May 14, 2025

Name of Listed Company: KOMORI CORPORATION
Representative: Mr. Satoshi Mochida
Representative Director, President and CEO
Securities Code: 6349 (Prime Market, Tokyo Stock Exchange)
Contact: Mr. Iwao Hashimoto
Managing Director and CFO
Phone: (81)-3-5608-7826

Komori Corporation Announces the Continuation of Anti-Takeover Measures Aimed at Countering Large-Scale Share Purchase Activities

Komori Corporation introduced anti-takeover measures aimed at countering large-scale share purchase activities by obtaining the approval of its shareholders at the 61st Annual General Meeting of Shareholders held on June 26, 2007. Komori updated these measures based on a resolution passed by the 76th Annual General Meeting of Shareholders held on June 20, 2022. (The anti-takeover measures currently in effect shall be referred to as the "Current Plan.") Since then, the Company has regularly engaged in discussions regarding whether these measures should remain in place and, if they should, what form they must take, in light of changes in socio-economic circumstances and recent trends of anti-takeover policies as well as the significance of said measures as part of initiatives to secure and enhance corporate value and, ultimately, the common interests of shareholders. Meanwhile, the effectiveness of the Current Plan is set to expire at the close of the 79th Annual General Meeting of Shareholders to be held on June 18, 2025 (hereinafter referred to as the "Upcoming Annual General Meeting of Shareholders).

Reflecting conclusions reached via the above discussions, Komori hereby announces that based on a resolution passed at its Bord of Directors held today, the Company decided to update the Current Plan with partial revisions, provided that this decision is approved at the Upcoming Annual General Meeting of Shareholders. (The amended plan shall be referred to as "this Plan.")

The major changes included in this Plan are as described below.
(1) The scope of purchase activities subject to the Plan was amended.
(2) It is stipulated that, in principle, Komori's Board of Directors must obtain a resolution by the General Meeting of Shareholders before invoking anti-takeover measures based on this Plan.
(3) The Company amended the Plan's wording and phrasing.

Since the preceding update of anti-takeover measures, Komori has appointed one additional outside director, bringing the total number of outside directors to five. In order to further enhance supervisory functions afforded by the Board of Directors, Komori also intends to transition to a company with an audit and supervisory committee as detailed in press releases titled "Komori Corporation to Transition to a Company with an Audit and Supervisory Committee" and "Notice of Executive Personnel Changes Due to Transition to a Company with an Audit and Supervisory Committee," disclosed on March 28 and April 25, 2025, respectively. (This transition is premised on the approval of the 79th Annual General Meeting of Shareholders to be

held on June 18, 2025.) Upon this transition, the Company's Board of Directors is expected to consist of 10 directors, with three directors concurrently serving as Audit and Supervisory Committee members. Moreover, the number of outside directors will grow to six, bringing the ratio of these directors to the overall membership to 60%.

In addition, opinions expressed by Komori's three corporate auditors, all of whom are outside corporate auditors, are unanimously in agreement with the continuation of anti-takeover measures, on condition that the Company handles said Plan appropriately. As of today, Komori has received no specific proposals regarding a large-scale purchase of its shares. Please also refer to Appendix 1 for the status of the Company's shares and major shareholders as of March 31, 2025.

I. Basic Policy Regarding Persons Who Control the Company's Decision Making on Financial Matters and Business Policies (Basic Policy on Corporate Control)

Komori believes that persons who control its decision making on financial matters and business policies must fully understand the Company's management philosophy, financial base, business content and other various sources of its corporate value as well as the significance of its relationships of trust with stakeholders who support it. The Company also considers that such persons should intend to work together with it over the medium to long term to secure and enhance its corporate value and, ultimately, shareholders' common interests.

On the other hand, Komori's shares are publicly listed and, therefore, freely traded by its shareholders. Accordingly, the Company's basic policy is to allow any entities who become its shareholders via the free trading of its shares to exercise control over its decision making, be it on financial or business matters. Therefore, the Company would not express blanket opposition to all proposals for large-scale purchases of its shares. Komori thus believes that judgments regarding the acceptance or rejection of such proposals should be up to the intention of its shareholders.

However, large-scale share purchases may also be undertaken or proposed by a purchaser with inappropriate intent, such as a purposeful attempt to acquire significant equity enabling the purchaser to abuse its voting rights or essentially force shareholders to sell their shares. Komori thus believes that attempts for large-scale share purchases may include a number that potentially inflict substantial damage to its corporate value and, ultimately, shareholders' common interests, especially when the proposal fails to provide sufficient information or time to directors and shareholders of the targeted company to examine terms and conditions of purchases or propose alternatives.

Therefore, the Company deems persons who undertake or propose large-scale share purchases as described above to be inappropriate as shareholders who exercise control over its financial matters or business policies. Therefore, Komori has concluded that it is essential to secure a preventive framework aimed at countering large-scale share purchases that potentially damage corporate value or shareholders' common interests.

II. Special Initiatives Aimed at Realizing the Basic Policy on Corporate Control

Komori intends to encourage a broad range of shareholders and investors to maintain investment in its shares over the long term and, accordingly, implements the following measures as part of initiatives to enhance its corporate value and shareholders' common interests. The Company also believes that these measures will contribute to the realization of the Basic Policy stated in I. above.

1. Komori's Management Philosophy and Sources of Its Corporate Value

Since its founding in 1923, Komori has been engaged in the serious pursuit of product quality and customer trust, which together constitute the cornerstone of its manufacturing operations as a printing machinery system manufacturer. This enabled the Company to contribute to cultural development supported by print media through the delivery of high-quality and high-performance printing machinery, along with related services, to customers worldwide.

Having celebrated the centennial of its founding in 2023, the Company positioned this landmark year as the first year of achieving a revival that is akin to a re-founding of Komori. In conjunction with this celebration, the Company updated its management philosophy from becoming a "company that delivers *Kando* (customer satisfaction beyond expectations)" to the "Realization of *Kando* beyond expectations." Specifically, the new management philosophy aims to provide an even broader range of stakeholders, from customers and employees to business partners, with satisfaction beyond their expectations. To embody this philosophy, Komori is currently promoting the three activities listed below.

(1) Realizing customer-focused quality management and solution proposals
(2) Implementing "Komori-Way Work Style Reforms" for employees while utilizing diverse talents
(3) Building an extensive network of co-creation and collaboration involving suppliers and other partners

Through these activities, Komori will not only strive to better serve its customers but also enable all stakeholders, including employees and partners, to enjoy satisfaction beyond their expectations. The Company considers delivering this satisfaction and winning stakeholder trust to be the source of its corporate value. In these ways, Komori will practice human-centric business management while pursuing economic development and social contribution.

2. Initiatives Centered on the Medium-Term Management Plan to Enhance Corporate Value and Shareholders' Common Interests

Guided by the above philosophy, Komori has built relationships of trust with stakeholders through the implementation of business processes focused on providing them with satisfaction beyond their expectations. This has, in turn, served as the source of its corporate value. These business processes also enabled the Company to gain distinctive strengths backed by expertise and know-how accumulated in the three fields of development, manufacturing and printing technology.

At the same time, Komori has been engaged in efforts to secure more robust foundations for offset printing press and security printing press businesses—which together constitute its core operations—while expanding into new business fields in order to adapt to structural changes in the printing industry even as it seeks to fully

leverage strengths named above. To improve its earnings power, the Company also released new models designed to enable users to enjoy world-leading level of ROI over the course of the Sixth Medium-Term Management Plan period (April 2019 to March 2024) in addition to reducing the size of asset holdings to improve asset efficiency. Under the Seventh Medium-Term Management Plan (April 2024 to March 2027), Komori is currently promoting the reform of business operations and strengthening its operating foundations to secure a sustainable business management structure. Essential measures, financial policies and management indicators defined under this management plan are as described below.

