



April 26, 2024

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## **Announcement Concerning Revision of Performance-Linked Stock-Based Remuneration System**

Komatsu Ltd. (“Komatsu”) hereby announces that it resolved at a meeting of the Board of Directors held today to revise the performance-linked stock-based remuneration system for its Directors (excluding the Outside Directors) (hereinafter “Komatsu Directors”) and employees in senior managerial positions such as Executive Officers (hereinafter “Komatsu Employees,” and collectively with Komatsu Directors, “Eligible Persons at Komatsu”), to introduce a trust-type stock-based remuneration system in place of the current restricted stock compensation system.

In addition, with regard to affiliated companies of Komatsu (hereinafter “Subject Affiliated Companies,” and collectively with Komatsu, “Subject Companies”), performance-linked stock-based remuneration system for their Directors (excluding the Outside Directors) (hereinafter “Affiliated Company Directors,” and collectively with Eligible Persons at Komatsu, “Eligible Persons”) will be subject to revisions in the same manner as that for Komatsu Directors, and a proposal on the introduction of a trust-type stock-based remuneration system in place of the current restricted stock compensation system will be submitted at a meeting of the Board of Directors of each affiliated company to be held in the future (hereinafter, the stock-based remuneration system for Eligible Persons will be referred to as the “Plan”).

Accordingly, Komatsu will submit a proposal regarding the revision of performance-linked stock-based remuneration system, targeting Komatsu Directors, for approval at the 155th Ordinary General Meeting of Shareholders to be held on June 19, 2024. Likewise, each Subject Affiliated Company will submit a proposal regarding the revision of performance-linked stock-based remuneration system, targeting Affiliate Company Directors, for approval at the general meeting of shareholders of each Subject Affiliated Company to be held in late June 2024 (hereinafter, general meetings of shareholders of Komatsu and Subject Affiliated Companies will be collectively referred to as the “Shareholders Meetings”). Subject to approval of the proposal on revision to the amount and content of remuneration in accordance with the introduction of the Plan at the Shareholders Meetings, the current restricted stock compensation system will be abolished, and new restricted stock will no longer be allotted. However, any restricted stock that has already been allotted will continue to exist.

### 1. Purpose of the Plan and Intent of the Revisions, etc.

- (1) To realize more stable and more efficient systems operations than the restricted stock compensation system that has already been introduced, and to further increase the desire of Eligible Persons to contribute to enhancing Komatsu’s medium- to long-term results and to boosting its corporate value, an evaluation of revisions to the restricted stock compensation system was discussed at the Compensation Advisory Committee, and the decision was made to introduce the Plan in place of the current restricted stock compensation system.

The remuneration for Komatsu Directors comprises basic remuneration and performance-based remuneration linked to consolidated performance for a single fiscal year (bonus in cash and the Stock-Based Remuneration A) as well as the performance-based remuneration that reflect the degree of achievement of the targets raised in the mid-term management plan (Stock-Based Remuneration B). The purpose of the revisions to the Plan is to further increase the desire to contribute to enhancing Komatsu’s medium- to long-term results and to boosting its corporate value by increasing the ratio of stock-based remuneration for Directors and delivering stocks to Eligible Persons at their retirement, as well as to align

interests with our shareholders. Specifically, the revisions will increase the maximum amount of remuneration linked to consolidated performance for a single fiscal year (Stock-Based Remuneration A) paid from 12 months' worth of monthly remuneration to 15 months' worth of monthly remuneration. As a result of this change, the maximum amount of remuneration linked to consolidated performance for a single fiscal year (bonus in cash and the Stock-Based Remuneration A) will increase from 24 months' worth of monthly remuneration to 27 months' worth of monthly remuneration.

The same restricted stock compensation system currently applied to the Komatsu Directors is also applied to the Komatsu Employees and Affiliated Company Directors and is being revised to the Plan to further increase the desire to contribute to enhancing Komatsu's medium- to long-term results and to boosting its corporate value. Stocks will be delivered to Komatsu Employees and Affiliated Company Directors upon their retirement or their leaving the company.

