

(Translation)

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Kunio Noji  
President and Representative Director  
Komatsu Ltd.  
3-6, Akasaka 2-chome, Minato-ku,  
Tokyo

**NOTICE OF RESOLUTIONS ADOPTED**  
**AT THE ONE HUNDRED AND FORTIETH (140TH)**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF KOMATSU LTD.**

Securities Code: 6301  
June 24, 2009

Dear Shareholders:

This is to inform you that at the 140th Ordinary General Meeting of Shareholders of Komatsu Ltd. (hereinafter “the Company”) held today, reports and resolutions were made as follows:

**Details**

**Items Reported:**

- (1) The Business Report and the Consolidated Statutory Report for the 140th fiscal year (April 1, 2008 – March 31, 2009), as well as the Accounting Auditors’ Report and Board of Corporate Auditors’ Report on the Result of the Audited Consolidated Statutory Report.
- (2) The Non-Consolidated Statutory Report for the 140th fiscal year (April 1, 2008 – March 31, 2009).

**Items Resolved:**

**Item 1:** Appropriation of Surplus

This proposal was approved as originally proposed, and it was decided that the year-end dividend for the 140th fiscal year (year-end dividend of surplus) is JPY 18 per one (1) common share of the Company.

**Item 2:** Partial Amendments to the Articles of Incorporation

This proposal was approved as originally proposed. The details of the amendments to the Articles of Incorporation are as described in “Details of Amendments to the Articles of Incorporation” hereinafter below.

**Item 3:** Election of Ten (10) Directors

This proposal was approved as originally proposed. Ten (10) Directors were elected as follows, and have assumed their positions as Directors.

(Reelected)

Messrs. Masahiro Sakane, Kunio Noji, Yoshinori Komamura, Yasuo Suzuki, Kenji Kinoshita, Morio Ikeda, Kensuke Hotta and Noriaki Kano

(Newly elected)

Messrs. Masao Fuchigami and Tetsuji Ohashi

**Item 4:** Election of Two (2) Corporate Auditors

This proposal was approved as originally proposed. Messrs. Kyoji Torii and Kunihiro Matsuo were newly elected and have assumed their positions as Corporate Auditors.

**Item 5:** Payment of Bonuses for Directors

As proposed, it was approved that the Company pay bonuses within the range of JPY 119 million in total to the ten (10) Directors who were in the office as of the end of the 140th fiscal year (of which, JPY 9 million in total to the three (3) Outside Directors).

**Item 6:** Giving the Board of Directors the Authority to Issue Stock Acquisition Rights as Stock Options to Employees of the Company and Directors of Major Subsidiaries of the Company

As proposed, it was approved that the Company issue Stock Acquisition Rights without consideration of no more than four hundred three (403) units (the number of common stock of the Company subject to Stock Acquisition Rights is 403,000 shares) as stock options to employees of the Company and Directors of Major Subsidiaries of the Company and that the Company's Board of Directors is given the authority to issue such Stock Acquisition Rights, in accordance with the provisions of Articles 236, 238, and 239 of the Corporation Act.

END

**Details of Amendments to the Articles of Incorporation**

(The underlined portions indicate the amendments.)

Before Amendments	After Amendments
<p style="text-align: center;"><b>CHAPTER II. SHARES</b></p> <p><b><u>Article 7. Issuance of Share Certificates</u></b>  <u>The Company shall issue share certificates representing its shares.</u></p> <p><b>Article 8.</b>                      (Text omitted)</p> <p><b>Article 9. Number of Shares Constituting One Unit (Tangen) of Shares <u>and Non-Issuance of the Share Certificates for Shares Constituting Less Than One Unit (Tangen)</u></b></p> <p>1. The number of shares constituting one (1) unit (Tangen) of shares of the Company shall be one hundred (100).</p> <p>2. <u>Notwithstanding Article 7, the Company shall not issue share certificates representing its shares constituting less than one (1) unit (Tangen) of shares, unless otherwise provided for in the Share Handling Regulations of the Company.</u></p> <p><b>Article 10. Rights to Shares Constituting Less Than One Unit (Tangen) of Shares</b></p> <p>Shareholders (<u>which shall hereinafter include Beneficial Owners</u>) of the Company are not entitled to exercise their rights pertaining to shares constituting less than one (1) unit (Tangen) of shares held by them, except for the following rights:</p> <ul style="list-style-type: none"> <li>(1) The rights provided for in each item of Article 189, Paragraph 2 of the Corporation Act;</li> <li>(2) The right to make a request provided for in the provisions of Article 166, Paragraph 1 of the Corporation Act;</li> <li>(3) The right to receive the allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by each shareholder; and</li> <li>(4) The right to make a request provided for in the immediately following Article.</li> </ul> <p><b>Article 11.</b>                      (Text omitted)</p>	<p style="text-align: center;"><b>CHAPTER II. SHARES</b></p> <p style="text-align: center;">(Deleted)</p> <p><b>Article 7.</b>                      (Unchanged from previous Article 8.)</p> <p><b>Article 8. Number of Shares Constituting One Unit (Tangen) of Shares</b></p> <p>The number of shares constituting one (1) unit (Tangen) of shares of the Company shall be one hundred (100).</p> <p style="text-align: center;">(Deleted)</p> <p><b>Article 9. Rights to Shares Constituting Less Than One Unit (Tangen) of Shares</b></p> <p>Shareholders of the Company are not entitled to exercise their rights pertaining to shares constituting less than one (1) unit (Tangen) of shares held by them, except for the following rights:</p> <ul style="list-style-type: none"> <li>(1) The rights provided for in each item of Article 189, Paragraph 2 of the Corporation Act;</li> <li>(2) The right to make a request provided for in the provisions of Article 166, Paragraph 1 of the Corporation Act;</li> <li>(3) The right to receive the allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by each shareholder; and</li> <li>(4) The right to make a request provided for in the immediately following Article.</li> </ul> <p><b>Article 10.</b>                      (Unchanged from previous Article 11.)</p>

