



August 23, 2024

Company name	Komatsu Ltd.
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Notice of Acquisition of Shares in UMW Komatsu Heavy Equipment Sdn. Bhd.
(Conversion into Subsidiary)

Komatsu Ltd. (hereafter “Komatsu”) hereby announces that Komatsu decided today that Komatsu will acquire all of the shares that UMW Corporation Sdn. Bhd. (“UMW”) holds in UMW Komatsu Heavy Equipment Sdn. Bhd. (“UKHE”), which is a subsidiary of UMW and an affiliated company, accounted for by the equity method, of Komatsu, and that Komatsu will thereby make UKHE a wholly owned subsidiary of Komatsu.

1. Reason for the acquisition of shares

In order to strengthen Komatsu’s competitiveness in the construction and mining equipment market in Malaysia, Singapore, Myanmar, Brunei and Papua New Guinea, Komatsu established UKHE on July 9, 2018, whereby UMW and Komatsu subscribed for 74.0% and 26.0%, respectively, of the shares in UKHE. Komatsu entered into distributorship agreements with each of UKHE’s subsidiaries and has been selling its construction and mining equipment and providing related services in the relevant regions.

Following discussions held between UMW and Komatsu, Komatsu concluded that it would be desirable to acquire all of the outstanding shares of UKHE held by UMW and to make UKHE a wholly owned subsidiary of Komatsu, from the viewpoint of future sustainable growth of the construction and mining equipment business of Komatsu and UKHE in Southeast Asia and Papua New Guinea.

2. Outline of company to be converted into subsidiary (UMW Komatsu Heavy Equipment Sdn. Bhd.)

(1)	Company name	UMW Komatsu Heavy Equipment Sdn. Bhd.	
(2)	Address	Level 6, Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia	
(3)	Title and name of representative	Loo Kien Lee, Managing Director	
(4)	Outline of operations	Administration of the company’s subsidiaries (The subsidiaries of UKHE engage in import and sale of construction and mining equipment and provision of related services)	
(5)	Capital stock	389,533,640 Ringgit	
(6)	Date of incorporation	July 9, 2018	
(7)	Major shareholders and ownership ratio	UMW Corporation Sdn. Bhd. 74.0% Komatsu Ltd. 26.0%	
(8)	Relationship between Komatsu and UKHE	Capital relationship	Komatsu directly owns 26.0% of the outstanding shares of UKHE.
		Personnel relationship	Two directors and two employees are dispatched from Komatsu.
		Business relationship	Although there are no direct transactions between Komatsu and UKHE, Komatsu entered into distributorship agreements with UKHE’s subsidiaries regarding, among others, construction and mining

	equipment.		
(9) UKHE's consolidated business results and financial standing for the past three years			
Fiscal year	FY ended Dec 2021	FY ended Dec 2022	FY ended Dec 2023
Consolidated net assets	13,889 million yen	14,308 million yen	14,742 million yen
Consolidated total assets	18,556 million yen	20,971 million yen	22,975 million yen
Consolidated net assets per share	-	-	-
Consolidated net sales	16,383 million yen	20,057 million yen	24,573 million yen
Consolidated operating income	901 million yen	1,464 million yen	2,582 million yen
Consolidated ordinary income	-	-	-
Net income attributable to owners of the parent	124 million yen	902 million yen	2,023 million yen
Consolidated net income per share	-	-	-
Dividends per share	-	-	-

Note: All amounts are converted into yen at the exchange rate of 1 ringgit = 34.05 yen.

3. Outline of the counterparty to the share acquisition

(1) Company name	UMW Corporation Sdn. Bhd.	
(2) Address	Level 6, Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia	
(3) Title and name of representative	Mustamir Mohamad, Managing Director	
(4) Outline of operations	Administration of the company's subsidiaries and associated companies and trading in light and heavy machinery	
(5) Capital stock	1,315 million Ringgit	
(6) Date of incorporation	August 8, 1970	
(7) Net assets	2,815 million Ringgit	
(8) Total assets	2,871 million Ringgit	
(9) Major shareholders and ownership ratio	UMW Holdings Berhad 100.0%	
(10) Relationship between Komatsu and the counterparty	Capital relationship	Not applicable
	Personnel relationship	Not applicable
	Business relationship	Not applicable
	Status as related parties	Not applicable

4. Number of shares acquired, acquisition price, and shareholding before and after acquisition

(1) Number of shares held before the change	101,278,747 shares (Number of voting rights: 101,278,747) (Ratio of voting rights: 26.0%)
(2) Number of shares to be acquired	288,254,893 shares (Number of voting rights: 288,254,893)
(3) Acquisition price	Not disclosed due to confidentiality obligations
(4) Number of shares held after the change	389,533,640 shares (Number of voting rights: 389,533,640) (Ratio of voting rights: 100.0%)

5. Timetable

(1) Date of signing of agreement	August 23, 2024
(2) Date of closing of stock transfer	October 2024 (planned)

Note: The date of closing of the stock transfer may vary depending on the fulfillment of certain conditions and the acquisition of necessary permits and approvals.

6. Future Outlook

The impact of this stock transfer on the consolidated financial results for the fiscal year ending March 31, 2025 is expected to be insignificant. Komatsu will promptly make announcements if Komatsu identifies any matters that should be disclosed.

(End)