(Reference) System of Remuneration for Komatsu Directors

		Monetary Remuneration		Stock-Based Remuneration	
Current System	Basic Remuneration	Performance-Based Remuneration for a Single Year (Monthly Remuneration x 0 ~ 24)		Performance-Based Remuneration Linked to Performance of Mid-Term Management Plan (Monthly Remuneration x 0 ~ 3)	
				↓ 0 ~ 12 months	
	Monthly Remuneration x 12	Bonus in Cash	Stock-Based Remuneration A Restricted Stock (Restriction Period: 3 years)	Stock-Based Remuneration B Restricted Stock (Restriction Period: 3 years)	



		Monetary Remuneration		Stock-Based Remuneration	
After Revision	Basic Remuneration	Performance-Based Remuneration for a Single Year (Monthly Remuneration (for stock-based remuneration, Base Amount by Title) x 0 ~ 27)		Performance-Based Remuneration Linked to Performance of Mid-Term Management Plan (Base Amount by Title x 0 ~ 3)	
				↓ 0 ~ 12 months	
	Monthly Remuneration x 12	Bonus in Cash	Stock-Based Remuneration A Board Incentive Plan Trust (Delivered upon retirement)	Stock-Based Remuneration B Board Incentive Plan Trust (Delivered upon retirement)	

Of the types of performance-based remuneration, bonus in cash and Stock-Based Remuneration A are linked to consolidated performance for a single year. The performance-linked indicators used in FY2024 are consolidated ROE, consolidated ROA, the consolidated operating income ratio, and the growth rate of consolidated sales. However, these indicators may be changed based on a resolution by Komatsu's Board of Directors. Stock-Based Remuneration B is linked to the degree of achievement of the management targets listed in the mid-term management plan. The indicators for degree of achievement of performance targets in the current mid-term management plan (FY2022–FY2024) are growth rate of sales, operating income ratio, ROE, net debt-to-equity ratio, and ROA and net debt-to-equity ratio in the retail finance business, as well as ESG indicators (indicators related to reduction of environmental impact and to evaluation by external organizations). The achievement ratio is determined based on the values of the evaluation standards and indicators in the final year of the current mid-term management plan. Furthermore, when a new mid-term management plan is formulated, the indicators related to the degree of achievement of the performance targets may be changed through a resolution by the Board of Directors.

- (2) The introduction of the Plan for Komatsu Directors and Affiliated Company Directors is subject to approval at the Shareholders Meetings of Subject Companies.
- (3) The Plan for Komatsu Directors and Affiliated Company Directors adopts a structure called a Board Incentive Plan Trust (hereinafter "BIP Trust"). A BIP Trust is designed as an executive incentive plan based on the performance share plans and restricted stock plans in the U.S. wherein Komatsu's shares that are acquired through the BIP Trust and the amount of money equivalent to the converted value of

such Company's shares (hereinafter "Komatsu Shares, etc.") will be delivered or paid (hereinafter "delivered, etc.") depending on the degree of achievement of performance targets.

The Plan for Komatsu Employees adopts a structure called an Employee Stock Ownership Plan Trust (hereinafter "ESOP Trust"). An ESOP Trust is designed as an incentive plan based on the ESOP plan in the U.S. wherein Komatsu Shares, etc. that are acquired through the ESOP Trust will be delivered, etc. depending on the degree of achievement of performance targets.

Furthermore, we envision making separate cash payments in place of the delivery, etc. of Komatsu Shares, etc. through the Plan for individuals living overseas for whom the feasibility of applying the Plan could not be determined through our research into overseas legal systems.

- (4) Where the trust period for the BIP Trust and ESOP Trust (hereinafter the "Trust") established through the implementation of the Plan has been completed, a new Trust will be established, and Komatsu plans to continuously implement the Plan through changes to the existing Trust that has completed its trust period and additional trusts.

