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KOMATSU LTD
Form 6-K
July 05, 2002

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 2002

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 Form 40-F

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in
connection with Rule 12g3-2(b): 82-_____

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INFORMATION TO BE INCLUDED IN REPORT

1. Notification of Resolution of the 133rd Ordinary General Meeting of Shareholders

SIGNATURES

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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 5, 2002

By: /s/ Kenji Kinoshita

Kenji Kinoshita

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(TRANSLATION)

June 26, 2002

NOTIFICATION OF RESOLUTION OF THE
133RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS

We hereby notify you as follows concerning the matters reported and resolutions adopted at the 133rd Ordinary General Meeting of shareholders which was held today.

Item of Report: Balance Sheet as of March 31, 2002 and Business Report and Statement of Income for the 133rd business term (April 1, 2001 through March 31, 2002)

For this item, the contents of the above financial accounts were reported.

Items of Business:

1st Item of Business: Matters concerning approval of the proposed Appropriation of Profit for the 133rd business term (April 1, 2001 - March 31, 2002)

This item was approved and resolved as proposed, and the cash dividend for the current term was resolved to be payable at (Yen)3.00 per share.

2nd Item of Business: Matters concerning the Company's acquisition of its treasury shares

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This item was approved and resolved as proposed that, for the purposes of realizing a flexible management that can cope with the changing corporate environment, the Company shall, pursuant to the provisions of Article 210 of the Commercial Code, purchase the Company's ordinary shares up to a maximum of ten million shares at the total acquisition price of JPY 5 billion during the period from the close of this General Meeting of Shareholders until the close of the following ordinary general meeting of shareholders.

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3rd Item of Business: Matters concerning partial amendment of the Articles of Incorporation

This items was approved and resolved as proposed. The reason and details of the amendments of the Articles of Incorporation are set forth later.

4th Item of Business: Matters concerning the election of three directors

The following three directors were nominated and all were duly elected and assumed office: Messrs. Satoru Anzaki, Toshitaka Hagiwara and Kunihiko Komiyama.

5th Item of Business: Matters concerning the election of two statutory auditors

Messrs. Takaharu Dohi and Masafumi Kanemoto were duly elected and assumed office.

6th Item of Business: Matters concerning the issuance of share acquisition right to Directors and employees at no cost.

This item was approved and resolved as proposed that, for the purposes of raising the motivation and lifting the morale of the Directors and employees which shall contribute to the improvement of the performance of the Company, the Company shall, pursuant to the provisions of Article 280-20 and Article 280-21 of the Commercial Code, issue rights to acquire new shares at no cost to the Directors and employees in the form of stock options ("share acquisition rights"). A total of 950 rights shall be issued (the number of shares subject to one right of share acquisition rights shall be 1,000 shares.), the maximum number of ordinary shares of the Company shall be 950,000, and the amount to be paid upon exercise of the share acquisition rights shall be based on the market price of the share at the time of issuance of the share acquisition rights.

7th Item of Business: Matters concerning the payment of retirement allowance to retiring Director and Statutory Auditor.

Retirement allowance for the retiring director, Mr. Koji Ogaki, and retiring Statutory Auditor, Mr. Hiroyuki Watanabe, will be paid in reasonable amounts in accordance with the rules prescribed by the Company. Details regarding the exact amount of payment, time and method of payment, etc. shall be decided by the Board of Directors for the Director and by consultation between the Statutory Auditors for the Statutory Auditor, respectively.

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CHAPTER I.
GENERAL PROVISIONS

Article 2. Objectives and Purposes
The objectives and purposes of the Company shall be to engage in the following businesses:

1. Manufacture, repair, sale and purchase of construction machinery, agricultural machinery, industrial machinery, automobiles, internal combustion engines and various other machinery and equipment and parts thereof.
2. Manufacture, sale and purchase of various iron and steel goods.
3. Tempering, processing, sale and purchase of various types of iron and steel, pig-iron, ferroalloys and other special metals.
4. Manufacture, sale and purchase of various types of electric materials and equipment.
5. Manufacture, sale and purchase of various synthetic resin products.
6. Manufacture, repair, sale and purchase of various arms and parts thereof.
7. Mining industry, and sale and purchase of minerals.

CHAPTER I.
GENERAL PROVISIONS

Article 2. Objectives and Purposes
The objectives and purposes of the Company shall be to engage in the following businesses:

1. No change
2. No change
3. No change
4. No change
5. No change
6. No change
7. No change

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8. Designing, executing, supervising and contracting various types of civil engineering and construction work for plants, dwelling houses, and other structures.

8. No change

9. Sale and purchase of lumber, processed lumber products and various types of civil engineering and construction materials, machinery and equipment.

9. No change.

10. Sale, purchase and lease of real property.

10. No change.

New.

11. Manufacture, sale and repair of industrial waste and general waste treatment device.

New.

12. Collection, transportation,

- | | | |
|---|-----|---|
| | | -----
treatment, and recycling of

industrial wastes and general

wastes, sale of the recycled

products, and consulting on these

matters.
----- |
| New. | 13. | Development, creation, sales and

consulting on the computer software

computer systems.
----- |
| New. | 14. | Electronic commerce using networks

as the internet.
----- |
| New. | 15. | Information processing and information

providing service.
----- |
| | 16. | All business incidental to each
--- one of the preceding item. |
| 11. | 17. | Investing in other companies or
--- organization of other companies. |
| --- All business incidental to each and
--- every one of the preceding item. | | |
| 12. | | |
| --- Investing in other companies or promoting
--- organization of other companies. | | |

CHAPTER II. SHARES

Article 5. Number of Shares
Authorized to be Issued

The total number of shares authorized
to be issued by the Company shall be three

billion nine hundred sixty five million

(3,965,000,000) shares. Provided, however,

this number shall be decreased accordingly
if the shares are canceled.

CHAPTER II. SHARES

Article 5. Number of Shares
Authorized to be Issued

The total number of shares authorized
to be issued by the Company shall be three

billion nine hundred fifty five million

(3,955,000,000) shares. Provided, however,

this number shall be decreased accordingly
if the shares are canceled.

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Article 6. Par Value of Shares

The amount of each share having a par value issued by the Company shall be fifty yen (JPY 50).

Deleted

Article 7. One Unit (tan-i) of Shares

The number of one unit (tan-i) of shares of the Company shall be one thousand (1,000) shares.

Article 6. One Unit (tangen) of Shares

The number of one unit (tangen) of shares of the Company shall be one thousand (1,000) shares.

New

Article 7. Non-issuance of share

certificate for the shares

less than one unit

(tangen) of shares

The Company shall not issue share certificates for the shares less than the one unit (tangen) of shares, unless otherwise described in the share handling rules.

Article 7-2. Acquisition of the Company's

Shares by a Resolution of the

Board of Directors

(Deleted)

The Company can acquire for cancellation by appropriation of retained

earnings the Company's shares up to the maximum number of ninety million (90,000,000) shares pursuant to a resolution of the Board of Directors.

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Article 8. Transfer Agent

The Company shall appoint a transfer agent relating to the share.

The transfer agent and the place for providing shareholder service shall be designated by a resolution of the Board of Directors and published by the Company.

The Register of Shareholders and the Register of Beneficial Owners of the Company shall be kept at the place for shareholders service of the transfer agent. The Company shall have such transfer agent handle registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, receiving of various notifications, preparation of the Register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tan-i) of shares, and any other

services concerning shares. The Company shall not handle these services.

Article 8. Transfer Agent

The Company shall appoint a transfer agent relating to the shares.

The transfer agent and the place for providing shareholder service shall be designated by a resolution of the Board of Directors and published by the Company.

The Register of Shareholders and the Register of Beneficial Owners of the Company shall be kept at the place for shareholders service of the transfer agent. The Company shall have such transfer agent handle registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, receiving of various notifications, preparation of the Register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tangen) of shares, and any other

services concerning shares. The Company shall not handle these services.

Article 9. Share Handling Regulations

Types of shares, and the handling of registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, preparation of the register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tan-i) of shares, and any other

handling concerning shares shall be governed by the Share Handling Regulations established by resolution of the Board of Directors.

Article 9. Share Handling Regulations

Types of shares, and the handling of registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, preparation of the register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tangen) of shares, and any other

handling concerning shares shall be governed by the Share Handling Regulations established by resolution of the Board of Directors.

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CHAPTER IV.
DIRECTORS AND BOARD OF
DIRECTORS

Article 19. Election of Directors

Directors shall be elected at a general meeting of shareholders of the Company.

