

May 8, 2025

To whom it may concern:

Company: KOMATSU MATERE Co.,Ltd.  
Name of Representative: Daisuke Nakayama,  
President  
(Code No. 3580 TSE Prime Market)  
Contact: Shigeyuki Nakamura,  
Head of Corporate Strategy Planning  
Office  
(TEL. +81-761-55-8000)

### **Notice Regarding Partial Amendments to the Articles of Association**

The Company hereby announces that its Board of Directors, at a meeting held today, resolved to submit a proposal to the 113th Ordinary General Meeting of Shareholders of the Company, scheduled to be held on June 20, 2025, to amend the Articles of Association as follows.

#### **1. Purpose of the amendment to the Articles of Association**

- (1) As separately disclosed in the “Notice Regarding Transition to a Company with an Audit and Supervisory Committee and Personnel Changes of Directors” dated May 8, 2025, the Company will strengthen the supervisory function of the Board of Directors by making the Audit Committee members, who are responsible for auditing the execution of duties by Directors, members of the Board of Directors, and To further enhance corporate governance through the strengthening of the monitoring system, the Company has decided to transition from a company with a board of corporate auditors to a company with an Audit and Supervisory Committee, subject to approval at the Company's 113th Ordinary General Meeting of Shareholders scheduled to be held on June 20, 2025. By this, the Company will make changes such as the establishment of new regulations regarding directors who are members of Audit Committee and the Audit and Supervisory Committee, and the deletion of regulations regarding corporate auditors and the board of corporate auditors, which are necessary for the transition to a company with an Audit and Supervisory Committee.
- (2) To make it easier to invite people who are useful as directors and to enable them to demonstrate their expected roles fully, we propose to change Article 29, Paragraph 2 of the current Articles of Association to Article 30, Paragraph 2 of the proposed revised Articles of Association, so that it will be possible to conclude a limited liability agreement with directors other than executive directors. We have obtained the consent of each corporate auditor regarding this change.
- (3) In addition, we propose to make the necessary changes, such as changing the article numbers and revising the wording, in conjunction with the above changes.

#### **2. Details of the changes to the Articles of Association**

The details of the changes are shown in the attached document.

#### **3. Schedule**

Date of the General Meeting of Shareholders to approve the changes to the Articles of Association: Friday, June 20, 2025 (tentative)

Date of the changes to the Articles of Association taking effect: Friday, June 20, 2025 (tentative)

END

Attachment: Details of the changes to the Articles of Association

(The Changes are underlined)

Existing Articles of Association	Proposed Change
<p>Chapter 1 General Provisions</p> <p>Article 1 to 3 (Articles omitted)</p> <p>(Establishment of institutions)</p> <p>Article 4 The Company shall have, in addition to the General Meeting of Shareholders and Directors, a Board of Directors, <u>Corporate Auditors, Board of Corporate Auditors and Accounting Auditors.</u></p> <p>Article 5 (Articles omitted)</p> <p>Chapter 2 Stocks</p> <p>Article 6 to 8 (Articles omitted)</p> <p>(Rights to shares less than one unit)</p> <p>Article 9 A shareholder of the Company may not exercise any right other than those listed below with respect to shares less than one unit held by such shareholder.</p> <p>(1) Rights listed in each item of Article 189, Paragraph 2 of the Companies Act</p> <p>(2) Right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act</p> <p>(3) Right to receive allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by shareholders</p> <p>(4) Right to make a request as set forth in the following Article</p> <p>Articles 10 to 12 (Articles omitted)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Article 13 to 19 (Articles omitted)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Capacity)</p> <p>Article 20 The Company shall have no more than twelve directors.</p> <p>(Newly established)</p> <p>(Appointment)</p>	<p>Chapter 1 General Provisions</p> <p>Article 1 to 3 (As present)</p> <p>(Establishment of institutions)</p> <p>Article 4 The Company shall have, in addition to the General Meeting of Shareholders and Directors, a Board of Directors, an <u>Audit and Supervisory Committee</u> and Accounting Auditors.</p> <p>Article 5 (As present)</p> <p>Chapter 2 Stocks</p> <p>Article 6 to 8 (As present)</p> <p>(Rights to shares less than one unit)</p> <p>Article 9 A shareholder of the Company may not exercise any right other than those listed below with respect to shares less than one unit held by such shareholder.</p> <p><u>1.</u> Rights listed in each item of Article 189, Paragraph 2 of the Companies Act</p> <p><u>2.</u> Right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act</p> <p><u>3.</u> Right to receive allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by shareholders</p> <p><u>4.</u> Right to make a request as set forth in the following article</p> <p>Articles 10 to 12 (As present)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 13 to 19 (As present)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Capacity)</p> <p>Article 20 The Company shall have no more than twelve directors (<u>excluding directors who are members of the Audit Committee</u>).</p> <p><u>2. The Company shall have no more than five director who are members of the Audit Committee.</u></p> <p>(Appointment)</p>