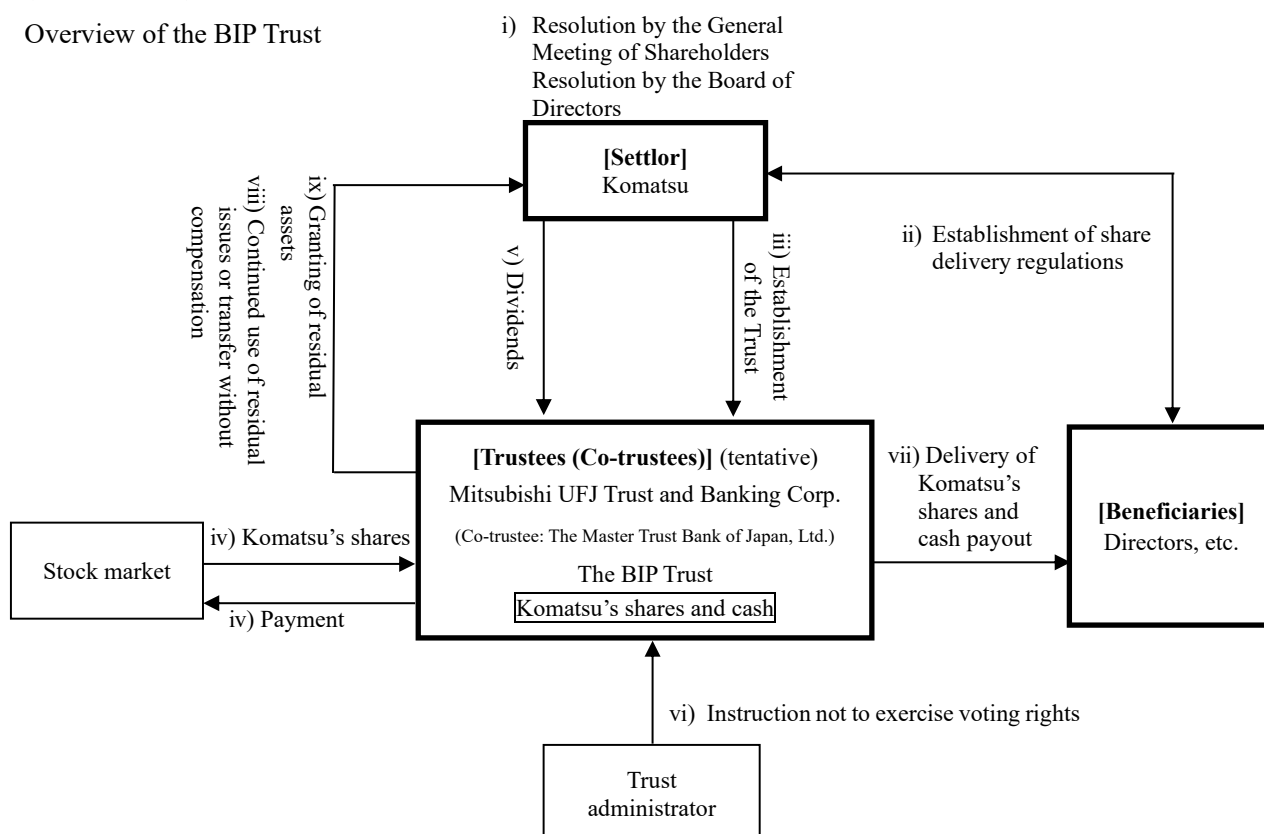
Note: To ensure transparency and objectivity in the decision-making process for remuneration for Komatsu Directors, Komatsu has established a Compensation Advisory Committee chaired by an Independent Outside Director and composed of a majority of Independent Outside Officers. The Compensation Advisory Committee has already completed its deliberation of the introduction of the Plan.

## 2. Overview of the Plan

Refer to Attachment 1 for the BIP Trust and Attachment 2 for the ESOP Trust.

(Attachment 1)

Overview of the BIP Trust



- i) With respect to the introduction of the BIP Trust, the Subject Companies will obtain approval at their respective Shareholders Meetings.
- ii) In introducing the BIP Trust, the Subject Companies will establish share delivery regulations with respect to officer remunerations for each of the Subject Companies.
- iii) Komatsu will entrust money for the remuneration of the Komatsu Directors and Affiliated Company Directors (hereinafter “Directors, etc.”) borne by the Subject Companies within the upper limit approved by a resolution at their respective Shareholders Meetings as in i) above and establish a trust wherein the Directors, etc. who meet the beneficiary requirements are beneficiaries (hereinafter the “BIP Trust”).
- iv) The BIP Trust will acquire Komatsu’s shares from the stock market using the funds entrusted in iii) above in accordance with the instructions of the trust administrator. The number of shares acquired by the Trust will be within the limit approved by a resolution by the Shareholders Meetings as in i) above. Komatsu’s shares in the BIP Trust will be managed based on the money borne by the Subject Companies.
- v) Dividends on Komatsu’s shares under the BIP Trust will be paid in the same manner as those on other shares of Komatsu.
- vi) Voting rights will not be exercised during the trust period with regard to Komatsu’s shares under the BIP Trust.
- vii) During the trust period, the beneficiaries will be awarded a certain number of points in accordance with Komatsu’s share delivery regulations and allotted Komatsu’s shares equivalent to a certain proportion of such points. Komatsu’s shares in a number equivalent to the remaining points will be converted into cash in the BIP Trust in accordance with the trust agreement, and beneficiaries will receive the monetary equivalent. For dividends paid in relation to Komatsu’s shares held in the BIP Trust, beneficiaries will also receive the monetary equivalent corresponding to the number of share delivery points allotted on the record date of each dividend (established in (5) below).
- viii) If performance targets are not achieved during the eligible period (established in (1) below) and there are residual shares at the expiry of the trust period, where Komatsu continues to use the Trust for use in the Plan or for other similar stock-based remuneration plans, Directors, etc. will become eligible for delivery. Where the BIP Trust ends with the expiry of the trust period, the residual shares in question will be transferred from the BIP Trust to Komatsu without compensation, and Komatsu will retire such residual shares by a resolution of the Board of Directors as a way to return value to shareholders.

