

# Corporate governance



As Chairperson of the Board of Directors, I will make every effort to support Mizuho's innovation and accelerate growth initiatives so that Mizuho will be able to continue growing hand in hand with all stakeholders

Outside Director (Chairperson of the Board of Directors) **Izumi Kobayashi**

## Operation of the Board of Directors in fiscal 2023

### ● Thorough follow-up on the first year of the medium-term business plan

The Board of Directors thoroughly followed up on Mizuho's performance for fiscal 2023, the initial period of the medium-term business plan, with a focus on the priority areas set out therein. A particular point of examination was whether or not Mizuho's employees have fully adopted the thinking behind the business strategy and begun specifically implementing it towards facilitating Mizuho's vision for the future.

In business terms, it is important that Mizuho take concrete action based on the strategy and implement a PDCA cycle in line with changes in the business environment. Therefore, the Board of Directors engaged in thorough discussions with the heads of in-house companies and the CEOs of group companies to ascertain the state of business. In discussions on sustainable business strategy, mass-market retailing strategy, advancement of digital transformation, and other individual areas, we took up multiple issues. Outside directors shared their views on topics such as the adequacy of planning to achieve the strategy, the setting and evaluation of multifaceted KPIs linked to Mizuho's Purpose and Values, and the effectiveness of frameworks for encouraging the aforementioned concrete action on the part of employees.

Additionally, regarding corporate foundations, the most critical aspect of ensuring even more sustainable, stable, and robust business operations is changes in individual employees' mindsets and day-to-day behavior in the workplace. In order to understand the progress of corporate culture transformation and changes in employees' mindsets across the group, we continued gathering information through a wide range of channels. Among these were off-site meetings, workplace visits, conversations with management and employees, and meetings with outside directors from the banking, trust banking, and securities arms.

### ● IT / Digital Transformation Committee

To move forward debate on IT and digital transformation areas, which are a source of competitiveness, we have set up the IT / Digital Transformation Committee as an advisory body to the Board of Directors. On top of monitoring stable IT system operations, this

committee holds vigorous discussions about the importance of implementing digital transformation in tandem with the business strategy, which is essential to overcoming obstacles to the business application of IT and digital transformation and establishing a competitive position.

## Operation of the Board of Directors in fiscal 2024

### ● Awareness of the business environment as Chairperson of the Board of Directors

While there were changes in the external environment, including the Bank of Japan scrapping its negative interest rate policy and the yen continuing its sharp fall, I see the first fiscal year of the medium-term business plan as having gone relatively well. To firmly establish and accelerate this momentum and attain further growth, Mizuho must ceaselessly continue to challenge itself. Mizuho's foresight, looking as far as 10 years into the future, will be of increased importance.

### ● Key points for fiscal 2024

I believe discussions on the growth strategy from a medium- to long-term perspective, continued development of human capital, and initiatives to change employees' mindsets will cultivate the foresight of everyone in all areas of the organization. For fiscal 2024, the Board of Directors will place topics relevant to the medium- to long-term growth strategy at the center of discussions. We will increase opportunities for talks with the business execution line and support them in their endeavors by holding in-depth discussions, including on how Mizuho is leveraging its advantages to differentiate itself; whether or not individual employees are able to raise concerns and put that towards changing their behavior; whether or not Mizuho is utilizing its various resources to their maximum effectiveness; and what Mizuho is doing to cultivate talent that will support strategy implementation.

In order for Mizuho to provide lasting value to customers, the economy and society, and employees, I will, as Chairperson of the Board of Directors, make every effort to accelerate Mizuho's initiatives for growth so that Mizuho will be able to continue growing hand in hand with all stakeholders.

## Basic approach

Mizuho has established a corporate governance system centered on the Board of Directors. While conducting management that contributes to the creation of value for our diverse stakeholders, we fulfill our social roles and mission by enhancing our corporate value through sustainable and stable corporate growth and contributing to the development of economies and industries in Japan and around the world and to the prosperity of society as a whole. Going forward, we will continue working to further enhance our corporate governance.

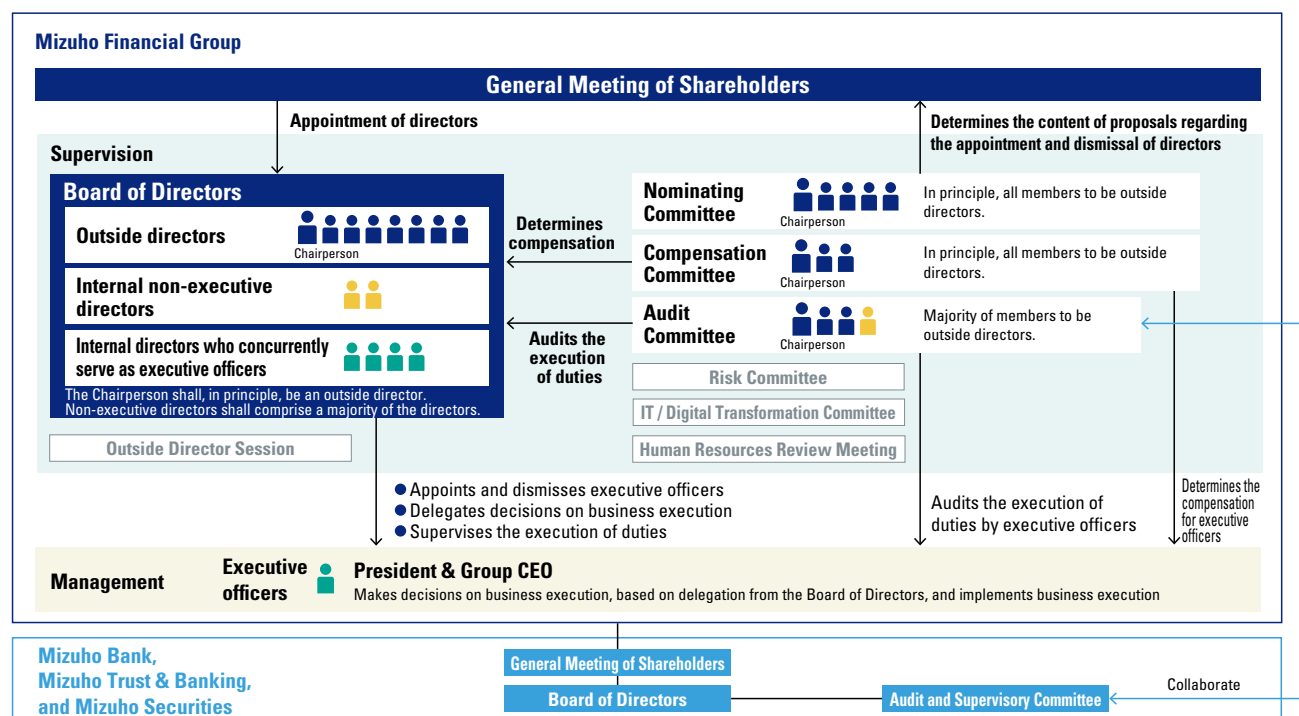
## Corporate governance system

### Points concerning Mizuho Financial Group's corporate governance system

Mizuho Financial Group (holding company) has adopted a Company with Three Committees model of corporate governance based on its belief that it is the most effective system to realize its basic policy concerning the following corporate governance system. By having various committees comprised mainly of outside directors, Mizuho Financial Group is building a corporate governance system that adequately utilizes the points of view of personnel outside of the company.

