

[Translation]

Reference Materials for the Ordinary General Meeting of Shareholders

Proposals and Reference Matters:

Proposal 1: Disposal of surplus

The Company is pursuing “strengthening of stable capital base” and “steady returns to shareholders” as its “disciplined capital management.”

Based on the policy mentioned above, with respect to the dividends from the surplus at the end of this fiscal year, despite the considerable worsening of our consolidated financial results compared with the previous term, the Company, from the standpoint of providing regular stable dividend payments to our shareholders, proposes the following dividends from the surplus in view of the level of Retained Earnings and other factors.

No other disposal of the surplus is being made.

1. Type of Distributed Assets

Cash

2. Matters related to Allotment of Distributed Assets and Aggregate Amount thereof

With respect to common stock, the Company proposes to make cash dividend payments of JPY ten (10) per share, which is same level as the previous fiscal year.

With respect to each class of preferred stock, the Company proposes paying the prescribed dividend amounts, respectively.

	Amount of Dividend per Share	Aggregate Amount of Dividends
Common Stock	JPY 10	JPY 111,676,047,570
Eleventh Series Class XI Preferred Stock	JPY 20	JPY 18,239,020,000
Thirteenth Series Class XIII Preferred Stock	JPY 30	JPY 1,100,700,000
Total	—	JPY 131,015,767,570

3. Effective Date of Dividends from Surplus

June 25, 2009

Proposal 2:

Partial amendment to the Articles of Incorporation

Pertaining to the implementation of the “Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities” (Law No. 88 of 2004, the “Settlement Rationalization Law”) on January 5, 2009, required partial amendments will be made to the Articles of Incorporation, including the deletion of certain provisions that have been stipulated on the premise that certificated shares exist and amendment of article numbers , etc.

Pursuant to Article 6, Paragraph 1 of the Supplementary Provisions of the Settlement Rationalization Law, a resolution for the amendment to the Articles of Incorporation is deemed to have been made as of the implementation date of the said law, whereby Article 7 (Issuance of Share Certificates) of the current Articles of Incorporation shall be abolished.

In addition, as a result of (i) the acquisition of the Class XI Preferred Stock by way of a request for acquisition made on and after July 1, 2008, (ii) the repurchase of the shares of common stock of the Company conducted during the period from July 7, 2008 through July 24, 2008, and (iii) the cancellation of the shares of common stock of the Company and the Class XI Preferred Stock of the Company conducted as of September 26, 2008, the total number of shares which the Company is authorized to issue and the total number of shares in each share class which the Company is authorized to issue (shares of common stock and the Class XI Preferred Stock) will be reduced. (Article 6 of the proposed amendments to the Articles of Incorporation).

The specific amendments are as set forth below.

(Changes are indicated by underline.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 6. <i>(Total Number of Authorized Shares)</i> The total number of shares which the Company is authorized to issue shall be <u>28,790,759,000</u> shares, and each total number of the classes of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:</p> <p>Common stock: <u>24,392,259,000</u> shares Class XI preferred stock: <u>1,398,500,000</u> shares Class XII preferred stock: 1,500,000,000 shares Class XIII preferred stock: 1,500,000,000 shares</p>	<p>Article 6. <i>(Total Number of Authorized Shares)</i> The total number of shares which the Company is authorized to issue shall be <u>28,485,271,000</u> shares, and each total number of the classes of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:</p> <p>Common stock: <u>24,115,759,000</u> shares Class XI preferred stock: <u>1,369,512,000</u> shares Class XII preferred stock: 1,500,000,000 shares Class XIII preferred stock: 1,500,000,000 shares</p>
<p>Article 7. <i>(Issuance of Share Certificates)</i></p>	<p>(Deleted.)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>The Company shall issue share certificates representing its issued stock.</u></p> <p>Article 8. to Article 12. (Omitted.)</p> <p>Article 13. (<i>Shareholder Register Manager</i>) 1. The Company shall appoint a shareholder register manager. 2. The shareholder register manager and its handling office shall be determined by a resolution of the Board of Directors, and a public notice shall be given with respect thereto. 3. The preparation and keeping of, and other operations relating to the register of shareholders, <u>the register of stock acquisition rights and the register of lost share certificates</u> of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.</p> <p>Article 14. (<i>Share Handling Regulations</i>) (Omitted.)</p> <p>Article 15. (<i>Preferred Stock Dividends</i>) 1. In respect of dividends from its surplus provided for in Article 54, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock Dividends”) in such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the “Shareholders of Preferred Stock”) or registered stock pledgees in respect of preferred stock (hereinafter referred to as the “Registered Preferred Stock Pledgees”) in priority to holders of common stock (hereinafter referred to as the “Shareholders of Common Stock”) or registered stock pledgees in respect of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”); provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article 16 have been paid in the relevant business year, the amount so paid shall be reduced accordingly: Class XI preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year Class XII preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year Class XIII preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 100 yen per share per year</p> <p>2. (Omitted.)</p>	<p>Article 7. to Article 11. (No change.)</p> <p>Article 12. (<i>Shareholder Register Manager</i>) 1. (No Change.) 2. (No Change.) 3. The preparation and keeping of, and other operations relating to the register of shareholders <u>and</u> the register of stock acquisition rights of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.</p> <p>Article 13. (<i>Share Handling Regulations</i>) (No change.)</p> <p>Article 14. (<i>Preferred Stock Dividends</i>) 1. In respect of dividends from its surplus provided for in Article 53, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock Dividends”) in such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the “Shareholders of Preferred Stock”) or registered stock pledgees in respect of preferred stock (hereinafter referred to as the “Registered Preferred Stock Pledgees”) in priority to holders of common stock (hereinafter referred to as the “Shareholders of Common Stock”) or registered stock pledgees in respect of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”); provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article 15 have been paid in the relevant business year, the amount so paid shall be reduced accordingly: Class XI preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year Class XII preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year Class XIII preferred stock: Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 100 yen per share per year</p> <p>2. (No change.)</p>