- ix) Any residual dividends pertaining to Komatsu's shares under the BIP Trust that arise at the expiry of the trust period will be utilized as funds to acquire shares in the case of the continued use of the BIP Trust, but in cases where the BIP Trust is to be terminated, the portion exceeding the reserve for trust expenses will be donated to organizations that have no interest in Komatsu or with the Directors, etc.

Note: If there is the possibility of the number of shares in the BIP Trust falling short of the number of shares corresponding to the number of share delivery points established for Directors, etc. (established in (5) below) during the trust period, or if there is the possibility of the funds within the trust assets being insufficient to pay the trust fees or trust expenses, the BIP Trust will entrust additional funds within the upper limit of trust money in (7) below.

#### (1) Overview of the BIP Trust

In principle, the BIP Trust is a system that delivers, etc. Komatsu Shares, etc. to Directors, etc. through the BIP Trust for the business years covered by Komatsu's mid-term management plan (hereinafter "Subject Period"). However, the Subject Period for the BIP Trust established in 2024 is only the one business year ending on March 31, 2025, the remaining period in the current mid-term management plan.

#### (2) Resolution of the Shareholders Meetings Regarding the Introduction of the Plan

At their Shareholders Meetings, each of the Subject Companies will resolve the upper limit of trust money provided to the BIP Trust, the upper limit of the total number of points allotted to Directors, etc. (established in (5) below), and other necessary items.

Furthermore, where the Trust is extended through the measures described in (4) b. below, within the scope approved by the Shareholders Meetings of each of the Subject Companies and through a resolution by their Boards of Directors, at the time of the expiry of the trust period, the Subject Companies will decide to make amendments to the trust agreement and additional contributions to the BIP Trust.

#### (3) Eligibility for the BIP Trust (Requirements for Beneficiaries)

Komatsu Shares, etc. in amounts corresponding to their share delivery points (established in (5) below) may be delivered, etc. to Directors, etc. who fulfill the following beneficiary requirements by the BIP Trust after having completed the prescribed beneficiary determination procedures.

- i) The beneficiary was present as one of the Directors, etc. during the Subject Period (including those who newly became Directors, etc. during the Subject Period)
- ii) The beneficiary has retired from their position as one of the Directors, etc.
- iii) The beneficiary has not engaged in any type of illegal conduct or resigned due to serious violations of work regulations or other internal regulations during their term
- iv) Any other requirements deemed necessary to fulfill the purpose of the Plan as a performance-linked stock-based remuneration system

#### (4) Trust Period

##### a. Initial Trust Period

Approximately one year, from July 30, 2024 (tentative) to August 31, 2025 (tentative).

##### b. Extension of the BIP Trust

Upon expiry of the trust period, Komatsu may continue the BIP Trust by making amendments to the trust agreement and making additional contributions to the BIP Trust. In such case, in principle, a new Subject Period will be established for the corresponding business years in Komatsu's mid-term management plan at that time, and the trust period of the BIP Trust will be extended for the period corresponding to the new Subject Period. Each of the Subject Companies will make additional contributions to the BIP Trust within the upper limit of trust money for which approval by resolution of their respective Shareholders Meetings has been obtained and will continue awarding points and delivering, etc. Komatsu Shares, etc. to Directors, etc. during the new Subject Period. In such cases where such additional contributions are to be made when there are any of Komatsu's shares (excluding

Komatsu's shares equivalent to points granted to Directors, etc. that are yet to be delivered, etc.) and money remaining in the trust assets (excluding funds corresponding to distributions kept in the trust equivalent to points allotted to Directors, etc. listed in (11), hereinafter referred to as "Residual Shares, etc." together with Komatsu's shares) at the last day of the trust period prior to the extension, the sum of the value of the Residual Shares, etc. and additional trust money to be contributed shall be within the upper limit of trust money for which approval by resolution of the Shareholders Meetings has been obtained. Such an extension of the trust period will not be limited to one time only, and the trust period for the BIP Trust may subsequently be re-extended in the same manner.

(5) Calculation Method and Upper Limit of the Number of Komatsu Shares, etc. Delivered, etc. to Directors, etc.