(1) Essential measures to be executed under the Seventh Medium-Term Management Plan

a. Strengthening initiatives to shift the business portfolio (the reform of business operations)

i) Enhancing the added value of core operations (the offset printing press business and the security printing press business) to improve earnings power

ii) Continuously achieving a two-digit growth rate for the digital printing system (DPS) business and the printed electronics (PE) business, both of which are expected to grow going forward, through the strengthening of technological foundations

b. The strengthening of operating foundations (strategic investment)

i) Expanding investment in the development of elemental technology to secure a share in new markets and growing markets

ii) Refreshing the business structure in line with the increasingly globalizing business environment while utilizing global human resources

c. Transitioning to an even stronger business management structure

i) Fully introducing an integrated structure encompassing manufacturing, sales and service functions for each business while reducing the size of asset holdings and enhancing their efficiency

ii) Globalizing the Komori Group's sales, service and customer management systems, human resource management systems and other administration systems

(2) Financial policies to be implemented under the Seventh Medium-Term Management Plan

a. Ensuring the appropriate allocation of management resources to support business management conscious of the cost of capital and share prices

b. Increasing allocations to growth investment, with a target for the total shareholder return ratio set at 50%, in order to enhance ROE (proactive investment in profitability improvement, corporate growth and sustainability measures)

c. Focusing on delivering robust shareholder returns and, to this end, providing a steady stream of dividends to maintain the total shareholder return ratio at 50%, with the minimum amount of annual dividends newly set at ¥40 per share for the management plan period

(3) Management indicators to be achieved by March 2027 under the Seventh Medium-Term Management Plan

In line with the "KOMORI 2030" long-term vision, the Company will endeavor to enhance ROE in two phases by 2030. Under the Seventh Medium-Term Management Plan, Komori will implement the first phase of such endeavors while striking a balance

between executing growth investment and securing profitability.

Specifically, the Company aims to achieve the following two targets by the close of the fiscal year ending March 31, 2027, the final year of the management plan.

a. Operating income ratio: 7.0% or more
b. ROE: 6.0% or more

3. Initiatives to Strengthen Corporate Governance

Komori considers meeting the expectations of all its stakeholders, fulfilling its social responsibilities, and maximizing its corporate value an important management issue. To that end, Komori believes that it is essential to establish a solid corporate governance system that enables it to enhance the transparency of business management, strengthen supervisory functions, empower executives to make speedier decisions, and secure compliance with laws, regulations and other standards.

In order to upgrade its corporate governance system, the Company has incrementally raised the number of outside directors. In June 2024, one additional outside director was appointed, with a total of five outside directors serving among the 11 directors that currently constitute its Board of Directors. Furthermore, with the purpose of instituting separation between management supervisory and business execution functions, Komori introduced an operating officer system. Thus, the Board of Directors is now charged with decision making and supervision, while the Board of Operating Officers is tasked with business execution. In addition, the Company is equipped with a Board of Corporate Auditors, which consists of three outside corporate auditors, including one full-time corporate auditor and two part-time corporate auditors, one of whom is female. These individuals audit the execution of businesses by directors while contributing their opinions via their attendance at Board of Directors and other important meetings. Corporate auditors are also engaged in close communications and collaboration with independent auditors and internal auditors to secure the effectiveness and efficiency of audits. In December 2018, the company established the Nomination Advisory Committee and the Compensation Advisory Committee as advisory bodies to the Board of Directors. In May 2022, these two committees were reorganized into the Nomination and Compensation Advisory Committee, chaired by an outside director, with its membership consisting of three outside directors and two internal directors. This move was intended to enhance the objectivity, transparency and fairness of procedures for the selection of director candidates, the dismissal of directors and the determination of compensation for directors.

Looking ahead, Komori aims to secure an even stronger corporate governance system, to this end intending to transition to a company with an audit and supervisory committee, provided that all proposals submitted by the Company regarding necessary amendments of the Articles of Incorporation are approved by the 79th Annual General Meeting of Shareholders scheduled for June 2025. In conjunction with this transition, the Company intends to reshape its Board of Directors, with its new membership comprising a total of 10 directors, three of whom will concurrently serve as Audit and Supervisory Committee members. The refreshed membership of the Board will also include six outside directors. Through this move, the Company will enable its Board of Directors to make speedier decisions and enhance the effectiveness of its operations while strengthening and updating its mode of corporate governance, with the aim of pursuing the enhancement of its corporate value and, ultimately, shareholders' common interests.

III. Initiatives to Prevent Decisions on the Company's Financial Matters and Business Policies from Being Controlled by Persons Deemed Inappropriate in Light of the Basic Policy (Content of this Plan)

1. The Purpose of This Plan

The Purpose of this Plan is to ensure that anti-takeover measures remain in place as part of initiatives to prevent persons deemed inappropriate, in light of the Basic Policy on Corporate Control, from controlling the Company's decisions on financial matters and business policies.

Komori's Board of Directors does not necessarily consider all those who propose large-scale share purchases of the Company's shares to be inappropriate as shareholders eligible to exercise control over its financial matters and business policies, provided that their objectives are in favor of securing and enhancing the Company's corporate value and shareholders' common interests. Furthermore, Komori believes that ultimate judgment regarding the acceptance of such proposal, which will involve the transfer of rights to exercise control over the Company, or the rejection of it, should be up to the intention of shareholders.

However, the Company also believes that large-scale share purchases may include purposeful attempts that potentially inflict substantial damage to the corporate value of the target company and common interests of its shareholders. These attempts could also essentially force shareholders to sell their shares and, to this end, be proposed without giving sufficient information and a reasonable amount of time to directors of the targeted company and its shareholders to examine terms and conditions of purchases or propose alternatives. As such, Komori believes that large-scale share purchases could often be detrimental to the corporate value of the targeted company and common interests of its shareholders. Moreover, if a large-scale purchase takes place within the trading market, the targeted company and its shareholders are not assured of obtaining necessary information and sufficient time to fully examine the proposal as this purchase method is basically exempted from current tender-offer regulations under the Financial Instruments and Exchange Act. In addition, these regulations permit a partial purchase of equity and, accordingly, cannot necessarily exclude forceful or other abusive takeover attempts.

Taking these circumstances into account, Komori's Board of Directors has reached the following conclusion; the Company needs to introduce a set of reasonable rules to ensure that necessary information and time are given to shareholders to help them make proper judgments regarding how they respond to a large-scale purchase of its shares, in addition to allowing itself to robustly engage in negotiations with the purchaser. Accordingly, the Company has defined the rules (hereinafter the "Rules on Large-Scale Purchases") regarding the provision of information, the securing of time for discussions, and other matters to be addressed when a large-scale share purchase is initiated. The Company is convinced that these rules are instrumental to its corporate value and, ultimately, shareholders' common interests. Komori thus intends to maintain anti-takeover measures as stipulated in this Plan, provided that it is approved by the Upcoming Annual General Meeteing of Shareholders, in order to counter a large-scale share purchase initiated by a purchaser deemed inappropriate in light of its Basic Policy on Corporate Control**.**

2. Types of Purchases Subject to This Plan

Types of activities subject to this Plan refer to purchases of Komori shares or similar actions that fall into any of three categories listed below, irrespective of their methods (whether through market trading, tender-offer bidding or other means), but exclude those agreed upon by the Company's Board of Directors in advance. (Hereinafter, these activities shall be collectively referred to as a "Large-Scale Purchase." Also, a would-be purchaser who attempts to undertake a Large-Scale Purchase on a standalone basis or in tandem with others shall be referred to as the "Large-Scale Purchaser.")

(1) Purchases of Komori shares, etc.,[1] with the purpose of granting a specific shareholder group[2] a 20% or greater ratio of voting rights[3]

(2) Other purchases of Komori shares that will result in granting a specific shareholder group a 20% or greater ratio of voting rights

(3) Any other activities undertaken by a specific shareholder group and, irrespective of the presence or absence of activities described in (1) or (2) above, deemed to constitute a concerted action that involves other shareholder(s) of Komori (including cases in which multiple shareholders are involved, hereinafter the same applies to descriptions in this item (3)) and could result in a mutual agreement between the parties involved regarding the joint ownership of Komori shares. These activities also include any attempts[4] by either of these parties to exercise actual control over another or build partnership or collaborative relationship between them.[5] (However, this item is applicable only to cases in which Komori shares collectively held by the parties involved represent a 20% or greater ratio of voting rights.)

Notes:

1. Shares, etc., refer to Share Certificates, etc., as defined by Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act or Share Certificates, etc., as defined by Article 27-2, Paragraph 1 of said act.
2. A specific shareholder group refers to:

   (i) A holder of shares, etc., issued by the Company (a holder as defined by Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including a person deemed to be a holder in accordance with Paragraph 3 of said article; this also includes a joint holder of such shares as defined by Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act as well as a person deemed to be a joint holder in accordance with Paragraph 6 of said article; shares, etc., shall be Share Certificates, etc., as defined by Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act; hereinafter the same definitions apply to a holder and shares, etc.)

