KOMATSU LTD Form 6-K July 27, 2006 Table of Contents

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of July 2006

COMMISSION FILE NUMBER: 1-7239

KOMATSU LTD.

Translation of registrant s name into English

3-6 Akasaka 2-chome, Minato-ku, Tokyo, Japan

Address of principal executive offices

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

| Form 20-F x Form 40-F " |
|--|
| Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): |
| Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): |
| Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. |
| Yes "No x |
| If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- |

INFORMATION TO BE INCLUDED IN REPORT

1. Three company announcements made on July 27, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KOMATSU LTD. (Registrant)

Date: July 27, 2006 By: /s/ Kenji Kinoshita

Kenji Kinoshita Senior Executive Officer

Komatsu Ltd.

Corporate Communications Dept.

Tel: +81-(0)3-5561-2616

Date: July 27, 2006

URL: http://www.komatsu.com/

Consolidated Business Results for the First Quarter

of the Fiscal Year Ending March 31, 2007 (U.S. GAAP)

1. Matters Related to the Production of the Outline of Business

- 1) Simplified accounting procedures: Adopted in part to calculate tax expenses.
- 2) Changes in accounting procedures since the last consolidated fiscal year: None.
- 3) Changes in group of entities:

Consolidated subsidiaries

Added: 2 companies Removed: 1 company

Affiliated companies accounted for by the equity-method

None

2. Results for the First Quarter of the Fiscal Year Ending March 31, 2007

(1) Consolidated Financial Results (Amounts are rounded to the nearest million yen)

Millions of yen except per share amounts

| | First quarter | First quarter | | | |
|------------------|---------------|---------------|--------|-------|-------------------|
| | ended | ended | Chan | ges | FY ended |
| | June 30, 2006 | June 30, 2005 | Incre | ase | March 31, 2006 |
| Net sales | 455,200 | 386,711 | 68,489 | 17.7% | 1,701,969 |
| Operating profit | 58,165 | 36,926 | 21,239 | 57.5% | 176,453 |
| | 56,652 | 34,916 | 21,736 | 62.3% | 169,073 |

Income before income taxes, minority interests and equity in earnings of affiliated companies 34,155 19,080 15,075 79.0% Net income 114,290 Net income per share (Yen) ¥ 34.37 ¥ 19.24 115.13 **Basic** 15.13 Diluted 34.30 ¥ 19.22 15.08 114.93

Notes: 1) Percentages shown in net sales, operating profit, income before income taxes and net income represent the rates of change compared with the corresponding first quarter a year ago.

| | As of June 30, 2006 | As of March 31, 2006 |
|---------------------------------------|---------------------|----------------------|
| Total assets (Millions of yen) | 1,708,883 | 1,652,125 |
| Shareholders equity (Millions of yen) | 643,349 | 622,997 |
| Shareholders equity ratio (%) | 37.6 | 37.7 |
| Shareholders equity per share (Yen) | 647.22 | 626.98 |

²⁾ Operating profit stated hereafter is the sum of segment profit (net sales less cost of sales and selling, general and administrative expenses). It conforms to Japanese accounting principles, and does not represent consolidated operating profit under U.S.GAAP.

⁽²⁾ Consolidated Financial Position

3. Management Performance (Consolidated)

While the construction and mining equipment business, the Komatsu Group's stronghold operation, continued to improve its performance, the industrial machinery, vehicles and other operations made solid gains in results. Operating profit reached ¥58.1 billion, up 57.5% over the corresponding period a year ago.

Construction and Mining Equipment

For the construction and mining equipment business, the Komatsu Group has been strengthening its production capacity as planned and successfully securing procurement of parts and components through tight-knit collaboration with suppliers, as global demand has continued to expand for earthmoving equipment. In parallel with expanding its production capacity, the Komatsu Group implemented aggressive launchings of renewed models compliant with Tier III emission controls. As a result, consolidated net sales of construction and mining equipment for the first quarter period continued to advance to \(\frac{1}{3}64.2\) billion, up 19.8% over the previous corresponding period, setting the record-high figure on a quarterly basis. Segment profit for this business made a sizable gain of 52.3%, to \(\frac{1}{4}48.9\) billion for the first quarter period under review.