The number of Komatsu Shares, etc. delivered, etc. to Directors, etc. is established according to the number of "share delivery points." One of Komatsu's shares is exchanged for each share delivery point, and fractional points of less than one point are rounded down. However, in the case that there is a stock split or stock merger for Komatsu's shares during the trust period, the number of Komatsu's shares delivered for each share delivery point and the upper limit of the number of shares delivered, etc. in (7) below will be adjusted according to the share stock ratio, stock merger ratio, etc.

Share delivery points are calculated as follows.

(A) Stock-Based Remuneration A: Performance-Based Remuneration for a Single Year

Based on Komatsu's performance for a single year\*, the number of points is decided and allotted each business year to Directors, etc.

\* The number of points fluctuates within a given range according to the degree of achievement of performance targets. In the initial Subject Period, the indicators used to evaluate the degree of achievement of performance targets include consolidated ROE, consolidated ROA, the consolidated operating income ratio, and the growth rate of consolidated sales. Furthermore, the range of fluctuation according to the achievement ratio of the performance targets is within 0-100% during the initial Subject Period. These indicators and range of fluctuations may be changed based on a resolution by the Board of Directors.

(B) Stock-Based Remuneration B: Performance-Based Remuneration Linked to Performance of Mid-Term Management Plan

For the corresponding period in Komatsu's mid-term management plan, Directors, etc. are allocated single-year points each business year based on their position. After the conclusion of the Subject Period, the single-year points allocated to the Directors, etc. are totaled, and this total value is multiplied by the performance-linked coefficient corresponding to the achievement conditions, etc.\* of the mid-term management plan targets to calculate the number of performance-linked points and to decide the number of points allotted. If Directors, etc. who meet the beneficiary requirements provided in (3) above retire from their position during the period of the mid-term management plan, where Komatsu Shares, etc. have been delivered, etc. to these Directors, etc., the total value of single-year points allocated during the Subject Period is multiplied by the performance-linked coefficient corresponding to the achievement conditions, etc. of the mid-term management plan targets at the point that the Directors, etc. met the beneficiary requirements to calculate the number of performance-linked points and to decide the number of points allotted.

\* The number of points fluctuates within a given range according to the degree of achievement of performance targets. The indicators related to the degree of achievement of performance targets include key indicators for the achievement of performance targets in the mid-term management plan and other indicators established by the Board of Directors, and in the initial Subject Period, the indicators used are the growth rate of sales, operating income ratio, ROE, net debt-to-equity ratio, and ROA and net debt-to-equity ratio in the retail finance business, as well as ESG indicators (indicators related to reduction of environmental impact and to evaluation by external organizations). Furthermore, the range of fluctuation according to the achievement ratio of the performance targets is within 0-100% during the initial Subject Period. If a new mid-term management plan is formulated in the future, these indicators and range of fluctuations may be changed based on a resolution by the Board of Directors.

(6) Method and Timing of Delivering, etc. Komatsu Shares, etc. to Directors, etc.

Where the Directors, etc. who meet the beneficiary requirements provided in (3) above retire, according to the beneficiary determination procedures, a number of Komatsu Shares, etc. corresponding to the number of share delivery points allotted to such Directors, etc. up until their retirement will be delivered, etc. from the BIP Trust.

At such time, Komatsu's shares equivalent to a certain proportion of their share delivery points will be delivered to the eligible Directors with the remaining points converted into cash in the BIP Trust, and the eligible Directors will receive the monetary equivalent.

If Directors, etc. who meet the beneficiary requirements die during the Subject Period, in principle Komatsu's shares corresponding to the number of share delivery points at the time of their death will all be converted to cash within the BIP Trust, and the heir of the Directors, etc. in question will receive the monetary equivalent.

(7) Upper Limit of the Total Amount of Trust Money Contributed to the BIP Trust and the Maximum Number of Komatsu Shares, etc. Delivered, etc. to Directors, etc. in the BIP Trust

The total amount of trust money contributed to the BIP Trust from Komatsu during the trust period and the number of Komatsu Shares, etc. delivered, etc. to Directors, etc. in the BIP Trust (number of points allotted to Komatsu Directors) will be limited as follow on the condition of approval through a resolution by the Shareholders Meetings.

i) Upper limit of trust money contributed to the BIP Trust by Komatsu for Komatsu Directors

The amount resulting from JPY 820 million multiplied by the number of business years in the Subject Period \*1, \*2, \*3

\*1 In the initial Subject Period, the total is JPY 820 million corresponding to one business year. Regarding the Subject Period thereafter, where the number of business years covered by the mid-term management plan is three, the limit will be JPY 2,460 million corresponding to three business years.

\*2 The upper limit of trust money considers remuneration levels of current Komatsu Directors and is calculated by adding trust fees and trust expenses to funds to acquire shares.

