For Immediate Release

Komatsu Ltd.

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Notice of Partial Amendments to the Articles of Incorporation

At the meeting of the Board of Directors held on May 15, 2015, Komatsu Ltd. ("Komatsu", Head office: Tokyo, President: Tetsuji Ohashi) resolved to propose the "Partial Amendments to the Articles of Incorporation" for resolution, as below, at the 146th Ordinary General Meeting of Shareholders to be held on June 24, 2015.

1. Reason of amendments

(1) The "Act for Partial Revision of the Companies Act of Japan" (Act No. 90 of 2014), which came into force on May 1, 2015, newly recognizes the signing of limited liability agreements with not just Outside Directors and Outside Audit & Supervisory Board Members, but also with Directors who have no involvement with the execution of business, etc. of the Company and Audit & Supervisory Board Members who are not Outside Audit & Supervisory Board Members of the Company. In accordance with these changes, the Company proposes to make necessary amendments to Article 27, Paragraph 2 and Article 34, Paragraph 2 of the current Articles of Incorporation to enable these Directors and Audit & Supervisory Board Members also to perform their expected roles fully. Note that approval has been received from each Audit and Supervisory Board Member for this item's proposal to amend Article 27, Paragraph 2 of the current Articles of Incorporation.

(2) The Company proposes to amend Article 21, Paragraph 2 of the current Articles of Incorporation and newly establish Paragraph 3 of the same article so that the President may be selected not only among Directors but also among Executive Officers in order to allow the optimal management structure to be flexibly built. In relation to this, the Company also proposes to amend Article 15, Paragraphs 1 and 2 of the current Articles of Incorporation that stipulate the person who convenes a General Meeting of Shareholders and the person who presides as the chairperson thereof.

(3) The Company introduced the Executive Officer System in 1999, and has since worked to separate management decision making and supervisory functions from executive functions to the extent permitted by laws and regulations. In conjunction

with the amendment in (2) above, the Company proposes to newly establish provisions related to Executive Officers in Article 27 of the Articles of Incorporation to clarify the method to appoint Executive Officers and roles of Executive Officers.

(4) In accordance with the establishment of Article 27 mentioned in (3) above, the Company proposes to change the number of articles in the Articles of Incorporation.

2. Details of amendments

The details of the proposed amendments are set out in the attached.

3. Schedule

Date of the Ordinary General Meeting of Shareholders for the amendment to the Articles of Incorporation	**June 24, 2015 (planned)**
Effective date of the amendment to the Articles of Incorporation	**June 24, 2015 (planned)**

[Exhibit]

(The underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS	**CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS**
Article 15. Person to Convene General Meeting of Shareholders and Person to Preside the Board as Chairman	**Article 15. Person to Convene General Meeting of Shareholders and Person to Preside at the Board as Chairperson**
1. A General Meeting of Shareholders shall be convened by the President, and the President shall act as the chairman thereof.	1. A General Meeting of Shareholders shall be convened by a Director, in the order previously determined by the Board of Directors.
2. In the absence or disability of the President, one of the other Directors in the order previously determined by the Board of Directors may convene the General Meeting of Shareholders and act as the chairman thereof.	2. The President shall act as the chairperson of the General Meeting of Shareholders. In the absence or disability of the President, a Director in the order previously determined by the Board of Directors may act as the chairperson thereof.
CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS	**CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS**
Article 21. Representative Directors, etc.	**Article 21. Representative Directors, etc.**
1. The Board of Directors shall, by its resolution, appoint the Representative Directors who shall represent the Company.	1. The Board of Directors shall, by its resolution, appoint the Representative Directors who shall represent the Company.
2. The Board of Directors may determine, by its resolution, one (1) Chairman and one (1) President from among its members, and may grant special titles to one or more Directors as deemed necessary.	2. The Board of Directors shall determine, by its resolution, one (1) President from among Directors and Executive Officers.
(New)	3. The Board of Directors may determine, by its resolution, one (1) Chairperson from among Directors, and may grant special titles to one or more Directors as deemed necessary.

Current Articles of Incorporation	Proposed Amendments
(New)	**Article 27. Executive Officers** The Board of Directors may determine, by its resolution, Executive Officers and allocate the duties that the Executive Officers shall execute.
Article 27. Exemption from Liability of Directors 1. In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act of Japan, the Company may, by a resolution of the Board of Directors, exempt a Director from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws or regulations. 2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into agreements with an Outside Director to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Outside Directors prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.	**Article 28. Exemption from Liability of Directors** 1. In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act of Japan, the Company may, by a resolution of the Board of Directors, exempt a Director from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws and regulations. 2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into agreements with a Director (Excluding Directors who have involvement with the execution of business, etc. of the Company) to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Directors (Excluding Directors who have involvement with the execution of business, etc. of the Company) prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.
CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	**CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD**
Article 28. to Article 33. (Text omitted)	**Article 29. to Article 34.** (Unchanged)

Current Articles of Incorporation	Proposed Amendments
Article 34. Exemption from Liability of Audit & Supervisory Board Members	**Article 35. Exemption from Liability of Audit & Supervisory Board Members**
1. In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act of Japan, the Company may, by a resolution of the Board of Directors, exempt an Audit & Supervisory Board Member from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws and regulations.	1. In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act of Japan, the Company may, by a resolution of the Board of Directors, exempt an Audit & Supervisory Board Member from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws and regulations.
2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into agreements with an Outside Audit & Supervisory Board Member to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Outside Audit & Supervisory Board Member prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.	2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into agreements with an Audit & Supervisory Board Member to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Audit & Supervisory Board Members prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.
Article 35. to Article 38.	**Article 36. to Article 39.**
(Text omitted)	(Unchanged)

(end)