Ensuring the separation of supervision and management	Secure the effectiveness of corporate governance by ensuring the separation of supervision and management and making supervision of the management, such as the execution of duties by executive officers, the primary focus of the Board of Directors
Delegating decisions on business execution to the executive officers	Make it possible for the management to make swift and flexible decisions and realize expeditious corporate management by enabling the Board of Directors to delegate decisions regarding business execution to the executive officers
Securing independence of management supervision	Utilize committees and other forms of oversight, comprised mainly of outside directors who are not members of the management of Mizuho, and secure transparency and fairness in decision-making processes regarding the appointment and dismissal of, and compensation for, the management as well as ensure effective supervision of the management
Adopting global standards	At the holding company level, actively adopting operations and global best practices regarding corporate governance

### Diagram



## Composition and skills of the Board of Directors

### Roles and composition of the Board of Directors

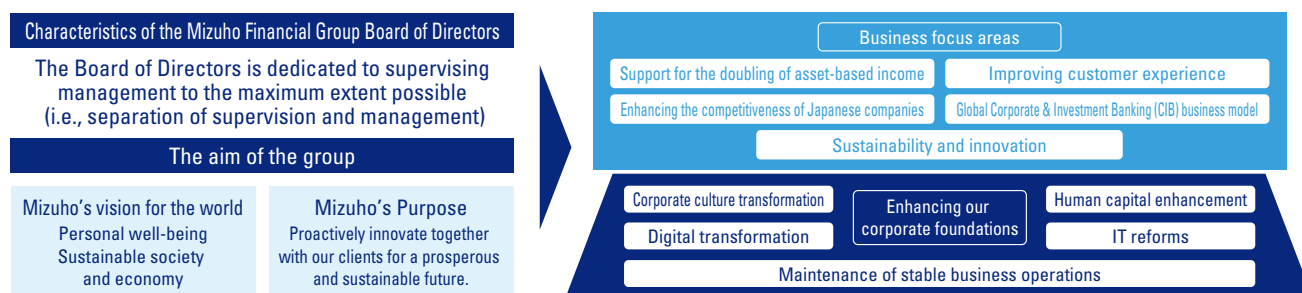
Mizuho Financial Group believes that, in addition to conducting strategic direction within the group, it is important for our Board of Directors to fulfill the role of appropriately supervising the implementation of governance functions across the group and for subsidiaries under group management. As such, our Board of Directors is composed of an appropriate balance of internal directors who have insight into the group’s business model, and outside directors who possess complex and diverse perspectives that we may not have within the group.

Mizuho Financial Group’s Nominating Committee selects director candidates considering the criteria for appointing directors prescribed in the Corporate Governance Guidelines and the skills that the Board of Directors as a whole should possess.

### Skills that the Board of Directors should possess as a whole

In 2023, in addition to revising the group’s Corporate Identity and formulating a new medium-term business plan, Mizuho Financial Group clarified the areas in which the Board of Directors as a whole should possess specific skills in order to ensure speedy corporate management and appropriate supervisory functions toward realization of the plan. The group selected “Management”, “Risk Management / Internal Control”, “Financial Control / Accounting”, “Finance”, “Human Resources / Organization”, “IT / Digital”, “Sustainability”, and “Global”.

#### Basic approach to selection of skills



#### Main reasons for selecting each skill and approach to main experience and knowledge deemed necessary

↑ Basic elements required for supervision ↓ Basic elements based on Mizuho’s business strategies	<b>Management</b>	We believe that the experience of management, especially as a member in executive management in a large corporation and other companies, is necessary to fulfill the supervisory function of the group.
	<b>Risk Management / Internal Control</b>	We believe that professional experience in and knowledge of risk governance and internal control in corporations, auditing firms, and/or in the legal profession are necessary for supervision to ensure fair corporate activities and sound business operations by management.
	<b>Financial Control / Accounting</b>	We believe that experience as a CFO or person with similar responsibility in corporations and professional experience and knowledge as a certified public accountant or as a member of a similar profession are necessary to oversee management, which aims to build a sound financial base, pursue capital efficiency and realize growth strategies.
	<b>Finance</b>	We believe that knowledge of the financial business, backed by, among others, business experience at financial institutions, is necessary to fulfill the supervisory function of the group, which has banking, trust banking, and securities businesses at its core.
	<b>Human Resources / Organization</b>	Mizuho considers personnel to be one of the key corporate resources that will support future growth, and we believe that experience in and knowledge of, among others, the development of executive managers, personnel, and organizations are necessary from the perspective of appropriately overseeing efforts by management to transform human capital and corporate culture.
	<b>IT / Digital</b>	We believe that experience and knowledge in, among others, technological and business development in the IT and digital fields are necessary to fulfill the group’s supervisory function, as they are the foundation for customers to use Mizuho’s services with peace of mind and are also key to our future competitiveness.
	<b>Sustainability</b>	Mizuho aims to achieve our own growth through facing social issues and contributing to their resolution, and we believe that experience in and knowledge of environmental and other sustainability-related operations are necessary to fulfill the supervisory function of the group.
	<b>Global</b>	As the Mizuho group is expanding our business globally and aims to contribute increasingly to the sustainable growth of the world, we believe that experience in, among others, management of global corporations and/or corporations outside Japan is necessary to fulfill the supervisory function of the group.

### Skill matrix of the Board of Directors

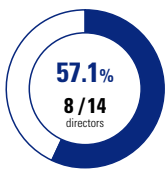
The table below lists the particular core skill areas that each director possesses in relation to the skills that the Board of Directors as a whole should possess, and with which Mizuho Financial Group believes the Board of Directors as a whole has the necessary skills. We also believe that each committee is equipped with the necessary skills based on their respective roles, including securing the knowledge of outside committee members at the meetings of voluntary committees.

