), corporate information, annual securities reports, quarterly reports and IR materials on its website promptly after their official disclosure. The Company also discloses interview videos of the President concerning business performance and strategies, and videos and audio recordings of Q&A comments during briefings for securities analysts. URL in Japanese: https://www.komatsu.jp/ja/ir URL in English: https://www.komatsu.jp/en/ir |
| Establishment of Department and/or Manager in Charge of IR | The Company has established the department in charge of IR and appointed the Director or Senior Executive Officer in charge of supervising IR. Through them, the Company ensures fair and timely disclosure of information, while working to further improve the transparency of management through active IR activities in Japan and abroad. |

3. Measures to Ensure Due Respect for Stakeholders

| | Supplementary Explanations |
|---|--|
| Stipulation of Internal Rules for Respecting the Position of Stakeholders | Komatsu's Worldwide Code of Business Conduct, which stipulates the Rules of the Business Community to be followed by executives and employees of the Komatsu Group companies around the world, requires timely and fair disclosure of accurate information in order to develop and maintain the long-term relationship of trust. |
| Implementation of Environmental Activities, CSR Activities etc. | The Company has created the Komatsu Earth and Environment Policy, in which the Earth environment is defined as one of the most important management tasks of the Company, and thoroughly promotes environmental conservation efforts. |

| | |
|--|--|
| | <p>The Company has published its integrated report, Komatsu Report, for its stakeholders to introduce the Group’s efforts to realize sustainable growth in corporate value. The Komatsu Report mainly focuses on the value creation business model of working for sustainable growth by turning a positive cycle of improving earnings (financial indexes) and solving ESG issues (non-financial indexes) as it implements growth strategies in the mid-term management plan. Separate reports (ESG Databook) are prepared and disclosed to provide detailed CSR & Environmental information.</p> |
| Development of Policies on Information Provision to Stakeholders | <p>The Company works to actively disclose information related to all areas of management to shareholders and other stakeholders after thoroughly considering safekeeping confidential information.</p> |
| Other | <p>The Company established its Human Rights Policy in September 2019, thereby declaring its commitment to promoting respect for human rights in line with internationally accepted standards. Through human rights due diligence based on the United Nations Guiding Principles on Business and Human Rights, the Company will conduct training programs (e-Learning) on human rights to educate its employees and implement measures for preventing or mitigating negative impacts on human rights. In addition, frameworks will be put in place to allow for corrective measures to be instituted should it be found that the Company was directly or indirectly involved in activities that had a negative impact on human rights.</p> <p>[LGBTQ support, work-life balance, support for balancing, promotion of women’s participation and advancement in the workplace, etc.]</p> <p>The Company engages in a variety of measures designed to create workplaces where all employees feel comfortable working.</p> <p>To support LGBTQs, the Company revised the Komatsu’s Worldwide Code of Business Conduct in 2017, prohibiting discriminatory treatment because of sexual orientation and identity, and thoroughly informing that discriminatory words and action against LGBTQ employees would be included in and applicable to sexual harassment. The Company is improving its programs and systems to establish an in-house consultation desk concerning LGBTQ, recognize same-sex partnerships, and expand the scope of applications concerning welfare benefits, holidays, and leave of absence. It is also working to foster a better understanding of LGBTQ through E-learning designed for managers in order to create workplaces where all employees feel comfortable working.</p> <p>The Company also promotes the work-life balance practice among all employees by not only working to reduce total working hours but also improving a variety of supporting programs.</p> <p>1) Reduction of total working hours: The Company is currently engaged in co-operative undertakings with labor unions, targets to reduce the total number of working hours for its employees and to formulate specific quantifiable such as teleworking and flextime working. The Company establishes commendable goals of less than 2,100 working hours per year, along with the provision of an average of at least 20 days of paid leave per year for each employee. In addition, based on compliance with the Article 36 Agreement or agreement on overtime, the Company is working to realize an efficient way of working. As of FY2018, the Company has started an “interval system”, promoting a “safe and healthy” manner of working.</p> <p>2) Improvement of supporting programs: The Company is establishing systems such as child-care leave and shorter working hours is one of the factors which ensure a sustainable workplace environment. In 2007, the Company was certified by the Japan Ministry of Health, Labour and Welfare to display the “Kurumin” symbol as a company that supports the development of the next generation. The Company subsequently launched the</p> |

“Panel on Fostering Future Generations” as well as the “Research Group on Solutions against Low Birthrate and Longevity” in its company and have continued to work on expansion measures for the child-care support systems. In addition to the improvement in the paid leave systems such as extending periods of child-care leave (to a maximum of three years) in 2011 and granting child-care leave for employees in case whose spouse is transferred to another place, the Company review its personnel evaluation systems by offering options such as temporary part-time work for those who raise children and goal setting methods corresponding to each employee’s working condition. These options are designed to motivate employees who are working part-time due to child-care.

