

[Translation]

June 25, 2009

To Shareholders

Takashi Tsukamoto
President & CEO
Mizuho Financial Group, Inc.
5-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

**NOTICE OF RESOLUTIONS OF
THE 7TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Notice is hereby given that the reports were given and the resolutions were adopted at the 7th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. (the “Company”) held on the date hereof as set forth below.

Description

Report Item: Report on the Business Report for the 7th fiscal year (from April 1, 2008 to March 31, 2009), on the consolidated financial statements, the financial statements and on the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors

The details of the above were reported.

Matters to be Resolved:

Proposal 1: Disposal of surplus

This proposal was resolved and approved as originally proposed. The amount of dividends on common stock at the end of this fiscal year was determined to be JPY ten (10) per share. The amount of dividends on each class of preferred stock at the end of this fiscal year was also determined to be the respective prescribed dividend amounts.

Proposal 2: Partial amendment to the Articles of Incorporation

This proposal was resolved and approved as originally proposed. The details of the amendment to the Articles of Incorporation are set forth below.

Proposal 3: Appointment of eight (8) Directors

Messrs. Terunobu Maeda, Akihiko Nomiya, Mitsuo Ohashi and Kanemitsu Anraku, four (4) Directors in total, have been reappointed to reassume their respective offices and Messrs. Tetsuji Kosaki, Hajime Saito, Satoru Nishibori and Yasuhiro Sato, four (4) Directors in total, have each been newly appointed to assume the office of Director.

Three (3) Directors among the above, Messrs. Akihiko Nomiya, Mitsuo Ohashi and Kanemitsu Anraku are “outside directors” as provided for in Article 2, Item 15 of the Company Law of Japan.

Proposal 4:

Appointment of one (1) Corporate Auditor

Mr. Tsuneo Morita has been newly appointed to assume the office of Corporate Auditor.

-End-

The Details of the Amendment to the Articles of Incorporation
(Changes are indicated by underlines.)

Articles of Incorporation before the Amendment	Articles of Incorporation after the Amendment
<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><u>Article 7. <i>(Issuance of Share Certificates)</i></u> <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, the register of stock acquisition rights <u>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 <u>54</u>, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock</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 style="text-align: center;">(Deleted.)</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 <u>53</u>, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock</p>

Articles of Incorporation before the Amendment	Articles of Incorporation after the Amendment
<p>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 <u>16</u> have been paid in the relevant business year, the amount so paid shall be reduced accordingly:</p> <p>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</p> <p>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</p> <p>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.) 3. (Omitted.)</p> <p>Article 16. (<i>Preferred Stock Interim Dividends</i>) In respect of interim dividends provided for in Article <u>55</u>, 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 Pledgees in priority to the Shareholders of Common Stock or Registered Common Stock Pledgees.</p> <p>Article 17. to Article 30. (Omitted.)</p>	<p>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 <u>15</u> have been paid in the relevant business year, the amount so paid shall be reduced accordingly:</p> <p>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</p> <p>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</p> <p>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.) 3. (No change.)</p> <p>Article 15. (<i>Preferred Stock Interim Dividends</i>) In respect of interim dividends provided for in Article <u>54</u>, 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 Pledgees in priority to the Shareholders of Common Stock or Registered Common Stock Pledgees.</p> <p>Article 16. to Article 29. (No change.)</p>

Articles of Incorporation before the Amendment	Articles of Incorporation after the Amendment
<p>Article 31. (<i>General Meetings of Holders of Classes of Stock</i>)</p> <p>1. (Omitted.)</p> <p>2. (Omitted.)</p> <p>3. The provisions of Articles <u>25</u> through <u>27</u> and <u>29</u> 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>Article 30. (<i>General Meetings of Holders of Classes of Stock</i>)</p> <p>1. (No change.)</p> <p>2. (No change.)</p> <p>3. The provisions of Articles <u>24</u> through <u>26</u> and <u>28</u> 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>)</p> <p><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></p> <p><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>)</p> <p><u>These Supplementary Provisions shall be deleted as of January 6, 2010.</u></p>

-End-

Re: Payment of Dividends

Dividends shall be paid by either of the following methods:

- To receive dividends with a dividend voucher:
Please find the payment method described on the “Dividend Voucher” enclosed herewith and receive dividends at a counter of the Japan Post Bank Co., Ltd. or a post office, etc., nearest you.
* If you would like dividends to be sent to your account from next time, please make the necessary arrangements by contacting the securities company with which you have an account.
- If you have designated a transfer account:
Please see the dividend-related documents enclosed herewith.