For a resolution of the election of directors, the presence of shareholders representing at least one third (1/3) or more of the shares having voting -----
rights among the total number of shares -----
issued and outstanding is required.

Cumulative voting shall not be used in electing directors.

CHAPTER IV.
DIRECTORS AND BOARD OF
DIRECTORS

Article 19. Election of Directors

Directors shall be elected at a general meeting of shareholders of the Company.

For a resolution of the election of directors, the presence of the shareholders representing at least one third (1/3) or more of the voting rights held by all the -----
shareholders is required.

Cumulative voting shall not be used in electing directors.

Article 21. Term of Office of
Directors

The term of office of a director shall expire at the close of ordinary general meeting of shareholders pertaining to the last settlement of accounts occurring within two (2) years after -----
his/her assumption of office.

The term of office of a director elected to fill a vacancy shall be concurrent with the term of office of his/her predecessor.

Article 21. Term of Office of
Directors

The term of office of a director shall expire at the Close of the ordinary general meeting of shareholders pertaining to the last settlement of accounts occurring within one (1) year after his/her -----
assumption of office.

The term of office of a director elected to fill a vacancy shall be concurrent with the term of office of his/her predecessor.

Article 27. Indemnification of the

Directors

The Company may exempt the director -----
from the director's liability -----
concerning the director's conducts -----
pursuant to Article 266, Paragraph -----
1, Item 5 of the Commercial Code,

(New)

by a resolution of the Board of

Directors to the statutory maximum

amount in accordance with the

provisions of Article 266,

Paragraph 12 of the Commercial

Code.

CHAPTER V.
STATUTORY AUDITORS AND THE BOARD OF STATUTORY
AUDITORS

CHAPTER V.
STATUTORY AUDITORS AND THE BOARD OF STAT
AUDITORS

Article 27. Number of Statutory Auditors

The Company shall have no more than five (5)
statutory auditors (Kansayaku).

Article 28. Number of Statutory Audito

(Only the numbering of the provision cha
but no changes are made to the provision

Article 28. Election of Statutory Auditors

The statutory auditors shall be elected at a
general meeting of shareholders of the Company.

For a resolution of the election of statutory
auditors, the presence of shareholders
representing at least one third (1/3) or more of
the shares having voting rights among the total

number of shares issued and outstanding is required.

Article 29. Election of Statutory Audi

The statutory auditors shall be elected
general meeting of shareholders of the C

For a resolution of the election of stat
auditors, the presence of shareholders
representing at least one third (1/3) or
of the voting rights held by all the sha

is required.

Article 29. through Article 34.

(Indication of the contents of the provisions are
omitted.)

Article 30. through Article 35.

(Only the numberings of the provisions o
but no changes are made to the provision

Article 36. Indemnification of the Statu

Auditors

(New)

The Company shall exempt the statutory a
from its liabilities by a resolution of
of Directors to the statutory maximum am
accordance with the provisions of Article
Paragraph 1 of the Commercial Code.

CHAPTER VI. ACCOUNTING

Article 35. through Article 39.

(Indication of the contents of the provisions are omitted.)

CHAPTER VI. ACCOUNTING

Article 37. through Article 41.

(Only the numberings of the provisions changed but no changes are made to the provisions.)

CHAPTER VII. SUPPLEMENTARY PROVISIONS

Article 40.

(Indication of the contents of the provision is omitted.)

CHAPTER VII. SUPPLEMENTARY PROVISIONS

Article 42.

(Only the numbering of the provision changed but no changes are made to the provision.)

Article 43.

Notwithstanding the provisions of
Article 21, the terms of the directors
elected at the General Meeting of
Shareholders held on June 27, 2001 shall
be until the close of the General
Meeting of Shareholders to be held in
year 2003. This supplementary provision
shall be deleted after the lapse of the
period in the preceding paragraph.

(New)

Sincerely yours,
KOMATSU LTD.
3-6, Akasaka 2-chome
Minato-ku, Tokyo

By: Masahiro Sakane
President and
Representative Director

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(Reference 1)
Directors and Statutory Auditors

At the Board of Directors meeting held after the closing of this General Meeting of Shareholders, Mr. Kunihiko Komiyama was elected as Managing Director and assumed office. Also, after the closing of this General Meeting of Shareholders, Mr. Masafumi Kanemoto was elected as Standing Statutory Auditor by mutual election of the statutory auditors and he assumed office.

Accordingly, the new composition of the directors and statutory auditors as of June 26, 2002 are as follows:

Chairman and Director	Satoru Anzaki	Director and Counsel	Tetsuya Kata
President and Representative Director	Masahiro Sakane	Director	Toshio Morik
Executive Vice President and Representative Director	Toshitaka Hagiwara	Standing Statutory Auditor	Norimichi Kit
Executive Managing Director	Kazuhiro Aoyagi	Standing Statutory Auditor	Masafumi Kan
Managing Director	Kunio Noji	Statutory Auditor	Masahiro Yos
Managing Director	Kunihiko Komiyama	Statutory Auditor	Takaharu D

(Messrs. Masahiro Yoshiike and Takaharu Dohi, each of them being a Statutory Auditor, satisfy the requirements for outside auditors provided in Article 18, Paragraph 1 of the "Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki Kaisha.")

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(Reference 2)

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Payment of Cash Dividend for the 133rd Business Term

Cash dividends resolved in the above 1st Item of Business shall be paid in accordance with the following procedures:

1. Shareholders who have not designated a bank account or a post office savings account for the transfer of payment shall receive the payment at the local post office by presenting the "Notice of Payment by Postal Transfer" enclosed herein.
2. Shareholders who have designated a bank account or a post office savings account for the transfer of payment are requested to confirm the "Dividend Statement" and "Confirmation of the Account to which Payment will be Transferred" which are enclosed herein.

In addition, the "Business Report of 133rd Business Term" is enclosed for your information.

(Reference 3)

The disclosure of the Company's Balance Sheet and Statement of Income on the home page

Pursuant to Article 283, Paragraph 5 of the Commercial Code, the Company has decided to disclose its Balance Sheet and Statement of Income on the Company's home page instead of in the publications. Our home page address is as follows:

<http://www.komatsu.co.jp/CompanyInfo/bspl/>

T>

	15.6
	18,945.2
	10.0
Net Operating Services Revenues	
	10,044.2
	4.6
	20,070.0
	4.8
	9,578.7
	15.1
	18,223.1

	9.6
Net operating mobile revenues	
	5,828.9
	5.7
	11,719.4
	7.1
	5,833.1
	5.5
	11,737.4
	6.9
Net operating fixed revenues	
	4,215.3
	3.1
	8,350.6
	1.8
	3,745.5
	34.1
	6,485.7
	14.9
Net handset revenues	
	383.4
	30.4
	722.1
	19.0
	14

	383.4
	30.4
	722.1
	19.0
Operating costs	
	(7,296.1)
	6.5
	(14,546.1)
	6.6
	(7,013.1)
	15.5
	(13,427.4)
	10.8
EBITDA	
	3,131.5
	2.8
	6,246.0
	2.3
	2,949.0
	15.9
	5,517.8
	8.0
EBITDA Margin %	
	30.0%
	15

(0.8) p.p.

30.0%

(0.9) p.p.

29.6%

0.1 p.p.

29.1%

(0.5) p.p.

Recurrent EBITDA

3,131.5

2.8

6,246.0

2.3

2,949.0

15.9

5,517.8

8.0

Recurrent EBITDA Margin %

30.0%

(0.8) p.p.

30.0%

(0.9) p.p.

29.6%

0.1 p.p.

29.1%

(0.5) p.p.