The Company is also focusing on ways to support employees who are working while providing nursing care. In 2013 the Company introduced an allowance that can be received during family-care leave as a measure of financial support, and in 2014 the Company introduced an option of home teleworking for employees who are engaged in nursing care for children and/or other family members. In addition to improving the programs and systems, the Company has provided opportunities for employees to think about their stance on nursing and work-life balance as well as monthly consultations by outside experts for individual employees, offering individually tailored support.

The Company has also established a consultation desk at each plant, where employees can receive information about keeping a balance between medical treatment and work from the viewpoints of health and safety. In FY2019, the Company introduced the leave of absence program for fertility treatment to increase options for employees to maintain their work while receiving treatments. This helps create workplaces where employees who need medical treatment can feel comfortable and safe to continue working. The Company continues to support employees to achieve a healthy work and life balance.

For FY2021, the number of paid holidays taken by employees was nineteen point nine (19.9) days on average and the number of employees who used the childcare leave was one hundred ninety (190) (including sixty-six (66) men). The reinstatement rate from childcare leave was 98.4%, and three (3) employees took advantage of the subsidies program for caring for family members.

For more information concerning the Company’s efforts on the life-work commitment, see the website below.

<https://komatsu.disclosure.site/en/themes/89>

The Company is vigorously pushing ahead with various measures for making concerted efforts to employ and train more women, and providing a working environment in which female employees can continue developing their careers after maternity leave. The Company appointed the first female executive officer in April 2011 and the first director in June 2018. Because the Company considers the low number of female managers in comparison to male managers to be an issue in need of further improvement, not only does it support the combining of work with life events such as childbirth, child raising and caregiving, but it also supports women’s career development and actively appoints them to managerial roles.

The Company has set a target of increasing the ratio of female employees to 17.0% or higher and that of female managers to 13.0% or higher on a global, consolidated basis, and is making a variety of efforts to achieve those targets. (13.9% for the ratio of female employees and 10.0% for the ratio of female managers as of March 31, 2022)

| | |
|--|--|
| | <p>Since March 2019, the Company has held the “Diversity & Inclusion Development Seminar,” for female managers of the Company and of its overseas subsidiaries, promoting gender diversity in top management by helping seminar participants gain the viewpoints needed as top management officers, while demonstrating the significance and awareness of their leadership based on The KOMATSU Way.</p> <p>As a measure to develop female employees in Japan, since FY2015, the Company has held the career plan seminar where participants think about their future and ways of working, and the Career Development Program where they plan their mid to long-range career plans with their supervisors. Since FY2016, jointly with other manufacturers, the Company has continued to engage in the exchange seminars for female employees. Since FY2015, the Company has periodically dispatched female managers to outside training programs, working to develop management officers.</p> <p>Because measures to promote the active involvement of women lead to the creation of systems and work environments that are comfortable for everybody to work in, and that allow individuals to maximize the expression of their abilities, the Komatsu Group will continue to promote such initiatives going forward.</p> |
|--|--|

