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(Securities Code: 3580)

June 4, 2024

To Shareholders with Voting Rights:

(Date of commencement of measures for  
electronic provision: May 30, 2024)

Hisae Sasaki

President

KOMATSU MATERE Co., Ltd.

Nu 167, Hama-machi, Nomi-city, Ishikawa, Japan

## Notice of Convocation of the 112th General Meeting of Shareholders

Dear Shareholders:

We would like to express our deepest sympathy to those who have been affected by the 2024 Noto Peninsula Earthquake, and sincerely wish for the earliest recovery from this unfortunate event.

Please be informed that the 112th General Meeting of Shareholders of KOMATSU MATERE Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company has taken electronic provision measures in convening this General Meeting of Shareholders and posted matters subject to electronic provision measures in the “Notice of Convocation of the 112th General Meeting of Shareholders” on the following website on the Internet.

The Company’s website: <https://www.komatsumatere.co.jp/ir/meeting/> (available in Japanese only)

In addition to the website above, the Company has also posted the matters subject to electronic provision measures on the website of the Tokyo Stock Exchange, Inc. (TSE). To confirm the information, please visit the TSE website below and enter and search for the Issue name (company name) or the Code, select “Basic information” and then “Documents for public inspection/PR information.”

TSE website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the Internet, etc. in advance. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision measures, and exercise your votes either in writing or via the Internet, etc. no later than 5:00 p.m. on Thursday, June 20, 2024, Japan time.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. Japan time
- 2. Place:** The head office of KOMATSU MATERE Co., Ltd.  
Nu 167, Hama-machi, Nomi-city, Ishikawa, Japan

For this General Meeting of Shareholders, we cancel the distribution of souvenirs to attending shareholders and the holding of a social gathering.

### **3. Meeting Agenda:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements and Accounting Auditors' and Audit & Supervisory Board's Reports on Consolidated Financial Statements for the 112th term (from April 1, 2023 to March 31, 2024)
  2. Non-consolidated Financial Statements for the 112th term (from April 1, 2023 to March 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Appropriation of Surplus
- Proposal 3:** Election of One (1) Member of the Board
- Proposal 4:** Election of Three (3) Audit & Supervisory Board Members
- Proposal 5:** Election of Two (2) Substitute Audit & Supervisory Board Members

- **For this General Meeting of Shareholders, we send you the hard copy containing the matters subject to electronic provision measures regardless of whether you have requested it or not. Please note that, out of the matters subject to electronic provision measures, "4. Accounting Auditor's status" and "5. Systems and policies of the Company" in the Business Report, "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" in Consolidated Financial Statements as well as "Non-Consolidated Balance Sheet," "Non-Consolidated Statement of Income," "Non-Consolidated Statement of Changes in Shareholders' Equity," and "Notes to Non-Consolidated Financial Statements" in Non-Consolidated Financial Statements are not included in the paper copy pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation. The documents sent as the hard copy are subject to audit by the Accounting Auditor and the Audit & Supervisory Board Members, together with the above matters which were excluded from the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements.**
- **Any revisions to matters subject to measures for electronic provision will be posted on each of the websites where such matters are posted.**
- **The Company accepts questions and opinions from shareholders during the period from June 4, 2024 (Tuesday) to June 11, 2024 (Tuesday). We will address matters of high interest to shareholders in this General Meeting of Shareholders. If you have any question or opinion, please send it to us to our email address (111soukai@komatsumatere.co.jp), indicating your shareholder number and name.**
- **In the event of any significant changes in the operation of the General Meeting of Shareholders such as a change in the date, time, place, etc. of the meeting stated in the Notice of Convocation, the Company will post a notice on our website promptly.**

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Partial Amendments to the Articles of Incorporation

#### 1. Reason for amendments to the Articles of Incorporation

From the perspective of strengthening the management’s leadership, the Company proposes to amend the Articles of Incorporation as follows to separate roles so that the Chairman and President will work together to take responsibility for business execution as management leaders in the business execution system.

#### 2. Details of amendments to the Articles of Incorporation

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
(Person Authorized to Convene the Board of Directors and Chairperson)  Article 24 Unless otherwise prescribed by laws or ordinances, the Board of Directors shall be convened and chaired by the <u>President</u> . If the <u>President</u> is unable to act, another Member of the Board shall take the roles upon resolution of the Board of Directors according to an order determined beforehand.	(Person Authorized to Convene the Board of Directors and Chairperson)  Article 24 Unless otherwise prescribed by laws or ordinances, the Board of Directors shall be convened and chaired by the <u>Chairman or President determined beforehand by the Board of Directors</u> . If the <u>Chairman and President</u> are unable to act, another Member of the Board shall take the roles upon resolution of the Board of Directors according to an order determined beforehand.