Net income

932.9

(56.4)

1,404.1

(52.7)

869.8

(56.3)

1,449.5

(45.4)

Recurrent Net income

932.9

(1.4)

1,404.1

(20.8)

869.8

9.2

1,449.5

(0.5)

Capex

2,063.2

0.2

3,824.0

7.5

1,903.0

17.8

3,172.7

21.3

Total accesses (thousand)

106,388

3.9

106,388

18

	3.9
	106,388
	3.9
	106,388
	3.9
Total mobile accesses	
	82,655
	4.2
	82,655
	4.2
	82,655
	4.2
	82,655
	4.2
Total fixed accesses	
	23,733
	3.1
	23,733
	3.1
	23,733
	3.1
	23,733
	3.1

Mobile Business

OPERATING PERFORMANCE

Mobile total accesses	82,655	81,879	0.9	79,357	4.2	82,655	79,357	4.2
Postpaid	29,586	28,907	2.3	26,169	13.1	29,586	26,169	13.1
M2M	3,942	3,694	6.7	2,927	34.7	3,942	2,927	34.7
Prepaid	53,069	52,972	0.2	53,188	(0.2)	53,069	53,188	(0.2)
Market Share (*)	29.3%	28.9%	0.4 p.p.	28.8%	0.5 p.p.	29.3%	28.8%	0.5 p.p.
Postpaid	41.7%	41.6%	0.1 p.p.	41.3%	0.4 p.p.	41.7%	41.3%	0.4 p.p.
Mobile broadband (modem only) (**)	51.3%	50.9%	0.5 p.p.	52.2%	(0.9) p.p.	51.3%	52.2%	(0.9) p.p.
Net additions	776	1,942	(60.1)	892	(13.1)	2,717	2,113	28.6
Postpaid	679	552	23.1	1,257	(45.9)	1,231	2,476	(50.3)
Market Share of net additions (*)	n.a.	72.7%	n.a.	42.0%	n.a.	157.4%	54.2%	103.3 p.p.
Postpaid	44.1%	32.7%	11.3 p.p.	61.0%	(16.9) p.p.	38.2%	77.1%	(38.9) p.p.
Market penetration	138.2%	138.9%	(0.7) p.p.	138.2%	0.0 p.p.	138.2%	138.2%	0.0 p.p.
Monthly churn	3.2%	2.9%	0.4 p.p.	3.5%	(0.3) p.p.	3.0%	3.5%	(0.4) p.p.
Postpaid ex. M2M	1.9%	1.6%	0.3 p.p.	1.5%	0.4 p.p.	1.7%	1.5%	0.2 p.p.
Prepaid	3.9%	3.5%	0.4 p.p.	4.5%	(0.5) p.p.	3.0%	4.4%	(1.4) p.p.
ARPU (R\$/month)	23.5	24.3	(3.2)	23.3	0.8	23.9	23.3	2.6
Voice	12.7	14.0	(9.8)	14.8	(14.4)	13.3	15.0	(10.8)
Data	10.8	10.2	6.1	8.5	27.3	10.5	8.3	26.8
Postpaid ex. M2M ARPU	49.9	50.7	(1.8)	50.0	(0.3)	50.3	50.5	(0.4)
Prepaid ARPU	11.8	12.6	(6.4)	12.3	(4.1)	12.2	12.4	(1.7)
M2M ARPU	3.2	3.2	(0.9)	3.4	(5.8)	3.2	3.4	(7.0)
MOU	131.1	129.5	1.3	129.0	1.7	130.3	132.2	(1.4)

(*) Source: ANATEL. (**) Last available information: May/15.

Note: ARPU data considers eliminations for intercompany revenues.

- **Total accesses** registered increase of 4.2% over the second quarter of 2014, totaling 82,655 thousand accesses. Worthy of mention is the postpaid segment, which grew by 13.1% y-o-y with 29,586 thousand accesses, recording a postpaid customer mix of 35.8%, up by 2.8 p.p. in the annual comparison.

- **Total market share** came to 29.3% (+0.5 p.p. y-o-y). In the **postpaid segment** Telefônica Brasil achieved 44.1% of the net additions in the second quarter of 2015, recording a market share of 41.7% (+0.4 p.p. y-o-y), reflecting the quality differential presented by the Company, which is also leader in handsets with 4G technology, holding market share of 37.1% in May/15.

- In 2Q15, **net mobile additions** reached 776 thousand accesses, with postpaid net additions reaching 679 thousand accesses in the quarter. Vivo's share of net additions in the second quarter of 2015 got to 157.4%. The Company began adopting cross-selling initiatives between Vivo and GVT's clients with 400 thousand direct mailings being sent to GVT clients who were considered potential clients for Vivo.

- In the **machine-to-machine (M2M)** market, the access base continued to record strong performance, reaching 3.9 million customers in June, up 34.7% when compared to the previous year.
- **Total ARPU** registered increase of 0.8% y-o-y, while **data ARPU** climbed by 27.3% in 2Q15 compared to 2Q14. By excluding the MTR reduction in the period, ARPU would have posted annual growth of 3.7% in 2Q15.
- The **prepaid customer base** remained virtually stable in 2Q15 over 2Q14, due to a restrictive policy for the disconnection of non-profitable clients, while the financial volume of recharges have increased by 4.8% y-o-y in the same period.

NET OPERATING REVENUES

Net operating mobile revenues	6,212.3	7.0	12,441.5	7.8	6,216.6	6.7	12,459.5	7.6
Net service mobile revenues	5,828.9	5.7	11,719.4	7.1	5,833.1	5.5	11,737.4	6.9
Access and Usage	2,685.9	(5.7)	5,556.7	(2.2)	2,686.2	(5.7)	5,557.5	(2.2)
Network usage	385.3	(28.5)	857.2	(28.0)	389.2	(29.9)	874.0	(28.8)
Data plus VAS	2,686.5	33.5	5,165.5	32.4	2,686.6	33.5	5,165.8	32.4
Messaging P2P	428.6	(1.5)	842.2	(2.4)	428.6	(1.5)	842.2	(2.4)
Internet	1,776.6	50.9	3,374.4	48.4	1,776.6	50.9	3,374.6	48.4
VAS	481.3	20.2	949.0	24.1	481.3	20.2	949.0	24.1
Other services	71.3	(36.6)	140.0	(14.8)	71.3	(36.6)	140.1	(14.8)
Net handset revenues	383.4	30.4	722.1	19.0	383.4	30.4	722.1	19.0

Second-quarter net mobile revenue presented growth of 7.0% y-o-y, influenced by the increasing data and VAS revenue, which, in this quarter, became the largest revenue line mobile revenues. Despite the impact of the MTR reduction, occurred on February 24, 2015, the mobile service revenue increased by 5.7% y-o-y in 2Q15. When excluding such effect, 2Q15 mobile service revenue climbed by 8.8% over 2Q14.

Access and usage revenue fell by 5.7% in the quarter compared to 2Q14, already reflecting the higher proportion of data in postpaid plans and higher internet consumption by prepaid clients, with the increase in mobile internet more than offsetting the reduction in voice.

Network usage second-quarter revenue reduced by 28.5% over 2Q14, mainly due to the 33.0% MTR tariff reduction, occurred in February 2015. With the normalization of this effect, network usage revenue grew by 2.7% in 2Q15.

Data and VAS revenue continued to post strong performance in the second quarter, growing 33.5% in the annual comparison, the highest figure in the last three years, due to successful sales of data plans and packages, and the higher penetration of smartphones within our customer base. In 2Q15, data and VAS revenue represented 46.1% of net mobile service revenue, up by 9.6 p.p. y-o-y.

SMS revenue fell by 1.5% y-o-y, reflecting the maturity of the service. This line expanded by 3.6% in 2Q15 over 1Q15, due to the increased adoption to higher value-added offers which includes SMS, voice and data packages.

Mobile internet revenue posted record growth, 50.9% up y-o-y and accounting for 66.1% of data revenue in 2Q15. This performance is directly linked to the strong growth in postpaid data accesses, especially in 4G plans, the increased sales of stand-alone data packages to prepaid customers, and the growing smartphone base. 71% of our customer base already has smartphones or webphones, a 13 p.p. increase compared to the same period last year.

Second-quarter **VAS revenue** climbed by 20.2% in the quarter over 2Q14, mainly driven by growth in: “Plataforma de Educação”, “Vivo Segurança”, “Vivo Sync”, “Vivo Som de Chamada” and “Vivo Música” services, which support the high growth pace of VAS.

Other service revenue reached R\$71.3 million in the second quarter, reducing 36.6% compared to 2Q14, due to the recovery of taxes on disputed invoices, occurred in 2Q14.

Mobile handset revenue increased by 30.4% y-o-y in 2Q15, in line with the strong migration of customers to the 4G base and the consequent increase in the share of higher-value devices in the handsets portfolio.