   (ii) A person who attempts to purchase shares, etc., of the Company. (This purchase should be purchases, etc., as defined by Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act, including those undertaken within a stock exchange or other financial instruments market; shares, etc., should be Share Certificates, etc., as defined by Article 27-2, Paragraph 1 of said act.) This includes Specially Related Party of such person as defined by Article 2, Paragraph 7 of said act.

   (iii) Related party of persons specified in (i) or (ii) above (specifically, an investment bank, securities firm or other financial institution that entered into a financial advisory contract with such persons. This also includes entities essentially sharing a common interest with such

institutions. Also included are a proxy for tender offer; lawyer, accountant or other advisor working for such persons; and a group of individuals who are deemed to be essentially controlled by such persons or act in collaboration or cooperation with such persons based on the reasonable judgment of the Board of Directors.)

(iv) Transferee of shares, etc., issued by Komori who purchased such shares, etc., through over-the-counter trading outside the market or through the Tokyo Stock Exchange, off-floor trading using ToSNET-1 from persons specified in (i) above or this item (iv).

3. Ratio of voting rights refers to:

(i) When a specific shareholder group who owns shares, etc., issued by Komori falls into the category described in (i) of note 2. above, this shall be the ratio of its share ownership as defined by Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. In this case, the number of shares, etc., held jointly by such shareholder group and its co-holder shall be included, and the number of such shares, etc., shall be defined by the same paragraph of said act.

(ii) When a specific shareholder group who owns shares, etc., issued by Komori falls into the category described in (ii) of note 2. above, this shall be the ratio of collective share ownership of a person who attempted to undertake a large-scale share purchase and Specially Related Party of such person (the ratio of this collective share ownership shall be defined by Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act). In calculating the ratio of voting rights, the total number of shares issued (as defined by Article 27-23, Paragraph 4 of said act) and the total number of voting rights (as defined by Article 27-2, Paragraph 8 of said act) shall be determined in reference with the securities report, interim report or share buyback report, with the most recent publication to be chosen as a reference.

4. Reasonable judgments shall be made by Komori's Board of Directors to determine whether activities specified in item (3) above were initiated. In doing so, the Board shall fully honor recommendations from the independent committee. In addition, the Board of Directors may request the provision of necessary information from Komori's shareholders to make this judgment.

5. Judgment shall be made in accordance with Appendix 2 (Judgment Criteria for Collaborative Actions) regarding activities involving a specific shareholder group and other shareholder(s) specified in item (3) above to determine whether either of these parties seeks to exercise actual control over another or build partnership or collaborative relationship between them. In addition, the above Criteria may be revised by an independent committee established by Komori within a reasonable scope in light of revisions of laws, trends in court rulings or other circumstances.

3. Establishment of an Independent Committee

Komori's Board of Directors intends to establish an independent committee in accordance with its Rules on Independent Committees (see Appendix 3) in order to properly conduct this Plan, prevent its Board of Directors from making arbitrary judgments, and ensure the reasonableness and fairness of the Board's judgments. As these rules stipulate that the Committee shall consist of three or more individuals independent of the management team tasked with business execution, the Company will appoint committee members from among outside corporate auditors,[1] outside directors and outside experts[2] so that the Committee remains fair and impartial in

making its judgments. The names and career summaries of the Independent Committee member candidates are as described in Appendix 4.

Komori's Board of Directors will seek counsel from this Independent Committee before invoking anti-takeover measures to confirm whether the execution of such measures is appropriate. The Independent Committee will be tasked with carefully assessing and addressing any attempts for a Large-Scale Purchase of Komori shares, and thereby delivering recommendations based on the perspective of enhancing the Company's corporate value and shareholders' common interests. The Board of Directors will, in turn, make decision regarding the execution of anti-takeover measures in a way that fully honors these recommendations. The Company will publicly disclose the content of recommendations from the Independent Committee as necessary.

In addition, the Independent Committee may obtain necessary advice from third-party specialists (financial advisors, certified public accountants, lawyers, consultants or other specialists) at Komori's expense, with the aim of ensuring that its judgment is instrumental to the Company's corporate value and shareholders' common interests.

Notes:

1. Upon Komori's transition to a company with an audit and supervisory committee, outside corporate auditors shall be deemed to be replaced with outside directors who concurrently serve as Audit and Supervisory Committee members.

2. Outside experts include seasoned corporate managers, ex-government officials, investment banking specialists, lawyers, certified public accountants, academic experts who study the Companies Act and other relevant fields, and similar individuals.

4. Outline of the Rules on Large-Scale Purchases

(1) A letter of intent to be submitted by the Large-Scale Purchaser to the Company

The Large-Scale Purchaser will be asked to submit a letter of intent to Komori's Board of Directors before undertaking or proposing a Large-Scale Purchase of its shares. This letter of intent must include the following content and be written in Japanese in line with a format determined by the Company.

(i) Name and address of the Large-Scale Purchaser
(ii) Laws under which it was established
(iii) Name and title of its representative
(iv) Contact in Japan
(v) Outline of its proposal on large-scale purchase
(vi) Oath of compliance with the Rules on Large-Scale Purchases as specified in this Plan

When the letter of intent is delivered by the Large-Scale Purchaser, Komori's Board of Directors will swiftly announce the receipt of such letter and, if necessary, publicly disclose its content.

(2) Necessary information to be provided by the Large-Scale Purchaser to enable the Company to assess its proposal

When a letter of intent that contains items specified in (i) through (vi) above is

delivered, Komori's Board of Directors will provide, within 10 business days from the day following the receipt of this letter, the Large-Scale Purchaser with a document that specifies necessary information to be furnished to the Board of Directors regarding the detail of the proposed Large-Scale Purchase. The Large-Scale Purchaser will be asked to deliver this information (hereinafter referred to as "Mandatory Information") in writing as required by the above document.

In general, items constituting Mandatory Information to be required of the Large-Scale Purchaser are as listed in (i) through (vi) below. Although specific details of these items may vary based on the attributes of the Large-Scale Purchaser and purposes and content of the proposed Large-Scale Purchase, the Company will ensure that, in any case, necessary and sufficient information is delivered to support judgment by its shareholders and to enable its Board of Directors to reach proper conclusions. The language used in all forms of relevant notifications and communications between the Company's Board of Directors and the Large-Scale Purchaser, including the submission of Mandatory Information, will be limited to Japanese.

(i) The details of the Large-Scale Purchaser, and the specific shareholder group to which it belongs (a co-holder, Specially Related Party or capital partnership member; this also includes general or limited partners when a fund is formed). For example, the Large-Scale Purchaser will be asked to describe its name, business content, career summary or history, capital structure, financial status, and, if any, experience in operations similar to those handled by the Company or its Group companies.

(ii) Purpose of, methods for, and other details of the proposed Large-Scale Purchase (including the value and type of monetary consideration for the Large-Scale Purchase, the timing of the Large-Scale Purchase, mechanisms of relevant transactions, the legal compliance of the proposed Large-Scale Purchase, and the feasibility of the Large-Scale Purchase).

(iii) Rationale for the calculation of the price proposed for the Large-Scale Purchase (including facts on which the calculation is premised, calculation method, numerical information used in the calculation, and a description of synergies expected to be generated upon completion of the transactions stemming from the Large-Scale Purchase).

(iv) The details of funding for the Large-Scale Purchase (including the specific name of financier, including the ultimate financier, methods for funding, and the content of related transactions).

(v) The name of director candidate(s) to be proposed by the Large-Scale Purchaser after gaining control over the management of Komori and the Komori Group (including information regarding their experience in operations similar to those handled by the Company or its Group companies) as well as its proposals on management policies, business plans, financial plans, capital management measures, dividend policies, asset utilization measures, and other matters.

(vi) Whether the Large-Scale Purchaser plans to make changes, after gaining control over the management of the Company and the Group, in relationships with customers, suppliers, employees and other stakeholders and, if it does, the content of such changes.