Operating profit ratio* of this business improved to 13.4%, up 2.8 percentage points form the corresponding first quarter period a year ago.

Overseas sales expanded steadily in the main markets of North America and Europe. Also the sales accelerated in Latin America, China and Africa. In Japan, sales of both new equipment and parts improved soundly, but the slight increase of first-quarter sales over the previous corresponding period was mainly affected by withdrawal from unprofitable businesses.

[Sales of Construction and Mining Equipment by Region (Geographic Origin)]

Billions of yen

| | First quarter ended | First quarter ended | | |
|--------------------------|---------------------|---------------------|------|------|
| | June 30, 2006 | June 30, 2005 | | |
| | (A) | (B) | Cha | nges |
| | 1USD=¥114 | 1USD=¥108 | Incr | ease |
| | 1EUR=¥145 | 1EUR=¥135 | (A) | -(B) |
| Japan | 62.7 | 61.9 | 0.7 | 1.2 |
| The Americas | 127.1 | 97.6 | 29.4 | 30.2 |
| Europe & CIS | 64.4 | 55.5 | 8.9 | 16.1 |
| Asia & Oceania | 49.3 | 49.2 | 0.1 | 0.2 |
| China | 27.4 | 16.9 | 10.5 | 62.4 |
| The Middle East & Africa | 33.0 | 22.6 | 10.3 | 46.0 |
| Total | 364.2 | 303.9 | 60.2 | 19.8 |

Note: Starting in the second quarter of the fiscal year ended March 31, 2006, we changed our geographic classification of sales of used equipment to end-user basis. To promote accurate comparison, we have accordingly changed the sales figures for the corresponding first quarter a year ago in the table above.

Industrial Machinery, Vehicles and Others

Consolidated net sales of industrial machinery, vehicles and other operations for the first quarter period increased 15.9% over the corresponding period a year ago, to ¥64.0 billion. First-quarter segment profit expanded 79.1%, to ¥4.9 billion. Operating profit ratio* of this business improved to 7.8%, up 2.8 percentage points form the corresponding first quarter period a year ago.

In addition to Komatsu Industries Corporation having recorded excellent sales against the backdrop of thriving capital investments of the automobile makers, Komatsu Forklift Co., Ltd., Komatsu Machinery Corporation and other Komatsu Group companies also improved their performance.

Electronics

Consolidated net sales of the electronics business for the first quarter period decreased 2.0% from the previous corresponding period, to \(\frac{\cup}{2}\)6.9 billion. Meanwhile, segment profit for this business advanced 63.8% to \(\frac{\cup}{4}\)4.6 billion. Operating profit ratio* of this business improved to 17.2%, up 6.9 percentage points form the corresponding first quarter period a year ago. Improved performance of the silicon wafer business offset a decline in sales resulting mainly from the sale of the polycrystalline silicon business in the previous fiscal year.

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^{*} Operating profit ratio of each business: Based on sales after intercompany elimination.

4. Financial Conditions (Consolidated)

Total assets amounted to ¥1,708.8 billion at the end of the first quarter under review, an increase of ¥56.7 billion from the last fiscal year-end. This increase reflects growth in trade notes and accounts receivable as well as inventories resulting particularly from expanded sales of construction and mining equipment. With the expansion of operating activities and consequent increase in working capital, interest-bearing debt totaled ¥420.7 billion at the end of the first quarter under review, up ¥42.7 billion from the previous fiscal year-end. Reflecting expanded profits, shareholders equity increased by ¥20.3 billion to ¥643.3 billion. As a result, shareholders equity ratio was 37.6% about the same level as the last fiscal year-end. Net debt-to-equity ratio* was 0.54 at the end of the first quarter under review, compared with 0.49 at the last fiscal year-end.