**Proposal 2: Appropriation of Surplus**

Regarding the appropriation of surplus, we would like to propose as follows:

1. Matters regarding Year-end Dividend

The Company regards returning profits to shareholders as one of its important business priorities, and our basic policy is to continuously provide stable dividends.

Regarding the consolidated payout ratio, we have strived to strengthen and enhance our revenue base in order to achieve a payout ratio of about 30% to 50% of profit attributable to owners of parent for the fiscal year under review.

As for the year-end dividend for the fiscal year under review, we propose a dividend of 10 yen per share (ordinary dividend). As a result, the annual dividend will be 22 yen per share, an increase of 2 yen from the previous fiscal year, including an interim dividend of 12 yen (consisting of an ordinary dividend of 10 yen and a commemorative dividend of 2 yen) per share.

(1) Type of dividend property

Cash

(2) Matters regarding the assignment of the dividend property to shareholders and the total amount

10 yen per share of common stock of the Company

Total amount: 402,137,610 yen

(3) Date on which the appropriation of surplus takes effect

June 24, 2024

**Proposal 3: Election of One (1) Member of the Board**

One (1) Outside Director resigned on April 1, 2024. Therefore, the Company proposes electing one (1) new Outside Director.

The candidate for Member of the Board is as follows:

Name (Date of birth)	Past experience, positions and responsibilities and significant concurrent positions	Number of shares of the Company held
Tomonobu Nishimura (March 20, 1968) <div style="border: 1px solid black; padding: 2px; width: fit-content;">New appointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Outside Director</div>	Apr. 1990      Joined Toray Industries, Inc. Apr. 2005      Manager of Fashion Woven Fabrics Section 1, Women’s & Men’s Wear Fabrics Department, Toray Industries, Inc. Mar. 2010      General Manager of Far East Department and General Manager of Asia Department, Penfabric Sdn. Berhad Jul. 2011      Director of Penfabric Sdn. Berhad Jul. 2014      Chairman and President of Toray Jifa (Qingdao) Textile Co., Ltd. Apr. 2018      Deputy General Manager of Textiles Division, Toray Industries, Inc. Jan. 2020      Deputy President of Penfabric Sdn. Berhad Apr. 2024      General Manager of Textiles Division, Toray Industries, Inc., and Chairman (part time) of Toray Textiles Europe Ltd. (to present)	0
[Reasons for nomination as a candidate for Outside Director and outline of expected roles as Outside Director] Mr. Tomonobu Nishimura has engaged in the field of fibers & textiles at Toray Industries, Inc. and has a high level of expertise. The Company nominates him as a candidate for Outside Director to obtain comments and suggestions from him on management of the Company. In addition, the Company expects him to provide highly effective supervision of the management team from an independent and objective perspective, based on his professional work experience in the fibers & textiles business.		

Notes:

1. The special interest between the candidate and the Company is as described below.  
Mr. Tomonobu Nishimura is the General Manager of the Textiles Division of Toray Industries, Inc. The Company has a business relationship with Toray Industries, Inc. which includes sales and purchases of products.
2. Mr. Tomonobu Nishimura is a candidate for Outside Director.
3. If the appointment of Mr. Tomonobu Nishimura is approved, the Company will conclude an agreement with him to limit his liability in accordance with its Articles of Incorporation. The maximum amount of liability for damages under the limited liability agreement will be the amount stipulated by laws and regulations.
4. The Company has concluded a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Members of the Board, and will continue and renew the contract. If Mr. Tomonobu Nishimura is appointed, he will be included as the insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of directors and officers liability insurance contracts.

**Proposal 4: Election of Three (3) Audit & Supervisory Board Members**

The terms of office of all the three (3) Audit & Supervisory Board Members will expire at the closing of this General Meeting of Shareholders. Therefore, the Company proposes electing three (3) Audit & Supervisory Board Members.