Existing Articles of Association	Proposed Change
<p><u>Article 21</u> Directors shall be elected at the General Meeting of Shareholders.</p> <p>2 The resolution for the election of directors shall be adopted by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders who are entitled to exercise their voting rights are present.</p> <p>3 The resolution for the election of directors shall not be by cumulative voting.</p> <p>(Term of office)</p> <p>Article 22 The term of office of directors shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within <u>two</u> years after their election.</p> <p>(Newly established)</p> <p><u>2 The term of office of directors elected to fill a vacancy or increase in the number of directors shall be the remaining term of office of the incumbent director.</u></p> <p>(Newly established)</p> <p>(Representative Director and Executive Director)</p> <p>Article 23 The Board of Directors shall select a few Representative Directors from among the directors.</p> <p>2 The Board of Directors may, by its resolution, appoint one Chairman of the Board, one President, up to two Vice Presidents, and a few Senior Managing Directors and Managing Directors.</p>	<p><u>Article 21</u> Directors shall be elected at the General Meeting of Shareholders, <u>distinguishing between those who are members of the Audit Committee and those who are not.</u></p> <p>2 (As present)</p> <p>3 (As present)</p> <p>(Term of office)</p> <p>Article 22 The term of office of directors (<u>excluding directors who are members of the Audit Committee</u>) shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within <u>one</u> year after their election.</p> <p><u>2 The term of office of directors who are members of the Audit Committee shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within two years after their election.</u></p> <p>(Deleted)</p> <p><u>3 The term of office of directors who are members of the Audit Committee elected to fill a vacancy of a director who retires before the expiration of his/her term of office shall expire when the term of office of the retiring directors as members of the Audit Committee expires.</u></p> <p>(Representative Director and Executive Director)</p> <p>Article 23 The Board of Directors shall select a few Representative Directors from among the directors (<u>excluding directors who are members of the Audit Committee</u>).</p> <p>2 (As present)</p>