5. Projections for the Fiscal Year Ending March 31, 2007 (Consolidated)

(From April 1, 2006 to March 31, 2007)

Komatsu has revised its projections announced on April 27, 2006 as below.

Millions of yen

| | | Operating | Income before income taxes, minority interests and equity in earnings of | |
|-------------------------------|-----------|-----------|--|------------|
| | Net sales | profit | affiliated companies | Net income |
| The first half of fiscal year | 937,000 | 116,000 | 110,000 | 65,000 |
| The entire fiscal year | 1,932,000 | 240,000 | 225,000 | 135,000 |
| [Reference] | | | | |

Komatsu Ltd. and SUMCO Corporation (hereinafter SUMCO) reached a basic agreement concerning SUMCO s Tender Offer for 51% of the outstanding shares of Komatsu Electronic Metals Co., Ltd. (hereinafter KEM). Komatsu agreed to accept the Tender Offer. After certain procedures, such as due diligence, are completed and upon execution of an agreement regarding the Tender Offer, SUMCO will acquire 51% of the common shares issued by KEM through the Tender Offer. Given that the Tender Offer is completed within the current fiscal year, Komatsu projects consolidated business results for the entire year as below.

Millions of yen

| | | Operating | Income before income taxes, minority interests and equity in earnings of | Net income from discontinued | |
|------------------------|-----------|-----------|--|------------------------------------|------------|
| | Net sales | profit | affiliated companies | operation* | Net income |
| The entire fiscal year | 1,850,000 | 226,000 | 211,000 | 10,000 | 141,000 |

Note: When the Tender Offer is completed, the gain on sale of KEM and the operation results of KEM will be presented as a separate line item,

Net income from discontinued operation, in the consolidated statements of income in accordance with Statement of Financial Accounting

Standards No.144.

Cautionary Statement

The announcement set forth herein contains forward-looking statements which reflect management s current views with respect to certain future events, including expected financial position, operating results, and business strategies. These statements can be identified by the use of terms such as will, believes, should, projects and similar terms and expressions that identify future events or expectations. Actual results may differ materially from those projected, and the events and results of such forward-looking assumptions cannot be assured.

^{*} Net DER = (Interest-bearing debt Cash and cash equivalents Time deposits)/Shareholders equity

Factors that may cause actual results to differ materially from those predicted by such forward-looking statements include, but are not limited to, unanticipated changes in demand for the Company s principal products, owing to changes in the economic conditions in the Company s principal markets; changes in exchange rates or the impact of increased competition; unanticipated cost or delays encountered in achieving the Company s objectives with respect to globalized product sourcing and new Information Technology tools; uncertainties as to the results of the Company s research and development efforts and its ability to access and protect certain intellectual property rights; and, the impact of regulatory changes and accounting principles and practices.

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Condensed Consolidated Balance Sheets