The Audit & Supervisory Board has approved this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Kazuhiro Yonezawa (July 28, 1958) Reappointment	Apr. 1983      Joined the Company Mar. 2006      General Manager of Factory No. 3 Feb. 2010      General Manager of Product Development Department, Sales Division No. 1 Jun. 2011      Executive Officer and General Manager of Product Development Department, Sales Division No. 1 Feb. 2013      Executive Officer, Deputy General Manager of Fabric Manufacturing Division (development-related), General Manager of R&D Department, and General Manager of Product Development Department Jun. 2014      Director, Deputy General Manager of Fabric Manufacturing Division, and General Manager of Factory No. 7 Mar. 2016      General Manager in charge of Development to Sales Division (Counselor) May 2018      Deputy General Manager of Sales Division (Counselor) Feb. 2020      Deputy General Manager of R&D Department (Counselor) Apr. 2020      General Manager of Sales Promotion Department (Counselor) Dec. 2020      Deputy General Manager of R&D Department (Counselor) Apr. 2021      Deputy General Manager of Product Development Promotion Department (Counselor) Jun. 2022      Full-time Audit & Supervisory Board Member of the Company (to present)	21,900
		[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Kazuhiro Yonezawa has abundant knowledge and experience in the fabric manufacturing-related departments and R&D division and sufficient operational experience. The Company nominates him as a candidate for Audit & Supervisory Board Member to have him conduct an objective audit of business execution, etc. of the Company.	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	Seiji Sakashita (February 2, 1958) Reappointment Outside Audit & Supervisory Board Member	Oct. 1984      Joined Inoue Tatsuo Accounting Office (currently KPMG Azsa & Co.) Mar. 1988      Registered as a Certified Public Accountant (registration No. 9400) May 2003      Assumed Partner of Asahi & Co. (currently KPMG Azsa & Co.) May 2007      Assumed Representative Partner of KPMG Azsa & Co. Jun. 2013      Left KPMG Azsa & Co. Feb. 2014      Assumed Representative Partner of Hokuriku Auditing Office (to present) Jun. 2016      Audit & Supervisory Board Member of the Company (to present) Jun. 2020      Director serving the Audit and Supervisory Committee of Daido Kogyo Co., Ltd. (to present)	0
	Independent Officer	[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Although Mr. Seiji Sakashita does not have experience of being directly involved in management, he has abundant knowledge and experience of finance and accounting as a Certified Public Accountant. The Company nominates him as a candidate for Outside Audit & Supervisory Board Member to have him conduct an objective audit of business execution, etc. of the Company utilizing extensive track records and experience as Representative Partner of accounting offices and an outside member of the Audit and Supervisory Committee of another listed company.	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Aki Yokogoshi (September 4, 1971)	<p>Apr. 1994      Joined The Hokkoku Bank, Ltd.</p> <p>Apr. 2015      Assistant to Director of Administrative Management Section, Operations Department</p> <p>Apr. 2017      Channel Management Manager of Marketing Department</p> <p>Apr. 2020      Senior Facilitator of Marketing Department</p> <p>Mar. 2021      General Manager of Digital Department</p> <p>Mar. 2022      Executive Officer and General Manager of Human Resource Development Department, Hokkoku Financial Holdings, Inc.</p>	0
	New appointment	<p>Executive Officer and General Manager of Human Resource Development Department, The Hokkoku Bank, Ltd.</p>	
	Outside Audit & Supervisory Board Member	<p>Mar. 2023      Managing Executive Officer and General Manager of Human Resource Development Department, Hokkoku Financial Holdings, Inc. (to present)</p> <p>Managing Executive Officer and General Manager of Human Resource Development Department, The Hokkoku Bank, Ltd. (to present)</p>	
	Independent Officer		
		[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Ms. Aki Yokogoshi has abundant knowledge and experience of human capital management including human resource development strategies. The Company nominates her as a candidate for Outside Audit & Supervisory Board Member to have her provide advice on the management of the Company and conduct an objective audit of business execution, etc.	

Notes:

- The special interest between each candidate and the Company is as described below.  
Ms. Aki Yokogoshi is the Managing Executive Officer and General Manager of Human Resource Development Department of The Hokkoku Bank, Ltd. The Company has regular bank transactions with The Hokkoku Bank, Ltd. which includes sales and purchases of products. There are no special interests between the Company and other candidates.
- Mr. Seiji Sakashita and Ms. Aki Yokogoshi are candidates for Outside Audit & Supervisory Board Members.
- If the appointment of Mr. Seiji Sakashita and Ms. Aki Yokogoshi is approved, the Company will continue the agreement with Mr. Seiji Sakashita to limit their liability in accordance with its Articles of Incorporation. The Company will also conclude the said agreement to limit their liability with Ms. Aki Yokogoshi. The maximum amount of liability for damages under the limited liability agreement will be the amount stipulated by laws and regulations.
- The Company has concluded a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Audit & Supervisory Board Members, and will continue and renew the contract. If candidates are reappointed or appointed, they will be included as the insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of directors and officers liability insurance contracts.
- Requirements for Independent Officers  
Mr. Seiji Sakashita and Ms. Aki Yokogoshi satisfy the requirements for independent officers stipulated by Tokyo Stock Exchange, Inc.
- Mr. Seiji Sakashita is currently the Outside Audit & Supervisory Board Member of the Company. At the conclusion of this General Meeting of Shareholders, he will have been in office for eight years.