■ Male □ Female

Name	Management	Risk Management / Internal Control	Financial Control / Accounting	Finance	Human Resources / Organization	IT / Digital	Sustainability	Global	Committees (☆ Chairperson of the committee)						
									Nominating Committee	Compensation Committee	Audit Committee	Risk Committee <sup>2</sup>	IT / Digital Transformation Committee <sup>3</sup>	Human Resources Review Meeting	
Yoshimitsu Kobayashi	■	■			■		■	■	☆						●
Ryoji Sato	■	■	■					■			☆				
Takashi Tsukioka	■	■			■		■	■	●	☆			●	●	
Kotaro Ohno	■	■			■				●		●				●
Hikomichi Shinohara	■	■			■	■	■		●				☆		●
Izumi Kobayashi <sup>1</sup>	□	■		■	■		■	■	●			●			●
Yumiko Noda	□	■		■	■		■	■		●		●			
Takakazu Uchida	■	■	■	■				■		●	●				
Seiji Imai	■			■			■	■							
Hisaaki Hirama	■	■	■	■			■				●	☆	●		
Masahiro Kihara	■	■	■	■	■			■							☆
Hidekatsu Take	■			■			■	■							
Mitsuhiro Kanazawa	■	■		■		■		■							
Takefumi Yonezawa	■	■	■	■				■							

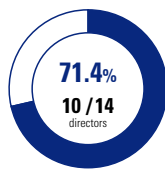
1. Chairperson of the Board of Directors  
 2. The following two external experts serve on the committee:  
 Rintaro Tamaki, President, Japan Center for International Finance  
 Hiroshi Naka, Professor, University of Tokyo Institute for Future Initiatives  
 3. The following two external experts serve on the committee:  
 Masatsugu Shimono, Honorary Advisor, IBM Japan, Ltd.  
 Masami Yamamoto, Outside Director, JFE Holdings, Inc.; former President, Fujitsu Limited

Percentage of outside directors



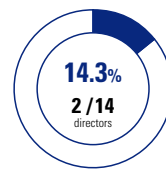
**FY2024**  
after shareholders meeting

Percentage of outside and non-executive directors



**FY2024**  
after shareholders meeting

Percentage of female directors



**FY2024**  
after shareholders meeting

Note: Average tenure of directors: FY2024 2.2 years / Average age: FY2024 65

## Status of activities of the Board of Directors

### Fiscal 2023 initiatives by the Board of Directors

Throughout fiscal 2023, the Board of Directors conducted planned monitoring according to the management policy of the Board of Directors set in May 2023. Specifically, it discussed the areas in which Mizuho should leverage its strengths to secure competitive advantages with a view to boosting medium- to long-term corporate value. In addition, it held active discussions from multifaceted perspectives on matters such as how to encourage individual employees to transform their mindsets and change their behavior in order to realize Mizuho’s strategies, how to train personnel with specialist expertise in the global and digital areas in particular, and how to secure personnel with a diverse range of values.

### Multifaceted information gathering

To enable the Board of Directors to hold thorough, high-quality discussions, it is essential to utilize the knowledge of outside directors with diverse backgrounds. To that end, in addition to our pre-meeting explanations of proposals submitted to the Board of Directors, we take other steps to deepen the outside directors’ understanding of the group as a whole. We do so by continuously creating opportunities to help outside directors gain first-hand understanding of actual operational conditions and to provide them with information.

#### Off-site meetings on business operations

We hold these meetings as opportunities to provide information so that outside directors can communicate more closely with the business execution line and hold high-quality discussions at the Board of Directors based on a sufficient understanding of the conditions of the business execution line.

- **Number of meetings: 11**
- **Secured opportunities to gain information and understanding about topics related to business focus areas and others**
  - Progress in fulfilling our fiduciary duties, current situation in the mass retail sector
  - Approach to inorganic growth strategy
  - Current situation in the decarbonization consulting business
  - Situation regarding the new human resources framework in Japan

**Number of meetings: 15**  
**Average attendance: 99% (Outside directors: 100%)**

### Major agenda items discussed by the Board of Directors

- **Business focus areas**
  - Corporate culture transformation · IT reforms · Sustainability
  - Human capital
- **Financial matters**
  - Fiscal year plan for FY2023, capital management policy
- **Governance-related matters**
  - Regular agenda on compliance and risk
  - Assessment of whether or not cross-shareholding is meaningful
  - Evaluation of the effectiveness of the Board of Directors

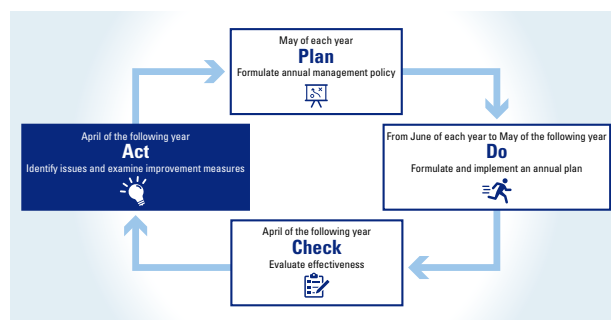
#### Outside Director Sessions

We hold these meetings as opportunities for outside directors to exchange information and engage in consensus building while sharing opinions on management matters, the shape that corporate governance should take, and other items.

- **Number of meetings: 3**
- **Shared opinions with outside directors at Mizuho Bank, Mizuho Trust & Banking, and Mizuho Securities focusing primarily on the topics below**
  - Mizuho Bank: Corporate culture transformation and others
  - Mizuho Trust & Banking: Maintenance of stable business operations and others
  - Mizuho Securities: Customer-oriented approach and others

## Primary initiatives for enhancing the effectiveness of the Board of Directors

In order to achieve the sustainable enhancement of corporate value, Mizuho Financial Group is strengthening our supervisory functions through initiatives for enhancing the effectiveness of the Board of Directors. More specifically, we are carrying out initiatives on an autonomous and continual basis to reflect the issues identified through the results of the effectiveness evaluation of the Board of Directors in the management policy of the Board of Directors.





## ● Evaluation of effectiveness of the Board of Directors

### ● Effectiveness evaluation process for fiscal 2023

All directors were given a questionnaire and interviewed regarding their supervisory activities in fiscal 2023. Thereafter, at meetings of the Board of Directors and off-site meetings, issues were identified and shared among directors and future responses were discussed.

### ● Summary of the results of the effectiveness evaluation for fiscal 2023

The evaluation confirmed that management of the Board of Directors has steadily improved and has been enhanced from the perspective of efficient and effective management. On the other hand, there were comments stating that there is still room to improve efficiency and effectiveness of meetings and discussions of the Board of Directors by focusing more on concrete and specific points to be discussed at each meeting.

#### 1. Improvement status of issues identified in the previous evaluation

Issues identified in the previous evaluation	There are still issues that remain in terms of the efficient and effective management of the Board of Directors. In addition, there is still room for enhancement of the initiatives for further improvement of the effectiveness of the Board of Directors.
Evaluation of improvement status of the issues stated above	<p>The evaluation confirmed that a certain level of improvement was achieved from the perspective of effective and efficient management.</p> <ul style="list-style-type: none"> <li>● Progress was made to a reasonable extent in eliminating redundancies and improving efficiency through measures including the selection of proposals as a result of the assignment of responsibilities to the committees and the sharing of the status of discussions made at the meetings of the Boards of Directors of subsidiaries.</li> </ul>