Existing Articles of Association	Proposed Change
<p>(Persons authorized to convene meetings of the Board of Directors and Chairman)</p> <p>Article 24 Except as otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board of Directors <u>or</u> the President and Director, as previously determined by the Board of Directors. In the absence or disability of the Chairman of the Board of Directors <u>or</u> the President and Director, another director shall take his/her place in the order previously determined by a resolution of the Board of Directors.</p> <p>(Notice of Board of Directors Meeting)</p> <p>Article 25 Notice of a meeting of the Board of Directors shall be given to each director <u>and corporate auditor</u> at least three days prior to the date of the meeting. In case of emergency, however, such notice may be shortened.</p> <p>(Newly established)</p> <p>(Method of resolution of the Board of Directors)</p> <p>Article <u>26</u> Resolutions of the Board of Directors shall be adopted by a majority of the votes of the directors present at a meeting where a majority of the directors are present.</p> <p>2 In cases where a director proposes a matter for resolution at a meeting of the Board of Directors, if all directors who are entitled to vote on the matter express their consent to the proposal in writing or by electromagnetic record <u>and corporate auditors do not state their objections,</u> the proposal shall be deemed to have been approved by the Board of Directors.</p>	<p>(Persons authorized to convene meetings of the Board of Directors and Chairman)</p> <p>Article 24 Except as otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board of Directors <u>or</u> the President and Director, as previously determined by the Board of Directors. In the absence or disability of the Chairman of the Board of Directors <u>or</u> the President and Director, another Director shall take his/her place in the order previously determined by a resolution of the Board of Directors.</p> <p>(Notice of Board of Directors Meeting)</p> <p>Article 25 Notice of a meeting of the Board of Directors shall be given to each Director at least three days prior to the date of the meeting. However, in case of emergency, such notice may be shortened.</p> <p>(Delegation of Important Business Execution Decisions)</p> <p>Article 26 <u>The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the decisions on the execution of important business affairs (excluding the matters listed in each item of Paragraph 5 of the said Article) to the directors by resolution of the Board of Directors.</u></p> <p>(Method of resolution by the Board of Directors)</p> <p>Article <u>27</u> Resolutions of the Board of Directors shall be adopted by a majority of the votes of the directors present at a meeting where a majority of the directors <u>who are entitled to participate in the voting</u> are present.</p> <p>2. In cases where a director proposes a matter for resolution at a meeting of the Board of Directors, if all directors who are entitled to vote on the matter express their consent to the proposal in writing or by electromagnetic record, the proposal shall be deemed to have been approved by the Board of Directors.</p>

Existing Articles of Association	Proposed Change
<p>(Minutes of Board of Directors meetings)</p> <p>Article <u>27</u> The substance of proceedings and results of the Board of Directors meetings and other matters required by law shall be recorded in the minutes, and the directors <u>and corporate auditors</u> present at the meetings shall write their names and affix their seals thereto or electronically sign the minutes.</p>	<p>(Minutes of Board of Directors meetings)</p> <p>Article <u>28</u> The substance of proceedings and results of the Board of Directors meetings and other matters required by law shall be recorded in the minutes, and the directors present at the meetings shall write their names and affix their seals thereto or electronically sign the minutes.</p>
<p>(Compensation, etc.)</p> <p>Article <u>28</u> Remuneration, bonuses and other property benefits to be received by the Company from Directors in consideration for the performance of their duties (<u>hereinafter referred to as "Compensation, etc."</u>) shall be determined by a resolution of the General Meeting of Shareholders.</p>	<p>(Compensation, etc.)</p> <p>Article <u>29</u> Remuneration, bonuses and other financial benefits received by directors from the Company in consideration of the performance of their duties shall be determined by a resolution of the General Meeting of Shareholders, <u>distinguishing between directors who are members of the Audit Committee and other directors.</u></p>
<p>(Exemption of directors from liability)</p> <p>Article 29 The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt any director (including former Directors) from liability for damages by a resolution of the Board of Directors to the extent permitted by law.</p> <p>2. The Company may enter into an agreement with <u>outside directors</u> to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</p>	<p>(Exemption of directors from liability)</p> <p>Article <u>30</u> (As present)</p> <p>2. The Company may enter into an agreement with <u>directors (excluding those who are executive directors, etc.)</u> to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</p>
<p>Article <u>30</u> (Articles omitted)</p> <p><u>Chapter 5 Corporate Auditors and Board of Corporate Auditors</u></p> <p>(Capacity)</p> <p>Article 31 The Company shall have no more than five <u>corporate auditors.</u></p> <p>(Appointment)</p> <p>Article 32 Corporate auditors shall be elected at the <u>General Meeting of Shareholders.</u></p> <p><u>2 The resolution for the election of corporate auditors shall be adopted by a majority of the votes of the</u></p>	<p>Article <u>31</u> (As present)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>