**Proposal 5: Election of Two (2) Substitute Audit & Supervisory Board Members**

The Company proposes to elect Mr. Teruhiro Okuya as a substitute Audit & Supervisory Board Member that is not an Outside Audit & Supervisory Board Member, and Mr. Ryuichi Ikemizu as a substitute Outside Audit & Supervisory Board Member, in case the number of the Audit & Supervisory Board Members falls short of that stipulated by laws and regulations.

The Audit & Supervisory Board has approved this proposal.

The candidates for substitute Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Teruhiro Okuya (May 23, 1963)	<p>Apr. 1989      Joined the Company</p> <p>Apr. 2003      General Manager of Factory No. 3</p> <p>Jun. 2003      Member of the Board and Assistant General Manager of R&amp;D Division</p> <p>Jun. 2006      Executive Officer and Assistant General Manager of R&amp;D Division</p> <p>Oct. 2009      Member of the Board, Executive Officer and General Manager of R&amp;D Division</p> <p>Jul. 2011      Member of the Board, Deputy General Manager of Fabric Manufacturing Division and General Manager of Factory No. 5</p> <p>Jan. 2012      Member of the Board and General Manager of R&amp;D Division</p> <p>May 2019      Member of the Board, Deputy General Manager of Fabric Manufacturing and R&amp;D Division (in charge of EMS)</p> <p>Apr. 2020      Director, Deputy General Manager of R&amp;D Division and General Manager of Environmental Promotion Office</p> <p>Jan. 2022      Director, Assistant General Manager of R&amp;D Division</p> <p>Oct. 2023      Director, Assistant General Manager of R&amp;D Division, General Manager of New Business Development Department, and Manager of Green Business Group (to present)</p>	53,007
<p>[Reasons for nomination as a candidate for substitute Audit &amp; Supervisory Board Member] Mr. Teruhiro Okuya has abundant knowledge and experience in the R&amp;D division and sufficient operational experience. The Company nominates him as a candidate for substitute Audit &amp; Supervisory Board Member to have him conduct an objective audit of business execution, etc. of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	Ryuichi Ikemizu (May 30, 1947)  Outside Audit & Supervisory Board Member  Independent Officer	Apr. 1970      Joined Sato Certified Public Accountant Office Sep. 1972      Registered as an Accountant Assistant Mar. 1978      Registered as a Certified Public Accountant Feb. 1980      Registered as a Certified Public Tax Accountant Jan. 1991      President of Ikemizu and Galloping Staff, Ltd. (to present) Dec. 2011      Representative of Sawayaka Tax Accounting Corporation (to present)  [Reasons for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] Mr. Ryuichi Ikemizu has been working as a certified public accountant and business consultant for many years. Considering that he will be able to leverage the extensive experience and knowledge he gained through his career to audit the business execution of the Company objectively, the Company nominates him as a candidate for substitute Outside Audit & Supervisory Board Member.	0

Notes:

1. Mr. Ryuichi Ikemizu is President of Ikemizu and Galloping Staff, Ltd., a firm that has a contract with the Company concerning business support. There are no special interests between Mr. Teruhiro Okuya and the Company.
2. Mr. Ryuichi Ikemizu is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If Mr. Ryuichi Ikemizu takes office as Audit & Supervisory Board Member, the Company will conclude an agreement with him to limit his liability in accordance with its Articles of Incorporation. The maximum amount of liability for damages under the liability limitation agreement will be the amount stipulated by laws and regulations.
4. The Company has concluded a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Audit & Supervisory Board Members. If Mr. Teruhiro Okuya and Mr. Ryuichi Ikemizu take office as Audit & Supervisory Board Members, they will be insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of directors and officers liability insurance contracts.
5. Requirements for Independent Officers

Mr. Ryuichi Ikemizu satisfies the requirements for independent officers stipulated by Tokyo Stock Exchange, Inc.