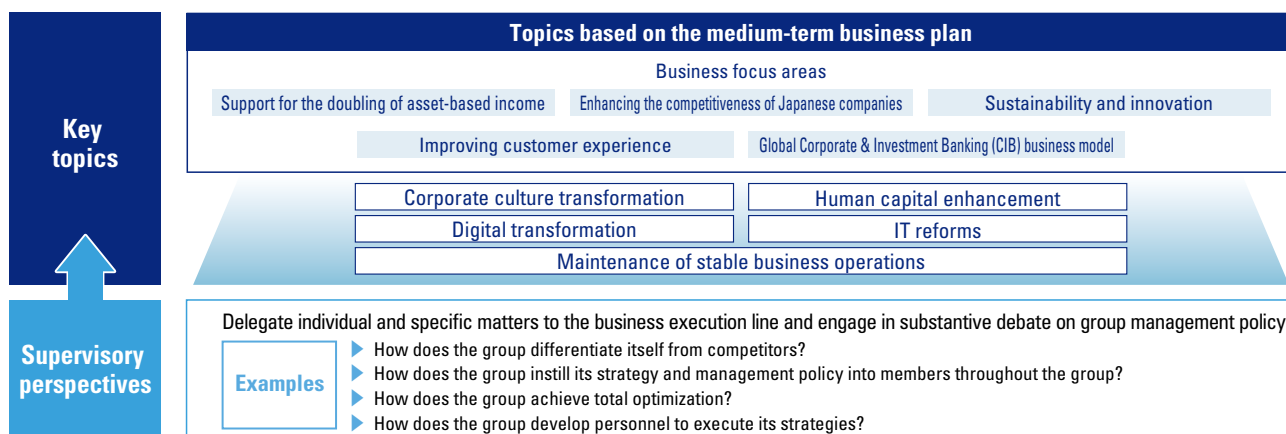
#### 2. Issues identified for further enhancement of effectiveness

- (1) Room for further enhancement of discussions on our growth strategy based on changes in the internal and external environment  
Discussions on our management foundations, including corporate culture, have progressed and have been enhanced. It was identified that there is a necessity to increase the proportion of discussions on our growth strategy for the future.
- (2) Room for distillation of the issues to be discussed and engagement in even more robust discussions than ever before  
It was identified that there is a necessity for the Board of Directors to focus more on the discussion of issues related to the long-term growth strategy and important issues while delegating, to the business execution line, decisions regarding individual and specific tactics and measures.

## ● Management policy of the Board of Directors

The Board of Directors believes that by setting its management policy (key topics and supervision perspectives) based on the results of the effectiveness evaluation in the previous fiscal year and the issues identified, along with the fiscal year plan formulated by the business execution line and other factors, it can autonomously and continuously enhance its supervisory functions.

Based on the issues identified in the effectiveness evaluation and other factors, the Board of Directors of the Mizuho Financial Group set the fiscal 2024 Board of Directors management policy as follows.



## Messages from the chairpersons of legally required committees (Nominating Committee, Compensation Committee, and Audit Committee)

### Nominating Committee



Fiscal 2024 Chairperson  
Yoshimitsu Kobayashi

The Nominating Committee continuously discusses topics with regard to Mizuho Financial Group and its core subsidiaries, such as the ideal composition of the Board of Directors; succession planning for directors, the Group CEO, CEOs of group companies, and others; and personnel requirements. In fiscal 2024, as in previous years, the committee is seeking to put the group's Corporate Identity and Purpose into practice and steadily implement its growth strategies by continuously deliberating on how to ensure the overall balance and diversity of the Board of Directors with a view to further strengthening group governance. It is also exercising its monitoring function with regard to succession planning for the Group CEO and others, liaising with the Human Resources Review Meeting to gain an understanding of the composition and profiles of the CxOs (group heads) and others on the business execution line to ensure a framework for appointing successors based on an appropriate process.

Meetings in  
FY2023

Number of  
meetings

14

Average  
attendance

100%

#### Function and role of the Nominating Committee

- Among other things, the Nominating Committee makes decisions on the content of proposals regarding the appointment and dismissal of directors that are submitted to general meetings of shareholders.

#### Major topics discussed

- Personnel requirements applicable to the Group CEO
- Succession planning of the Group CEO and CEOs of the Three Core Companies
- Succession planning of outside directors of Mizuho Financial Group and the Three Core Companies
- Personnel matters relating to directors of Mizuho Financial Group and the Three Core Companies

### Reference: Personnel requirements and selection of the Group CEO

#### Personnel requirements of the Group CEO

Our Group CEO is expected to satisfy the following requirements.

- 1) The Group CEO is required to possess extensive experience and knowledge, and the ability to foresee a new era with a global perspective, and lead the creation of new value and transformation with their unshaken faith and flexibility to address changes.
- 2) The Group CEO is required to demonstrate their own values through their actions, ignite the hearts of employees, foster a healthy corporate culture, promote the unity of the management team and employee growth, and achieve the sustained growth of Mizuho.
- 3) The Group CEO is required to gain empathy by communicating with a humble and sincere attitude, and build partnerships with diverse stakeholders inside and outside the company.

#### Selection of the Group CEO

In addition to the personnel requirements above, in appointing the Group CEO, we select a candidate based on examination of required qualifications or abilities that we emphasize or further take into consideration after considering the business environment surrounding us at the time of succession, recognition of the era we are in based on such business environment as well as the direction of the group strategies.

## Compensation Committee



Fiscal 2024 Chairperson  
Takashi Tsukioka

The Compensation Committee seeks to constantly review the executive compensation system, conducting repeated discussions in light of changes in the internal and external environment on whether Mizuho's executive compensation system is suited to the group's business strategies, and whether it functions as an incentive for executives to carry out their respective roles to the fullest. In fiscal 2024, as in previous years, the committee is pursuing deeper discussion regarding the appropriateness of the group's executive compensation system, while also continuously deliberating on how to build a competitive compensation system and establish appropriate compensation-related governance in order to secure outstanding talent.

Meetings in  
FY2023

Number of  
meetings  
**8**

Average  
attendance  
**100%**

### Function and role of the Compensation Committee

- The Compensation Committee determines the basic policy for determination of executive compensation and the compensation for each individual director and executive officer (as defined in the Companies Act) and conducts other matters.

### Major topics discussed

- The process to verify the appropriateness of the design and operation of the executive compensation system
- Appropriateness of incentive functions of the executive compensation system
- Performance-linked compensation for FY2022
- The compensation for each individual director and executive officer (as defined in the Companies Act)

Reference: For more details on our executive compensation system, please refer to p. 89.

## Audit Committee



Fiscal 2024 Chairperson  
Ryoji Sato

The Audit Committee engages in dialogue with executive officers and employees to gain an understanding of the actual operating conditions. In addition, it verifies the effectiveness of the internal control systems by conducting focused monitoring of the progress of key strategies, identification of issues, and status of initiatives to strengthen the internal management system at the group. In fiscal 2024, as in previous years, the committee is continuously gaining an understanding of the actual operating conditions through on-site inspections of offices in and outside Japan and dialogue with executive officers and employees, while also collaborating closely with the Internal Audit Group, the accounting auditors, and the Audit & Supervisory Committees of core subsidiaries to contribute to establishing more robust management foundations.

Meetings in  
FY2023

Number of  
meetings  
**18**

Average  
attendance  
**100%**

### Function and role of the Audit Committee

- The Audit Committee audits the legality and appropriateness of the execution of duties by directors and executive officers (as defined in the Companies Act).