IV. Matters Related to the Internal Control System

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

| |
|---|
| <p>The Company implements internal control measures in accordance with the Basic Policy on Internal Control.</p> <p>1) Basic Policy on Internal Control The Company defines its corporate value as the total sum of trust given to us by society and all stakeholders. To increase this corporate value, the Company recognizes the importance of strengthening corporate governance. The Company strives to maintain transparency and soundness of management by appointing Outside Directors and Outside Audit & Supervisory Board Members, while limiting the members of the Board of Directors small so that discussions at the Board of Directors are more substantial. The Company also does its utmost to improve the operation of the Board of Directors, aiming at more effective governance by the Board, ample discussions and quick decision making.</p> <p>2) Systems for Retention and Management of Information Related to Directors’ Execution of Duties The Company shall adequately retain and manage important information related to Directors’ execution of duties, including the record of Board meetings and other approved documents, as stipulated by laws and regulations, and the Company’s internal rules.</p> <p>3) Rules and Other Systems for Risk Management While continuing to make efforts to raise its corporate value, the Company recognizes the problems related to compliance, environment, product quality, accidents and information security in particular, and other matters, as major risks for continuous growth and has been thus implementing the following countermeasures.</p> <p>i) The Company shall establish Risk Management Rules to correctly recognize and manage risks. In accordance with the rules, the Company has appointed personnel in charge of individual risks, further promoting the build-up of a solid foundation for risk management.</p> <p>ii) The Company shall establish Risk Management Committee to devise risk management policies of Komatsu, evaluate risk measures in place, and take control of risks when they surface. The Risk Management Committee regularly reports its reviews and activities to the Board of Directors.</p> <p>iii) The Company shall establish an emergency headquarters when serious risks surface, and work to minimize damage(s) and implement appropriate measures.</p> <p>4) Systems for Ensuring Efficient Execution of Duties by Directors To ensure the efficient execution of duties by Directors, the Company shall implement the following:</p> |
|---|

i) The Board of Directors shall meet in principle at least once every month and more often as needed. It shall strive to maintain transparency and soundness of management through the participation of Outside Directors. It shall also establish the Regulations of the Board of Directors and the Standards for Matters to be Referred to a Meeting of the Board of Directors, thereby clarifying the matters on which the Board of Directors should make decisions.

ii) Together with the introduction of the Executive Officer System, the Company shall define the separation of duties for Directors, Executive Officers and senior managers, and set up internal rules including the Regulations of Decision-Making Authority, to ensure appropriate and effective execution of duties by Directors, Executive Officers and other senior managers.

iii) To promote efficient management of the Board of Directors, the Company shall establish a Strategy Review Committee consisting of Senior Executive Officers and senior managers. Based on the reviews of the Committee, Executive Officers and senior managers execute their duties within the authority delegated by the Board of Directors.

5) Systems for Ensuring that the Execution of Duties by Directors and Employees Complies with Laws and Regulations, and the Company's Articles of Incorporation

The Board of Directors makes decisions on important management matters in accordance with laws and regulations and the Regulations of the Board of Directors. In accordance with the decisions made by the Board of Directors, each Director not only executes his or her own duties but also supervises employees for the execution of their duties, and reports the conditions thereof to the Board of Directors.

The Company shall establish the Compliance Committee as Komatsu to oversee compliance, and the Committee regularly reports its reviews and activities to the Board of Directors. The Company shall also establish a system to ensure Directors and employees thorough compliance to business rules as well as laws and regulations through a variety of measures, including the provision of Komatsu Code of Worldwide Business Conduct, appointment of the Executive Officer in charge of compliance, and establishment of the Compliance Department. Through all of these, we work to supervise, educate and train Directors, Audit & Supervisory Board Members and employees.

In addition, the Company shall establish the internal reporting system where those who are discretely reporting questionable actions in light of laws and regulations and business rules will not be given any disadvantageous treatment.

6) Systems for Ensuring the Proper Operation of Komatsu Comprising the Company and Its Subsidiaries

i) The Company shall establish the Affiliated Company Regulations and relevant rules to contribute to proper and efficient operation of Group management. It shall also position the Komatsu Code of Worldwide Business Conduct, as the code to be applied by all companies affiliated with Komatsu. Each department or division of the Company in charge of affiliated companies shall manage and support each relevant company, and each company in Komatsu shall stipulate various regulations for the proper promotion of duties.

ii) The Company shall assign and dispatch persons for Directors and Audit & Supervisory Board Members of major affiliated companies as needed, in order to strengthen corporate governance on a group-wide basis and monitor their management.

iii) Important committees of the Company, including the Compliance Committee, Risk Management Committee and Export Control Committee, shall take actions with the entire Group in view, and allow representatives of affiliated companies to take part in their meetings on occasion.

iv) The Company shall make particularly important affiliated companies regularly report to the Board of Directors of the Company on the status of business, including risks and compliance.

v) The Internal Auditing Department of the Company shall audit each division of the Company and implement or supervise auditing of major affiliated companies that belong to Komatsu. It shall also monitor and instruct each affiliated company regarding internal control systems built by them in accordance with Company requirements and the appropriate operation. The Internal Auditing Department shall also regularly report to the Board of Directors and the Audit & Supervisory Board about the building, operational status and results of internal control systems across the Komatsu Group.