Fixed Line Business

OPERATING PERFORMANCE

Total fixed accesses	23,733	23,514	0.9	23,021	3.1	23,733	23,021	3.1
Fixed voice accesses	14,870	14,856	0.1	14,875	(0.0)	14,870	14,875	(0.0)
Residential	10,485	10,473	0.1	10,529	(0.4)	10,485	10,529	(0.4)
Corporate	3,805	3,800	0.1	3,761	1.2	3,805	3,761	1.2
Others	579	583	(0.6)	586	(1.1)	579	586	(1.1)
Fixed broadband	7,077	6,955	1.8	6,686	5.9	7,077	6,686	5.9
FTTX	3,641	3,472	4.9	3,028	20.2	3,641	3,028	20.2
Others	3,436	3,483	(1.3)	3,657	(6.0)	3,436	3,657	(6.0)
Pay TV	1,786	1,703	4.8	1,460	22.3	1,786	1,460	22.3
Voice ARPU (R\$/month)	44.3	44.2	0.3	45.5	(2.5)	44.3	46.4	(4.6)
Broadband ARPU (R\$/month)	37.1	36.8	0.8	36.4	1.9	37.0	36.6	1.1
Pay TV ARPU (R\$/month)	80.0	78.2	2.3	75.5	6.0	79.2	75.2	5.2

- The **fixed accesses base** totaled 23,733 thousand in 2Q15, growing 3.1% in relation to the second quarter of last year, influenced by the positive performance of fixed broadband and pay TV services, in addition to the steady increase in fixed voice accesses.
- **Fixed voice accesses** totaled 14,870 thousand in 2Q15, remaining flat when compared to the previous year, with highlight to corporate accesses, which increased by 1.2% over 2Q14. Voice ARPU fell by 2.5% y-o-y, mainly due to the VC and basic tariff reductions, besides the fixed-to-mobile substitution.
- **Fixed broadband accesses** reached the mark of 7.1 million customers in 2Q15, growing 5.9% compared to the second quarter of 2014. The FTTX customer base already totals 3,641 thousand accesses, growing 20.2% compared to the base in 2Q14, with penetration reaching 51.4% of total broadband accesses, fueling ARPU, which grew by 1.9% y-o-y in 2Q15. In line with the commercial integration initiatives, we launched a pilot action where eight Vivo stores outside the São Paulo state were adapted to sell GVT's voice, broadband and pay TV services.

- **Pay TV accesses** climbed by 22.3% y-o-y, to 1,786 thousand subscribers in 2Q15, with 82 thousand net additions in the quarter. Telefônica's market share came to 9.1% in the second quarter, 1.2 p.p. up on 2Q14. The Company captured 93% of the market's growth until May, 2015, with 135 thousand net additions. TV ARPU annual growth stood at 6.0%, reflecting the migration to full HD packages and IPTV.

NET OPERATING REVENUES

Net operating fixed revenue	4,215.3	3.1	8,350.6	1.8	3,745.5	34.1	6,485.7	14.9
Voice and accesses	1,978.2	(2.0)	3,948.7	(3.6)	1,760.3	26.4	3,077.0	8.3
Interconnection	129.0	(10.1)	256.1	(13.7)	118.5	12.2	211.6	(3.6)
Broadband	783.9	7.9	1,548.3	7.2	655.4	76.5	1,040.7	39.9
Corporate Data and IT	712.3	3.2	1,404.7	3.3	683.4	12.5	1,283.7	7.3
Pay TV	422.6	30.4	815.8	31.0	342.4	136.3	511.1	80.5
Other services	189.3	3.2	377.0	(2.7)	185.5	8.8	361.6	0.1
% Data / Net Operating Revenue	35.5%	0.8 p.p.	35.4%	1.2 p.p.	35.7%	0.7 p.p.	35.8%	1.5 p.p.

Note: Fixed Net Revenue includes revenues from the FWT solution (“Vivo Fixo”).

Net revenue from the fixed line business grew by 3.1% y-o-y, mainly due to the increase in broadband and Pay TV revenues. Fixed line revenue excluding GVT improved annual evolution, remaining virtually stable in the quarter (-0.3% y-o-y in 2Q15 vs. -4.0% y-o-y in 1Q15). GVT’s revenues accelerated growth, reaching annual evolution of 10.2% in 2Q15 (+9.8% y-o-y in 1Q15). Fixed line revenue was impacted by fixed to mobile tariff (VC) reduction, effective on February 24, 2015 and the reduction of the basic tariff provisioned in accordance with Anatel’s act, in force as of June 04, 2014. Excluding these effects, the variation in net fixed service revenue came to 5.6% in the period.

Voice and access revenue fell by 2.0% over 2Q14, due to the regulatory impact. Excluding the VC reduction, voice revenue increased by 2.9% y-o-y.

Network usage revenue decreased by 10.1% over 2Q14, due to the lower incoming traffic with fixed termination, mainly driven by the mobile substitution. In 2Q15 over 1Q15, this line registered increase of 1.6%.

Broadband revenue grew by 7.9% y-o-y and 2.5% q-o-q in 2Q15, reflecting the evolution of the broadband base, in addition to the efforts to expand the ARPU. To address this issue, the Company has been focusing on the migration of customers to higher speeds, mainly in FTTH, expanding the fiber customer base, which has higher ARPU and lower churn.

Revenue from **corporate data and IT** increased by 3.2% y-o-y and 2.9% over 1Q15, mainly due to the acquisition of new corporate customers in the period, leveraging on the combined capabilities of Vivo and GVT for this segment.

Pay TV revenue climbed by 30.4% y-o-y in the quarter, due to the fast growth of the IPTV and DTH subscriber base, with an increased adoption of HD packages.

Other service revenue grew by 3.2% in the annual comparison, impacted by the the sale of equipment linked to agreements with large clients.

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Consolidated Operating Costs

Operating costs	(7,296.1)	6.5	(14,546.1)	6.6	(7,013.1)	15.5	(13,427.4)	10.8
Personnel	(849.9)	4.0	(1,706.8)	5.0	(773.1)	26.8	(1,413.7)	16.0
Costs of services rendered	(3,052.2)	3.7	(6,135.0)	3.7	(2,939.8)	12.2	(5,681.7)	7.5
Interconnection	(644.9)	(22.8)	(1,380.6)	(21.7)	(634.1)	(19.5)	(1,329.5)	(19.6)
Taxes and contributions	(468.9)	2.9	(966.4)	5.9	(460.6)	6.7	(933.2)	7.5
Third-party services	(1,377.9)	16.7	(2,689.6)	16.2	(1,312.1)	30.1	(2,431.2)	22.1
Others	(560.5)	19.1	(1,098.4)	18.2	(533.0)	35.8	(987.8)	27.7
Cost of goods sold	(634.4)	28.3	(1,215.2)	20.8	(634.4)	28.3	(1,215.2)	20.8
Selling expenses	(2,289.7)	7.3	(4,582.5)	8.3	(2,217.3)	14.1	(4,280.1)	11.2
Provision for bad debt	(299.9)	17.0	(673.3)	36.7	(284.8)	29.2	(609.2)	42.2
Third-party services	(1,912.3)	7.3	(3,723.7)	4.6	(1,860.0)	13.2	(3,505.2)	7.4
Others	(77.5)	(18.2)	(185.5)	3.2	(72.5)	(9.8)	(165.7)	5.3
General and administrative expenses	(329.1)	0.6	(619.7)	(1.0)	(314.0)	11.7	(558.1)	3.2
Third-party services	(264.6)	6.0	(509.2)	11.2	(251.0)	20.6	(453.3)	18.9
Others	(64.5)	(16.6)	(110.5)	(34.2)	(63.0)	(13.6)	(104.8)	(34.2)
Other net operating revenue (expenses)	(140.8)	5.6	(286.9)	17.9	(134.5)	10.9	(278.6)	26.9

The new Company's operating costs excluding depreciation and amortization expenses totaled R\$7,296.1 million in 2Q15, 6.5% higher in the annual comparison, and lower than inflation in the last 12 months. Said performance was mainly influenced by higher expenses associated to quality assurance and those directly linked to the increase in revenue, the increase in provisions for bad debt and collection efforts, in addition to the higher expenses with energy, offset by the improved efficiency in G&A, personnel and call center expenses. In 2Q15 over 1Q15, operating costs were virtually stable.

Personnel costs were 4.0% higher when compared to 2Q14, fueled by the 7.0% rise, negotiated in the collective agreement, granted in January 2015, partially offset by the corporate restructuring, occurred in the first half of 2015, which reduced the number of employees.

The **cost of services rendered** increased by 3.7% in 2Q15 over 2Q14, positively influenced by MTR reduction in February 2015. Excluding this effect, the increase was 10.0% y-o-y. This variation chiefly reflects the higher leasing and network maintenance expenses, due to the

expansion in 4G coverage and focus on service quality, the higher expenses with purchase of TV and mobile content, which grew proportionally to the increase in revenue, besides the higher energy expenses, due to the rise of unitary prices.

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Cost of goods sold (COGS) increased by 28.3% in 2Q15 over 2Q14, due to the increasing volume of higher-value devices in the handset portfolio, the higher subsidies and the stronger impact from the exchange rate variation.