Current Articles of Incorporation	Proposed Amendments
<p>3. (Omitted.)</p> <p>Article 16. <i>(Preferred Stock Interim Dividends)</i> In respect of interim dividends provided for in Article 55, the Company shall distribute dividends from its surplus by cash in one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the “Preferred Stock Interim Dividends” in these Articles of Incorporation) to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock or Registered Common Stock Pledges.</p> <p>Article 17. to Article 30. (Omitted.)</p> <p>Article 31. <i>(General Meetings of Holders of Classes of Stock)</i></p> <p>1. (Omitted.) 2. (Omitted.) 3. The provisions of Articles 25 through 27 and 29 and the preceding Article shall apply <i>mutatis mutandis</i> to the general meetings of holders of classes of stock.</p> <p>Article 32. to Article 56. (Omitted.)</p> <p>(Newly established.)</p>	<p>3. (No change.)</p> <p>Article 15. <i>(Preferred Stock Interim Dividends)</i> In respect of interim dividends provided for in Article 54, the Company shall distribute dividends from its surplus by cash in one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the “Preferred Stock Interim Dividends” in these Articles of Incorporation) to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock or Registered Common Stock Pledges.</p> <p>Article 16. to Article 29. (No change.)</p> <p>Article 30. <i>(General Meetings of Holders of Classes of Stock)</i></p> <p>1. (No change.) 2. (No change.) 3. The provisions of Articles 24 through 26 and 28 and the preceding article shall apply <i>mutatis mutandis</i> to the general meetings of holders of classes of stock.</p> <p>Article 31. to Article 55. (No change.)</p> <p><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>Article 1.</u> <i>(Register of Lost Share Certificates)</i> <u>1. The preparation and keeping of, and other operations relating to the register of lost share certificates of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.</u> <u>2. An entry, whether written or electronic, in the register of lost share certificates of the Company shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.</u></p> <p><u>Article 2.</u> <i>(Miscellaneous)</i> <u>These Supplementary Provisions shall be deleted as of January 6, 2010.</u></p>

Proposal 3: Appointment of eight (8) Directors

The terms of office of five (5) Directors, Messrs. Terunobu Maeda, Hiroshi Motoyama, Akihiko Nomiyama, Mitsuo Ohashi and Kanemitsu Anraku will expire at the closing of this ordinary general meeting of shareholders, and three (3) Directors, Messrs. Tsuneo Morita, Hiroshi Saito and Seiji Sugiyama will resign from their respective office of Director shortly. Accordingly, the Company proposes the appointment of eight (8) Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Brief Personal Record, Representative Status in Other Corporations, etc., and Title and Assignment in the Company	Number of Shares of Stock of the Company held
1	Terunobu Maeda (January 2, 1945)	<p>April 1968 Joined The Fuji Bank, Limited</p> <p>June 1995 Director / General Manager of Credit Planning Division</p> <p>April 1996 Director / General Manager of Corporate Planning Division</p> <p>May 1997 Managing Director</p> <p>January 1998 Managing Director / Head of Public and Financial Institutions Group</p> <p>May 1999 Managing Director / Chief Financial Officer</p> <p>May 2001 Deputy President / Chief Financial Officer (until March 2002)</p> <p>January 2002 Director of Mizuho Holdings, Inc. (present Mizuho Financial Strategy Co., Ltd.)</p> <p>April 2002 President & CEO (until April 2007)</p> <p>January 2003 President & CEO of the Company</p> <p>April 2009 Chairman (current)</p>	133,770 Shares of Common Stock