Millions of yen

| | As of | As of | Changes | |
|--|--|--------------------|-----------------------------|--|
| | June 30, 2006 March 31, 2006 Incr (A) (B) | | Increase (Decrease) (A)-(B) | |
| Assets | ` ′ | ` , | ` , ` , | |
| Current assets: | | | | |
| Cash and cash equivalents | ¥ 76,183 | ¥ 69,997 | ¥ 6,186 | |
| Time deposits | 149 | 54 | 95 | |
| Trade notes and accounts receivable | 414,312 | 397,998 | 16,314 | |
| Inventories | 396,539 | 370,074 | 26,465 | |
| Other current assets | 109,349 | 109,778 | (429) | |
| Total current assets | 996,532 | 947,901 | 48,631 | |
| Long-term trade receivables | 74,198 | 72,844 | 1,354 | |
| Investments | 123,301 | 125,517 | (2,216) | |
| Property, plant and equipment Less accumulated depreciation | 411,838 | 400,667 | 11,171 | |
| Other assets | 103,014 | 105,196 | (2,182) | |
| Total | 1,708,883 | 1,652,125 | 56,758 | |
| Liabilities and Shareholders Equity | | | | |
| Current liabilities: | | | | |
| Short-term debt (including current maturities of long-term debt) | 230,224 | 182,710 | 47,514 | |
| Trade notes and accounts payable | 309,873 | 304,776 | 5,097 | |
| Income taxes payable | 18,353 | 37,004 | (18,651) | |
| Other current liabilities | 168,197 | 164,353 | 3,844 | |
| Total current liabilities | 726,647 | 688,843 | 37,804 | |
| Long-term liabilities | 288,351 | 292,416 | (4,065) | |
| Minority interests | 50,536 | 47,869 | 2,667 | |
| Shareholders equity: | CE 050 | 67.070 | | |
| Common stock | 67,870 | 67,870 | (4) | |
| Capital surplus Retained earnings | 136,133 424,157 | 136,137 399,938 | (4) | |
| Accumulated other comprehensive income* | 19,059 | 23,095 | 24,219 (4,036) | |
| Treasury stock | (3,870) | (4,043) | 173 | |
| Total shareholders equity | 643,349 | 622,997 | 20,352 | |
| Total | ¥ 1,708,883 | ¥ 1,652,125 | ¥ 56,758 | |

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| | | As of | | As of | (| Changes |
|---|-----|------------|---|-------------------|---|----------------------|
| | Jun | e 30, 2006 | M | Iarch 31, 2006 | | ncrease Decrease) |
| *Accumulated other comprehensive income (loss): | | | | | | |
| Foreign currency translation adjustments | ¥ | (4,694) | ¥ | (2,240) | ¥ | (2,454) |
| Net unrealized holding gains on securities available for sale | | 35,801 | | 36,910 | | (1,109) |
| Pension liability adjustments | | (11,624) | | (11,299) | | (325) |
| Net unrealized holding losses on derivative instruments | | (424) | | (276) | | (148) |
| Short & long-term debt | ¥ | 420,710 | ¥ | 377,913 | ¥ | 42,797 |

Note: As Komatsu s financial statements are prepared in accordance with generally accepted accounting principles (GAAP) in the United States of America, minority interests in the consolidated balance sheets are shown independently in the middle of liabilities and shareholders equity. Meanwhile, in accordance with a new accounting standard of net assets in Japan, the conventional shareholders equity has changed to net assets and minority interests are included in net assets, starting in the current fiscal year.

Condensed Consolidated Statements of Income

(For three months ended June 30, 2006 and 2005)

Millions of yen

| | 2006 | 2005 | | Changes Increase (Decrea | | | |
|---|-----------|-------|-----------|-----------------------------|----------|---------|---|
| | | | | | | (A)-(B) | % |
| Revenues and other | ` / | | , í | | ` / ` / | | |
| Net sales | ¥ 455,200 | 100.0 | ¥ 386,711 | 100.0 | ¥ 68,489 | 17.7 | |
| Interest and other income | 2,860 | 0.6 | 2,753 | 0.7 | 107 | | |
| | | | | | | | |
| | 458,060 | | 389,464 | | 68,596 | 17.6 | |
| | | | | | | | |
| Costs and expenses | | | | | | | |
| Cost of sales | 323,312 | 71.0 | 282,244 | 73.0 | 41,068 | | |
| Selling, general and administrative | 73,723 | 16.2 | 67,541 | 17.5 | 6,182 | | |
| Interest | 3,628 | 0.8 | 3,150 | 0.8 | 478 | | |
| Other | 745 | 0.2 | 1,613 | 0.4 | (868) | | |
| | 401,408 | | 354,548 | | 46,860 | 13.2 | |
| Income before income taxes, minority interests and equity in earnings of affiliated companies | 56,652 | 12.4 | 34,916 | 9.0 | 21,736 | 62.3 | |
| Income taxes | 19,291 | 4.2 | 14,488 | 3.7 | 4,803 | | |
| Minority interests in income of consolidated subsidiaries | (3,650) | (0.8) | (1,529) | (0.4) | (2,121) | | |
| Equity in earnings of affiliated companies | 444 | 0.1 | 181 | 0.0 | 263 | | |
| Net income | ¥ 34,155 | 7.5 | ¥ 19,080 | 4.9 | ¥ 15,075 | 79.0 | |