Second-quarter **service selling expenses** increased by 7.3% y-o-y, particularly due to the higher commercial activity in the period and the more challenging economic scenario:

Provisions for bad debt closed 2Q15 at R\$299.9 million (+17.0% y-o-y), with default levels at 1.9% of total gross revenue (+0.2 p.p. y-o-y). In the second quarter, the Company adopted stricter credit criteria and even more active collection actions in order to reduce default levels.

Third-party services posted y-o-y increase of 7.3% in 2Q15, mostly influenced by higher commissioning expenses linked to the growth of the mobile subscriber base and the higher share of data, besides higher publicity and marketing expenses. The simplification of plans and offers continues to positively impact expenses with call center.

General and administrative expenses increased by 0.6% y-o-y in the second quarter, showing the results obtained with the Company's strict cost control adopted in recent quarters.

Other net operating revenues (expenses) totaled an expense of R\$140.8 million in 2Q15, 5.6% up on 2Q14, mainly due to higher contingencies in the period, especially related to labor.

Ebitda

EBITDA (earnings before interest, taxes, depreciation and amortization) totaled R\$3,131.5 million in 2Q15, 2.8% up on 2Q14, due to the increase in fixed and mobile revenue, which was partially offset by the stronger commercial efforts, the higher provision for bad debt, higher costs related to quality assurance and capacity, and higher expenses with the purchase of TV content. The **EBITDA margin** reached 30.0%, a y-o-y reduction of 0.8 p.p., compared to the 30.8% combined margin for 2Q14.

Depreciation and Amortization

EBITDA	3,131.5	2.8	6,246.0	2.3	2,949.0	15.9	5,517.8	8.0
Depreciation and Amortization	(1,830.8)	19.4	(3,632.9)	9.8	(1,694.9)	42.6	(3,100.0)	17.8
Depreciation	(1,214.7)	26.1	(2,394.1)	10.6	(1,117.5)	53.4	(2,016.5)	18.1
Amortization of intangibles (*)	(297.5)	3.2	(594.5)	3.1	(264.7)	32.9	(463.9)	16.4
Other amortizations	(318.6)	12.7	(644.3)	13.4	(312.7)	19.7	(619.6)	17.7
EBIT	1,300.7	(14.0)	2,613.1	(6.5)	1,254.1	(7.6)	2,417.8	(2.3)

(*) Amortization of intangible assets generated by the incorporation of Vivo as of 2Q11 and of GVT as of 2Q15.

Depreciation and amortization climbed by 19.4% in the annual comparison, chiefly due to the non-recurrent gain from the periodical review of the useful life of fixed assets which impacted 2Q14 and reduced the comparison basis by R\$132 million. In the accounting evolution, the 42.6% annual increase reflects the amortization, as of May, 2015, of the intangible assets arising from the merger of GVT.

Financial Result

Net Financial Income	(121.3)	179.5	(649.9)	1,404.4	(171.5)	53.0	(30.0)
Income from financial investments	294.9	110.0	426.0	36.5	290.5	125.0	40.0
Interest income (customers, taxes and others)	21.8	(30.6)	44.9	(32.8)	20.9	(26.9)	(1.0)
Charges (loans, financing, debentures and capital leases)	(249.4)	7.5	(507.8)	12.8	(234.7)	23.0	(4.0)
Monetary and exchange variation (loans, financing and debentures)	(105.5)	n.a.	(525.0)	n.a.	(171.5)	n.a.	(3.0)
Gains (losses) on derivative transactions	103.9	n.a.	262.1	n.a.	103.9	n.a.	2.0
Interest expenses (suppliers, taxes, financial institutions and others)	(122.9)	182.5	(163.6)	69.4	(122.9)	182.5	(1.0)
Other income (expenses) with monetary and exchange variations	(66.6)	276.3	(118.2)	215.2	(66.6)	276.3	(1.0)
Other financial income (expenses)	2.5	n.a.	(68.3)	239.8	8.9	n.a.	(4.0)

In 2Q15, **net financial expenses** increased by R\$77.9 million over 2Q14, chiefly fueled by the exchange variation and charges with derivatives, approximately in the amount of R\$60 million, in addition to tax on financial transactions (IOF), in the amount of R\$30 million, generated upon the settlement of the cash installment related to the acquisition of GVT. In 1H15, net financial expenses increased by R\$606.7 million over 1H14, mostly fueled by the exchange variation effect on loans and financing denominated in foreign currency (Euro) from GVT, that were partially paid, with the remaining debt being fully covered by hedge transactions.

Net Income

Net income totaled R\$932.9 million in 2Q15, 56.4% down on the same period of last year, basically due to the positive impact, in 2Q14, from the revision of the tax calculation bases of certain intangible assets arising from business combinations after the effectiveness of Law 12,973, whose positive net effect on the result came to R\$1,196.0 million. Excluding this effect, recurring net income fell by only 1.4% y-o-y. Year-to-date accounting net income amounted to R\$1,449.5 million.

Capex

Network	1,795.0	1,821.3	3,337.7	3,155.4	1,653.2	1,422.9	2,763.0
Depreciation and Amortization							

Technology / Information System	185.4	155.8	321.4	231.0	181.7	143.6	300.2
Products and Services, Channels, Administrative and others	82.8	82.9	164.8	171.3	68.1	48.9	108.9
Total	2,063.2	2,060.0	3,824.0	3,557.8	1,903.0	1,615.3	3,172.1
Capex ex. licenses / Net operating revenue	19.8%	20.8%	18.4%	18.0%	19.1%	18.7%	16.7%

Capex totaled R\$2,063.2 million in 2Q15, accounting for 19.8% of net operating revenue and remaining flat over 2Q14. In 1H15, investments totaled R\$3,824.0 million, 7.5% up on 1H14. The Company continues to focus its investments on expanding 3G capacity and 4G coverage and improving the transmission infrastructure to ensure the Company's superior quality standards.

Cash Flow

Cash generation provided by operating activities	2,452.9	(532.8)	3,909.4	(559.2)	2,320.8	(188.7)	3,320.8
Cash applied by investing activities	(10,115.0)	(8,500.4)	(12,765.0)	(8,858.7)	(9,504.7)	(8,292.8)	(11,329.8)
Cash flow after investing activities	(7,662.1)	(9,033.2)	(8,855.6)	(9,417.9)	(7,183.9)	(8,481.5)	(8,005.0)
Cash applied by financing activities	11,084.6	11,497.8	10,676.1	12,390.8	11,066.4	11,421.8	10,400.0
Cash flow after financing activities	3,422.5	2,464.6	1,820.5	2,972.9	3,882.5	2,940.3	2,400.0
Cash and Equivalents at the beginning	3,672.2	(1,276.4)	5,274.2	(1,784.7)	3,212.2	(1,332.3)	4,690.0
Cash and Equivalents at the end	7,094.7	1,188.2	7,094.7	1,188.2	7,094.7	1,608.0	7,090.0

Year-to-date operating cash generation fell by R\$559.2 million over 1H14, due to the increase in inventory, as a result of a larger proportion of higher-value 4G handsets, and growth in accounts receivable, impacted by the migration of customers from prepaid to postpaid. **Cash used in investment activities** increased by R\$8,858.7 million, particularly due to the acquisition of GVT. Thus, **cash flow after investment activities** recorded a consumption of R\$9,417.9 million. **Cash used in financing activities** recorded a reduction of R\$12,390.8 million, due to the capital increase, partially offset by the higher amortization of loans, resulting in an increase of R\$2,972.9 million in **cash flow after financing activities**.