Candidate No.	Name (Date of Birth)	Brief Personal Record, Representative Status in Other Corporations, etc., and Title and Assignment in the Company	Number of Shares of Stock of the Company held
2	Tetsuji Kosaki (January 27, 1952)	<p>April 1976 Joined The Industrial Bank of Japan, Limited</p> <p>March 2003 Executive Officer / Senior Corporate Officer of Strategic Planning Group of Mizuho Corporate Bank, Ltd.</p> <p>April 2004 Managing Executive Officer (until June 2004)</p> <p>April 2004 Managing Executive Officer / Head of Strategic Planning Group and Head of Audit and Compliance Group of the Company</p> <p>June 2004 Managing Director / Head of Strategic Planning Group and Head of Audit and Compliance Group</p> <p>October 2004 Managing Director / Head of Strategic Planning Group</p> <p>June 2005 Managing Director / Head of Strategic Planning Group and Head of IT, Systems & Operations Group</p> <p>April 2007 Director (until June 2007)</p> <p>April 2007 Deputy President of Mizuho Bank, Ltd.</p> <p>April 2009 Deputy President-Executive Officer / Head of Financial Control and Accounting Group of the Company (current)</p> <p>April 2009 President & CEO of Mizuho Financial Strategy Co., Ltd. (current)</p> <p>(Representative Status in Other Companies, etc.) President & CEO of Mizuho Financial Strategy Co., Ltd.</p>	108,480 Shares of Common Stock
3	Hajime Saito (July 7, 1956)	<p>April 1979 Joined The Dai-Ichi Kangyo Bank, Limited</p> <p>April 2004 General Manager of Financial Planning of the Company</p> <p>March 2006 Executive Officer / General Manager of Treasury Division of Mizuho Bank, Ltd.</p> <p>April 2008 Managing Executive Officer / Head of Risk Management Group, Head of Human Resources Group and Head of Compliance Group of the Company</p> <p>April 2009 Managing Executive Officer / Head of Internal Audit Group (current)</p>	12,000 Shares of Common Stock

Candidate No.	Name (Date of Birth)	Brief Personal Record, Representative Status in Other Corporations, etc., and Title and Assignment in the Company	Number of Shares of Stock of the Company held
4	Satoru Nishibori (March 2, 1953)	<p>April 1975 Joined The Fuji Bank, Limited April 2002 Executive Officer / General Manager of Financial Planning Division of Mizuho Corporate Bank, Ltd. December 2002 Executive Officer / Senior Corporate Officer of Financial Control and Accounting Group April 2004 Managing Executive Officer / Head of Financial Control and Accounting Group of the Company June 2004 Managing Director / Head of Financial Control and Accounting Group April 2007 President & CEO of Mizuho Financial Strategy Co., Ltd. (until April 2008) April 2008 Director of the Company (until June 2008) April 2008 Deputy President of Mizuho Bank, Ltd. April 2009 President & CEO (current)</p> <p>(Representative Status in Other Companies, etc.) President & CEO of Mizuho Bank, Ltd.</p>	47,100 Shares of Common Stock
5	Yasuhiro Sato (April 15, 1952)	<p>April 1976 Joined The Industrial Bank of Japan, Limited March 2003 Executive Officer / Senior Corporate Officer of International Banking Unit of Mizuho Corporate Bank, Ltd. April 2004 Managing Executive Officer March 2006 Managing Director / Head of Corporate Banking Unit April 2007 Deputy President / Chief Auditor April 2009 President & CEO (current)</p> <p>(Representative Status in Other Companies, etc.) President & CEO of Mizuho Corporate Bank, Ltd.</p>	15,880 Shares of Common Stock
6	Akihiko Nomiya (June 15, 1934)	<p>April 1957 Joined Nippon Mining Co., Ltd. June 1984 Director June 1989 Managing Director December 1992 Managing Director of Nikko Kyodo Co., Ltd. December 1993 Managing Director of Japan Energy Corporation June 1994 Senior Managing Director June 1996 President and CEO (Representative Director) June 2000 Chairman, President and CEO (Representative Director) April 2002 Chairman and CEO (Representative Director) September 2002 President and CEO (Representative Director) of NIPPON MINING HOLDINGS, INC. June 2003 Chairman (Representative Director) June 2006 Special Advisor (current) June 2007 Outside Director of the Company (current)</p>	3,100 Shares of Common Stock