Business Segment Information

(For three months ended June 30, 2006, and 2005)

Millions of yen

| | | 2006 | 2006 2005 | | | Increase(Decrease) | | |
|---|----------|----------------|-------------------|----------|----------------|--------------------|---------|-----------------|
| | | (A) Segment | Segment Profit | | (B) Segment | Segment Profit | (A)- | -(B) Segment |
| | Sales | Profit | Ratio (%) | Sales | Profit | Ratio (%) | Sales | Profit |
| Construction and Mining Equipment | 369,743 | 48,910 | 13.2 | 309,466 | 32,111 | 10.4 | 60,277 | 16,799 |
| Industrial Machinery, Vehicles and Others | 86,655 | 4,985 | 5.8 | 73,281 | 2,784 | 3.8 | 13,374 | 2,201 |
| Electronics | 26,937 | 4,632 | 17.2 | 27,481 | 2,827 | 10.3 | (544) | 1,805 |
| Subtotal | 483,335 | 58,527 | 12.1 | 410,228 | 37,722 | 9.2 | 73,107 | 20,805 |
| Corporate & Elimination | (28,135) | (362) | | (23,517) | (796) | | (4,618) | 434 |
| Total | 455,200 | 58,165 | 12.8 | 386,711 | 36,926 | 9.5 | 68,489 | 21,239 |

Consolidated Sales by Operation

(For three months ended June 30, 2006, and 2005)

Millions of yen

| Chan | ges |
|------|-----|
|------|-----|

(end)

| 2006 | | 2005 | | Increase (Decreas | |
|---------|--|--|--|--|---|
| (A) | | (B) | | | |
| Sales | Kano (%) | Sales | Kano (%) | Sales | (%) |
| 62 707 | 13.7 | 61 066 | 16.0 | 7/1 | 1.2 |
| | | | | | 24.6 |
| 301,300 | 00.5 | 242,019 | 02.0 | 39,409 | 24.0 |
| 264 215 | 90.0 | 202.005 | 70.6 | 60.220 | 10.0 |
| 304,215 | 00.0 | 303,983 | 78.0 | 00,230 | 19.8 |
| | | | | | |
| 40 916 | 9.0 | 37 357 | 9.7 | 3 559 | 9.5 |
| - , | | | | | 29.3 |
| 20,100 | | 17,000 | 1.0 | 3,213 | 27.3 |
| 64 049 | 14 1 | 55 245 | 14 3 | 8 804 | 15.9 |
| 04,042 | 17.1 | 33,243 | 14.5 | 0,004 | 13.7 |
| | | | | | |
| 13,127 | 2.9 | 13,606 | 3.5 | (479) | (3.5) |
| | | | 3.6 | . , | (0.5) |
| -) | | ., | | () | (***) |
| 26.936 | 5.9 | 27 481 | 7 1 | (545) | (2.0) |
| 20,500 | | 27,101 | , | (3 13) | (2.0) |
| | | | | | |
| 116,750 | 25.6 | 112,929 | 29.2 | 3,821 | 3.4 |
| 338,450 | | | | | 23.6 |
| | | , | | | |
| 455,200 | 100.0 | 386,711 | 100.0 | 68,489 | 17.7 |
| ,-30 | _ = = = • | | | ,/ | |
| | Sales 62,707 301,508 364,215 40,916 23,133 64,049 13,127 13,809 26,936 | (A) Sales Ratio (%) 62,707 13.7 301,508 66.3 364,215 80.0 40,916 9.0 23,133 5.1 64,049 14.1 13,127 2.9 13,809 3.0 26,936 5.9 116,750 25.6 338,450 74.4 | (A) Sales (A) Sa | (A) Sales (B) Ratio (%) (B) Sales Ratio (%) 62,707 13.7 61,966 16.0 301,508 66.3 242,019 62.6 364,215 80.0 303,985 78.6 40,916 9.0 37,357 9.7 23,133 5.1 17,888 4.6 64,049 14.1 55,245 14.3 13,127 2.9 13,606 3.5 13,809 3.0 13,875 3.6 26,936 5.9 27,481 7.1 116,750 25.6 112,929 29.2 338,450 74.4 273,782 70.8 | (A) (B) (A)-(B) Sales Ratio (%) Sales Ratio (%) Sales 62,707 13.7 61,966 16.0 741 301,508 66.3 242,019 62.6 59,489 364,215 80.0 303,985 78.6 60,230 40,916 9.0 37,357 9.7 3,559 23,133 5.1 17,888 4.6 5,245 64,049 14.1 55,245 14.3 8,804 13,127 2.9 13,606 3.5 (479) 13,809 3.0 13,875 3.6 (66) 26,936 5.9 27,481 7.1 (545) 116,750 25.6 112,929 29.2 3,821 338,450 74.4 273,782 70.8 64,668 |