Indebtedness

LOANS AND FINANCING (R\$ million)

Consolidated	Currency	Annual Interest Rate	Due Date	Short-term	Long-term	Total
Local currency						
BNDES	UR LTIR	LTIR + 0.0% to 9.0%	Until 2019	576.4	2,045.4	2,621.8
BNDES	R\$	2.5% to 8.7%	Until 2023	110.4	270.7	381.1
BNDES	R\$	IPCA + 2.95% + TR	Until 2016	33.9	28.1	62.0
BNDES	R\$	SELIC D-2 + 2.32%	Until 2023	0.6	137.3	138.0
BNB	R\$	7.0% to 10.0%	Until 2016	65.3	66.3	131.5
Confirming	R\$	110.0% of CDI	Until 2016	90.0	0.0	90.0
Debentures 4 th issue - Series 2	R\$	106.8% of CDI	Until 2015	657.4	0.0	657.4
Debentures 4 th issue - Series 3	R\$	IPCA + 4%	Until 2019	0.9	32.2	33.2
Debentures 1 st issue - Minas Comunica	R\$	IPCA + 0.5%	Until 2021	0.0	87.4	87.4
Debentures 3 rd issue - Single Series	R\$	100% of CDI + 0.75 spread	Until 2017	79.8	1,999.5	2,079.3
Debentures 4 th issue - Single Series	R\$	100% of CDI + 0.68 spread	Until 2018	30.2	1,299.2	1,329.4
Financial Leases	R\$	-	Until 2033	29.6	246.8	276.4
Contingent Consideration	R\$	-	Until 2025	0.0	351.9	351.9
Foreign currency						
Senior Debt	EUR	Euribor + 1.05%	Until 2015	2,745.9	0.0	2,745.9
BNDES	UMBND	ECM + 2.38%	Until 2019	123.6	425.6	549.2
Total				4,544.0	6,990.6	11,534.5

L.T. OBLIGATIONS (R\$ million)

Year	Amount
2016	900.3
2017	4,108.7
2018	857.0
2019	381.7

NET FINANCIAL DEBT

Short-term Debt	4,544.0	3,512.9
Long-term Debt	6,990.6	9,736.4
Total Debt	11,534.5	13,249.3
Cash and cash equivalents	(7,130.9)	(5,959.9)

2020	136.2	Net derivatives position	(203.5)	(254.5)
After 2020	606.6	Net debt	4,200.1	7,034.9
Total	6,990.6	Net debt/EBITDA	0.33	0.57

The Company closed 2Q15 with a **gross debt** of R\$11,534.5 million, 28.6% of which denominated in foreign currency. The reduction in gross debt is related to the settlement of loans and financing in the period.

Net debt totaled R\$4,200.1 million at the close of 2Q15, accounting for 0.33 of the combined EBITDA of the last 12 months. In comparison with 2Q14, net debt reduced by R\$2,834.8 million, mainly explained by the capital increase carried out by the Company, partially offset by the payment of the 700MHz license to ANATEL. Foreign exchange exposure of debt is currently 100% covered by hedge transactions.

Capital Market

Telefonica Brasil's common (ON) and preferred (PN) shares are traded on the BM&FBOVESPA under the tickers VIVT3 and VIVT4, respectively. The Company's ADRs are traded on the NYSE, under the ticker VIV.

VIVT3 and VIVT4 shares closed 2Q15 at R\$37.00 and R\$43.56 respectively, depreciating by 9.2% and 12.0% over 1Q15, versus an appreciation of 3.8% in the Bovespa Index (Ibovespa). The Company's ADRs closed the quarter at US\$13.93, 8.9% down on 1Q15, versus depreciation in the Dow Jones' index of 0.9% in the period.

The daily traded volume of VIVT3 and VIVT4 in the quarter averaged R\$1,149.0 thousand and R\$104,380.6 thousand, respectively. The daily traded volume of ADRs averaged US\$48,989.0 thousand in the same period.

The chart below shows the Company's stock performance for the quarter:

Capital Stock

Controlling Company	540,033,264	645,807,855	1,185,841,119
	94.47%	57.70%	70.13%
Vivendi Group	0	126,261,632	126,261,632
	0.00%	11.28%	7.47%
Minority shareholders	29,320,789	347,270,485	376,591,274
	5.13%	31.02%	22.27%
Treasury shares	2,290,164	734	2,290,898
	0.40%	0.00%	0.14%
Total number of shares	571,644,217	1,119,340,706	1,690,984,923
<i>Book Value per share:</i>		<i>R\$ 39.75</i>	
<i>Subscribed/Paid-in Capital:</i>		<i>R\$ 63,571,400</i>	<i>Thousands</i>

Dividends

On April 09, 2015, the Annual Shareholders' Meeting approved the distribution of dividends on net income for 2014 in the amount of R\$0.015526 per common share and R\$0.017079 per preferred share, totaling R\$18.6 million.

On May 12, 2015, the Board of Directors' Meeting approved, based on net income accumulated until April 2015, the declaration of dividends totaling R\$0.170179 per common share and R\$0.187196 per preferred share, totaling R\$270.0 million, and interest on equity in the gross amount of R\$0.324600 per common share and R\$0.357060 per preferred share, totaling R\$515.0 million.

On July 20, 2015, as a subsequent event to the second quarter 2015, the Board of Directors approved, ad referendum of the General Shareholders' Meeting, the credit of interest on own capital for the fiscal year 2015, in the gross amount of R\$221.0 million, to a total of R\$0.122735 per common share and R\$0.135008 per preferred share. As a result, dividends and IOC based on net income accumulated in 2015 totaled R\$1.0 billion.

The payments of such dividends and IOC will be carried out on date to be defined by the Board of Executive Officers, to holders of common and preferred shares of record as described in the table below.

IOC (based on 2015)	7/20/2015	7/31/2015	221.0	187.9	ON	0.122735	0.104325	Until
Dividends (based on 2015)	5/12/2015	5/25/2015	270.0	270.0	PN	0.135008	0.114757	12/31/2016
IOC (based on 2015)	5/12/2015	5/25/2015	515.0	437.7	ON	0.170179	0.170179	Until
					PN	0.187196	0.187196	12/31/2016
					ON	0.324600	0.275910	Until
					PN	0.357060	0.303501	12/31/2016
Dividends (based on 2014)	4/9/2015	4/9/2015	18.6	18.6	ON	0.015526	0.015526	Until
					PN	0.017079	0.017079	12/31/2015

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Dividends (based on 2014)	1/30/2015	2/10/2015	1,894.6	1,894.6	ON	1.582175	1.582175	Until
					PN	1.740392	1.740392	12/31/2015
Dividends (based on 2014)	1/30/2015	2/10/2015	855.4	855.4	ON	0.714348	0.714348	
IOC					PN	0.785783	0.785783	6/12/2015
(based on 2014)	12/18/2014	12/30/2014	475.4	404.1	ON	0.397030	0.337476	
IOC					PN	0.436733	0.371223	6/12/2015
(based on 2014)	11/17/2014	11/28/2014	463.2	393.8	ON	0.386857	0.328829	
IOC					PN	0.425543	0.361711	6/12/2015
(based on 2014)	10/20/2014	10/31/2014	305.8	259.9	ON	0.255350	0.217047	
IOC					PN	0.280885	0.238752	6/12/2015
(based on 2014)	9/19/2014	9/30/2014	250.2	212.6	ON	0.208914	0.177577	
IOC					PN	0.229806	0.195335	12/19/2014
(based on 2014)	8/18/2014	8/29/2014	299.4	254.5	ON	0.250016	0.212514	
IOC					PN	0.275018	0.233765	12/19/2014
(based on 2014)	7/18/2014	7/31/2014	298.0	253.3	ON	0.248860	0.211531	
IOC					PN	0.273746	0.232684	12/19/2014

Additional Notes

On May 28, 2015, the Extraordinary Shareholders' Meeting approved the ratification of the Purchase and Sale Agreement and Other Covenants entered into between the Company, and Vivendi and its subsidiaries, through which all the shares issued by GVTPart. were acquired by the Company.

The consideration for the acquisition of GVTPart. was executed as follows:

- One installment totaling €4,663.0 million on demand and in cash, after the adjustments envisaged in the agreement, on the closing date, and
- One installment in Company shares, delivered due to the merger of GVTPart shares. by the Company equivalent to 12% of its capital stock after the merger of shares.

In view of the merger of GVTPart's shares, the Company's capital stock increased by R\$9,666.0 million, through the issue of 68,597,306 common shares and 134,320,885 preferred shares, all non-par book-entry shares, considering the economic value of the merged shares, calculated using the discounted cash flow method, based on GVT's Economic Value Appraisal Report prepared by a specialized company, in accordance with article 252, paragraph 1 and article 8, both of Law 6,404/76.

With the conclusion of the acquisition, in May 28, 2015, the Company became the direct controlling company of GVTPart and the indirect controlling company GVT Operadora.

On June 24, 2015, it was concluded the share swap operation between Telefónica, the controlling shareholder of the Company, and FrHolding108, a company controlled by Vivendi S.A., through which the FrHolding108 transferred to Telefónica 76,656,559 shares representing 4.5% of the Company's capital stock, including 68,597,306 common shares representing 12% of this type of share and 8,059,253 preferred shares, representing 0.72% of this type of share issued by the Company, in exchange for 1,110 million shares representing 8.2% of the common shares of Telecom Itália, previously held by TELCO, a subsidiary of Telefónica.