Candidate No.	Name (Date of Birth)	Brief Personal Record, Representative Status in Other Corporations, etc., and Title and Assignment in the Company	Number of Shares of Stock of the Company held
7	Mitsuo Ohashi (January 18, 1936)	<p>March 1959 Joined Mitsui Bank, Ltd. December 1961 Joined Showa Denko K.K. May 1988 General Manager of Corporate Planning Division March 1989 Director / General Manager of Corporate Planning Division</p> <p>March 1993 Managing Director March 1995 Senior Managing Director March 1997 President and Chief Executive Officer January 2005 Representative Director and Chairman of the Board of Directors</p> <p>June 2005 Outside Director of the Company (current) March 2007 Director and Chairman of the Board of Directors of Showa Denko K.K. (current)</p>	0 Shares of Common Stock
8	Kanemitsu Anraku (April 21, 1941)	<p>April 1964 Joined Nissan Motor Co., Ltd. June 1993 Director June 1997 Managing Director May 1999 Executive Vice President (Representative Director)</p> <p>April 2000 Vice Chairman (member of the board of directors) June 2000 Vice Chairman April 2002 President (Representative Director) of Nissan Real Estate Development Corporation</p> <p>June 2005 Counselor July 2006 Counselor of Nissan Network Holdings Co., Ltd. June 2007 Outside Director of the Company (current)</p>	7,000 Shares of Common Stock

(Notes) 1. Three (3) candidates among the above, Messrs. Akihiko Nomiya, Mitsuo Ohashi and Kanemitsu Anraku, are “candidates for outside directors” as provided for in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Company Law of Japan.

2. Reasons for Appointment of Candidates for Outside Directors, Independence as Outside Directors and Liability Limitation Agreements with Outside Directors.

(1) Reasons for Appointment of Candidates for Outside Directors, Independence as Outside Directors

a. The Company proposes to appoint Mr. Akihiko Nomiya based on its conclusion that he will be able to provide various guidance on the general management of the Company from an objective point of view, making use of his abundant experience in his career as President and CEO (Representative Director) and Chairman (Representative Director) of NIPPON MINING HOLDINGS, INC. and his wide-ranging insight gained through his management experience at the same company. Two (2) years will have passed since his assumption of office as an Outside Director of the Company at the closing of this ordinary general meeting of shareholders.

- b. The Company proposes to appoint Mr. Mitsuo Ohashi since it has concluded he will be able to provide various guidance on the general management of the Company from an objective point of view, making use of his abundant experience at Showa Denko K.K. in which he serves as Director and Chairman of the Board of Directors and his wide-ranging insight gained through his management experience at the same company. A relative within the third degree of Mr. Mitsuo Ohashi is working as an employee of the Company. Four (4) years will have passed since his assumption of office as an Outside Director of the Company at the closing of this ordinary general meeting of shareholders.
- c. The Company proposes to appoint Mr. Kanemitsu Anraku based on its conclusion that he will be able to provide various guidance on the general management of the Company from an objective point of view, making use of his abundant experience in his career as Executive Vice President (Representative Director) of Nissan Motor Co., Ltd. and his wide-ranging insight gained through his administrative experience at the same company. Two (2) years will have passed since his assumption of office as an Outside Director of the Company at the closing of this ordinary general meeting of shareholders.

(2) Liability Limitation Agreements with Outside Directors

The Company has entered into liability limitation agreements with three (3) candidates for Outside Director, Messrs. Akihiko Nomiya, Mitsuo Ohashi and Kanemitsu Anraku, a summary of which is provided in the “(3) Liability Limitation Agreements” of “3. Matters regarding Outside Members of Officers” in the Business Report above (page 28).