\*3 The upper limit of trust money contributed to the BIP Trust for Affiliated Company Directors is established separately at each Subject Affiliated Company considering remuneration levels, etc. of current Affiliated Company Directors at each Subject Affiliated Company.

ii) Maximum number of Komatsu Shares, etc. delivered, etc. to Komatsu Directors in the BIP Trust

The number of shares resulting from 364,000 shares multiplied by the number of business years in the Subject Period \*4, \*5, \*6

\*4 In the initial Subject Period, the total number of shares corresponding to one business year is 364,000 shares. Regarding the Subject Period thereafter, where the number of business years covered by the mid-term management plan is three, the maximum number will be 1,092,000 corresponding to three business years.

\*5 The maximum number of Komatsu Shares, etc. delivered, etc. to Komatsu Directors in the BIP Trust is set considering trends in Komatsu's share price based on the above upper limit of trust money.

\*6 The maximum number of Komatsu Shares, etc. delivered, etc. to Affiliated Company Directors in the BIP Trust is established separately at each Subject Affiliated Company considering remuneration levels, etc. of current Affiliated Company Directors at each Subject Affiliated Company, the upper limit of trust money, and trends in Komatsu's share price.

(8) Method for the BIP Trust to Acquire Komatsu's Shares

The BIP Trust plans to acquire Komatsu's shares initially from the stock market.

(9) Malus and Clawback System

Where a material revision to Komatsu's financial statements or an incident that has a material impact on Komatsu's reputation takes place based on the execution of duties by Directors, etc., beneficiary rights associated with Komatsu's shares that were planned to be delivered to the Directors, etc. in question may be forfeited (malus), or Komatsu may request that money corresponding to Komatsu Shares, etc. that has already been delivered, etc. be returned (clawback).

(10) Exercising Voting Rights Related to Komatsu's Shares Under the BIP Trust

To ensure the neutrality of corporate management, voting rights shall not be exercised for Komatsu's shares held in the BIP Trust (prior to being delivered, etc. to Directors, etc.) during the trust period.

(11) Treatment of Dividends of Komatsu's Shares Under the BIP Trust

Dividends paid for Komatsu's shares held in the BIP Trust will be received by the BIP Trust and allocated to the trust fees and trust expenses of the BIP Trust. Moreover, funds corresponding to the amount of dividends per share for each point corresponding to the total number of share delivery points for Directors, etc. on each dividend record date during the Subject Period will be held in the BIP Trust and paid to Directors, etc. together with Komatsu Shares, etc. delivered, etc. in accordance with (6) above.

(12) Treatment at the Expiry of the BIP Trust

If residual shares remain in the BIP Trust at the expiry of the trust period due to the failure to achieve performance targets during the Subject Period, the BIP Trust may continue to be used by amending the trust agreement or by making additional contributions to the BIP Trust. Where the BIP Trust ends with the expiry of the trust period, the residual shares in question will be transferred from the BIP Trust to Komatsu without compensation, and Komatsu will retire such residual shares by a resolution of the Board of Directors as a way to return value to shareholders.

Any residual dividends pertaining to Komatsu's shares under the BIP Trust that arise at the expiry of the BIP Trust term will be utilized as funds to acquire shares in the case of the continued use of the BIP Trust, but in cases where the BIP Trust is to be terminated, the portion exceeding the reserve for trust expenses will be donated to organizations that have no interest in the Subject Companies or with the Directors, etc.