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For Immediate Release

Komatsu Ltd.

Corporate Communications Dept. Tel: +81-(0) 3-5561-2616 Date: July 27, 2006 URL: http://www.komatsu.com/

Revision of Projections for the Fiscal Year ending March 31, 2007

Komatsu Ltd. has revised the projections for consolidated and non-consolidated results for the fiscal year ending March 31, 2007, which the Company announced on April 27, 2006.

1. Revision for Interim Results for the Fiscal Year Ending March 31, 2007

(From April 1, 2006 to September 30, 2006)

1) Consolidated [U.S.GAAP]

Millions of yen

| | Earlier | Current | Change | | Interim Results for FY ended |
|--|----------------|----------------|--------|-------|---------------------------------|
| | projection (A) | projection (B) | (B-A) | | March 31, 2006 |
| Net sales | | 937,000 | | | |
| | 895,000 | (15.7)% | 42,000 | 4.7% | 809,709 |
| Operating profit | | 116,000 | | | |
| | 100,000 | (45.5)% | 16,000 | 16.0% | 79,699 |
| Income before income taxes, minority interests and equity in | | 110,000 | | | |
| earnings of affiliated companies | 93,000 | (29.2)% | 17,000 | 18.3% | 85,136 |
| Net income | | 65,000 | | | |
| | 54,000 | (8.7)% | 11,000 | 20.4% | 59,796 |

2) Non-consolidated

Millions of yen **Interim Results** for FY ended Earlier Current Change projection (A) projection (B) (B-A) March 31, 2006 Net sales 350,000 315,000 (20.3)% 35,000 11.1% 290,966 Ordinary profit 42,000 32,000 10,000 31.3% 24.544 (71.1)%Net income 27,000 21,000 (90.8)%6,000 28.6% 14,148

Notes: 1) The amounts in parentheses indicate the changes from the previous fiscal year.

²⁾ Operating profit stated hereafter is the sum of segment profit (net sales less cost of sales and selling, general and administrative expenses). It conforms to Japanese accounting principles, and does not represent consolidated operating profit under U.S.GAAP.