- 3. In July 2008, during which time Mr. Mitsuo Ohashi took office as a Statutory Auditor of Fukoku Mutual Life Insurance Company, said company received a business improvement order from the Financial Services Agency pursuant to the Insurance Business Act due to its failure to pay out certain insurance money and insurance benefits. Although he had not been aware of the fact at the time when the issue was detected, by communicating through the Board of Directors and the Board of Statutory Auditors, he had been giving appropriate instructions from the perspective of customer convenience and had reminded the boards of their duty in this respect on a regular basis. Since the issue was detected, he has assessed whether measures for prevention of any recurrence of such issues, etc., are sufficiently in place and has endeavored to provide advice on the operations and management systems and to enhance the function of internal auditing systems, thereby carrying out his duties as a Statutory Auditor.

Proposal 4: Appointment of one (1) Corporate Auditor

The term of office of Mr. Yoshiaki Sugita, Corporate Auditor, will expire at the closing of this ordinary general meeting of shareholders. Accordingly, the Company proposes the appointment of one (1) new Corporate Auditor.

The candidate for Corporate Auditor is as set forth below.

The Board of Corporate Auditors has approved this Proposal in advance.

Name (Date of Birth)	Brief Personal Record, Representative Status in Other Corporations, etc., and Title and Assignment in the Company	Number of Shares of Stock of the Company held
Tsuneo Morita (April 29, 1954)	April 1978 Joined The Fuji Bank, Limited August 2003 General Manager of Administration of the Company March 2006 Executive Officer / General Manager of Administration April 2008 Managing Executive Officer / Head of Internal Audit Group June 2008 Managing Director / Head of Internal Audit Group April 2009 Director (current)	17,150 Shares of Common Stock

(Notes) Mr. Tsuneo Morita, the candidate for Corporate Auditor, has accepted to assume the office of Corporate Auditor immediately after the closing of this ordinary general meeting of shareholders following his resignation from his position as Director of the Company.

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(Reference)**I. Consolidated Financial Data of Mizuho Financial Group, Inc.****1. Income Analysis (Consolidated)***(Billions of yen)*

		Fiscal 2008		Fiscal 2007
			Change	
Consolidated Gross Profits	1	1,806.9	146.0	1,660.9
Net Interest Income		1,068.8	5.2	1,063.6
Fiduciary Income		55.8	(8.4)	64.3
<i>Credit Costs for Trust Accounts</i>		-	-	-
Net Fee and Commission Income		416.6	(77.8)	494.5
Net Trading Income		301.5	245.3	56.1
Net Other Operating Income		(35.9)	(18.2)	(17.7)
General and Administrative Expenses	2	(1,192.7)	(68.1)	(1,124.5)
<i>Personnel Expenses</i>		(548.3)	(86.8)	(461.4)
<i>Non-Personnel Expenses</i>		(591.1)	15.0	(606.2)
Expenses related to Portfolio Problems (including Reversal of (Provision for) General Reserve for Possible Losses on Loans)	3	(554.3)	(352.6)	(201.7)
Net Gains (Losses) related to Stocks	4	(400.2)	(653.5)	253.3
Equity in Income from Investments in Affiliates	5	(3.5)	(12.6)	9.0
Other	6	(51.1)	148.7	(199.9)
Ordinary Profits	7 <i>(Total of 1-6)</i>	(395.1)	(792.2)	397.1
Net Extraordinary Gains	8	(10.7)	(99.6)	88.9
<i>Reversal of Reserves for Possible Losses on Loans, etc.</i>		17.6	(101.0)	118.6
Income before Income Taxes and Minority Interests	9 = 7 + 8	(405.8)	(891.9)	486.0
Income Taxes - Current	10	(48.2)	(16.0)	(32.2)
- Deferred	11	(109.1)	9.4	(118.5)
Minority Interests in Net Income	12	(25.5)	(1.5)	(24.0)
Net Income	13 = 9 + 10 + 11 + 12	(588.8)	(900.0)	311.2

* Amounts less than one hundred million yen are rounded down.

Credit-related Costs (including Credit Costs for Trust Accounts)	(536.7)	(453.6)	(83.0)
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* Credit-related Costs = Expenses related to Portfolio Problems (including Reversal of (Provision for) General Reserve for Possible Losses on Loans)
+ Reversal of Reserves for Possible Losses on Loans, etc. + Credit Costs for Trust Accounts**2. Consolidated Capital Adequacy Ratio (BIS Standard)***(Billions of yen)*

	As of March 31, 2009 (Preliminary)	As of March 31, 2008	Change
Risk-based Capital	6,226.9	7,708.3	(1,481.3)
Risk-weighted Assets	58,983.9	65,872.8	(6,888.9)
Capital Adequacy Ratio (%)	10.55	11.70	(1.15)

* Amounts less than one hundred million yen are rounded down.