Komori's Board of Directors may notify the Large-Scale Purchaser of a deadline for the delivery of information as necessary in order to ensure that its Rules on Large-Scale Purchases are swiftly enforced. However, the deadline may be extended if the Large-Scale Purchaser asks the Company to do so on reasonable grounds. In addition, Komori's Board of Directors may, after having examined Mandatory Information delivered in accordance with the above clauses, deem this information to be insufficient to support its assessment and discussion regarding the proposed Large-Scale Purchase. In this case, the Board of Directors may ask the Large-Scale Purchaser to deliver additional information within a reasonable period of time. This period shall be no longer than 60 days from the first receipt of Mandatory Information. Thus, the Large-Scale Purchaser may be asked to furnish additional information until the Board of Directors deems the content of the Mandatory Information to be sufficient.

When the Board of Directors judges that Mandatory Information delivered by the Large-Scale Purchaser contains necessary and sufficient information to assess and discuss the proposed Large-Scale Purchase, the Board will notify the Large-Scale Purchaser of this fact, in addition to making public disclosure to that effect.

Notwithstanding the above, Komori's Board of Directors may terminate negotiations with the Large-Scale Purchaser with regard to the delivery of information and initiate the assessment and discussion of the proposed Large-Scale Purchase as detailed in (3) below even when Mandatory Information required by the Board of Directors is not fully delivered. This applies on condition that the Large-Scale Purchaser furnish reasonable explanations of the circumstances hindering the full provision of additional information as requested by the Board. In this case, the Board of Directors will publicly disclose this fact.

Mandatory Information delivered to Komori's Board of Directors will be submitted to the Independent Committee. In addition, a part or the entirety of such information may be publicly disclosed at an appropriate time when the Board deems it necessary to support shareholders in their judgments.

(3) Assessment, discussion, etc., of Mandatory Information by the Board of Directors

Komori's Board of Directors will secure a set period of time in order to assess and discuss the proposed Large-Scale Purchase, negotiate with the Large-Scale Purchaser, reach proper conclusions, and, if necessary, formulate alternatives. Based on the varying degree of difficulty of the above assessment, this period shall be (i) 60 days or less (for tender offers aimed at acquiring all Komori shares, provided that monetary consideration will be fully paid in cash in the yen currency) or (ii) 90 days or less (for other types of Large-Scale Purchases) following the completion of the delivery of Mandatory Information from the Large-Scale Purchaser. (Hereinafter, this period shall be referred to as the "Board of Directors' Assessment Period.")

During this Period, Komori's Board of Directors may obtain advice from independent, third-party specialists (including financial advisors, certified public accountants, lawyers and consultants) as necessary, as part of its endeavors to robustly assess and discuss Mandatory Information provided. Thus, the Board shall carefully reach its conclusions, which will, in turn, be publicly disclosed, in a way that fully honors recommendations from the Independent Committee. If needed, the Board may

also negotiate with the Large-Scale Purchaser with regard to the proposed Large-Scale Purchase in order to improve terms and conditions for such purchase or suggest alternatives to be considered by shareholders.

5. Policies for Response to a Large-Scale Purchase

(1) Response to a Large-Scale Purchaser not in compliance with the Rules on Large-Scale Purchases

If a Large-Scale Purchaser fails to comply with the Rules on Large-Scale Purchases, Komori's Board of Directors may execute anti-takeover measures to counter the Large-Scale Purchase after obtaining recommendations from the Independent Committee, with the aim of protecting the Company's corporate value and shareholders' common interests. In this case, these measures may be invoked irrespective of specific methods used for the Large-Scale Purchase, and include the free-of-charge allotment of share purchase warrants to shareholders and other actions permitted under laws, such as the Companies Act, and Komori's Articles of Incorporation. In addition, the Board of Directors shall judge whether the Large-Scale Purchaser is in compliance with or violation of the Rules on Large-Scale Purchases by giving reasonable consideration to its circumstances. The Board of Directors shall not consider the Large-Scale Purchaser to be in violation of the Rules on Large-Scale Purchases merely on the basis of partial shortfalls in Mandatory Information it has submitted.

(2) Response to the Large-Scale Purchase in compliance with the Rules on Large-Scale Purchases

If the Large-Scale Purchaser complies with the Rules on Large-Scale Purchases, Komori's Board of Directors shall, in principle, refrain from invoking anti-takeover measures against the Large-Scale Purchase, even when the Board is opposed to such purchase. Instead, the Board may publicly express its opposition against the proposed Large-Scale Purchase or suggest an alternative to such purchase in order to persuade shareholders. In this case, whether to accept or reject the proposed Large-Scale Purchase will be up to the judgment of shareholders. The Board will thus expect shareholders to make a reasonable decision after examining the proposed Large Scale-Purchase as well as opinions from and alternatives offered by the Board of Directors.

Notwithstanding the above, Komori's Board of Directors may exceptionally invoke anti-takeover measures as outlined in (1) above even against the Large-Scale Purchase in compliance with the Rules on Large-Scale Purchases. This applies when such purchase is considered by the Board to constitute activities described in either of items presented in (i) through (v) below and, therefore, is expected to inflict irrecoverable damage upon the Company, substantially diminish its corporate value and, ultimately, harm shareholders' common interests. In this case, the Board shall obtain recommendations from the Independent Committee in advance and limit the scope of anti-takeover measures to be executed to a reasonable and necessary extent in light of its objective of protecting the Company's corporate value and shareholders' common interests.

(i) Attempt to purchase Komori shares that lacks genuine intention to participate

in the Company's management and is aimed simply at inducing a stock price rise and, ultimately, causing the Company's management to repurchase them at higher prices (the so-called green mailer).

(ii) Attempt to purchase Komori shares to temporarily gain control of the Company's management, with the purpose of transferring essential business assets possessed by the Company or its Group companies to the purchaser or its group companies (the so-called Scorched Earth Strategy). These business assets include intellectual property rights, know-how, corporate secrets, key business partners, and customers.

(iii) Attempt to purchase Komori shares with an intention to appropriate assets possessed by the Company or its Group companies in order to provide collateral for liabilities of the purchaser or its group companies or to secure funds for the repayment of such liabilities after gaining control of the Company's management.

(iv) Attempt to purchase Komori shares with an intention to cause the Company to sell or otherwise dispose of its real estate, securities and other valuable assets not directly related to business operations handled by itself or its Group companies, and then appropriate gains from the disposal of such assets to deliver high dividends on a one-off basis, so that the purchaser can enjoy these dividends or sell off its Komori shares at higher prices induced by the delivery of such dividends.

(v) Attempt to purchase Komori shares through coercive two-tiered tender offers* or other similar takeover strategies aimed essentially at forcing shareholders to sell their shares by depriving them of opportunities or limiting their ability to freely make sound judgments.

* The purchase of shares through tender offers, etc., in the two phases, with the purchaser not intending to acquire all shares of the targeted company in the first phase and imposing unfavorable or unclear terms and conditions to the remaining shareholders in the second phase

(3) Resolution of the Board of Directors and the convening of the General Meeting of Shareholders

Komori's Board of Directors will fully honor recommendations from the Independent Committee when making judgments regarding whether or not to invoke anti-takeover measures in the face of circumstances as described in (1) or (2) above. Thus, the Board shall serve as a decision-making body authorized by the Companies Act to determine whether or not to invoke anti-takeover measures after thoroughly discussing the necessity and reasonableness of measures to be executed.

Komori's Board of Directors shall also select specific measures to be executed from among those deemed to be best suited to address prevailing circumstances. As an example of anti-takeover measures the Board of Directors can invoke, the free-of-charge allotment of share purchase warrants to shareholders shall be basically as outlined in Appendix 5. In addition, share purchase warrants to be allotted may only be exercised by shareholders not belonging to specific shareholder groups whose voting rights account for or exceed the prescribed ratio. Moreover, the

Board of Directors may define other terms and conditions for the exercise of share purchase warrants, such as an exercise period determined in light of the effectiveness of such warrants as an anti-takeover measure. In this case, the Board of Directors does not intend to pay monetary compensation to the Large-Scale Purchaser in exchange for the forfeiture of its share purchase warrants.

Before invoking anti-takeover measures, Komori's Board of Directors will, in principle, announce a set period (60 days or less; hereinafter referred to as the "Shareholders' Assessment Period") to allow shareholders to thoroughly consider the pros and cons of invoking anti-takeover measures in accordance with this Plan and, during this period, hold a General Meeting of Shareholders.

After Komori's Board of Directors has passed a resolution to hold the General Meeting of Shareholders and determined the record date for its eligible attendees, the Board of Directors' Assessment Period shall expire on the day of this resolution, which shall, in turn, initiate the Shareholders' Assessment Period immediately.