As a result of the approval of the acquisition of GVTPart.'s control, the Company's common and preferred shareholders who dissented from the resolutions taken by the Extraordinary Shareholders' Meeting, had the right to withdraw from the Company upon reimbursement of the value of the shares proven to be held by them on September 19, 2014. The reimbursement amount per common or preferred share to be paid due to the withdrawal rights, calculated based on the Company's net equity in the financial statements for the fiscal year ended December 31, 2014, corresponds to

R\$37.55 per common share, already excluding the amount corresponding to the dividends declared by the Company. On July 8, 2015 the Company effected the payment to those shareholders who exercised their right to withdrawal.

INCOME STATEMENT

Gross operating revenues	16,030.8	4.9	31,943.0	4.7	15,183.0
Net Operating Revenues	10,427.6	5.4	20,792.1	5.3	9,962.1
Mobile	6,212.3	7.0	12,441.5	7.8	6,216.5
Fixed	4,215.3	3.1	8,350.6	1.8	3,745.6
Operating costs	(7,296.1)	6.5	(14,546.1)	6.6	(7,013.0)
Personnel	(849.9)	4.0	(1,706.8)	5.0	(773.0)
Costs of services rendered	(3,052.2)	3.7	(6,135.0)	3.7	(2,939.0)
Interconnection	(644.9)	(22.8)	(1,380.6)	(21.7)	(634.0)
Taxes and contributions	(468.9)	2.9	(966.4)	5.9	(460.0)
Third-party services	(1,377.9)	16.7	(2,689.6)	16.2	(1,312.0)
Others	(560.5)	19.1	(1,098.4)	18.2	(533.0)
Cost of goods sold	(634.4)	28.3	(1,215.2)	20.8	(634.0)
Selling expenses	(2,289.7)	7.3	(4,582.5)	8.3	(2,217.0)
Provision for bad debt	(299.9)	17.0	(673.3)	36.7	(284.0)
Third-party services	(1,912.3)	7.3	(3,723.7)	4.6	(1,860.0)
Others	(77.5)	(18.2)	(185.5)	3.2	(72.0)
General and administrative expenses	(329.1)	0.6	(619.7)	(1.0)	(314.0)
Third-party services	(264.6)	6.0	(509.2)	11.2	(251.0)
Others	(64.5)	(16.6)	(110.5)	(34.2)	(63.0)
Other net operating revenue (expenses)	(140.8)	5.6	(286.9)	17.9	(134.0)
EBITDA	3,131.5	2.8	6,246.0	2.3	2,944.0
EBITDA Margin %	30.0%	(0.8) p.p.	30.0%	(0.9) p.p.	29.6%
Depreciation and Amortization	(1,830.8)	19.4	(3,632.9)	9.8	(1,694.0)
Depreciation	(1,214.7)	26.1	(2,394.1)	10.6	(1,117.0)
Goodwill amortization *	(297.5)	3.2	(594.5)	3.1	(264.0)
Others amortizations	(318.6)	12.7	(644.3)	13.4	(312.0)
EBIT	1,300.7	(14.0)	2,613.1	(6.5)	1,250.0
Net Financial Income	(121.3)	179.5	(649.9)	1,404.4	(171.0)
Income from financial investments	294.9	110.0	426.0	36.5	290.0
Interest income (customers, taxes and others)	21.8	(30.6)	44.9	(32.8)	20.0
Charges (loans, financing, debentures and capital leases)	(249.4)	7.5	(507.8)	12.8	(234.0)
Monetary and exchange variation (loans, financing and debentures)	(105.5)	n.a.	(525.0)	n.a.	(171.0)

Cash Flow

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Gains (losses) on derivative transactions	103.9	n.a.	262.1	n.a.	103.9
Interest expenses (suppliers, taxes, financial institutions and others)	(122.9)	182.5	(163.6)	69.4	(122.9)
Other income (expenses) with monetary and exchange variations	(66.6)	276.3	(118.2)	215.2	(66.6)
Other financial income (expenses)	2.5	n.a.	(68.3)	239.8	2.5
Gain (loss) on investments	0.4	0.0	0.6	(57.1)	0.4
Taxes	(246.9)	n.a.	(559.7)	n.a.	(246.9)
Net income	932.9	(56.4)	1,404.1	(52.7)	932.9

* The determination of the fair value of assets and liabilities assumed from GVT may change. It is estimated that such analysis shall be completed within up to 12 months of the purchase.

BALANCE SHEET

ASSETS	102,067.1	73,065.3	39.7
Current assets	19,479.7	15,517.4	25.5
Cash and cash equivalents	7,094.7	4,692.7	51.2
Accounts receivable from customers	10,094.3	8,221.5	22.8
Provision for doubtful accounts	(2,092.4)	(1,497.5)	39.7
Inventories	680.4	479.8	41.8
Recoverable taxes	2,171.2	2,202.7	(1.4)
Escrow deposits and frozen assets	211.9	202.2	4.8
Derivatives transactions	41.4	613.9	(93.3)
Prepaid expenses	921.9	303.6	203.7
Other assets	356.3	298.5	19.4
Non-Current Assets	82,587.4	57,547.9	43.5
Accounts receivable from customers	447.4	421.2	6.2
Provision for doubtful accounts	(134.4)	(121.8)	10.3
Financial Investments	97.7	125.4	(22.1)
Recoverable taxes	410.6	340.2	20.7
Deffered taxes	505.5	144.8	249.1
Escrow deposits and frozen assets	5,344.2	4,543.1	17.6
Derivatives transactions	222.0	152.8	45.3
Other assets	86.8	121.1	(28.3)
Investments	84.9	79.8	6.4
Property, plant and equipment, net	30,073.8	20,453.9	47.0
Intangible assets, net	45,448.9	31,287.4	45.3
LIABILITIES	102,067.1	73,065.3	39.7
Current liabilities	20,640.4	16,011.0	28.9
Payroll and related charges	670.0	591.4	13.3
Suppliers and accounts payable	8,033.7	7,641.2	5.1
Taxes	1,508.1	1,281.7	17.7
Loans and financing	3,775.7	1,509.5	150.1
Debentures	768.3	755.0	1.8
Dividends and interest on shareholders equity	3,075.2	1,495.3	105.7
Provisions	794.0	674.3	17.8
Derivatives transactions	47.7	23.0	107.4
Deferred revenues	645.7	717.0	(9.9)
Authorization licenses	424.7	415.3	2.3
Other liabilities	897.3	907.3	(1.1)
Non-Current Liabilities	14,308.5	12,104.2	18.2
Cash Flow			47

Payroll and related charges	78.6	118.8	(33.8)
Taxes	85.7	67.1	27.7
Loans and financing	3,572.1	2,123.1	68.2
Debentures	3,418.4	3,411.6	0.2
Provisions	5,436.9	4,461.7	21.9
Derivatives operations	12.2	24.1	(49.4)
Deferred revenues	496.6	482.8	2.9
Obligations with post-employment benefit plans	478.5	456.1	4.9
Lincence of authorization	450.5	763.7	(41.0)
Other liabilities	279.0	195.2	42.9
Shareholders' equity	67,118.2	44,950.1	49.3
Capital Stock	63,571.4	37,798.1	68.2
Premium on acquisition of non-controlling interest	(70.4)	(70.4)	0.0
Capital Reserve	1,345.6	2,686.9	(49.9)
Profit Reserve	1,535.7	1,534.5	0.1
Additional proposed dividends	0.0	2,768.6	n.a.
Other comprehensive income	14.0	232.4	(94.0)
Accumulated profits	721.9	0.0	n.a.