2. Revision for the Full-Year Results for the Fiscal Year Ending March 31, 2007

(From April 1, 2006 to March 31, 2007)

1) Consolidated [U.S.GAAP]

Millions of yen

| | Earlier | Current | Change (B-A) | | Results for FY ended |
|--|----------------|----------------|-----------------|-------|----------------------|
| | projection (A) | projection (B) | | | March 31, 2006 |
| Net sales | | 1,932,000 | | | |
| | 1,845,000 | (13.5)% | 87,000 | 4.7% | 1,701,969 |
| Operating profit | | 240,000 | | | |
| | 212,000 | (36.0)% | 28,000 | 13.2% | 176,453 |
| Income before income taxes, minority interests and equity in | | 225,000 | | | |
| earnings of affiliated companies | 198,000 | (33.1)% | 27,000 | 13.6% | 169,073 |
| Net income | | 135,000 | | | |
| | 120,000 | (18.1)% | 15,000 | 12.5% | 114,290 |

2) Non-consolidated

Millions of yen

| | Earlier | Current | Change (B-A) | | Results for FY ended |
|-----------------|----------------|----------------|--------------|-------|----------------------|
| | projection (A) | projection (B) | | | March 31, 2006 |
| Net sales | | 735,000 | | | |
| | 665,000 | (17.2)% | 70,000 | 10.5% | 627,319 |
| Ordinary profit | | 84,000 | | | |
| | 68,000 | (38.5)% | 16,000 | 23.5% | 60,662 |
| Net income | | 52,000 | | | |
| | 42,000 | (59.3)% | 10,000 | 23.8% | 32,635 |

3. Reasons for the Revision

In the construction and mining equipment business, the Komatsu Group anticipates that demand in Japan, China, Africa and some other countries and regions will become stronger than previously projected, in addition to firm demand in the major markets of North America and Europe.

The Komatsu Group has been expanding its production capacities as planned, responding to an increase in demand. The Group has also been working to secure procurement of parts and components through tight-knit collaboration with suppliers. Furthermore, the Group expects an additional increase in sales of new equipment, including renewed models, which it has aggressively been launching in response to Tier III emission controls.

In view of these factors above, the Komatsu Group projects that consolidated sales, operating profit, income before income taxes, and net income will exceed the earlier projections by \qquad \qquad \qquad 87.0 billion, \qquad \qquad 28.0 billion, \qquad \qquad 27.0 billion, and \qquad \qquad 15.0 billion, respectively.

<Reference>

Komatsu Ltd. and SUMCO Corporation (hereinafter SUMCO) reached a basic agreement concerning SUMCO s Tender Offer for 51% of the outstanding shares of Komatsu Electronic Metals Co., Ltd. (hereinafter KEM). Komatsu agreed to accept the Tender Offer. After certain procedures, such as due diligence, are completed and upon execution of an agreement regarding the Tender Offer, SUMCO will acquire 51% of the common shares issued by KEM through the Tender Offer. Given that the Tender Offer is completed within the current fiscal year, Komatsu projects its business results for the entire year as below.

1) Consolidated [U.S.GAAP]

Millions of yen

| | Earlier | Current | Change (B-A) | | Results for FY ended |
|--|----------------|----------------|--------------|-------|----------------------|
| | projection (A) | projection (B) | | | March 31, 2006 |
| Net sales | | 1,850,000 | | | |
| | 1,845,000 | (8.7)% | 5,000 | 0.3% | 1,701,969 |
| Operating profit | | 226,000 | | | |
| | 212,000 | (28.1)% | 14,000 | 6.6% | 176,453 |
| Income before income taxes, minority interests and equity in | | 211,000 | | | |
| earnings of affiliated companies | 198,000 | (24.8)% | 13,000 | 6.6% | 169,073 |
| Net income from discontinued operation* | | 10,000 | 10,000 | | |
| Net income | | 141,000 | | | |
| | 120,000 | (23.4)% | 21,000 | 17.5% | 114,290 |

Note: When the Tender Offer is completed, the gain on sale of KEM and the operation results of KEM will be presented as a separate line item, Net income from discontinued operation, in the consolidated statements of income in accordance with Statement of Financial Accounting Standards No.144.