Komori's Board of Directors shall, prior to holding the General Meeting of Shareholders as discussed above, also provide shareholders with a document featuring Mandatory Information delivered by the Large-Scale Purchaser, its opinions regarding this information, alternatives offered by the Board, and other matters it has deemed appropriate, along with a notice of convocation for the General Meeting of Shareholders, while disclosing this fact in a timely and appropriate manner.

Regarding the ultimate decision on whether or not to invoke anti-takeover measures, Komori's Board of Directors shall be bound by the resolution of the General Meeting of Shareholders. Specifically, the Board shall not invoke anti-takeover measures if the General Meeting of Shareholders resolved such measures not be invoked. In this case, the Shareholders' Assessment Period shall end at the close of said General Meeting of Shareholders. If the General Meeting of Shareholders resolved that anti-takeover measures be invoked, Komori's Board of Directors shall convene a Board of Directors meeting and pass a necessary resolution to invoke such measures immediately after the close of said General Meeting of Shareholders. In this case, the Shareholders' Assessment Period shall expire at the close of the above meeting of the Board of Directors. In addition, the content of the resolution passed by the General Meeting of Shareholders shall be disclosed in a timely and appropriate manner after the close of such General Meeting.

Notwithstanding the above, the Company may, in principle, invoke anti-takeover measures based solely on a resolution by its Board of Directors when the Large-Scale Purchaser is not in compliance with the Rules on Large-Scale Purchases as described in (1) above, and it is deemed impossible or difficult to convene a General Meeting of Shareholders before a Large-Scale Purchase takes place. The Company may thus counter the Large-Scale Purchase, irrespective of specific methods used for such purchase, to protect its corporate value and, ultimately, shareholders' common interests. In addition, Komori's Board of Directors shall fully honor recommendations from the Independent Committee when making judgments regarding whether it is impossible or difficult to convene a General Meeting of Shareholders before the Large-Scale Purchase takes place.

(4) Waiting period for the Large-Scale Purchase
The waiting period for the Large-Scale Purchase shall be defined as the period leading up to the lapse of the Board of Directors' Assessment Period, provided that the Shareholders' Assessment Period is not announced, or the period leading up to the lapse of the combined period of the Board of Directors' Assessment Period and the Shareholders' Assessment Period, if the latter period is announced. The Large-Scale Purchaser is not allowed to undertake the Large-Scale Purchase during this period. Therefore, the Large-Scale Purchase can be initiated only after the lapse of the waiting period.

(5) Suspension of anti-takeover measures
If Komori's Board of Directors considers the execution of anti-takeover measures no longer appropriate in light of such circumstances as the Large-Scale Purchaser's withdrawal from the Large-Scale Purchase or changes in methods of such purchase, the Board of Directors may suspend anti-takeover measures even after passing a resolution at its meeting or obtaining approval from the General Meeting of Shareholders to execute specific anti-takeover measures as described in (3) above. Before suspending these measures, the Board of Directors shall fully honor opinions or recommendations from the Independent Committee.

For example, the allotment of share purchase warrants may be suspended until a day before share purchase warrants come into effect, even after a resolution was passed by the Board of Directors to issue share purchase warrants as part of anti-takeover measures or the allotment of such warrants was initiated. This applies when the Board considers the execution of anti-takeover measures no longer appropriate due to the Large-Scale Purchaser's withdrawal from the Large-Scale Purchase, changes in methods of such purchase, or other circumstances. Furthermore, even after share purchase warrants were fully allotted to shareholders, the Company may redeem such warrants free of charge until a day before the beginning of the exercise period. In addition, the Board of Directors shall obtain recommendations from the Independent Committee before suspending the allotment of share purchase warrants or otherwise retracting anti-takeover measures as described above.

When anti-takeover measures are set to be suspended due to the circumstances described above, the Board of Directors will also swiftly disclose information regarding the suspension of such measures, including matters considered necessary by the Independent Committee.

6. Impact of This Plan on Shareholders
(1) Impact of the Rules on Large-Scale Purchases on shareholders
The Rules on Large-Scale Purchases are intended to provide shareholders with necessary information to judge whether to accept or reject a Large-Scale Purchase and allow them to fully examine opinions from and alternatives offered by Komori's Board of Directors, which is currently tasked with the management of the Company. Thus, the Board expects these Rules to empower shareholders to be fully informed about a Large-Scale Purchase so that they can make proper judgments regarding the acceptance of rejection of such purchase. This will, in turn, help protect the

Company's corporate value and, ultimately, shareholders' common interests. In short, the Board believes that the introduction of these Rules will provide shareholders with a basis for their sound judgment and, accordingly, be beneficial to all of them.

In addition, shareholders are advised to remain attentive to the behavior of a Large-Scale Purchaser because the Company's response policies differ based on such circumstances as the Purchaser's compliance or non-compliance with the Rules on Large-Scale Purchases as described in 5. above.

(2) How anti-takeover measures affect shareholders when they are invoked

Komori's Board of Directors may invoke anti-takeover measures against a Large-Scale Purchaser in violation of the Rules on Large-Scale Purchases, or even against a Purchaser who complies with such Rules, when the Large-Scale Purchase is considered to inflict irrecoverable damage upon the Company or otherwise harm, to a substantial degree, its corporate value and shareholders' common interests. These measures could thus be executed to protect the Company's corporate value and, ultimately, shareholders' common interests, and include the free-of-charge allotment of share purchase warrants and other means permitted under laws, such as the Companies Act, and its Articles of Incorporation. In light of the mechanisms of these anti-takeover measures, the Board does not expect them to deprive any shareholder of their legal or economic rights, except for shareholders who attempt to undertake Large-Scale Purchases in violation of the Rules on Large-Scale Purchases or other types of purchases considered to inflict irrecoverable damage upon the Company and otherwise run counter to the interests of Komori's shareholders. If Komori's Board of Directors resolved to invoke specific anti-takeover measures, the Board shall disclose this fact in a timely and appropriate manner in accordance with laws, regulations, and financial instruments exchange rules.

If share purchase warrants were to be issued as part of anti-takeover measures, shareholders would not be asked to apply for such warrants, pay any price, or undertake other procedures. Therefore, Komori's shareholders shall be allotted share purchase warrants without applying for the allotment or paying for the exercise of such warrants, with the Company implementing procedures for the acquisition of share purchase warrants on their behalf. These shareholders shall thus be automatically granted additional Komori shares in exchange for share purchase warrants allotted to them. In this case, however, shareholders who are allottees of share purchase warrants may be asked to submit a document containing an oath, in a format specified by the Company, to confirm they are not a Large-Scale Purchaser.

In addition, the Company may suspend the allotment of share purchase warrants until a day before the beginning of the exercise period for these share purchase warrants or redeem these warrants free of charge without allotting new shares in exchange for such warrants due to such reasons as the Large-Scale Purchaser's withdrawal from the Large-Scale Purchase. This applies even after reaching the allotment date or the effective date of share purchase warrants. However, please note that, in the cases described above, shareholders and investors who sell or buy Komori shares on an assumption of the resulting dilution of per-share value may suffer a certain amount of loss stemming from stock price fluctuations.

7. The Starting Date, Effective Period, and the Abolition of This Plan

This Plan shall come into effect on the premise of approval at the Upcoming Annual General Meeting of Shareholders and remain effective from the date of such approval until the close of the 82nd Annual General Meting of Shareholders scheduled for June 2028. This Plan shall also be abolished when a resolution to do so is passed by the Company's General Meeting of Shareholders or Board of Directors even if such abolishment comes after this Plan was approved at the Upcoming Annual General Meeting of Shareholders and it had already come into effect.

Moreover, Komori's Board of Directors may amend this Plan as necessary even during its effective period from the perspective of enhancing corporate value and, ultimately, shareholders' common interests, after obtaining the approval of the General Meeting of Shareholders. If the Board of Directors makes a decision on the continuation, amendment, abolishment or other action related to this Plan, the Board will swiftly disclose that fact.

Notwithstanding the above, Komori's Board of Directors may also correct or change the content of the Plan, even during its effective period, after obtaining the approval of the Independent Committee as necessary, provided that such correction or change is not detrimental to shareholder interest. This applies when necessary change is required to appropriately reflect the fresh introduction of relevant laws, regulations or financial instruments exchange rules, or the amendment or abolition of such laws, regulations or rules. This Plan's wording or phrasing can be similarly corrected or changed if a typo, omission or other shortfall is found in the Plan.