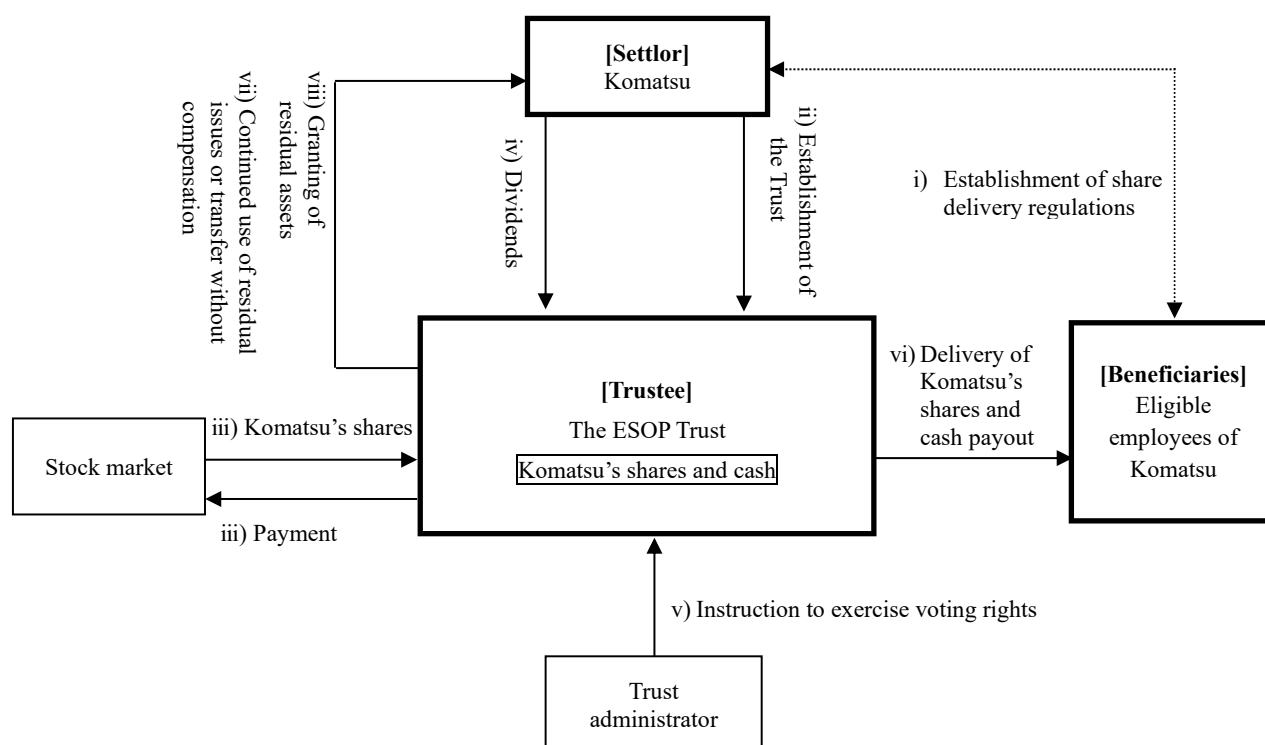
(Reference) Details of the Trust Agreement

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|--|--|
| (1) Trust type:                        | Monetary trust other than an individually operated designated money trust (third-party benefit trust)  |
| (2) Purpose of trust:                  | Provide Directors, etc. with incentives  |
| (3) Settlor:                           | Komatsu  |
| (4) Trustee:                           | Mitsubishi UFJ Trust and Banking Corporation (tentative)<br>(Co-trustee: The Master Trust Bank of Japan, Ltd. (tentative))   |
| (5) Beneficiaries:                     | Directors, etc. who meet the beneficiary requirements  |
| (6) Trust administrator:               | A third party who has no interest in the Subject Companies   |
| (7) Date of trust agreement:           | July 30, 2024 (tentative)  |
| (8) Trust period:                      | July 30, 2024 (tentative) to August 31, 2025 (tentative)   |
| (9) Commencement of the Plan:          | July 30, 2024 (tentative)  |
| (10) Exercise of voting rights:        | No voting rights will be exercised   |
| (11) Type of shares to be acquired:    | Common stock of Komatsu  |
| (12) Upper limit of trust money:       | JPY 820 million (tentative)<br>(including trust money for Affiliated Company Directors as well as trust fees and trust expenses)   |
| (13) Time period for acquiring shares: | August 2, 2024 (tentative) to August 31, 2024 (tentative)<br>(excluding the period from five business days before the end of each fiscal period (including the interim and quarterly fiscal period) to the end of the fiscal period) |
| (14) Method of share acquisition:      | To be acquired from the stock market   |
| (15) Rights holder:                    | Komatsu  |
| (16) Residual assets:                  | Komatsu, as the rights holder, may receive residual assets within the extent of the reserve for trust expenses, which is calculated by deducting funds to acquire Komatsu's shares from trust money.                                 |



(Attachment 2)