### Major topics discussed

- Status of the internal management systems on a global basis for establishing stable business operations
- Understanding of the current status of frontlines through, among others, reporting from executive officers and employees and exchanges of opinions, including on-site inspections of offices in and outside Japan
- Responding to important issues in accounting audits and revisions to disclosure rules



## Status of activities of voluntary committees

### Risk Committee (Chairperson: Hisaaki Hirama)

**Activities in FY2023** ▶ We actively discussed, from a multifaceted perspective, the top risks that should be recognized by Mizuho and the status of risk control in light of the global business environment and macroeconomic trends, as well as the status of initiatives to improve resilience in cybersecurity and, particularly in relation to sustainability, the responses to various issues related to climate change and natural capital in light of global trends, the status of initiatives for enhancement of human rights due diligence and for disclosure of sustainability information, and other matters.

Meetings in FY2023	Number of meetings	Average attendance	<b>Function and role of the Risk Committee</b> •The Risk Committee provides suggestions to the Board of Directors regarding decision-making and supervision relating to risk governance.
	9	100%	<b>Major topics discussed</b> •Selection of top risks, the operational status of the risk appetite framework •Status of comprehensive risk management   •Status of sustainability initiatives •Status of cybersecurity initiatives

### IT / Digital Transformation Committee (Chairperson: Hiromichi Shinohara)

**Background to establishment** ▶ The IT / Digital Transformation Committee was established to replace the System Failure Response Evaluation Committee in January 2024 to strengthen monitoring of IT and digital transformation, which are sources of competitiveness for our group, in addition to stable business operations.

**Activities in FY2023** ▶ Through debate relating to IT strategies and the status of initiatives to promote digital transformation, we actively discussed, from a multifaceted perspective, the importance of working on digital transformation in harmony with business strategies, with the aim of establishing a competitive advantage, as well as the concept of priorities related to IT investment in light of advances in technology and changes in the internal and external environment, the necessity for all management and employees to engage autonomously in systems risk management, and other matters.

Meetings in FY2023	Number of meetings	Average attendance	<b>Function and role of the IT / Digital Transformation Committee</b> •The IT / Digital Transformation Committee makes recommendations to the Board of Directors regarding decisions and supervision related to IT and digital transformation and supervision of the status of system risk management.
	2	100%	<b>Major topics discussed</b> •Policies for future initiatives regarding IT and systems, and management resource planning such as IT investments •Policies for future initiatives to promote digital transformation   •Status of system risk management

### Human Resources Review Meeting (Chairperson: Masahiro Kihara)

**Activities in FY2023** ▶ We repeatedly discussed sustained strengthening of the group's management in order to implement the Corporate Identity, Purpose, and business strategies of the group, and repeatedly reviewed the development of personnel based on a variety of roles within the group, the status of succession planning of key management, active appointment of candidates and the expansion of assignments, the appointment of officers in FY2024, and other matters.

Meetings in FY2023	Number of meetings	Average attendance	<b>Function and role of the Human Resources Review Meeting</b> •The Human Resources Review Meeting deliberates on plans for the appointment and dismissal of Mizuho Financial Group's executive officers (as defined in the Companies Act) determined by the Board of Directors.
	12	100%	<b>Major topics discussed</b> •The succession planning of key management •The appointment of executive officers for FY2024

## Policy Regarding Mizuho Financial Group's Cross-shareholdings of Other Listed Companies

Mizuho Financial Group and Mizuho Bank, Mizuho Trust & Banking, and Mizuho Securities (Three Core Companies) have established and published a Policy Regarding Cross-shareholdings of Other Listed Companies and Standards Regarding the Exercise of Voting Rights Associated with Cross-shareholdings.

 **Policy Regarding Mizuho Financial Group's Cross-shareholdings of Other Listed Companies** <https://www.mizuhogroup.com/who-we-are/governance/governance/structure/hold>

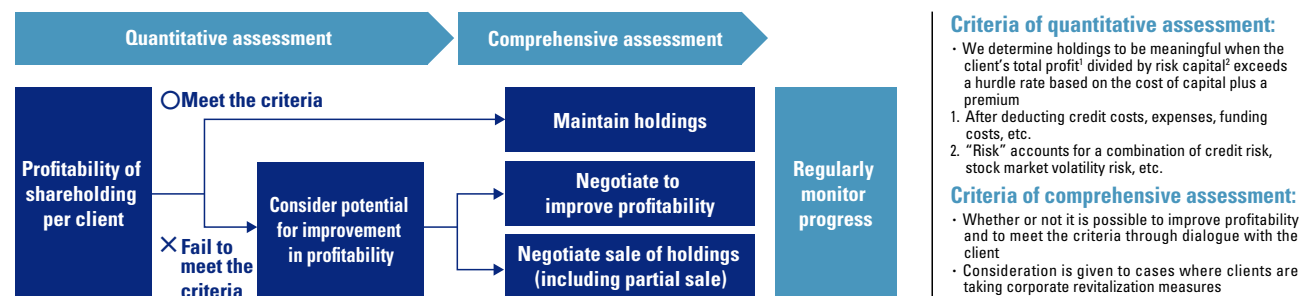
### Policy Regarding Mizuho Financial Group's Cross-shareholdings of Other Listed Companies

- As a basic policy, unless we consider these holdings to be meaningful, Mizuho Financial Group and the Three Core Companies will not hold the shares of other companies as cross-shareholdings. This reflects factors including the changes in the environment surrounding Japan's Corporate Governance Code and the potential impact on our financial position associated with stock market volatility risk.
- We consider cross-shareholdings to be meaningful if they contribute to the maintenance and improvement of the corporate value of issuers and the Mizuho group based on their growth potential, outlook, or revitalization perspectives or as a result of studies on present and future economic feasibility and profitability.
- We will regularly and continually examine whether shares held as cross-holdings are meaningful, and we will dispose of holdings determined to be deficient in meaning with due regard to the impact on the market and other matters. Through dialogue with the issuing companies, we will also reduce even those holdings we consider to be meaningful.

▶ For reductions in cross-shareholdings, see p. 37 Financial highlights

### Process for assessing whether cross-shareholding is meaningful

Taking into account our Policy Regarding Mizuho Financial Group's Cross-shareholdings of Other Listed Companies, we assess whether cross-shareholding is meaningful using the process outlined below.



- We will continue to hold the shares of clients if those shares meet certain profitability standards based on a quantitative assessment. However, in light of factors including the changes in the environment surrounding Japan's Corporate Governance Code and the potential impact on our financial position associated with stock market volatility risk, we are working to reduce our cross-shareholdings through dialogue with our clients.
- For those shares that also fall short of profitability standards based on a comprehensive assessment, we will draw on our relationship of trust with the client in order to engage with them in constructive dialogue. If improvements in profitability can be made as a result, we will continue to hold the shares, but if improvement is not possible, we will negotiate with the client regarding the sale of the shares.
- We periodically confirm the status of negotiations for the sale of cross-shareholdings, client efforts to improve profitability, and other matters. Additionally, once per year at a meeting of the Board of Directors, we conduct an assessment of whether it is meaningful to maintain shares of each of the stocks listed in Japan that we are holding.
- In our assessment of cross-shareholdings as of the end of March 2023, of stocks listed in Japan that we are holding (¥997.3 billion in total as of the end of March 2023), around 30% did not meet the standards for continued holding. The results of the assessment may vary based on our business relationship with the client, the market environment, and other factors at the time of assessment, but we will continue to work steadily to reduce our cross-shareholdings.
- Note that we also conduct a similar assessment for deemed holdings of shares (e.g., shares contributed to the employee retirement benefit trust).