IV. The Rationality of This Plan (Conformity with the Basic Policy, Alignment with the Company's Corporate Value and Shareholders' Common Interests, and the Absence of Intent to Entrench the Company's Directors in Their Positions)

1. Compliance with the Spirit of Guidelines on Takeover Response Policies

This Plan fulfills three principles stipulated in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests"[1] published by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice on May 27, 2005, as well as three principles stipulated in the "Guidelines for Corporate Takeovers—Enhancing Corporate Value and Securing Shareholders' Interests" [2] published by METI on August 31, 2023.

Furthermore, this Plan conforms with the spirit of the "Takeover Defense Measures in Light of Recent Environmental Changes," a report issued on June 30, 2008 by the Corporate Value Study Group established by the METI, as well as Principle 1. 5 (Anti-Takeover Measures) of the latest version of the Corporate Governance Code published by the Tokyo Stock Exchange on June 11, 2021. As such, requirements under these guidelines are met by this Plan.

Notes:

1. The principle of securing and enhancing corporate value and shareholders' common interests,

the principle of undertaking in-advance information disclosure and honoring shareholder intention, and the principle of confirming the necessity and ensuring the reasonability of measures
2. The principle of corporate value and shareholders' common interests, the principle of shareholder intention, and the principle of transparency

2. The Plan's Purpose of Securing and Enhancing the Company's Corporate Value and Shareholders' Common Interests

As explained above in III. 1. "The Purpose of This Plan," its sole purpose is to ensure that anti-takeover measures are in place to secure and maintain Komori's corporate value and, ultimately, shareholders' common interests. Specifically, when a Large-Scale Purchase is initiated, these measures will help shareholders make sound judgments regarding whether to accept or reject such purchase, while making it possible for Komori's Board of Directors to secure necessary information and time to propose alternatives, engage in negotiations with the Large-Scale Purchaser on behalf of shareholders, or take other steps.

This Plan will come into effect only after obtaining the collective approval of Komori's shareholders and can be abolished when they see fit. Because of this, the Board believes that this Plan will in no way harm the common interests of shareholders.

3. Reflection of Shareholder Intention

This Plan will come into effect upon the approval of the Upcoming Annual General Meeting of Shareholders and, accordingly, will naturally reflect the intention of Komori's shareholders as their opinions regarding the Plan will be confirmed at said General Meeting.

Furthermore, this Plan could be immediately abolished if a resolution, so doing, is passed by the Company's General Meeting of Shareholders. This applies even before the expiration of its effective period and, accordingly, ensures that shareholders' intention is reflected.

In addition, this Plan stipulates that, in principle, anti-takeover measures to be invoked by Komori's Board of Directors under said Plan require prior resolution by the General Meeting of Shareholders. Accordingly, this Plan ensures that the Board's judgment regarding whether or not to invoke anti-takeover measures always reflects shareholders' intention.

4. Honoring Judgments by External Individuals Independent from Management

As explained above in III. 5. "Policies for Response to a Large-Scale Purchase," prior to invoking anti-takeover measures under this Plan, Komori's Board of Directors must seek the counsel of the Independent Committee consisting of members independent from its management team tasked with business execution and fully honor recommendations from this Committee. The Company thus secures robust procedures that enable the Board to appropriately handle this Plan. This, in turn, helps Komori protect its corporate value and, ultimately, shareholders' common interests.

5. Exclusion of Dead-Hand or Slow-Hand Anti-Takeover Policies

This Plan can be abolished at any time by the Board of Directors consisting of

directors appointed at the Company's General Meeting of Shareholders. Accordingly, this Plan does not serve as a dead-hand anti-takeover policy[1] because a purchaser who succeeded in a Large-Scale Purchase could appoint, at the General Meeting of Shareholders, individuals under his/her influence as majority members for the Board of Directors and cause it to abolish the Plan.

Furthermore, the term of Komori's directors is set at one year.[2] Accordingly, this Plan does not constitute a slow-hand anti-takeover policy.[3]

Notes:

1. A policy designed not to allow the stoppage of anti-takeover measures even after the replacement of a majority membership of the Board of Directors.
2. After transition to a company with an audit and supervisory committee, the term of Komori's directors is expected to be one year for those not concurrently serving as Audit and Supervisory Committee members and two years for those concurrently serving as Audit and Supervisory Committee members. However, the Company does not intend to adopt a staggered term system for the latter group of directors.
3. A policy designed to delay the stoppage of anti-takeover measures by making it impossible to replace a majority membership of the Board of Directors at once.

Appendix 2

Judgment Criteria for Collaborative Actions

Judgment regarding what constitutes collaborative action shall be made based on comprehensive assessments of potential joint purchasers (including their parents, subsidiaries, and other related parties that should be identified with them). Specifically, this judgment shall take into account matters described in the items listed below, in addition to giving due consideration to the presence or absence of direct or indirect evidence suggesting communication between such purchasers and a specific shareholder of Komori.

In addition, a "specific shareholder" shall include its parent and subsidiaries (hereinafter collectively referred to as a "specific shareholder group"), as well as their directors and main shareholders.

1. Whether the timing of their purchases coincides with the timing of a specific shareholder's attempt to take over the Company, such as the acquisition of Komori shares, etc., (hereinafter referred to as "shares") or the announcement of important proposals on share purchases
2. Whether the number of shares acquired by these purchasers constitutes a significant volume
3. Whether their purchase activities are launched at a time that is proximate to the timing of either of the events described below:
   (1) The launch of a takeover attempt by the specific shareholder, such as the launch of share purchases or the announcement of its intention to gain control over the management of the Company or to deliver important proposals to that end
   (2) The record date for the General Meeting of Shareholders to be convened to discuss agenda items related to this Plan or other date relevant to actions to be taken by the specific shareholder seeking to take over the Company
4. Whether similarities can be observed between their purchase activities and methods utilized in or the timing of the specific shareholder's purchase activities. For example:
   (1) Whether they purchase Komori shares at the same time when abnormality is seen in transactional situations (e.g., the unusual expansion of the per-day share transactional volume compared with the historical averages or considerable surges in share prices compared with the average prices recorded in the preceding periods)
   (2) Whether they utilize credit purchasers or other methodologies
5. Whether they have a history of holding other listed shares that had been or are owned by the specific shareholder, and there was an overlap between the timing of their share acquisition or holding period and the specific shareholder's share acquisition and holding period
6. Whether they have a history of exercising shareholder rights in connection with the issuer of such other listed shares in a way that sympathizes with the exercise of the same rights by the specific shareholder during the course of an overlapping period mentioned in 5. above; if their exercise of shareholder rights sympathizes

with the exercise of the same rights by the specific shareholder, the degree of sympathy must be considered by taking into account such factors as types and content of shareholder rights exercised, as well as results of exercise of such rights

7. Whether either of the events listed below emerged as the result of the appointment or dismissal of directors or other officers through the exercise of shareholder rights, such as voting rights, by purchasers and the specific shareholder in connection with the issuer described above:
   (1) The material violation of laws and regulations or an incident potentially leading to such violation
   (2) The delisting of shares
   (3) The designation as securities on alert
   (4) Bankruptcy or other insolvency proceedings
   (5) The issuance of shares or share subscription rights leading to the massive dilution of shares
   (6) Other adverse events that occurred during the term of directors and officers appointed as the result of the exercise of shareholder rights as described above and gave rise to a risk of harming corporate value or shareholder value

   If such a risk was present, the degree of its potential damage to corporate value and shareholder value must be considered. In addition, this item also applies to the exercise of shareholder rights, such as voting rights, by any other shareholders of the above-mentioned issuer in a manner sympathetic to the exercise of the same rights by the specific shareholder
8. Whether there is or was a direct or indirect capital relationship or debtor-creditor relationship between the specific shareholder
9. Whether a direct or indirect personnel relationship is or was present between purchasers and a specific shareholder; such relationship includes any of the following:
   (1) Relationship arising from concurrent directorial or officer position
   (2) Kinship (including common-low marriage and other de facto relationship, hereinafter the same applies)
   (3) Business relationship
   (4) Relationship arising from affiliation with alumni or other communities
   (5) Relationship in which one serves as an employee, capital union member or partner for the other
10. Whether they have exercised their shareholder rights to Komori in a manner sympathetic to the exercise of the same rights by the specific shareholder; if their exercise of shareholder rights sympathizes with the exercise of the same rights by the specific shareholder, the degree of sympathy must be considered by taking into account such factors as types and content of shareholder rights exercised, as well as the results of exercising such rights. (However, the Company shall not use this item as the sole basis in determining that either a specific shareholder or purchaser is seeking to exercise actual control over the other or build partnership or collaborative relationship between them, or in otherwise denying their eligibility to purchase Komori shares.)
11. Whether similarities can be observed between purchasers and the specific

shareholder in terms of statements issued, actions taken or other outward behaviors displayed toward the Company's business and management policies; if similarities are found, the degree of such similarities must be considered by taking into account the timing and details of such statements, actions and behaviors. (However, the Company shall not use this item as the sole basis in determining that either a specific shareholder or purchaser is attempting to exercise actual control over the other or build partnership or collaborative relationship between them, or in otherwise denying their eligibility to purchase Komori shares.)