Before Amendments	After Amendments
<p><b>Article 12. Transfer Agent</b></p> <p>1. The Company shall have a Transfer Agent.</p> <p>2. The Transfer Agent and the location of its business shall be designated by a resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>3. The administration of the Shareholders Register <u>(including the Register of Beneficial Owners; hereinafter the same)</u>, the Register of Stock Acquisition Rights <u>and the Register of Lost Share Certificates</u> of the Company, and other matters relating to the Shareholders Register, the Register of Stock Acquisition Rights <u>and the Register of Lost Share Certificate</u>, shall be entrusted with the Transfer Agent, and shall not be handled by the Company.</p> <p><b>Article 13.</b></p> <p style="text-align: center;">(Text omitted)</p> <p style="text-align: center;"><b>CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</b></p> <p><b>Article 14. to Article 19.</b></p> <p style="text-align: center;">(Text omitted)</p> <p style="text-align: center;"><b>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</b></p> <p><b>Article 20. to Article 27.</b></p> <p style="text-align: center;">(Text omitted)</p> <p><b>Article 28. Exemption from Liability of Directors</b></p> <p>In accordance with the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by a resolution of the Board of Directors, exempt a Director from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws or regulations.</p> <p style="text-align: center;">(New)</p>	<p><b>Article 11. Transfer Agent</b></p> <p>1. The Company shall have a Transfer Agent.</p> <p>2. The Transfer Agent and the location of its business shall be designated by a resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>3. The administration of the Shareholders Register <u>and</u> the Register of Stock Acquisition Rights of the Company, and other matters relating to the Shareholders Register <u>and</u> the Register of Stock Acquisition Rights shall be entrusted with the Transfer Agent, and shall not be handled by the Company.</p> <p><b>Article 12.</b></p> <p style="text-align: center;">(Unchanged from previous Article 13.)</p> <p style="text-align: center;"><b>CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS</b></p> <p><b>Article 13. to Article 18.</b></p> <p style="text-align: center;">(Unchanged from previous Article 14. to Article 19.)</p> <p style="text-align: center;"><b>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</b></p> <p><b>Article 19. to Article 26.</b></p> <p style="text-align: center;">(Unchanged from previous Article 20. to Article 27.)</p> <p><b>Article 27. Exemption from Liability of Directors</b></p> <p><u>1. In accordance with the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by a resolution of the Board of Directors, exempt a Director from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws or regulations.</u></p> <p><u>2. In accordance with the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company may enter into agreements with an Outside Director to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Outside Directors prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.</u></p>

Before Amendments	After Amendments
<p style="text-align: center;"><b>CHAPTER V. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</b></p> <p><b>Article 29. to Article 34.</b> (Text omitted)</p> <p><b>Article 35. Exemption from Liability of Corporate Auditors</b></p> <p>In accordance with the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by a resolution of the Board of Directors, exempt a Corporate Auditor from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws and regulations.</p> <p style="text-align: center;">(New)</p>	<p style="text-align: center;"><b>CHAPTER V. CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</b></p> <p><b>Article 28. to Article 33.</b> (Unchanged from previous Article 29. to Article 34.)</p> <p><b>Article 34. Exemption from Liability of Corporate Auditors</b></p> <p><u>1.</u> In accordance with the provisions of Article 426, Paragraph 1 of the Corporation Act, the Company may, by a resolution of the Board of Directors, exempt a Corporate Auditor from his/her liability for damages caused by his/her dereliction of duty, within the limits stipulated by laws and regulations.</p> <p><u>2.</u> In accordance with the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company may enter into agreements with an Outside Corporate Auditor to limit liability for damages caused by his/her dereliction of duty. Provided, however, that the maximum amount of liability of such Outside Corporate Auditor prescribed in such agreements shall be equal to the minimum liability limit stipulated by laws and regulations.</p>
<p style="text-align: center;"><b>CHAPTER VI. ACCOUNTING</b></p> <p><b>Article 36. to Article 39.</b> (Text omitted)</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p>	<p style="text-align: center;"><b>CHAPTER VI. ACCOUNTING</b></p> <p><b>Article 35. to Article 38.</b> (Unchanged from previous Article 36. to Article 39.)</p> <p style="text-align: center;"><b><u>Supplemental Provisions</u></b></p> <p><u>Article 1. The preparation and keeping of the Register of Lost Share Certificates of the Company and other operations relating to the Register of Lost Share Certificates shall be entrusted with the Transfer Agent and shall not be handled by the Company.</u></p> <p><u>Article 2. The preceding article and this article shall remain in effect until January 5, 2010 and shall be deleted as of January 6, 2010.</u></p>