II. Aggregated Figures of Mizuho Bank, Ltd., Mizuho Corporate Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

1. Income Analysis (Non-Consolidated)

(Billions of yen)

		Fiscal 2008					Fiscal 2007
		Mizuho Bank	Mizuho Corporate Bank	Mizuho Trust & Banking	Aggregated Figures	Change	
Gross Profits	1	827.7	528.1	130.0	1,485.9	(235.8)	1,721.8
Net Interest Income		603.6	316.5	48.6	968.8	14.8	954.0
Fiduciary Income		-	-	54.5	54.5	(8.4)	63.0
<i>Credit Costs for Trust Accounts</i>		-	-	-	-	-	-
Net Fee and Commission Income		156.6	116.9	25.5	299.2	(52.5)	351.7
Net Trading Income		38.3	153.3	1.1	192.8	(176.0)	368.9
Net Other Operating Income		28.9	(58.6)	0.1	(29.4)	(13.6)	(15.8)
General and Administrative Expenses (excluding Non-Recurring Losses)	2	(571.1)	(246.8)	(91.2)	(909.3)	(49.1)	(860.1)
<i>Personnel Expenses</i>		(166.1)	(84.1)	(31.6)	(281.9)	(52.6)	(229.2)
<i>Non-Personnel Expenses</i>		(372.6)	(150.7)	(56.9)	(580.3)	1.2	(581.6)
Net Business Profits (before Reversal of (Provision for) General Reserve for Possible Losses on Loans)	3 = 1 + 2	256.5	281.3	38.8	576.6	(285.0)	861.7
Reversal of (Provision for) General Reserve for Possible Losses on Loans	4	(74.5)	(36.7)	4.1	(107.0)	(94.9)	(12.0)
Net Business Profits	5 = 3 + 4	182.0	244.5	43.0	469.6	(379.9)	849.6
Net Non-Recurring Gains (Losses)	6	(472.2)	(466.0)	(51.6)	(989.9)	(812.6)	(177.2)
<i>Net Gains (Losses) related to Stocks</i>		(163.0)	(263.7)	(17.4)	(444.2)	(684.4)	240.1
<i>Expenses related to Portfolio Problems</i>		(249.5)	(167.5)	(31.1)	(448.2)	(233.3)	(214.8)
Ordinary Profits	7 = 5 + 6	(290.1)	(221.4)	(8.6)	(520.2)	(1,192.6)	672.3
Net Extraordinary Gains (Losses)	8	83.9	1.1	(2.2)	82.7	425.5	(342.7)
<i>Reversal of Reserves for Possible Losses on Loans, etc.</i>		9.2	6.7	-	15.9	(118.4)	134.3
<i>Reversal of Reserve for Possible Losses on Investments</i>		83.6	-	-	83.6	83.6	-
Income before Income Taxes	9 = 7 + 8	(206.2)	(220.3)	(10.9)	(437.4)	(767.1)	329.6
Income Taxes - Current	10	(0.5)	(20.7)	(0.0)	(21.3)	(20.7)	(0.5)
- Deferred	11	(86.8)	(14.4)	(16.8)	(118.1)	17.3	(135.5)
Net Income	12 = 9 + 10 + 11	(293.6)	(255.5)	(27.8)	(576.9)	(770.5)	193.5

* Amounts less than one hundred million yen are rounded down.

* Net Business Profits (before Reversal of (Provision for) General Reserve for Possible Losses on Loans) of Mizuho Trust & Banking excludes the amounts of Credit Costs for Trust Accounts.

(Reference)

Credit-related Costs	(314.8)	(197.4)	(26.9)	(539.3)	(446.7)	(92.5)
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* Credit-related Costs = Expenses related to Portfolio Problems + Reversal of (Provision for) General Reserve for Possible Losses on Loans + Reversal of Reserves for Possible Losses on Loans, etc. + Credit Costs for Trust Accounts

2. "Deposits" and "Loans and Bills Discounted"

(Billions of yen)

	As of March 31, 2009					As of March 31, 2008
	Mizuho Bank	Mizuho Corporate Bank	Mizuho Trust & Banking	Aggregated Figures	Change	
Deposits (including Negotiable Certificates of Deposit)	57,135.7	26,847.8	3,556.1	87,539.8	379.9	87,159.8
Loans and Bills Discounted	37,126.6	29,911.3	3,439.5	70,477.5	4,810.8	65,666.7

* Amounts less than one hundred million yen are rounded down.