12. Whether their agent or advisor is positioned to easily communicate with the specific shareholder, directly or indirectly, via the use of relationships as described below:
    (1) Past or present affiliation with the same firm, corporation or organization
    (2) Business alliance relationship
    (3) History of engagement in a joint project
    (4) Personnel relationship arising from, for example, kinship
13. Whether there is direct or indirect evidence suggesting their engagement in communication with the specific shareholder

Appendix 1

Stock Information (as of March 31, 2025)

1. Authorized Number of Shares: 295,500,000
2. Issued Number of Shares: 53,478,840
3. Number of Shareholders: 9,265
4. Principal Shareholders

Name	Number of Shares (Thousands)	Ownership ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	6,755	12.63
NORTHERN TRUST CO.(AVFC) RE USL NON-TREATY CLIENTS ACCOUNT	2,948	5.51
Komori Corporation Trading-Partner Shareholding Association	2,295	4.29
STATE STREET BANK AND TRUST COMPANY 505103	2,059	3.85
Meiji Yasuda Life Insurance Company	1,895	3.54
Custody Bank of Japan, Ltd. (Trust Account)	1,872	3.50
Noriko Komori	1,656	3.10
Yoshihito Komori	1,600	2.99
Yoshiharu Komori	1,068	2.00
SUMITOMO LIFE INSURANCE COMPANY	1,030	1.93

Notes: Ownership ratio above is calculated excluding treasury stock.

Appendix 2

Criteria for Determining Coordinated or Collaborative Actions

Note1: The determination shall be made based on a comprehensive assessment of the following factors concerning the party subject to determination (including its parent company, subsidiaries, and other entities deemed equivalent; hereinafter referred to as the "Subject Party"), as well as the presence or absence of direct or indirect facts suggesting a lack of communication of intent with a specific shareholder of the Company.

Note2: The term "specific shareholder of the Company" includes the parent company and subsidiaries of such shareholder (collectively, the "Specific Shareholder Group"), as well as the officers and major shareholders of the Specific Shareholder Group.

1. Whether the timing of the acquisition of the Company's shares by the Subject Party overlaps with the period during which the Specific Shareholder is acquiring shares or engaging in actions aimed at a significant proposal or acquisition.2. Whether the number of shares acquired by the Subject Party has reached a substantial amount.
3. Whether the timing of the Subject Party's acquisition of shares is close to the start of the Specific Shareholder's acquisition or expression of intent to gain control or make significant proposals, or close to events related to this plan, such as the record date of a shareholders' meeting.
4. Whether the acquisition occurred during an abnormal market period (e.g., unusually high trading volume or sharp price increases), and whether the method and timing of acquisition resemble those of the Specific Shareholder (e.g., use of margin trading).
5. Whether the Subject Party has acquired shares of other listed companies also acquired by the Specific Shareholder, and whether the timing and holding periods overlap.
6. During the overlapping period in item 5, whether the exercise of shareholder rights (common interests) in the other listed company was aligned with that of the Specific Shareholder, and to what extent, based on the type, content, and outcome of such rights.
7. Whether, as a result of such aligned exercise of rights, directors or officers were appointed or dismissed in the other listed company, and whether during their tenure, there was a risk of damage to corporate or shareholder value (e.g., legal violations, delisting, designation as a security under caution, bankruptcy, or significant dilution).
8. Whether there is or was a direct or indirect capital or financial relationship with the Specific Shareholder.
9. Whether there is or was a personal relationship with the Specific Shareholder,

such as shared officers, family ties (including de facto relationships), business relationships, alumni networks, or employment/membership in the same organization.
10. Whether the exercise of shareholder rights in the Company was aligned with that of the Specific Shareholder, and to what extent, based on the type, content, and outcome of such rights. (Note: This item alone shall not be the sole basis for determining a coordinated or collaborative relationship or disqualification.)
11. Whether statements or actions regarding the Company's business or management policies resemble those of the Specific Shareholder, and to what extent, based on timing and content. (Note: This item alone shall not be the sole basis for determining a coordinated or collaborative relationship or disqualification.)
12. Whether the Subject Party's agents or advisors belong to or have belonged to the same firm, organization, or group as those of the Specific Shareholder, have a business alliance, have jointly handled similar cases, or have personal relationships that facilitate communication of intent.
13. Any other direct or indirect facts suggesting communication of intent with the Specific Shareholder.

Appendix 3

Overview of the Independent Committee Rules

1. The Independent Committee shall be established by resolution of the Company's Board of Directors.
2. The Committee shall consist of three or more members, selected by the Board from among outside auditors, outside directors, or external experts who are independent from the Company's executive management. External experts include experienced business executives, former government officials, investment banking professionals, lawyers, certified public accountants, and scholars specializing in corporate law or equivalent fields.
3. The Committee shall, in principle, provide recommendations to the Board of Directors on matters referred to it, including the reasons and basis for its decisions, from the perspective of whether such decisions contribute to the Company's corporate value and the common interests of shareholders.
4. The Committee may, at the Company's expense, seek advice from independent third-party experts (e.g., financial advisors, certified public accountants, lawyers, consultants).
5. Committee resolutions shall be made by a majority of members present, with a majority vote required for adoption.

Note: If the Company transitions to a "Company with an Audit and Supervisory Committee," references to "outside auditors" shall be read as "outside directors who are members of the Audit and Supervisory Committee."

Brief Biographies of Independent Committee Member Candidates

Following the continuation of this plan, the Independent Committee is expected to consist of the following three members:

Koji Yamada

Date of Birth: June 21, 1954

Career Summary:

- April 1977: Joined Komatsu Ltd.
- August 1996: General Manager of Planning & Cooperation Department, Chattanooga Manufacturing Operation, Komatsu America Corp
- April 1999: General Manager of Planning & Coordination Department of Osaka Plant, Production Division, Komatsu Ltd.
- April 2002: Plant Manager, Awazu Plant, Production Division, Komatsu Ltd.
- April 2004: Executive Officer, Komatsu Ltd.
- April 2005: President of Industrial Machinery Business Division, Komatsu Ltd. and President and Chief Executive Officer, Komatsu Industries Corp.
- February 2009: Representative of All India Operations, Komatsu Ltd.
- April 2009: President, Komatsu India Pvt. Ltd.
- April 2010: Senior Executive Officer, Komatsu Ltd.
- June 2013: Standing Audit & Supervisory Board Member, Komatsu Ltd.
- May 2018: Special Advisor, Uchimura Co., Ltd. (current)
- June 2023: Outside Corporate Auditor, Spancrete Corporation
- June 2023: Outside Director of the Company (current)

Mr. Koji Yamada qualifies as an outside director as defined in Article 2, Item 15 of the Companies Act.

Shinji Amako

Date of Birth: April 21, 1956

Career Summary:

- April 1979: Joined Kubota Tekko K.K. (now Kubota Corporation)
- April 1998: Head of Technology Group, Cast Steel Manufacturing Division, Hirakata Plant, Kubota Corporation
- October 2002: Head of Overseas Group, Cast Steel Sales Division, Kubota Corporation
- July 2005: General Manager of Cast Steel Sales Division, Kubota Corporation

- April 2009: Director, Kubota Corporation
- April 2010: General Manager of Raw Materials Sales Division, Kubota Corporation
- April 2012: General Manager of Raw Materials Business Unit, Kubota Corporation
- April 2013: President of Kubota Materials Canada Corporation
- June 2016: Outside Corporate Auditor of the Company (current)

Mr. Shinji Amako qualifies as an Outside Corporate Auditor as defined in Article 2, Item 16 of the Companies Act.
Subject to the approval of the relevant proposals submitted to this General Meeting of Shareholders, he is scheduled to be appointed as an outside director (Audit and Supervisory Committee Member) as defined in Article 2, Item 15 of the Companies Act after the conclusion of the meeting.