Exhibit I*

INCOME STATEMENT

Gross operating revenues	15,231.1	15,287.5	15,538.2	16,031.9	15,912.0
Net Operating Revenues	9,858.8	9,894.3	10,056.3	10,408.8	10,364.0
Mobile	5,739.1	5,807.5	5,921.0	6,202.6	6,229.0
Net service revenues	5,426.4	5,513.5	5,612.5	5,902.4	5,890.0
Access and Usage	2,833.7	2,849.7	2,849.6	2,949.4	2,870.0
Network usage	652.4	538.5	552.4	552.7	472.0
Data Revenues plus VAS	1,888.2	2,012.9	2,124.6	2,282.4	2,479.0
Messaging P2P	427.7	435.0	424.2	418.4	413.0
Internet	1,096.2	1,177.5	1,270.7	1,398.2	1,597.0
VAS	364.4	400.4	429.7	465.8	467.0
Other services	52.1	112.4	85.9	117.9	68.0
Net handset revenues	312.7	294.0	308.5	300.2	338.0
Fixed	4,119.7	4,086.9	4,135.3	4,206.2	4,135.0
Fixed voice and accesses	2,074.9	2,019.5	2,020.9	2,046.0	1,970.0
Interconnection	153.2	143.5	137.8	143.1	127.0
Data transmission	718.6	726.4	732.6	749.2	764.0
Corporate Data and IT	670.3	690.1	693.3	694.4	692.0
Pay TV	298.7	324.1	352.4	378.6	393.0
Other services	204.1	183.3	198.2	194.8	187.0
Operating costs	(6,801.2)	(6,848.5)	(6,988.7)	(7,125.8)	(7,250.0)
Personnel	(807.9)	(817.2)	(849.9)	(1,042.3)	(856.9)
Costs of services rendered	(2,975.9)	(2,942.6)	(2,961.2)	(2,912.0)	(3,082.8)
Interconnection	(927.3)	(835.0)	(841.7)	(763.8)	(735.7)
Taxes and contributions	(456.7)	(455.8)	(439.6)	(438.0)	(497.5)
Third-party services	(1,132.9)	(1,181.2)	(1,182.8)	(1,212.1)	(1,311.7)
Others	(459.0)	(470.6)	(497.1)	(498.1)	(537.9)
Cost of goods sold	(511.8)	(494.4)	(516.7)	(584.2)	(580.8)
Selling expenses	(2,096.6)	(2,134.0)	(2,202.2)	(2,237.3)	(2,292.8)
Provision for bad debt	(236.1)	(256.4)	(274.1)	(285.7)	(373.4)
Third-party services	(1,775.5)	(1,782.9)	(1,827.6)	(1,835.2)	(1,811.4)
Others	(85.0)	(94.7)	(100.5)	(116.4)	(108.0)
General and administrative expenses	(299.0)	(327.0)	(323.3)	(262.1)	(290.6)
Third-party services	(208.3)	(249.7)	(242.4)	(263.9)	(244.6)

Cash Flow

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Others	(90.7)	(77.3)	(80.9)	1.8	(46.0)
Other net operating revenue (expenses)	(110.0)	(133.3)	(135.4)	(87.9)	(146.1)
EBITDA	3,057.6	3,045.8	3,067.6	3,283.0	3,114.4
EBITDA Margin %	31.0%	30.8%	30.5%	31.5%	30.0%
Depreciation and Amortization	(1,775.6)	(1,533.9)	(1,660.9)	(1,697.0)	(1,802.1)
Depreciation	(1,201.8)	(963.0)	(1,099.0)	(1,132.4)	(1,179.4)
Goodwill amortization **	(288.3)	(288.3)	(288.3)	(288.0)	(297.0)
Others amortizations	(285.5)	(282.6)	(273.6)	(276.6)	(325.7)
EBIT	1,282.0	1,511.9	1,406.7	1,586.0	1,312.0
Net Financial Income	0.2	(43.4)	(205.6)	(284.7)	(528.6)
Income from financial investments	171.7	140.4	179.6	191.0	131.0
Interest income (customers, taxes and others)	35.4	31.4	44.4	21.3	23.0
Charges (loans, financing, debentures and capital leases)	(218.2)	(231.9)	(233.9)	(222.4)	(258.4)
Monetary and exchange variation (loans, financing and debentures)	162.9	147.3	(233.5)	(270.3)	(419.5)
Gains (losses) on derivative transactions	(73.4)	(54.6)	118.4	90.7	158.0
Interest expenses (suppliers, taxes, financial institutions and others)	(53.1)	(43.5)	(52.0)	(41.2)	(40.7)
Other income (expenses) with monetary and exchange variations	(19.8)	(17.7)	(24.5)	(29.1)	(51.6)
Other financial income (expenses)	(5.3)	(14.8)	(4.1)	(24.7)	(70.8)
Gain (loss) on investments	1.0	0.4	5.1	0.4	0.0
Taxes	(455.8)	673.2	(150.4)	(41.5)	(312.9)
Net income	827.4	2,142.1	1,055.8	1,260.2	471.0

*Published on the IR website (www.telefonica.com.br/ir). **The determination of the fair value of assets and liabilities assumed from GVT may change. It is estimated that such analysis shall be completed within up to 12 months of the purchase.

Exhibit II*

FIXED OPERATING PERFORMANCE

Total fixed accesses	22,575	23,021	23,335	23,380	23,514	23,733
Fixed voice accesses	14,655	14,875	14,991	14,885	14,856	14,870
Residential	10,328	10,529	10,624	10,499	10,473	10,485
Corporate	3,738	3,761	3,781	3,799	3,800	3,805
Others	589	586	586	587	583	579
Fixed broadband	6,561	6,686	6,802	6,866	6,955	7,077
FTTX	2,878	3,028	3,177	3,315	3,472	3,641
Others	3,682	3,657	3,625	3,550	3,483	3,436
Pay TV	1,360	1,460	1,542	1,629	1,703	1,786
Voice ARPU (R\$/month)	47.4	45.5	45.0	45.6	44.2	44.3
Broadband ARPU (R\$/month)	36.7	36.4	36.1	36.4	36.8	37.1
Pay TV ARPU (R\$/month)	75.0	75.5	77.7	78.6	78.2	80.0

MOBILE OPERATING PERFORMANCE

Mobile total accesses	78,465	79,357	79,823	79,938	81,879	82,655
Postpaid	24,912	26,169	27,183	28,355	28,907	29,586
M2M	2,633	2,927	3,204	3,513	3,694	3,942
Prepaid	53,553	53,188	52,640	51,582	52,972	53,069
Market Share (*)	28.7%	28.8%	28.7%	28.5%	28.9%	29.3%
Postpaid	40.6%	41.3%	41.5%	41.8%	41.6%	41.7%
Mobile broadband (modem only)	51.4%	52.2%	51.6%	50.9%	50.9%	51.3%
Net additions	1,220	892	466	115	1,942	776
Postpaid	1,219	1,257	1,014	1,172	552	679
Market Share of net additions (*)	49.1%	42.0%	16.8%	5.1%	72.7%	n.d.
Postpaid	65.6%	61.0%	50.0%	50.3%	32.7%	44.1%
Market penetration	137.4%	138.2%	139.3%	140.2%	138.9%	138.2%
Monthly churn	3.4%	3.5%	3.8%	4.1%	2.9%	3.2%
Postpaid ex. M2M	1.5%	1.5%	1.8%	1.7%	1.6%	1.9%
Prepaid	4.3%	4.5%	4.8%	5.3%	3.5%	3.9%
ARPU (R\$/month)	23.2	23.3	23.5	24.6	24.3	23.5
Voice	15.1	14.8	14.6	15.1	14.0	12.7
Data	8.1	8.5	8.9	9.5	10.2	10.8
Postpaid ex. M2M ARPU	51.0	50.0	50.2	51.0	50.7	49.9
Prepaid ARPU	12.5	12.3	12.4	13.0	12.6	11.8
M2M ARPU	3.5	3.4	3.6	3.3	3.2	3.2
MOU	135.4	129.0	132.4	141.3	129.5	131.1

Cash Flow

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(*) Source: ANATEL.

CAPEX

Network	1,334.1	1,821.3	1,840.7	2,306.1	1,542.7	1,795.0
Technology / Information System	75.3	155.8	168.6	295.8	136.0	185.4
Products and Services, Channels, Administrative and others	88.4	82.9	76.5	150.0	82.0	82.8
Licenses	0.0	0.0	0.0	2,766.0	0.0	0.0
Total	1,497.7	2,060.0	2,085.7	5,517.9	1,760.8	2,063.2

*Published on the IR website (www.telefonica.com.br/ir).

conference call

In English

Date: July 29, 2015 (Wednesday)

Time: 11:00 am (Brasilia) and 10:00 am (New York)

Telephone: +1 (412) 317-6776

Access Code: Telefonica Brasil

Webcast: <http://webcast.neo1.net/Cover.aspx?PlatformId=Rdo1M36GbkLWmCKCcLbWTA%3D%3D>

A replay of the conference call can be accessed, one hour after the event, until August 06, 2015.
Telephone: 1 (412) 317-0088 - Code: 10066853#

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SIGNATURE

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.

Date: July 29, 2015

TELEFÔNICA BRASIL S.A.
By: /s/ Luis Carlos da Costa Plaster
Name: Luis Carlos da Costa Plaster
Title: Investor Relations Director