Overview of the ESOP Trust



- i) In introducing the ESOP Trust, Komatsu will establish share delivery regulations with respect to the Plan.
- ii) Komatsu will establish a trust wherein the eligible employees of Komatsu who meet the beneficiary requirements are beneficiaries (hereinafter the “ESOP Trust”).
- iii) The ESOP Trust will acquire Komatsu’s shares from the stock market using the funds entrusted in ii) above in accordance with the instructions of the trust administrator.
- iv) Dividends on Komatsu’s shares under the ESOP Trust will be paid in the same manner as those on other shares of Komatsu.
- v) Voting rights with regard to Komatsu’s shares under the ESOP Trust will be exercised in accordance with the instructions of the trust administrator.
- vi) During the trust period, the beneficiaries will be awarded a certain number of points in accordance with Komatsu’s share delivery regulations and allotted Komatsu’s shares equivalent to a certain proportion of such points. Komatsu’s shares in a number equivalent to the remaining points will be converted into cash in the BIP Trust in accordance with the trust agreement, and beneficiaries will receive the monetary equivalent. For dividends paid in relation to Komatsu’s shares held in the ESOP Trust, beneficiaries will also receive the monetary equivalent corresponding to the number of share delivery points allotted on the record date of each dividend.
- vii) If residual shares remain in the ESOP Trust at the expiry of the trust period due to the failure to achieve performance targets during the trust period, the ESOP Trust may continue to be used as a new share granting system by amending the trust agreement or by making additional contributions to the ESOP Trust, or the residual shares in question will be transferred from the ESOP Trust to the settlor without compensation, and Komatsu will retire such residual shares by a resolution of the Board of Directors.
- viii) Any residual dividends pertaining to Komatsu’s shares under the ESOP Trust that arise at the expiry of the trust period will be utilized as funds to acquire shares in the case of the continued use of the ESOP Trust, but in cases where the ESOP Trust is to be terminated, the portion exceeding the reserve for trust expenses will be donated to organizations that have no interest in Komatsu or with eligible employees of Komatsu.

Note: In the case that Komatsu’s shares held within the trust are exhausted due to the delivery, etc. of Komatsu Shares, etc. to eligible employees of Komatsu who meet the beneficiary requirements, the trust will be

closed prior to the expiry of the trust period. Furthermore, Komatsu may entrust additional money to the ESOP Trust as funds to acquire Komatsu's shares.

#### (1) Overview of the ESOP Trust

The ESOP Trust is a trust-type employee incentive plan modeled on the U.S.'s Employee Stock Ownership Plan ("ESOP") system and is intended to expand the incentive plan for persons eligible for the ESOP Trust using Komatsu's shares.

With eligible employees who meet certain requirements as the beneficiaries, Komatsu has established the trust through the allocation of funds to acquire Komatsu's shares. Based on previously established share delivery regulations, the ESOP Trust acquires the number of Komatsu's shares expected to be delivered to persons eligible for the ESOP Trust from the stock market. Thereafter, according to the share delivery regulations, the ESOP Trust will deliver, etc. a number of Komatsu Shares, etc. corresponding to the position and degree of achievement of performance targets to persons eligible for the ESOP Trust upon their retirement or their leaving the company. Because Komatsu provides all the funds to acquire Komatsu's shares from the ESOP Trust, no costs are borne by persons eligible for the ESOP Trust.

Because persons eligible for the ESOP Trust can expect to benefit economically through increases in the share price of Komatsu's shares with the introduction of the ESOP Trust, Komatsu expects that this will encourage them to perform their duties with an awareness of that share price.

#### (Reference) Details of the Trust Agreement

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|--|--|
| (1) Trust type:                        | Monetary trust other than an individually operated designated money trust (third-party benefit trust)  |
| (2) Purpose of trust:                  | Provide eligible employees of Komatsu with incentives  |
| (3) Settlor:                           | Komatsu  |
| (4) Trustee:                           | Mitsubishi UFJ Trust and Banking Corporation (tentative)<br>(Co-trustee: The Master Trust Bank of Japan, Ltd. (tentative))   |
| (5) Beneficiaries:                     | Eligible employees of Komatsu who meet the beneficiary requirements  |
| (6) Trust administrator:               | A third party who has no interest in Komatsu   |
| (7) Date of trust agreement:           | July 30, 2024 (tentative)  |
| (8) Trust period:                      | July 30, 2024 (tentative) to August 31, 2025 (tentative)   |
| (9) Commencement of the Plan:          | July 30, 2024 (tentative)  |
| (10) Exercise of voting rights:        | Voting rights will be exercised  |
| (11) Type of shares to be acquired:    | Common stock of Komatsu  |
| (12) Amount of trust money:            | JPY 1,330 million (tentative)<br>(including trust fees and trust expenses)   |
| (13) Time period for acquiring shares: | August 2, 2024 (tentative) to August 31, 2024 (tentative)<br>(excluding the period from five business days before the end of each fiscal period (including the interim and quarterly fiscal period) to the end of the fiscal period) |
| (14) Method of share acquisition:      | To be acquired from the stock market   |
| (15) Rights holder:                    | Komatsu  |
| (16) Residual assets:                  | Komatsu, as the rights holder, may receive residual assets within the extent of the reserve for trust expenses, which is calculated by deducting funds to acquire Komatsu's shares from trust money.                                 |