Rumi Yamaguchi
Date of Birth: August 13, 1968
Career Summary:
- April 1991: Joined Misuzu Audit Corporation (then Chuo Shinko Audit Corporation)
- March 1994: Registered as Certified Public Accountant
- July 2007: Left Misuzu Audit Corporation
- August 2007: Established Rumi Yamaguchi CPA Office (current)
- March 2012: Registered as Licensed Tax Accountant
- March 2012: Established Rumi Yamaguchi Tax Accountant Office (current)
- June 2022: Outside Audit & Supervisory Board Member, Nippon Chemiphar Co., Ltd. (current)

Subject to the approval of the relevant proposals submitted to this General Meeting of Shareholders, Ms. Rumi Yamaguchi is scheduled to be appointed as an outside director (Audit and Supervisory Committee Member) as defined in Article 2, Item 15 of the Companies Act after the conclusion of the meeting.

There are no special interests between the above independent committee members and the Company.
All of the above individuals have been notified as independent officers to the financial instruments exchange on which the Company is listed.

Appendix 5

Outline of the Allotment of Share Purchase Warrants

1. Eligible shareholders and methods used for the allotment

Shareholders who own shares in Komori's common stock* and are listed in the shareholder register as of the close of the allotment date specified by the Board of Directors shall be eligible to receive share purchase warrants without the payment of any prices, with one share purchase warrant to be allotted to one share of common stock.

* Excluding treasury stock owned by the Company.

2. Type and number of shares subject to the allotment

The type of shares granted in exchange for share purchase warrants shall be shares of Komori's common stock, with one share of common stock to be allotted to one share purchase warrant. This number shall be adjusted as necessary if the Company undertakes a share split or reverse share split.

3. Total number of share purchase warrants to be allotted to shareholders

The upper limit of the number of share purchase warrants to be allotted at once shall be determined by subtracting the total number of Komori's common stock* shares outstanding from the total number of shares authorized as of the allotment date specified by its Board of Directors. In addition, the Company's Board of Directors may allot these warrants on multiple occasions.

*Excluding treasury stock owned by the Company.

4. Assets to be allocated to raise funds to exercise share purchase warrants and their total value

The type of assets to be allocated by the Company to raise funds to exercise share purchase warrants shall be cash. The total value of these assets shall be at least ¥1 and determined by the Board of Directors. If the Board of Directors decides to redeem the share purchase warrants it has distributed, the Board may grant new shares to shareholders in exchange for the forfeiture of these share purchase warrants, for which the Board shall not pay a price.

5. Transfer restrictions attached to share purchase warrants

The transfer of share purchase warrants shall require the approval of Komori's Board of Directors.

6. Conditions for the exercise of share purchase warrants

Shareholders who belong to a specific shareholder group holding a 20% or greater ratio of voting rights shall not be allowed to exercise share purchase warrants. (However, this does not apply to shareholders authorized by Komori's Board of Directors in advance.)

In addition, share purchase warrants shall not be exercised until the passage of 10 days starting from the announcement of the Board of Directors' acknowledgement of the completion of the Large-Scale Purchase.

7. The exercise period for share purchase warrants

Komori's Board of Directors shall separately determine the date when share purchase warrants allotted shall come into effect, as well as their exercise period, terms and conditions for the exercise, and other necessary matters. Terms and conditions for the exercise of share purchase warrants may include clauses described below:

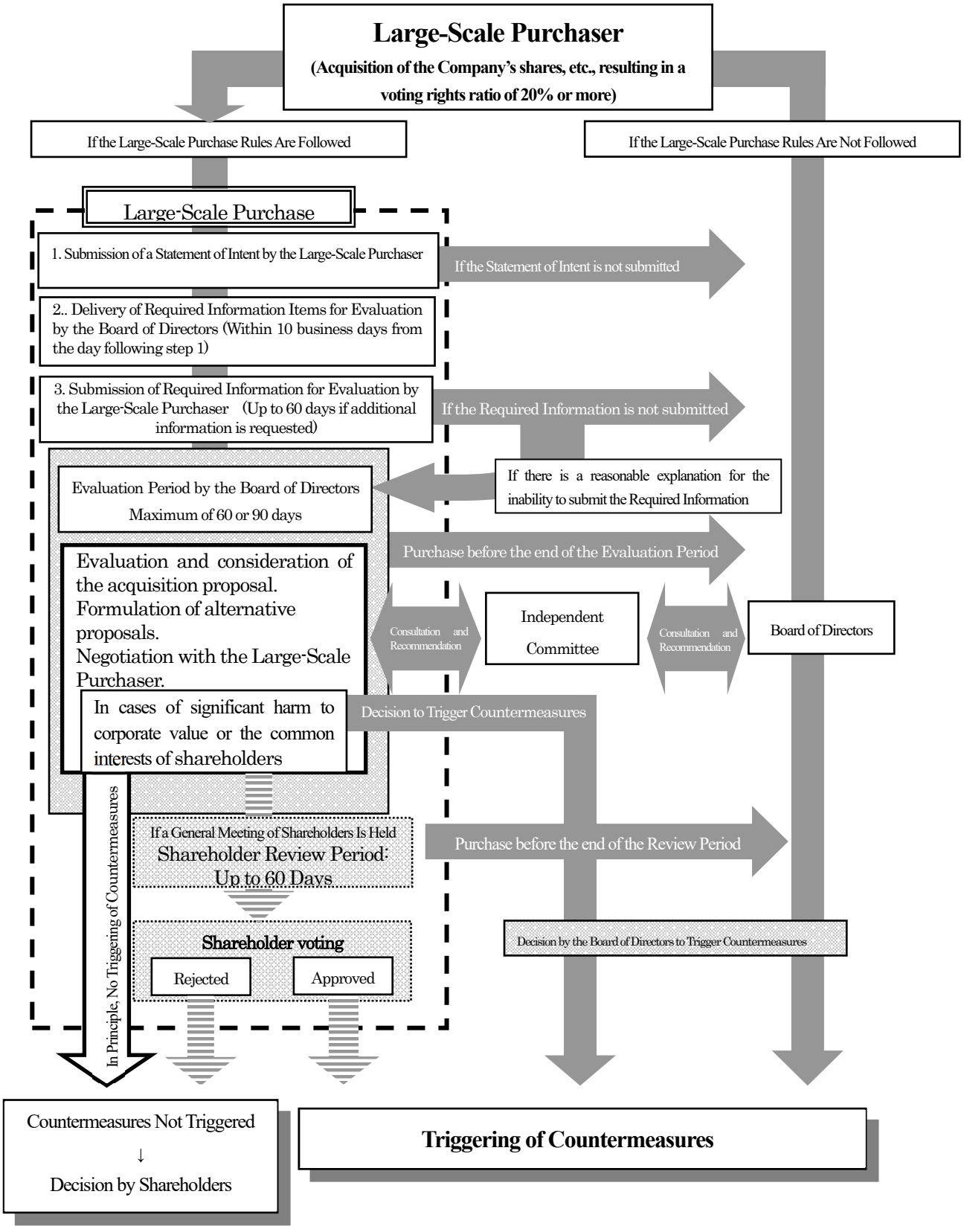
(1) The Company may acquire share purchase warrants owned by shareholders, excluding those not allowed to exercise such warrants due to conditions described in 6. above, and furnish a set number of its common stock shares determined by the Board of Directors to one such warrant.

(2) The Company may acquire share purchase warrants free of charge without furnishing its shares to share purchase warrants allotted.

In any case, however, the Company does not intend to pay monetary compensation to shareholders not allowed to exercise their share purchase warrants in exchange for the forfeiture of such warrants.

Overview of the Plan

（ Reference Material）



Note: This diagram is intended to aid understanding of the Plan by illustrating a representative procedural flow. It does not necessarily depict all procedures. For details, please refer to the main text.