6)-1 Systems for Ensuring Items Related to the Implementation of Duties by Directors and Other Employees at Subsidiaries are Reported to the Company

Each division/department of the Company that has affiliated companies under its supervision shall make each affiliated company report on the management status, financial status, and other important matters of management in accordance with the Affiliated Company Regulations and relevant rules.

6)-2 Rules and Other Systems for Risk Management at Subsidiaries

The Company comprehensively manages risk across the Komatsu Group applying the risk management system explained in (3) Rules and Other Systems for Risk Management to the Komatsu Group as a whole.

6)-3 Systems for Ensuring Efficient Execution of Duties by Directors and Other Employees at Subsidiaries

In the case where a subsidiary executes a matter that has a significant impact on the consolidated business operations of the Company, it is necessary either that the Company provides approval beforehand or that the Company receives notification of the matter beforehand in accordance with the Affiliated Company Regulations and relevant rules. In addition, to ensure the Company carries out the efficient operation of the entire Group based on a continual grasp of the status of the affiliated company's status of business execution, the Company receives reports on the affiliated Company's Standards for Matters to be Referred to a Meeting of the Board of Directors, the frequency of Board of Directors meetings, the status of attendance, and agenda proposals.

6)-4 Systems for Ensuring that the Execution of Duties by Directors and Employees at Subsidiaries Complies with Laws and Regulations, and the Company's Articles of Incorporation

The internal control systems and compliance systems described in (5) Systems for Ensuring that the Execution of Duties by Directors and Employees Complies with Laws and Regulations, and the Company's Articles of Incorporation are implemented across the Komatsu Group, ensuring that Directors and employees of each company in Komatsu carry out their duties in accordance with laws and regulations and the Company's Articles of Incorporation.

7) Employees Assisting Audit & Supervisory Board Members for Execution of Their Duties, When They Ask for Such Employees

The Company shall set up the Office of Corporate Auditors' Staff, which shall assist Audit & Supervisory Board Members in their duties, and allocate employees who work as assistants to Audit & Supervisory Board Members either exclusively or concurrently in another position within the Company.

8) Matters Regarding the Independence of the Assistants to Audit & Supervisory Board Members from Directors and the Effectiveness of Instructions Issued to the Assistants

i) Handling of personnel affairs (employment, appointment and personnel changes) of the employees who belong to the Office of Corporate Auditors' Staff shall be premised on approval of the Standing Audit & Supervisory Board Members.

ii) The employees who exclusively assist the Office of Corporate Auditors' Staff are independent of control and command of the Directors, and their performance shall be rated by the Standing Audit & Supervisory Board Members.

iii) The Company's Standing Audit & Supervisory Board Members shall hold regular meetings with employees of the Office of Corporate Auditors' Staff to confirm the execution of duties by the office.

9) Systems for Directors and Employees Reporting to Audit & Supervisory Board Members; Systems Relating to Other Reports to Audit & Supervisory Board Members and Ensuring Effective Audits by Audit & Supervisory Board Members

i) In accordance with laws and regulations, Audit & Supervisory Board Members shall receive reports by Directors, Executive Officers and other senior managers concerning the conditions of execution of their respective duties.

ii) In the event that Directors find a serious violation of laws and regulations or other important facts regarding compliance at the Company or affiliated companies of Komatsu, they shall report to the Audit & Supervisory Board Members immediately.

iii) The Audit & Supervisory Board Members shall attend various committees and principal meetings concerning internal control as observers, and also read circulars per management approval sent around to obtain the sanction of executives, which are important decision-making documents of the Company, and essential prior settlement documents.

iv) Audit & Supervisory Board Members may appoint legal counsels and other advisors needed for the execution of their duties.

9)-1 Systems to Ensure Reports from Directors, Audit & Supervisory Board Members and Employees of Subsidiaries are Passed, Directly or via a Person Receiving such Reports, to Audit & Supervisory Board Members of the Company

Audit & Supervisory Board Members shall attend as observers meetings of committees, including the Strategy Review Committee discussing important management matters of the Company and Group companies, Compliance Committee and Risk Management Committee, respectively discussing compliance matters and risk management matters, and Export Control Committee.

In accordance with the Affiliated Company Regulations and relevant rules, reports provided from affiliated companies regarding business operations, financial position and other important management matters are provided also to Audit & Supervisory Board Members.

The Company's Risk Management Rules and Internal Auditing Rules are applicable to affiliated companies and any important matter is reported to Audit & Supervisory Board Members.