3. Disclosed Claims under the Financial Reconstruction Law

(Billions of yen)

	As of March 31, 2009					As of March 31, 2008
	Mizuho Bank	Mizuho Corporate Bank	Mizuho Trust & Banking	Aggregated Figures	Change	
Claims against Bankrupt and Substantially Bankrupt Obligors	219.4	32.6	56.7	308.7	171.4	137.3
Claims with Collection Risk	414.7	173.8	9.4	598.0	222.5	375.5
Claims for Special Attention	238.8	227.6	11.4	477.9	(212.4)	690.4
Total	872.9	434.1	77.6	1,384.7	181.5	1,203.2

* Amounts less than one hundred million yen are rounded down.

* Amounts of Mizuho Trust & Banking include trust accounts.

4. Unrealized Gains (Losses) on Other Securities

(Billions of yen)

	As of March 31, 2009					As of March 31, 2008
	Mizuho Bank	Mizuho Corporate Bank	Mizuho Trust & Banking	Aggregated Figures	Change	
Japanese Stocks	(101.8)	(120.9)	9.4	(213.3)	(1,108.9)	895.6
Japanese Bonds	13.0	(0.4)	(1.5)	11.0	109.6	(98.6)
Other	(53.3)	(224.5)	(26.2)	(304.1)	(109.1)	(195.0)
Total	(142.1)	(345.9)	(18.4)	(506.5)	(1,108.4)	601.9

* Amounts less than one hundred million yen are rounded down.

* Figures above denote differences between book value and acquisition cost (including amortized cost) of Other Securities which have readily determinable fair value

* In addition to "Securities" on the balance sheets, negotiable certificates of deposit in "Cash and Due from Banks" and certain items in "Other Debt Purchased" are also included

* Fair value of Japanese stocks with a quoted market price is determined based on the average quoted market price over the month preceding the balance sheets date. Fair value of securities other than Japanese stocks is determined at the quoted market price if available, or other reasonable value at the balance sheets date.

5. Consolidated Capital Adequacy Ratio (Preliminary)

(Billions of yen)

	As of March 31, 2009		
	Mizuho Bank	Mizuho Corporate Bank	Mizuho Trust & Banking
	<i>Domestic Standard</i>	<i>BIS Standard</i>	<i>BIS Standard</i>
Risk-based Capital	3,002.7	3,781.8	410.4
Risk-weighted Assets	25,478.3	31,790.8	3,064.9
Capital Adequacy Ratio (%)	11.78	11.89	13.39

* Amounts less than one hundred million yen are rounded down.

III. Non-Consolidated Financial Data of Mizuho Securities Co., Ltd.

1. Results of Operations

(Billions of yen)

	Fiscal 2008	Fiscal 2007	Change
Operating Income	108.1	93.9	14.2
Net Operating Income	64.5	49.7	14.7
Operating Profits	(3.7)	(30.2)	26.5
Ordinary Profits	5.5	(25.6)	31.2
Net Income	4.0	(437.8)	441.9

* Amounts less than one hundred million yen are rounded down.

2. Financial Conditions

(Billions of yen)

	As of March 31, 2009	As of March 31, 2008	Change
Net Assets	328.7	326.1	2.6

* Amounts less than one hundred million yen are rounded down.

(Reference)

Capital Adequacy Ratio (%)	273.4	266.9	6.5
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Access to the 7th Ordinary General Meeting of Shareholders Site

Place: Hall A, Tokyo International Forum

5-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

The nearest stations: JR Line Yurakucho Station

Tokyo Station

Subway Yurakucho Station (Yurakucho Line)