### Standards Regarding the Exercise of Voting Rights Associated with Cross-shareholdings

- Mizuho Financial Group and the Three Core Companies will exercise voting rights after comprehensive consideration of whether an issuing company has established effective corporate governance and is making appropriate decisions to improve its corporate value over the medium to long term. We will also consider any impact to our own corporate value.
- Further, if we are unable to agree on proposals made by issuing companies, we may consider disposing of our shareholdings.
- We will consider specific proposals through dialogue with the issuing companies and studies conducted by our own specialized departments. In particular, when these proposals could affect corporate value or shareholder interests, we will decide on the exercise of voting rights after comprehensive consideration of the purposes of the proposals and the issuing company's approach to improving corporate value.

## Compensation for executive officers

### Basic policy<sup>1</sup>

Our executive compensation system is designed to achieve the following objectives and approaches pursuant to the basic policy on management under the Mizuho Financial Group's Corporate Identity.

<b>Objectives</b>	<ul style="list-style-type: none"> <li>● Management that contributes to value creation for various stakeholders</li> <li>● Improvement of corporate value through continuous and stable corporate growth</li> </ul>
<b>Approaches</b>	<ul style="list-style-type: none"> <li>● Incentive function encouraging each of the officers to fulfill their designated roles to the greatest extent</li> <li>● Compensation for the responsibilities assigned to, and the performance of, each of the officers</li> </ul>

1. The full text of the Basic Policy for Executive Compensation is posted on the Mizuho Financial Group's website.  
[https://www.mizuhogroup.com/binaries/content/assets/pdf/mizuhoglobal/who-we-are/governance/governance/g\\_report/compensation.pdf](https://www.mizuhogroup.com/binaries/content/assets/pdf/mizuhoglobal/who-we-are/governance/governance/g_report/compensation.pdf)

### Executive compensation system

The executive compensation system takes the basic policy into account and reflects our economic and social environment as well as our group's medium- and long-term business performance. In addition, the system is in accordance with global rules and guidelines concerning executive compensation and effectively ensures objectivity, appropriateness, and fairness of the compensation determination process.

### Compensation system

Compensation for our officers shall consist of Base Compensation and Incentive Compensation. Details of the compensation type, performance linkage, payment timing and payment method of each compensation type are shown in the chart below.

The proportion of each type of compensation for officers is determined according to the functions and responsibilities of each of the officers and the proportion of Incentive Compensation is determined so as to maximize the proportion of the Group CEO's compensation. From the perspective of ensuring the effectiveness of the supervisory function, compensation for non-executive officers responsible for management supervision shall, in principle, consist of only Base Compensation and Stock Compensation I, with respect to which the details of the payment is not changed due to, among other reasons, our business results.

Compensation type	Performance-linked or not (range)	Payment timing	Payment method	Example of composition of compensation		
				Executive officers responsible for business execution		Non-executive officers
				Group CEO	Group executive officers	
Base Compensation <sup>1</sup>	Not linked	Monthly	Cash	40%	55%	85%
Incentive Compensation	Stock Compensation I <sup>2</sup>	Time of resignation	Stock	5%	45%	15%
	Medium- to Long-term Incentive Compensation	Deferred payment over three years starting the fiscal year after next	Stock	30%		
	Stock Compensation II <sup>3</sup>		Linked (0 – 150%)	5%		
Short-term Incentive Compensation <sup>4</sup>	Linked (0 – 150%)	Lump sum in the next fiscal year <sup>5</sup>	Cash	25%	22.5%	15%

— Subject to malus and clawback<sup>6</sup>

1. Payment will be made monthly in cash in accordance with the roles and responsibilities of each of the officers.
2. Payment in accordance with the roles and responsibilities of each of the officers as an incentive to increase corporate value over the medium to long term and for other purposes.
3. Payment in accordance with level of achievement of financial indicators emphasized by the Mizuho Financial Group and evaluation of indicators related to stakeholders as an incentive to increase corporate value over the medium to long term and for other purposes.
4. Payment in accordance with level of achievement of financial indicators emphasized by the Mizuho Financial Group and the evaluation of individual performance as an incentive for fiscal year performance to increase corporate value.
5. Deferred payment over three years starting the fiscal year after next for payments above a certain amount.
6. A system has been adopted that enables malus (forfeiture of compensation remaining unpaid) and clawback (request for return of compensation) by resolution of the Compensation Committee depending on the performance of the group or the individual.

## Performance-linked compensation formula

As performance evaluation indicators for performance-linked compensation we set indicators for which the evaluation axes are Mizuho Financial Group and stakeholders including “Customers”, “Economy and society”, and “Employees”.

### Medium- to Long-term Incentive Compensation (Stock Compensation II)

Base amount

×

Evaluation of medium- to long-term performance indicators <sup>1</sup>		
Evaluation axes	Performance indicators <sup>2</sup>	Weight <sup>2</sup>
Finances of Mizuho Financial Group	Consolidated ROE <sup>3</sup>	25%
	Consolidated Net Business Profits <sup>4</sup>	25%
	Total Shareholder Return (TSR) <sup>5</sup>	10%
Customers	Customer satisfaction <sup>6</sup>	10%
Economy and society	Sustainable finance amount <sup>6</sup> Assessments by ESG rating agencies <sup>7</sup> Climate-related initiatives <sup>6</sup>	10%
Employees	Engagement score <sup>8</sup> Inclusion score <sup>8</sup>	20%

Relationship between achievement rate and evaluation factor (Example for the Consolidated ROE)

Sustainability-related initiatives are reflected in evaluations 40%

<sup>1</sup> The Compensation Committee makes the final decision (maximum 150%) based on target achievement rates for performance indicators considering the business environment and the existence of events that should be reflected individually.  
<sup>2</sup> Group CEO as an example.  
<sup>3</sup> Excludes Net Unrealized Gains (Losses) on Other Securities.  
<sup>4</sup> Consolidated Net Business Profits + Net Gains (Losses) related to ETFs and Others.  
<sup>5</sup> Evaluated by means of relative comparison with other companies, including our competitors.  
<sup>6</sup> Evaluated on the target achievement rates on related internal indicators.  
<sup>7</sup> Evaluated by comparison with results of previous years and peers that have been assessed by four major ESG rating agencies (S&P Global, Sustainalytics, MSCI, and FTSE).  
<sup>8</sup> Evaluated on the target achievement rate for the positive response rate for four Staff Survey questions related to engagement and inclusion.