9)-2 Systems to Ensure Individuals who Provide Reports to Audit & Supervisory Board Members are not Given any Disadvantageous Treatment for the Provision Thereof

It is clearly stated in general rules on compliance regulated by the Company and each Group company that no disadvantageous treatment will arise from the act of reporting or informing, and the Company and each Group company shall operate in accordance with the aforesaid general rules.

10) Advance Payments and Reimbursements for Expenses Incurred by Audit & Supervisory Board Members Executing Duties and Policy Related to Expenses or Debts Incurred by Executing Duties

The Audit & Supervisory Board, after discussion with the operating department, shall secure the necessary budget to implement audit plans approved by the Audit & Supervisory Board.

On receiving claims from Audit & Supervisory Board Members for expenses to be incurred related to the execution of their duties, the Company shall promptly pay expenses in all cases except where there is no clear connection with the execution of duties of the Audit & Supervisory Board Members.

Audit & Supervisory Board Members and employees assigned to the Office of Corporate Auditors' Staff shall be responsible for managing and implementing costs related to the execution of duties by Audit & Supervisory Board Members.

11) Basic Policy Pertaining to the Elimination of Antisocial Forces

It shall be the basic policy of the Company to prohibit Komatsu from having any relation whatsoever with antisocial movements or groups that threaten the order and security of civil society, and the Company works on below.

i) The above policy shall be provided in Komatsu Code of Worldwide Business Conduct and diffused throughout the Company as well as each company in Komatsu.

ii) The Company's General Affairs Department of the Head Office shall oversee the policy, working with the police and other specialized external organizations, in accordance with the above policy, to take a firm and organized stand against unwarranted claims by antisocial movements or groups and to prevent any business relationship with those movements or groups.

iii) The Company will do its utmost to collect information and receive education training from the above external organizations and use above information communally both within the Company and among related Group divisions.

2. Basic Views on Eliminating Anti-Social Forces

The Company's basic views on eliminating anti-social forces are described in 1. Basic Views on Internal Control System and the Progress of System Development and (11) Basic Policy Pertaining to the Elimination of Anti-social Forces.

V. Other

1. Adoption of Anti-Takeover Measures

| | |
|------------------------------------|-------------|
| Adoption of Anti-Takeover Measures | Not Adopted |
| Supplementary Explanation | |
| None | |

2. Other Matters Concerning to Corporate Governance System

[The internal system for ensuring the timely disclosure of information] (the reference material at the end of this Report: see the schematic diagram.)

The Company's internal system related to information disclosure is described in the schematic diagram below.

The facts of decisions made, facts of actual events, and financial information related to the Company's performance are first reported to the Corporate Communications Department of the Company. Under the supervision of an officer responsible for handling information disclosure, the general manager of the Department discloses the information in a proper manner based on the related laws and disclosure rules.

The Information Disclosure Committee not only controls information disclosure but also works to improve the level of information disclosure.

Based on the related laws, the Company is steadfastly strengthening its internal control system required for financial reports. In an effort to further strengthen corporate governance, the Company's directors, executive officers and senior employees concurrently serve as directors or Audit & Supervisory Board Members of major companies of the Komatsu Group worldwide.

1. Information Disclosure Committee

1) Major Roles of the Information Disclosure Committee

- i) Decision making on disclosure of important information
- ii) Evaluation and reviews of the contents of documents which are legally required for disclosure
- iii) Creation of guidelines related to information disclosure

2) Members of the Information Disclosure Committee

Chairperson: CFO

Members: General manager of the Business Coordination Department, Senior executive officer supervising Human Resources, Education and Safety & Health Care, President of Sustainability Promotion Division, Senior executive officer supervising Legal, General Affairs & Compliance, GM of the IR group of Business Coordination Department, General manager of the Corporate Controlling Department, the Finance and Treasury Department, the Corporate Accounting Department, the Legal Department, the General Affairs Department and the Human Resources Department

Observer: Standing Audit & Supervisory Board Member

Secretariat: General manager of the Corporate Communications Department of Sustainability Promotion Division