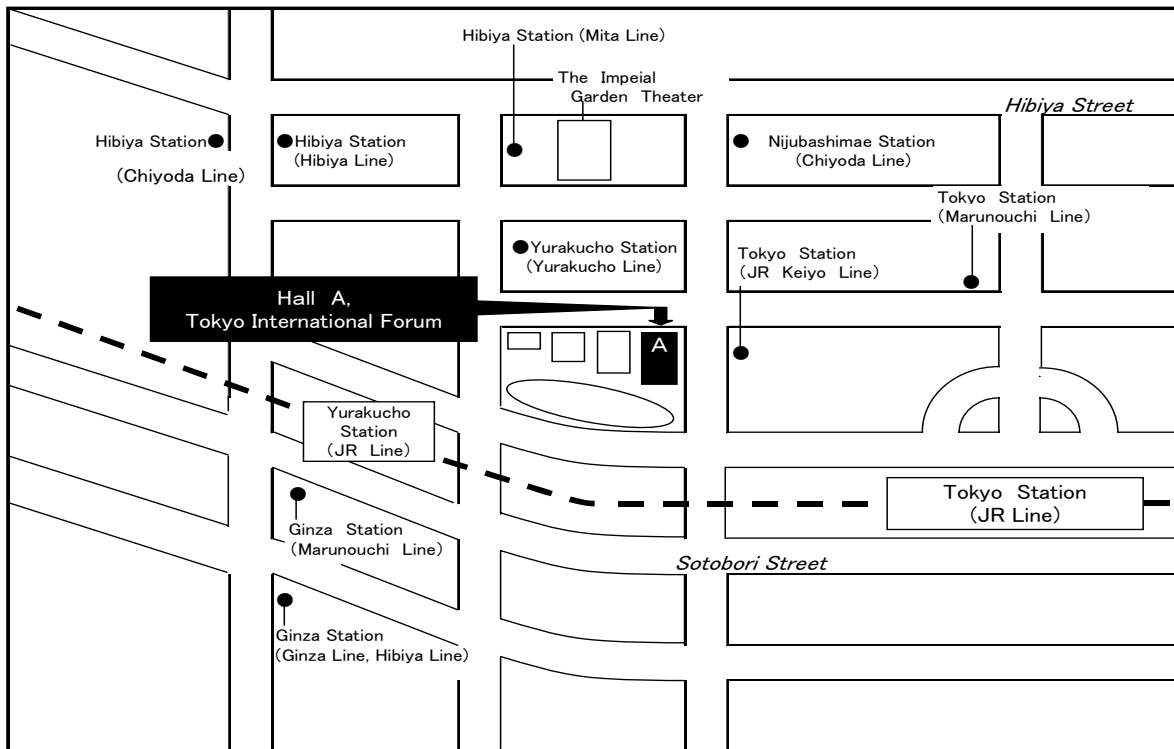
Tokyo Station (Marunouchi Line)

Hibiya Station (Mita Line, Hibiya Line, Chiyoda Line)

Ginza Station (Marunouchi Line, Hibiya Line, Ginza Line)

Nijubashimae Station (Chiyoda Line)

[Map]



Notice: No parking lot is reserved for attendees. We suggest the use of public transportation.

[Translation]

Voting Form

Shareholder number

Number of Exercisable Voting Rights *** units

To: Mizuho Financial Group, Inc.

With respect to each proposal at the 7th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. held as of June 25, 2009 (including its adjourned meetings or adjournments), I hereby exercise my voting rights as set forth in the form to the right (Approval or disapproval is indicated by circling “Approval” or “Disapproval.”)

June [], 2009

• No indication of your approval or disapproval for each of proposals shall be treated as approval.

Mizuho Financial Group, Inc.

Proposal	Proposal 1	Proposal 2	Proposal 3	(Excluding the candidates stated below)	Proposal 4
Indication of Approval or Disapproval	Approval	Approval	Approval		Approval
	Disapproval	Disapproval	Disapproval		Disapproval

- If you exercise your voting rights twice, in writing and via the internet, we will only accept the exercise of your voting rights via the internet as effective.
- If you exercise your voting rights more than once via the internet, we will only accept the last exercise of your voting rights as effective.

NOTICE

1. If you attend the general meeting of shareholders, please submit this voting form without cutting off this portion to the reception at the entrance to the meeting place.
2. If you are not able to attend the general meeting of shareholders, we request that you exercise your voting rights in one of the following ways.
 - (a) Exercise of voting rights in writing
Please cut off this portion and return the left voting form to us so as to reach us by no later than 5:00 p.m. on June 24, 2009 on which your approval or disapproval is indicated.
 - (b) Exercise of voting rights by electromagnetic method (using the internet, etc.)
Please access the website indicated below for exercising voting rights and exercise your voting rights via the internet by no later than 5:00 p.m. on June 24, 2009 following the directions on the screen.
3. As to indicating your approval or disapproval of Proposal 3, if you express a different opinion with respect to any of the candidates, please enter the number of the candidate stated in the “Reference Materials for the Ordinary General Meeting of Shareholders” attached to the “Convocation Notice of the 7th Ordinary General Meeting of Shareholders.”
4. Please clearly indicate your approval or disapproval by circling “Approval” or “Disapproval” under each proposal on the form with a black ball point pen.

Website for exercising voting rights

<http://www.it-soukai.com/>

Code for exercising voting rights

Password

Mizuho Financial Group, Inc.