### Short-term Incentive Compensation

Base amount

×

Evaluation of short-term performance indicators <sup>1</sup>		
Evaluation axis	Performance indicators <sup>2</sup>	Weight <sup>2</sup>
Finances of Mizuho Financial Group	Profit Attributable to Owners of Parent <sup>3</sup>	50%
	Gross Profit RORA <sup>4</sup>	50%

Individual evaluation<sup>1</sup>

Main evaluation perspectives <sup>2</sup>
<ul style="list-style-type: none"> <li>Demonstrates leadership in improving the group's corporate culture and disseminating the group's Purpose and Code of Conduct</li> <li>Succession initiatives for the Group CEO and management team</li> </ul>

<sup>1</sup> The Compensation Committee makes the decision based on the evaluation perspectives. Varies from 0 – 110% in the case of the Group CEO.  
<sup>2</sup> Group CEO as an example.

<sup>1</sup> The Compensation Committee makes the final decision based on target achievement rates for performance indicators considering the business environment and the existence of events that should be reflected individually. Varies from 0 – 140% in the case of the Group CEO.  
<sup>2</sup> Group CEO as an example. <sup>3</sup> Profit Attributable to Owners of Parent for the period.  
<sup>4</sup> RORA: Return on Risk-weighted Assets.

The evaluation factor for the short-term performance indicators and individual evaluation is capped at 150%.

## Compensation governance

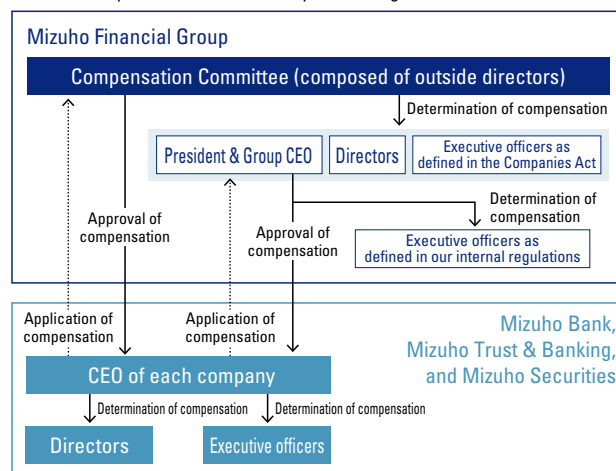
### Individual compensation determination process

The Compensation Committee shall determine the executive compensation system including the compensation system taking into account the Basic Policy for Executive Compensation. In addition, in order to ensure fairness and objectivity concerning the compensation for each officer, the Compensation Committee shall determine the compensation for each individual director and executive officer of Mizuho Financial Group as defined in the Companies Act and approve the compensation of each individual director of the Three Core Companies (Mizuho Bank, Mizuho Trust & Banking, and Mizuho Securities).

### Appropriateness of compensation level and composition

We conduct a market survey each year with other companies in the same industry and similar-scale corporate groups as the peer group, and examine the appropriateness of the compensation level and composition.

Individual compensation determination process diagram



## Board of Directors

### Outside Directors



**Yoshimitsu Kobayashi** Outside Director

Chairperson of the Nominating Committee    Member of the Human Resources Review Meeting

**Brief personal record (major concurrent offices indicated in bold)**

- Dec 1974    Joined Mitsubishi Chemical Industries (current Mitsubishi Chemical)
- Apr 2005    Managing Executive Officer of Mitsubishi Chemical
- Apr 2007    Representative Director, Member of the Board, President of Mitsubishi Chemical Holdings<sup>1</sup>
- Representative Director, Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical
- Jun 2012    Outside Director of Tokyo Electric Power (until Mar 2015)
- Apr 2015    Chairperson, Japan Association of Corporate Executives (until Apr 2019)
- Jun 2015    Member of the Board, Chairperson of Mitsubishi Chemical Holdings<sup>1</sup>
- Sep 2015    Outside Director of Toshiba (until Jul 2020)
- Jun 2018    Chairperson of Board of Directors, Outside Director of Toshiba (until Jul 2020)
- Jun 2020    Member of the Board of Directors (Outside Director) of FG (current)
- Jun 2021    Member of the Board of Mitsubishi Chemical Holdings<sup>1</sup> (until Jun 2022)
- Chairman of the Board of Directors of Tokyo Electric Power Company Holdings (current)**

<sup>1</sup> Current Mitsubishi Chemical Group



**Ryoji Sato** Outside Director

Chairperson of the Audit Committee

**Brief personal record (major concurrent offices indicated in bold)**

- Apr 1969    Joined Nikko Securities (current SMBC Nikko Securities)
- Oct 1971    Joined Tohatsu Awoki & Co.<sup>2</sup>
- Feb 1975    Registered as Certified Public Accountant
- May 1983    Partner of Tohatsu Awoki & Co.<sup>2</sup>
- Jun 2007    Chief Executive Officer of Tohatsu & Co.<sup>2</sup>
- Nov 2010    Senior Advisor of Deloitte Touche Tohmatsu (until May 2011)
- Sep 2015    Outside Director of Toshiba (until Jun 2019)
- Jul 2016    **Audit & Supervisory Board Member of Nippon Life Insurance Company (Outside Director (Audit & Supervisory Committee Member) from July 2022 (current))**
- Jun 2020    Member of the Board of Directors (Outside Director) of FG (current)

<sup>2</sup> Current Deloitte Touche Tohmatsu



**Takashi Tsukioka** Outside Director

Member of the Nominating Committee    Chairperson of the Compensation Committee    Member of the IT / Digital Transformation Committee    Member of the Human Resources Review Meeting

**Brief personal record (major concurrent offices indicated in bold)**

- Apr 1975    Joined Idemitsu Kosan
- Jun 2007    Executive Officer and General Manager of Supply & Logistics Department of Idemitsu Kosan
- Jun 2008    Managing Executive Officer and General Manager of Supply & Logistics Department of Idemitsu Kosan
- Jun 2009    Director and General Manager of Supply & Logistics Department of Idemitsu Kosan
- Jun 2010    Managing Director and Managing Executive Officer and General Manager of Corporate Planning Department of Idemitsu Kosan
- Apr 2011    Managing Director of Idemitsu Kosan
- Jun 2012    Executive Vice President and Representative Director of Idemitsu Kosan
- Jun 2013    Representative Director, President and Chief Executive Officer of Idemitsu Kosan
- Apr 2018    Chairman and Representative Director of Idemitsu Kosan
- Jun 2020    Special Advisor of Idemitsu Kosan
- Jun 2021    Member of the Board of Directors (Outside Director) of FG (current)
- Jun 2022    **Honorary Advisor of Idemitsu Kosan (current)**
- Jun 2023    **Outside Director of Mitsui-Soko Holdings (current)**



**Kotaro Ohno** Outside Director

Member of the Nominating Committee    Member of the Audit Committee    Member of the Human Resources Review Meeting

**Brief personal record (major concurrent offices indicated in bold)**

- Apr 1976    Appointed as Public Prosecutor
- Jul 2009    Vice-Minister of Justice
- Aug 2011    Superintending Prosecutor at Sendai High Public Prosecutors Office
- Jul 2012    Superintending Prosecutor at Tokyo High Public Prosecutors Office
- Jul 2014    Prosecutor-General
- Nov 2016    Special Counsel of Mori Hamada & Matsumoto (until Dec 2022)
- May 2017    Outside Director of Aeon (until May 2023)
- Jun 2017    Outside Audit & Supervisory Board Member of Itochu (until Jun 2021)
- Outside Audit & Supervisory Board Member of Komatsu (current)**
- Jan 2023    **Advisor of Atsumi & Sakai (current)**
- Jun 2023    Member of the Board of Directors (Outside Director) of FG (current)