2) Non-consolidated

Millions of yen

| | Earlier | Current | Change (B-A) | | Results for FY ended |
|-----------------|----------------|----------------|-----------------|-------|----------------------|
| | projection (A) | projection (B) | | | March 31, 2006 |
| Net sales | | 735,000 | | | |
| | 665,000 | (17.2)% | 70,000 | 10.5% | 627,319 |
| Ordinary profit | | 84,000 | | | |
| | 68,000 | (38.5)% | 16,000 | 23.5% | 60,662 |
| Net income | | 68,000 | | | |
| | 42,000 | (108.4)% | 26,000 | 61.9% | 32,635 |
| | | | | | (end) |

Cautionary Statement

The announcement set forth herein contains forward-looking statements which reflect management s current views with respect to certain future events, including expected financial position, operating results, and business strategies. These statements can be identified by the use of terms such as will, believes, should, projects and similar terms and expressions that identify future events or expectations. Actual results may differ

materially from those projected, and the events and results of such forward-looking assumptions cannot be assured.

Factors that may cause actual results to differ materially from those predicted by such forward-looking statements include, but are not limited to, unanticipated changes in demand for the Company s principal products, owing to changes in the economic conditions in the Company s principal markets; changes in exchange rates or the impact of increased competition; unanticipated cost or delays encountered in achieving the Company s objectives with respect to globalized product sourcing and new Information Technology tools; uncertainties as to the results of the Company s research and development efforts and its ability to access and protect certain intellectual property rights; and, the impact of regulatory changes and accounting principles and practices.

For Immediate Release

Komatsu Ltd.

Corporate Communications Dept. Tel: +81-(0) 3-5561-2616 Date: July 27, 2006 No. 0020(1992)

URL: http://www.komatsu.com/

Komatsu and Linde agreed to buy KFL shares by Komatsu

Komatsu Ltd. (Komatsu) has entered into a definitive agreement with Linde AG of Germany (Linde), whereby the parties agreed to terminate the Joint Venture Agreement related to their joint venture company, Komatsu Forklift Co., Ltd. (KFL), and Komatsu agreed to buy the 35 percent of KFL s shares currently held by Linde and to make KFL a wholly-owned subsidiary of Komatsu. The parties expect to complete the share transfer in early August of this year.

Since May 2000, Komatsu and Linde have continued to cooperate with each other in the forklift truck business on a global basis. As a part of the cooperation, Komatsu and Linde reached a basic agreement in May 2002 to transform KFL into a joint-venture company. Since then, Komatsu and Linde have developed the cooperative relationship based upon the strong mutual trust. Komatsu and Linde have concluded that it is better to terminate the existing capital relations in regard to KFL and actively proceed with their current joint projects in Europe, Asia and Japan as independent partners in the future.

Currently, in Europe, Linde s subsidiary in Italy, OM Carrelli Elevatori S.p.A., distributes KFL products as the distributor in the region, and at the same time, manufactures KFL products on a license basis. In Southeast Asia, KFL s subsidiary in Singapore, Komatsu Forklift Asia Pte. Ltd., sells OEM products supplied by Linde s subsidiary in Germany, Still GmbH, under the Komatsu brand. In addition, in Japan, KFL is the distributor of Linde products and distributes Linde products through KFL s domestic sales network under the Linde brand.

[Outline of Komatsu Forklift Co., Ltd.]

Location: 2-3-4, Akasaka, Minato-ku, Tokyo, Japan

Establishment: February 1948
Capitalization: JPY 13,033 million
Sales: JPY 123.5 billion

(Consolidated, for the fiscal year ended March 31, 2006)

President: Takeo Shibuya

No. of Employees: 3,434 (Consolidated, as of March 31, 2006)

Line of Business: Forklift trucks, warehouse equipment, transport system

[Outline of Linde AG]

Location: Wiesbaden, Germany

Establishment: June 1879

Capitalization: Euro 307 million

Sales (CY2005): Euro 9,501 million (Fiscal year ended December 31, 2005)

President: Wolfgang Reitzle

No. of Employees: Approx. 42,400 (as of December 31, 2005)

Line of Business: Gas and engineering, material handling

(end)