3) Schedule of holding the Information Disclosure Committee

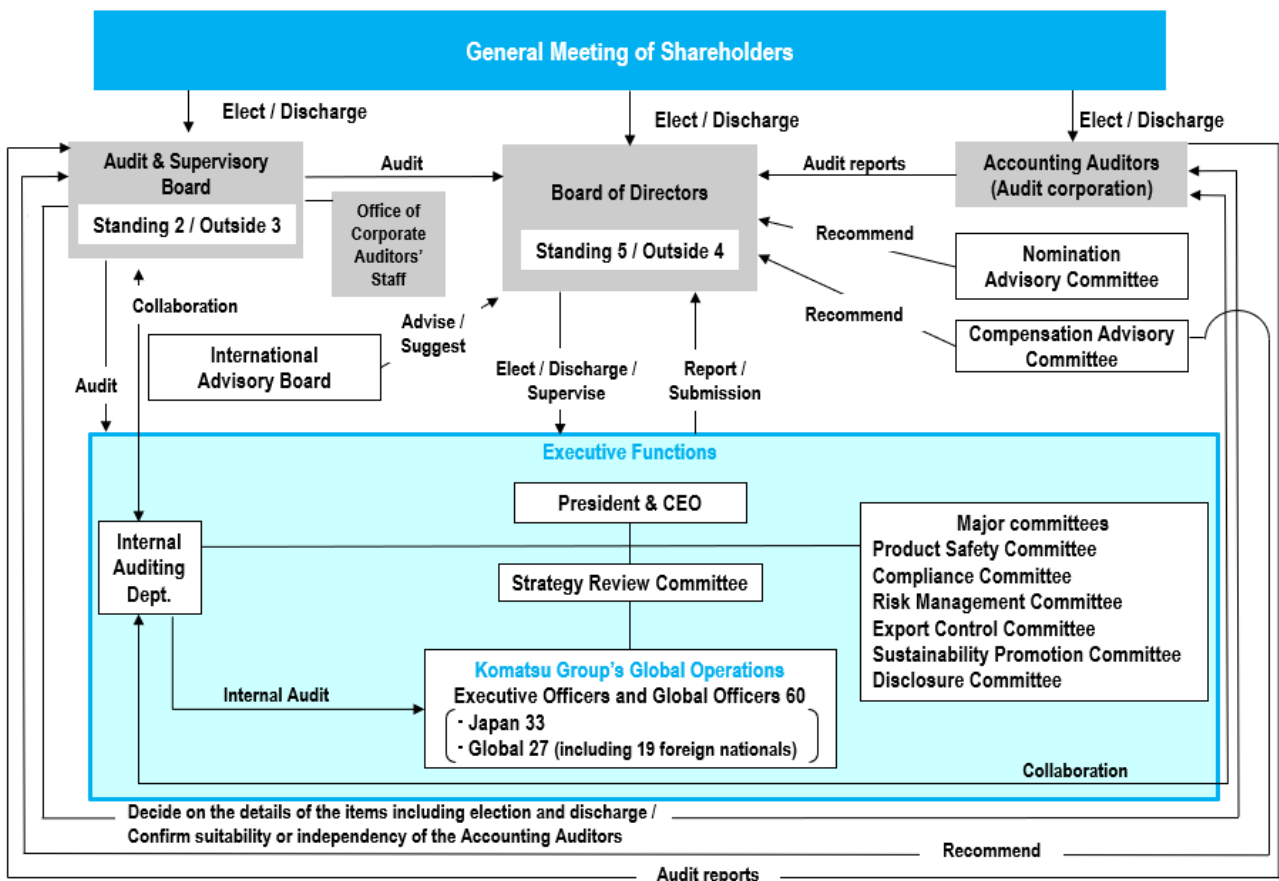
- i) Before disclosing financial reports, including quarterly reports
- ii) Before issuing important documents for disclosure, such as annual securities report
- iii) When there are important facts that should be disclosure concerning the facts of decisions made and facts of actual events
- iv) When it is deemed necessary to engage in information management and other tasks, not limited to legal disclosure items alone

2. Internal rules of information disclosure, etc.

The Company defines the Komatsu's Code of Worldwide Business Conduct as the Rule of the Business Community with which all employees of the Company and other Komatsu Group companies must comply, announce it to all employees of the Komatsu Group, and discloses it on the Company's website. The Code stipulates that the Komatsu Group actively discloses information related to all aspects of management to shareholders, investors and other stakeholders, except when given information is applicable to confidentiality under the laws or contracts as well as confidential business information. Furthermore, the Company defines

the internal rules related to information disclosure in order to ensure timely and properly disclose important information concerning the Komatsu Group.

< Corporate Governance of the Company >



*As of the filing date

< Internal structure related to timely disclosure >