**Hiromichi Shinohara** Outside Director

Member of the Nominating Committee    Chairperson of the IT / Digital Transformation Committee    Member of the Human Resources Review Meeting

**Brief personal record (major concurrent offices indicated in bold)**

- Apr 1978    Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone)
- Jun 2009    Senior Vice President, Head of Research and Development Planning, Member of the Board of Nippon Telegraph and Telephone
- Jun 2012    Executive Vice President, Head of Research and Development Planning, Member of the Board of Nippon Telegraph and Telephone
- Jun 2014    Senior Executive Vice President, Head of Research and Development Planning, Representative Member of the Board of Nippon Telegraph and Telephone
- Jun 2018    Chairman of the Board of Directors of Nippon Telegraph and Telephone
- Jun 2021    **Outside Director of Yamaha (current)**
- Jun 2022    **Executive Advisor of Nippon Telegraph and Telephone (current)**
- Jun 2023    Member of the Board of Directors (Outside Director) of FG (current)



**Izumi Kobayashi** Outside Director

Chairperson of the Board of Directors    Member of the Nominating Committee    Member of the Risk Committee    Member of the Human Resources Review Meeting

**Brief personal record (major concurrent offices indicated in bold)**

- Apr 1981    Joined Mitsubishi Chemical Industries (current Mitsubishi Chemical)
- Jun 1985    Joined Merrill Lynch Futures Japan
- Dec 2001    President and Representative Director of Merrill Lynch Japan Securities (current BofA Securities Japan) (until Nov 2008)
- Nov 2008    Executive Vice President, the Multilateral Investment Guarantee Agency of the World Bank Group
- Jul 2013    **Outside Director of ANA Holdings (current)**
- Jun 2014    Outside Director of Mitsui & Co. (until Jun 2023)
- Jul 2014    Member of the Risk Committee of FG (as an outside expert who is not a director) (until Jun 2017)
- Jun 2017    Member of the Board of Directors (Outside Director) of FG (current)
- Jun 2020    **Outside Director of Omron (current)**





## Yumiko Noda

Outside Director

Member of the Compensation Committee  
Member of the Risk Committee

### Brief personal record (major concurrent offices indicated in bold)

Apr 1982 Joined Bank of America, Tokyo  
 Mar 1996 Deputy General Manager and Head of Structured Finance of the Long-Term Credit Bank of Japan, London  
 Jan 2000 Partner of PricewaterhouseCoopers Financial Advisory Services<sup>3</sup>  
 Jun 2007 Deputy Mayor of Yokohama City  
 Jan 2011 Partner, Head of PPP and Infrastructure of PwC Advisory<sup>3</sup>  
 Oct 2017 President and Representative Director of Veolia Japan  
 Jun 2020 **Chairman and Representative Director of Veolia Japan (current)**  
 Jun 2021 **Outside Director of Idemitsu Kosan (until Jun 2024)**  
 Jun 2021 **Outside Director of Benesse Holdings (until Jun 2024)**  
 Jun 2023 **Member of the Board of Directors (Outside Director) of FG (current)**  
 Jun 2024 **Outside Director of East Japan Railway (current)**  
 Jun 2024 **Outside Director of Sumitomo Chemical (current)**

3. Current PwC Advisory LLC



## Takakazu Uchida

Outside Director

Member of the Compensation Committee  
Member of the Audit Committee

### Brief personal record (major concurrent offices indicated in bold)

Apr 1983 Joined Mitsui & Co.  
 Apr 2014 Managing Officer, General Manager, Finance Div. of Mitsui & Co.  
 Apr 2017 Executive Managing Officer, General Manager, Finance Div. of Mitsui & Co.  
 Apr 2018 Executive Managing Officer, Chief Financial Officer of Mitsui & Co.  
 Jun 2018 Representative Director, Executive Managing Officer, Chief Financial Officer of Mitsui & Co.  
 Apr 2019 Representative Director, Senior Executive Managing Officer, Chief Financial Officer of Mitsui & Co.  
 Apr 2020 Representative Director, Executive Vice President, Chief Financial Officer of Mitsui & Co.  
 Jul 2020 Governor of Government Pension Investment Fund (until Feb 2024)  
 Apr 2021 Member of Expert Panel on JFSA's Policy Evaluations (current)  
 Apr 2022 Director of Mitsui & Co.  
 Jun 2022 Counselor of Mitsui & Co. (until Jun 2024)  
 Jul 2022 Vice Chair and Public Board Member of Self-Regulation Board of Japan Securities Dealers Association (until Jun 2024)  
 Jun 2024 **Member of the Board of Directors (Outside Director) of FG (current)**

## Members of the Board of Directors



## Masahiro Kihara

Member of the Board of Directors  
President & Group CEO (Representative Executive Officer)

Chairperson of the Human Resources Review Meeting

### Brief personal record

- Project Manager of Risk Governance Enhancement Project Team
- General Manager of Risk Management Department of SC
- Head of Financial Control & Accounting Group of SC
- Head of Global Products Unit
- Head of Global Corporate Division of BK



## Hidekatsu Take

Member of the Board of Directors  
Deputy President & Senior Executive Officer (Representative Executive Officer)  
Head of Global Corporate & Investment Banking Company and In Charge of Specially Assigned Matters  
Brief personal record

- Head of Asia Oceania
- Head of Sogo Shosha, Realty & Financial Sponsor Industry Group of BK
- Head of Corporate & Institutional Company and Head of Global Corporate Company



## Mitsuhiro Kanazawa

Member of the Board of Directors  
Senior Executive Officer  
Group CIO

### Brief personal record

- General Manager of Risk Management Department
- Co-Head of IT & Systems Group
- Group Co-Chief Information Officer and Group Chief Process Officer



## Takefumi Yonezawa

Member of the Board of Directors  
Senior Executive Officer  
Group CFO and General Manager of International Accounting Standards Project Team  
Brief personal record

- General Manager of Financial Planning Department
- Deputy Head of Financial Control & Accounting Group



## Seiji Imai

Chairperson (Kaicho)<sup>4</sup>, Member of the Board of Directors (Internal non-executive director)

### Brief personal record

- Head of Global Corporate Company
- Head of Corporate & Institutional Company
- Head of Global Products Unit

4. Chairperson (Kaicho) Imai engages in the company's external activities, but does not chair the Board. The Board is chaired by the outside director, Ms. Izumi Kobayashi.



## Hisaaki Hirama

Member of the Board of Directors (Internal non-executive director)

Member of the Audit Committee  
Chairperson of the Risk Committee  
Member of the IT / Digital Transformation Committee

### Brief personal record

- General Manager of Accounting Department
- General Manager of Nagoya Corporate Branch of BK
- Head of Internal Audit Group of BK

Definitions: FG: Mizuho Financial Group BK: Mizuho Bank SC: Mizuho Securities