Existing Articles of Association	Proposed Change
<u>shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of the shareholders entitled to exercise their voting rights are present.</u>	
<u>(Term of office)</u> <u>Article 33 The term of office of corporate auditors shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within four years after their election.</u> <u>2 The term of office of a corporate auditor elected to fill a vacancy shall be the remaining term of office of the retiring corporate auditor.</u>	(Deleted)
<u>(Full-time corporate auditor)</u> <u>Article 34 The Board of Corporate Auditors shall, by its resolution, select a full-time corporate auditor.</u>	(Deleted)
<u>(Notice of convocation of a meeting of the corporate auditor)</u> <u>Article 35 Notice of a meeting of the corporate auditors shall be given to each corporate auditor at least three days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u>	(Deleted)
<u>(Method of resolution of corporate auditors)</u> <u>Article 36 Except as otherwise provided by law, a majority of the corporate auditors shall adopt resolutions of the Board of Corporate Auditors.</u>	(Deleted)
<u>(Minutes of corporate auditors' meetings)</u> <u>Article 37 The proceedings and results of the corporate auditors' meetings and other matters required by law shall be recorded in the minutes, and the corporate auditors present at the meeting shall write their names and affix their seals thereto or electronically sign the minutes.</u>	(Deleted)
<u>(Compensation, etc.)</u> <u>Article 38 - Compensation, etc. of corporate auditors shall be determined by a resolution of the General Meeting of Shareholders.</u>	(Deleted)
<u>(Exemption of corporate auditors from liability)</u>	(Deleted)

Existing Articles of Association	Proposed Change
<p><u>Article 39 The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt corporate auditors (including former corporate auditors) from liability for damages to the extent permitted by law by a resolution of the Board of Directors.</u></p> <p><u>2 The Company may enter into an agreement with an outside corporate auditor to limit his/her liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p><u>Chapter 5 Audit and Supervisory Committee</u>  <u>(Full-time Audit Committee Member)</u></p> <p><u>Article 32 The Audit Committee may, by its resolution, select a full-time Audit Committee member.</u></p> <p><u>(Notice of Convocation of the Audit and Supervisory Committee)</u></p> <p><u>Article 33 Notice of the Audit and Supervisory Committee shall be given to each Audit Committee member at least three days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u></p> <p><u>(Method of resolution of the Audit and Supervisory Committee)</u></p> <p><u>Article 34 Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the Audit Committee members present at a meeting at which a majority of the Audit Committee members who are entitled to participate in the voting are present.</u></p> <p><u>(Minutes of the Audit and Supervisory Committee)</u></p> <p><u>Article 35 The substance of proceedings and results of the Audit and Supervisory Committee and other matters required by law shall be recorded in the minutes, and the attending Audit Committee members shall write their names and affix their seals thereto or electronically sign the minutes.</u></p>

Existing Articles of Association	Proposed Change
<p>Chapter 6 Accounting Auditors</p> <p>Article <u>40</u> (Articles omitted)</p> <p>(Term of office)</p> <p>Article <u>41</u> The term of office of the Accounting Auditor shall expire <u>at</u> the close of the General Meeting of Shareholders relating to the last fiscal year ending within one year after his/her election.</p> <p>2 Unless otherwise resolved at the General Meeting of Shareholders as set forth in the preceding paragraph, the director shall be deemed to be reappointed at such General Meeting of Shareholders.</p> <p>Chapter 7 Calculation</p> <p>Articles <u>42</u> to <u>44</u> (Articles omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>END</p>	<p>Chapter 6 Accounting Auditors</p> <p>Article <u>36</u> (As present)</p> <p>(Term of office)</p> <p>Article <u>37</u> The term of office of the Accounting Auditor shall expire <u>at</u> the close of the General Meeting of Shareholders relating to the last fiscal year ending within one year after his/her election.</p> <p>2 (As present)</p> <p>Chapter 7 Calculation</p> <p>Articles <u>38</u> to <u>40</u> (As present)</p> <p><u>Supplementary Provisions</u></p> <p><u>(Transitional measures concerning exemption of corporate auditors from liability)</u></p> <p><u>Article 1 The Company may, by a resolution of the Board of Directors, exempt corporate auditors (including former corporate auditors) from liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act with respect to acts committed prior to the conclusion of the 113th General Meeting of Shareholders, to the extent permitted by law.</u></p> <p>END</p>